



MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: Sec/SE/ 229/ 2022-23
November 10, 2022

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code: 531213

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

Dear Sir/ Madam,

Sub: Postal Ballot Notice under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 of the Listing Regulations, please find attached the Postal Ballot Notice ("Notice") for seeking approval of the Members of the Company for the appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director of the Company with effect from 23rd September, 2022 to 01st April, 2024 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 04th November, 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 CDSL for the purpose of providing e-voting facility to all its members.

Commencement of remote e-voting: 09.00 A.M. (IST) on Friday, 11th November, 2022; End of remote e-voting: 05.00 P.M. (IST) on Saturday, 10th December, 2022. 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.

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

The above Notice have been simultaneously sent to the Shareholders

You are requested to take note of the above.

Thanking you,
Yours Faithfully,

For Manappuram Finance Limited

Manojkumar V R
Company Secretary

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



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 Member (s),

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, 20/2020 dated May 05, 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 (collectively the 'MCA Circulars'), the Resolution as set out hereunder is proposed for approval by the Members of the Company as a Special Resolution 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 Resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

SPECIAL BUSINESS

1. Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director

To consider and, if thought fit, to pass the following Resolution(s) 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, Ms. Pratima Ram (DIN: 03518633), who was appointed as a Director to fill the casual vacancy caused by the resignation of Ms. Sutapa Banerjee (DIN: 02844650), in the capacity of Independent Director with effect from September 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, be and is hereby appointed as an Independent Director of the Company with effect from September 23, 2022 to April 01, 2024, not subject to retirement by rotation, and entitled to such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors/ the members of the Company from time to time within the overall limits under the Act."

By order of the Board of Directors

Sd/-

Manoj Kumar V R
Company Secretary

Date: September 23, 2022

Place: Valapad, Thrissur

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 Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 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 Limited, "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. Resolution 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, 4th November 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose 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/ Authorisation, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at smcollp@gmail.com. The scanned image of the above documents should be in the naming format '**Manappuram Finance Limited - EVSN 221104002**'.
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 resolution 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, November 04, 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 Friday, November 11, 2022; End of remote e-voting: 05.00 P.M. (IST) on Saturday, December 10, 2022. 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 Scrutiniser to scrutinise 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 Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at the link <https://www.manappuram.com/investors/notice-to-shareholders.html> and on the website of CDSL at www.evotingindia.com. The results will be communicated to the Stock Exchanges simultaneously.
16. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e. **Saturday, December 10, 2022**.
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 Special Resolution, 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 **Friday, November 11, 2022 at 09.00 A.M. (IST) and ends on Saturday, December 10, 2022 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of November 04, 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 demat 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name

Type of shareholders	Login Method
	<p>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.</p> <p>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</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA at S.K.D.C. Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028, Tamilnadu, Phone: +91 422 4958995, 2539835/ 836, Email: info@skdc-consultants.com.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 221104002 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. **1800 22 55 33**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director

Ms. Sutapa Banerjee (DIN: 02844650) has tendered her resignation as Independent Director of Manappuram Finance Limited (**hereinafter 'the Company'**) with effect from July 04, 2022. The reason for the resignation was on account of her decision to concentrate more on her key area of specialization. Pursuant to the provisions of section 161(4) of the Companies Act, 2013, as amended, if the office of any Director appointed by the company in general meeting is vacated before his/ her term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of Association of the Company, be filled by the Board of Directors (**hereinafter 'the Board'**) at its meeting and the same shall be approved by the members in the immediate next general meeting. Further, the person so appointed shall hold office only up to the date up to which the director in whose place is appointed would have held office if it had not been vacated. Further, in terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of Shareholders 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. Hence, based on the recommendations of the Nomination, Compensation and Corporate Governance Committee of the Company, the Board at its meeting held on September 23, 2022, subject to the approval of shareholders of the company, has appointed Ms. Pratima Ram (DIN: 03518633) as a Woman Independent Director of the company for a period beginning from September 23, 2022 to April 01, 2024 in the casual vacancy caused due to the resignation of Ms. Sutapa Banerjee (DIN: 02844650). Accordingly, the appointment of Ms. Pratima Ram (DIN: 03518633) by the Board as an Independent Director would require approval of Members of the Company on or before December 23, 2022.

As per the provisions of Section 161(4) of the Companies Act, a person appointed in casual vacancy shall hold office only up to the date up to which the director in whose place is appointed would have held office if it had not been vacated. Therefore, the tenure of Ms. Pratima Ram (DIN: 03518633) as an Independent Director on the Board is fixed for a period beginning from September 23, 2022 to April 01, 2024.

In the opinion of the Board, Ms. Pratima Ram (DIN: 03518633) 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 Ms. Pratima Ram's vast knowledge, background, and expertise in the banking sector. Ms. Pratima Ram also fulfills the skills matrix requirements laid down by the Company for its Directors. Further, in the opinion of the Board, Ms. Pratima Ram fulfils the required conditions specified in the Act and the rules made thereunder and she is independent of the Management of the Company.

Ms. Pratima Ram has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Pratima Ram has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms.

