



MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: Sec/SGX/289/2022-23
January 05, 2023

Singapore Exchange
Securities Market Control
Securities & Market Data, Operations
11 North Buona Vista Drive,
#06-07 The Metropolis Tower 2,
Singapore 138589

Dear Sir/Madam,

Sub: Postal Ballot Notice

Please find attached the Postal Ballot Notice ("Notice") for seeking approval of the Members of the Company for the appointment of Adv. Veliath Pappu Seemanthini (DIN: 07850522) as a Non-Executive Independent Director and Dr. Sumitha Nandan (DIN: 03625120) as a Whole-Time Director of the Company by means of Postal Ballot by voting through electronic means. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, December 30, 2022 (i.e., cut-off date) as received from S.K.D.C Consultants Limited, Registrar and Share Transfer Agents of the Company.

The Company has engaged the services of Central Depository Services (India) Limited (i.e., CDSL) for the purpose of providing e-voting facility to all its members.

A copy of Postal Ballot Notice and relevant documents is attached herewith.

You are requested to take note of the above.

Thanking you.

For Manappuram Finance Limited

MANOJKUMA

R V R

Manojkumar V.R
Company Secretary

Digitally signed by MANOJKUMAR V R
DN: cn=Personal, title=3934,
pseudonym=3f7d8785d77b57d5d41384a01ace5999cb26a
0cd22b7f34f205d40dbf622b7, postalCode=680581,
st=Kerala,
serialNumber=ec0b07b2d06a85987aa84d48d23761b1c13
f3d66989437cb6348bc1a592cc87, cn=MANOJKUMAR V R
Date: 2023.01.05 10:59:14 +05'30'

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

Registered & Corporate Office: (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valapad, Thrissur, Kerala - 680 567, India
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com



Make Life Easy

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old), W638A(new)

Manappuram House, Valapad P.O., Thrissur - 680 567, Kerala, India

Ph: (0487) 3050413, 3050417, Fax No. (0487) 2399298

CIN: L65910KL1992PLC006623

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'the Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 and any other circulars issued from time to time by MCA (collectively the **'MCA Circulars'**), the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Special/ Ordinary Resolutions, as the case may be, by means of Postal Ballot by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

SPECIAL BUSINESS

Item No.1 - To approve appointment of Adv. Veliath Pappu Seemanthini (DIN: 07850522) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (**"Act"**) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination, Compensation and Corporate Governance Committee and approval of the Board of Directors, Adv. Veliath Pappu Seemanthini (DIN: 07850522), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from December 23, 2022, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from December 23, 2022 to December 22, 2027, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act."

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(IA) of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations (Amendment) Regulations, 2018 and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the approval of the members of the Company be and is hereby also accorded to continue the Directorship of Adv. Veliath Pappu Seemanthini (DIN: 07850522), as Independent Director of the Company, who may attain the age of 75 years during the five year tenure of her appointment.”

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

Item No. 2 - To approve appointment of Dr. Sumitha Nandan (DIN: 03625120) as a Whole-time Director of the Company

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

“RESOLVED THAT, pursuant to the recommendation of the Nomination, Compensation and Corporate Governance Committee, applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Dr. Sumitha Nandan (DIN: 03625120), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors (the ‘Board’) with effect from January 01, 2023, and who holds office until the date of the next annual general meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) the approval of the Members of the Company be and is hereby accorded to the appointment of Dr. Sumitha Nandan (DIN: 03625120) as a Whole-time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from January 01, 2023, liable to retire by rotation, on the following remuneration and the terms and conditions.”

Salary: Rs.7,50,000.00 (Rupees Seven Lakh Fifty Thousand Only) per month with effect from January 01, 2023, with an annual increment of 10% per annum.

Commission/ Variable Pay: A minimum amount of Rs.30,00,000.00 (Rupees Thirty Lakh Only) per annum subject to a maximum amount not exceeding the limit as per the provisions of Section 197 of the Companies Act, 2013. The quantum of commission to be paid shall be determined by the Board of Directors subject to the norms framed by the Board of Directors from time to time.

Retirement Benefits/ Perquisites: Contribution to Provident Fund @ 12% of the monthly salary.

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 once 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: Such other allowances, perquisites, benefits, and amenities as may be provided by the company from time to time under its policies.

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 Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms of appointment of the appointee 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.”

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

Date: December 23, 2022
Place: Valapad, Thrissur

For Manappuram Finance Limited
Sd/-
CS Manoj Kumar V R
Company Secretary

NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and Clause 1.2.5 of the Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.
2. In line with the Circulars issued by the Ministry of Corporate Affairs **vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars')**, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.manappuram.com/investors/notice-to-shareholders.html>, on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, **S.K.D.C. Consultants, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: +91 422 4958995, 2539835/ 836, Email: info@skdc-consultants.com.**
4. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, December 30, 2022**. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
7. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's Resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at smscollp@gmail.com. The scanned image of the above documents should be in the naming format **'Manappuram Finance Limited - EVSN 221230002'**
8. Documents referred to in the Postal Ballot Notice will be available for inspection at the Registered Office of the Company during office hours from 10.00 A.M. to 01.00 P.M. on all working days until closure of time for casting vote through remote e-voting, subject to the COVID-19 protocol as applicable and also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the time of closure of the voting period. Members seeking to inspect such documents can send an e-mail to cosecretary@manappuram.com
9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolutions set forth in this Postal Ballot Notice.
10. In order to increase the efficiency of the voting process and pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts/ websites of Depositories/ Dps thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
11. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members

whose e-mail addresses are registered with the Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, December 30, 2022 ("cut-off date")**).

12. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.

13. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: 09.00 A.M. (IST) on Thursday, January 05, 2023; End of remote e-voting: 05.00 P.M. (IST) on Friday, February 03, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

14. The Board of Directors of the Company has appointed Mr. Suresh M V, FCS, Partner of SMS & Co Company Secretaries LLP (COP No. 17830), as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.

15. The Scrutinizer will submit his consolidated report to the Chairman, or the Company Secretary, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or the Company Secretary **on or before Tuesday, February 07, 2023**. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e., **Friday, February 03, 2023**. The Scrutinizer's decision on the validity of votes cast will be final.

16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at the link <https://www.manappuram.com/investors/notice-to-shareholders.html> and on the website of CDSL at www.evotingindia.com immediately after the result is declared by the Company and the same shall simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The results shall also be displayed on the notice board at the Registered Office of the Company.

17. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.

18. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

19. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

20. The detailed process and manner for remote e-voting are explained herein below:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on **Thursday, January 05, 2023 at 09.00 A.M. (IST) and ends on Friday, February 03, 2023 at 05.00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of Friday, December 30, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities

are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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	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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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

Type of shareholders	Login Method
	screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) 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) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by RTA or contact RTA at S.K.D.C. Consultants, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Tamilnadu, Phone: +91 422 4958995, 2539835/ 836, Email: info@skdc-consultants.com.
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. 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN 221230002 for Manappuram Finance Limited** on which you choose to vote.
- (ix) 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.
- (x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory 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 at the e-mail address **viz; smscollp@gmail.com and to the Company at the email address viz; cosecretary@manappuram.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cosecretary@manappuram.com / RTA email id at info@skdc-consultants.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 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 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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 22 55 33

Explanatory statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013 ("Act")

The following Statement sets out all material facts relating to Item No (s). 1 to 2 mentioned in the accompanying Notice.