Pratima Ram has confirmed that she is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A brief profile of Ms. Pratima Ram (DIN: 03518633), 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 Ms. Pratima Ram (DIN: 03518633)

Ms. Pratima Ram is an experienced banker with three decades in Corporate, International, Investment & Retail Banking. She has worked in India, USA, and South Africa. Pratima held the position of Country Head & Chief General Manager of the United States Operations of State Bank of India, in New York, and prior to this she was the CEO of the South African operations of the Bank based at Johannesburg. At SBI Capital Markets, she assisted companies in raising funds through capital market instruments and led the Corporate Advisory, M&A, & Project Appraisal business. She also led the training initiatives of SBI as head of the SBI Academy. On leaving the public sector, she joined private sector in the infrastructure and Oil & Gas space as Group President Finance at Punj Lloyd Group having diversified operations then in more than 15 countries.

Pratima was CEO and Whole Time Director of India Infoline Finance Limited, IIFL, a large Non-Banking Finance company focused on lending to small businesses, Real Estate and Health Care sectors. She also held the CEO position at India Infoline Housing Finance Limited. As an Independent Director on Corporate Boards, she has been associated with companies in the electrical, auto, pharmaceutical, renewable energy, finance, software industry textiles and mining industry. She is on the Boards of Minda Corporation Limited, GPS Renewables Private Limited, Cadila Pharmaceuticals Limited, Avaali Solutions Private Limited, Minda Instruments Limited, Subex Account Aggregator Services Private Limited, Manappuram Home Finance Limited, and Benefitsklub Technologies Private Limited. She also mentors startups in the agriculture sector. She earlier held Board position in SBI California Limited, USA and India Infoline Finance Limited, Mumbai.

In Bangalore, she is on the Finance Committee of Bangalore International Centre, an initiative of TERI, set up on the lines of India International Centre. She was a member of the Executive Committee of Bangalore International Centre and was on the Management Committee of Bangalore Chambers of Industry and Commerce and on their sub-Committees on Banking & Finance. She has been associated with CII for their programmes for Small & Medium industry. When in USA, she was associated with the activities of US-India Business Council & Asia Society and was an elected member of the executive committee of the Institute of International Bankers, USA.

She takes keen interest in mentoring and advising medium size corporate, using her expertise gained in Corporate Banking & Advisory, Forex management and Risk management as well as experience gained in public & private sector industry. She is also deeply involved in the improvement of rural school education in North Karnataka.

Ms. Pratima Ram graduated from the University of Virginia, USA and Bangalore University, Karnataka.

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 Saturday, December 10, 2022 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.

Except Ms. Pratima Ram (DIN: 03518633) and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

The Board of Directors recommends the resolution given in the Notice for approval of Members of the Company as a Special Resolution.

By order of the Board of Directors

Sd/-

**Manoj Kumar V R
Company Secretary**

Date: September 23, 2022

Place: Valapad, Thrissur

ANNEXURE

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard -2, the details of the Director proposed to be appointed through Postal Ballot process are given below:

Sl. No.	Particulars	
1.	Name	Ms. Pratima Ram
2.	Category / Designation	Independent Director
3.	Director Identification Number (DIN)	03518633
4.	Age	72 years
5.	Date of Birth	August 29, 1950
6.	Original Date of Appointment	September 23, 2022
7.	Qualifications	MA from University of Virginia, USA MA from Bangalore University, Karnataka
8.	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	<p><u>Details of present Directorship:-</u></p> <ol style="list-style-type: none"> 1. Minda Corporation Limited - As Independent Director 2. GPS Renewables Private Limited - As Independent Director 3. Cadila Pharmaceuticals Limited - As Independent Director 4. Avaali Solutions Private Limited - As Independent Director 5. Minda Instruments Limited - As Independent Director 6. Subex Account Aggregator Services Private Limited - As Independent Director 7. Manappuram Home Finance Limited - As Independent Director 8. Benefitsklub Technologies Private Limited -As Independent Director <p><u>Listed entities from which the person has retired/resigned in the past three years:-</u></p> <ol style="list-style-type: none"> 1. Havells India Limited 2. Suzlon Energy Limited 3. Deccan Gold Mines Limited 4. Nandan Denim Limited
9.	Chairmanship/Membership of Committees in other Companies*	<ol style="list-style-type: none"> 1. Minda Corporation Limited - As Chairperson of CSR Committee and Audit Committee 2. GPS Renewables Private Limited - As Member of Audit Committee, Member of Nomination, Compensation & Corporate Governance Committee. 3. Cadila Pharmaceuticals Limited – As Chair of Audit Committee, Chair of Risk Management Committee, and Member of Nomination, Compensation & Corporate Governance Committee. 4. Manappuram Home Finance Limited - As Chairperson of IT Strategy Committee, Member of Audit Committee, Member of Stake Holder Relationship Committee, and Member of Nomination, Compensation & Corporate Governance Committee.
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

Sl. No.	Particulars	
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 September 23, 2022 to , April 01, 2024.
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	1 No. of Meeting
17.	Justification for choosing the appointee for appointment as Independent Director	Her educational background, vast experience and extensive knowledge in the banking sector.
18.	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*