Item No. 1

Based on the recommendation of the Nomination, Compensation and Corporate Governance Committee, the Board of Directors has appointed Adv. Veliath Pappu Seemanthini (holding DIN: 07850522) as an Additional Director (Non-Executive) of the Company to be re-classified as an Independent Director of the Company under Section 161 of the Companies Act, 2013 ("the Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company with effect from December 23, 2022. As per the terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for 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. Accordingly, the appointment of Adv. Veliath Pappu Seemanthini as an Additional Director (Non-Executive) would require approval of Members of the Company. Further in this regard, the Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Adv. Veliath Pappu Seemanthini (holding DIN: 07850522) for appointment as an Independent Director of the Company. In the opinion of the Board, Adv. Veliath Pappu Seemanthini is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration of her vast knowledge, background, and expertise in the legal domain. Adv. Veliath Pappu Seemanthini fulfills the skills matrix requirements laid down by the Company for its Directors. Further, in the opinion of the Board, Adv. Veliath Pappu Seemanthini also fulfils the required conditions specified in the Act, Rules made thereunder and the Listing Regulations for appointment as an Independent Director and she is independent of the Management of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, as per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Adv. Veliath Pappu Seemanthini has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

The Board recommends her appointment as an Independent Director for a period of five (5) consecutive years beginning from December 23, 2023, to December 22, 2027. The Board also recommends payment of sitting fees and commission to her in accordance with the provisions of the Companies Act, 2013.

Adv. Veliath Pappu Seemanthini (DIN: 07850522) is now 71 years old, and she would be attaining the age of 75 years during the tenure. Therefore, pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, to retain the services of the director who has rich experience in the legal field, consent of the Members is required by way of a Special Resolution. Hence in compliance with the provisions of Section 149 read with Schedule IV of the Act, and in terms of Regulations 17(1A), 17(1)(C) & 25 (2A) of the Listing Regulations and other applicable provisions, if

any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 appointment of Adv. Veliath Pappu Seemanthini (holding DIN: 07850522) as an Independent Director is now being placed before the Members for their approval.

A brief profile of Adv. Veliath Pappu Seemanthini, the nature of her expertise in specific functional areas, disclosure of relationship between directors, inter-se, names of companies in which she holds Directorship, Committee Memberships/ Chairmanships, her shareholding etc. are provided herein.

Brief Profile of Adv. Veliath Pappu Seemanthini (DIN: 07850522)

Adv. Veliath Pappu Seemanthini is a law graduate and a Senior Advocate designated by High Court of Kerala. She is also a Standing Counsel for various Central Government and State Government Institutions like High Court of Kerala, Food Corporation of India, National Insurance Company, Coir Board, Steel Authority of India (SAIL), Bokaro Steel Plant, Vishakhapatnam Steel Plant, Steel Industries Kerala Ltd, Kerala Feeds Limited, Kerala State Women's Commission, Institute of Management Studies, Trivandrum, South Malabar Gramin Bank. She is Practicing in the Supreme Court of India, High Court of Kerala and various other Courts and Tribunals. Mainly handling cases in Constitution. She is also involved and committed to various social activities such as: -

- Regional Director (India) of International Federation of Women Lawyers (Asia Region)
- The President of All India Federation of Women Lawyers during (2009 - 2010)
- President of Indian Federation of Women Lawyers (Kerala Branch) on two spells
- Attended various seminars and conferences in relation to women and children and has been espousing the cause of women. Had been mediator and amicus curie as requested by the High Court in various cases.
- Dedicated to the promotion of welfare of women and children and other socially, educationally, and economically backward sections of the society.
- Secretary of Kerala High Court Senior Advocate Association.
- Member of Indian Law Reports Council (Kerala Series).
- Member of High Court Legal Service Committee.
- President, Central Administrative Tribunal Advocate Association.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 01.00 P. M. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Friday, February 03, 2023, and the same is also available on the website of the Company at the link <https://www.manappuram.com/investors/notice-to-shareholders.html>

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/ Promoters and KMPs, except Adv. Veliath Pappu Seemanthini, is concerned or interested in the Resolution at Item No. 1 of the Notice. Adv. Veliath Pappu Seemanthini and her relatives, if any, are interested or concerned in the Resolution concerning her appointment proposed at Item No. 1.

The Board of Directors of your company recommends the resolution for approval of Members. The Members are requested to approve the Special Resolution.

Item No. 2

Based on the recommendation of the Nomination, Compensation and Corporate Governance Committee ("the Committee"), the Board of Directors (the 'Board'), on December 23, 2022, in terms of Section 161 of the Companies Act, 2013 (the 'Act') and applicable Rules, read with the Articles of Association of the Company, appointed Dr. Sumitha Nandan (DIN: 03625120) as an Additional Director (Executive) of the Company with effect from January 01, 2023. Pursuant to provisions of Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. As per the terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for 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. Accordingly, the appointment of Dr. Sumitha Nandan (DIN: 03625120) as an Additional Director (Executive) would require approval of Members of the Company. Further, based on the recommendation of the Committee, in the said meeting the Board also decided to recommend the Members for the appointment of Dr. Sumitha Nandan as Whole-time

Director of the Company for a period of five years with effect from January 01, 2023. In this regard, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the aforesaid candidate to the office of Whole Time Director. Following are the details of remuneration proposed to be paid to Dr. Sumitha Nandan:

Salary: Rs.7,50,000.00 (Rupees Seven Lakh Fifty Thousand Only) per month with effect from January 01, 2023, with an annual increment of 10% per annum.

Commission/ Variable Pay: A minimum amount of Rs.30,00,000.00 (Rupees Thirty Lakh Only) per annum subject to a maximum amount not exceeding the limit as per the provisions of Section 197 of the Companies Act, 2013. The quantum of commission to be paid shall be determined by the Board of Directors subject to the norms framed by the Board of Directors from time to time.

Retirement Benefits/ Perquisites: Contribution to Provident Fund @ 12% of the monthly salary.

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 once 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: Such other allowances, perquisites, benefits, and amenities as may be provided by the company from time to time under its policies.

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 Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

The Board considered Dr. Sumitha Nandan (DIN: 03625120) as a suitable candidate to join the Board as a Whole Time Director of the Company on the following grounds:

- Since Mr. Blangat Narayanan Raveendra Babu (DIN: 00043622) has resigned from the Company to take charge as Managing Director & Chief Executive Officer of Asirvad Micro Finance Limited, a subsidiary company of Manappuram Finance Limited, the Committee was rigorously looking for a person with insight, vision, and passion.
- Dr. Sumitha Nandan (DIN: 03625120) was associated with the Company during the period of February 03, 2015, to September 01, 2018, as Senior Vice President and Chief Executive Officer, Online Gold Loan (the 'OGL') business vertical of the company. The OGL business vertical was introduced under the leadership of Dr. Sumitha Nandan (DIN: 03625120). During the period she also worked as an Executive Assistant to the Managing Director & Chief Executive Officer and as a part of the job conducted an overall review of all departments. Thereafter, she left the Company on her own accord.
- The Committee had performed an overall review of her duties and functions and noted that she has enough potential to be appointed as Executive Director of the Company. Thereafter the Committee recommended to the Board the appointment of Dr. Sumitha Nandan as the Whole Time Director of the Company with effect from January 01, 2023.
- The Company has received all the statutory disclosures/ declarations including, (i) consent in writing to act as director in Form DIR-2 as per Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

A brief profile of Dr. Sumitha Nandan (DIN: 03625120), the nature of her expertise in specific functional areas, disclosure of

relationship between directors, inter-se, names of companies in which she holds Directorship, Committee Memberships/ Chairmanships, her shareholding etc. are provided herein.

Brief Profile of Dr. Sumitha Nandan (DIN: 03625120)

In the past, Dr. Sumitha Nandan has acted in various executive positions at Manappuram Finance Limited including as Chief Executive Officer of Online Gold Loan (OGL). During those tenures she has shown possessing good business acumen and managerial skills. Apart from the said positions, she had also held Whole-time Directorship in Manappuram Health Care Limited, directorship in Manappuram Home Finance Limited, Manappuram Agro Farms Limited, Systemic Ayurvedic Research Private Limited, and Macare Dental Care Private Limited where she has proved as good leader and steward.

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

Given her experience in health care with intense consumer focus as well as regulatory oversight and her experience with the Company engaged in Financial services, she is mindful of the consumer expectations which is one of the important areas of regulatory focus and concern.

Considering the aforesaid facts, the Board of Directors of your Company is of the opinion that her appointment as a Whole-time Director will be beneficial to the company and recommends the resolution for the approval of the members as an Ordinary Resolution. The Profile of the aforesaid candidate detailing the academic qualifications, skills and expertise is provided in this Notice and is also available for inspection of the members.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Except Dr. Sumitha Nandan (DIN: 03625120), being appointee, and Mr. Vazhappully Padmanabhan Nandakumar (DIN: 00044512) being relative of the appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board of Directors of your company recommends the resolution for approval of Members. The Members are requested to approve the Ordinary Resolution.

For Manappuram Finance Limited

Sd/-

CS Manoj Kumar V R

Company Secretary

Date: December 23, 2022

Place: Valapad, Thrissur

Details of Directors seeking appointment
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]

Sl. No.	Particulars	
1.	Name	Adv. Veliath Pappu Seemanthini
2.	Category / Designation	Independent Director
3.	Director Identification Number (DIN)	07850522
4.	Age	71 years
5.	Date of Birth	May 19, 1951
6.	Original Date of Appointment	December 23, 2022
7.	Qualifications	Bachelor of Laws (LLB) BA in History
8.	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	Guru Deva International Mission
9.	Chairmanship/Membership of Committees in other Companies*	Nil
10.	Number of Equity Shares held in the Company*	Nil
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
13.	Terms and conditions of appointment or re-appointment	Appointed as an Independent Director not liable to retire by rotation for a period beginning from December 23, 2022, to December 22, 2027
14.	Remuneration last drawn, if applicable	Nil
15.	Remuneration proposed to be paid	Sitting Fees and commission in accordance with the provisions of the Companies Act, 2013
16.	Number of Meetings of the Board attended during the year 2022-23	Nil
17.	Justification for choosing the appointee for appointment as Independent Director	To induct Independent Director with expertise in Law
18.	Nature of expertise in specific functional areas	Please refer to the Explanatory Statement forming part of this Notice.
19.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice.

*** As per disclosures received from the Director**

For Manappuram Finance Limited
Sd/-

CS Manoj Kumar V R
Company Secretary

Date: December 23, 2022
Place: Valapad, Thrissur

Details of Directors seeking appointment
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]

Sl. No.	Particulars	
1.	Name	Dr. Sumitha Nandan
2.	Category / Designation	Whole-time Director
3.	Director Identification Number (DIN)	03625120
4.	Age	42 years
5.	Date of Birth	May 30, 1980
6.	Original Date of Appointment	January 01, 2023
7.	Qualifications	• Master of Surgery from Sri Ramachandra University, Chennai • MBBS from Rajiv Gandhi University of Health Sciences, Karnataka. • Fellowship in Cosmetic Gynecology
8.	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	Nil
9.	Chairmanship/Membership of Committees in other Companies*	Nil
10.	Number of Equity Shares held in the Company*	Nil
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Daughter of Mr. Vazhappully Padmanabhan Nandakumar (DIN: 00044512), Managing Director and Chief Executive Officer of Manappuram Finance Limited. No relation with other Directors or Key Managerial Personnel of the Company
13.	Terms and conditions of appointment or re-appointment	Please refer to the Explanatory Statement forming part of this Notice.
14.	Remuneration last drawn, if applicable	Nil
15.	Remuneration proposed to be paid	Please refer to the Explanatory Statement forming part of this Notice.
16.	Number of Meetings of the Board attended during the year 2022-23	Nil
17.	Nature of expertise in specific functional areas	Please refer to the Explanatory Statement forming part of this Notice.

*** As per disclosures received from the Director**

Date: December 23, 2022
Place: Valapad, Thrissur

For Manappuram Finance Limited
Sd/-
CS Manoj Kumar V R
Company Secretary