



MANAPPURAM FINANCE LIMITED

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Reference No.: Sec/012/2025-26

Date: April 16, 2025

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

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

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

Dear Sir/ Madam,

Sub: Submissions of proceedings of Extra-Ordinary General Meeting of the Company held on Wednesday, April 16, 2025.

Pursuant to Regulations 30, 51 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby submit the proceedings of Extra-Ordinary General Meeting of the Company held on Wednesday, April 16, 2025 at 10 a.m. (IST) through video conferencing/ other audio-visual means.

The voting result along with scrutinizer's report will be submitted to the stock exchanges in accordance with the requirements prescribed under the applicable laws.

Request you to kindly take the same on your record.

Thanking You.

Yours faithfully,
For **Manappuram Finance Limited**

Manoj Kumar V R
Company Secretary

Encl: As above

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

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



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PROCEEDINGS AT THE EXTRA ORDINARY GENERAL MEETING OF MANAPPURAM FINANCE LIMITED (“THE COMPANY”), HELD ON WEDNESDAY, APRIL 16, 2025, AT 10.00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that Extra Ordinary General Meeting (“EGM”) was duly held on Wednesday, April 16, 2025 at 10.00 A.M. through VC/ OAVM.

The Company Secretary of the Company welcomed the members of the Company. He informed them that in view of the circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) read with applicable Secretarial Standards, the EGM was held through VC / OAVM only and he briefed the members about the modalities related to conducting the meeting through VC/ OAVM. Further, the Company Secretary of the Company informed the members that the Company had engaged the services of Central Depository Services (India) Limited (“CDSL”) for providing the facility for participation in the EGM through VC/ OAVM and for electronic voting on matters set out in the notice convening the EGM (“EGM Notice”) read with the corrigendum thereto.

Dr. Sumitha Nandan, Executive Director of the Company extended a warm welcome to all members. It was informed that there was no proxy facility available for this meeting and documents related to Special Businesses were made available for inspection.

Mr. Shailesh J Mehta, chaired the meeting. The Company Secretary requested Mr. Shailesh J Mehta, Chairman, to call the meeting to order and the Chairman declared that there was requisite quorum for the meeting and called the meeting to order. He introduced the directors and all invitees present at the meeting. Mr. Sooraj Kombath, representative of KKC & Associates LLP, Chartered Accountants and Mr. Vineeth Saxena, representative of Chokshi & Chokshi LLP, Statutory Auditors, Ms. Darsana Menon, representative of KSR & Co Company Secretaries LLP as Secretarial Auditors, CS. Suresh MV, Senior Partner of SMS & Co LLP as Scrutinizer, Mr. Jayakumar Kandaswamy, representative of MUFG Intime India Private Limited as Registrar and Share Transfer Agent, e-voting service provider as CDSL and promoters were also present at the meeting.

The Chairman of the Company addressed the members and briefed about *the acquisition of joint control of the Company by Bain Capital in partnership with existing promoters, who will remain fully invested in the Company. During his speech, he mentioned that the alliance with Bain Capital is not just an investment; it is a reaffirmation of the strength of our legacy, the resilience of our business model, and the enormous potential that lies ahead. He further informed that this partnership is significant in more ways than one. Firstly, it brings fresh capital that will help us fortify our balance sheet and fuel the next stage of our strategic growth and drive transformation. Secondly, it introduces a professional and globally experienced strategic partner who will enhance governance, scale operations, and strengthen our product innovation efforts. Further, this development in no way signifies a divestment or an exit by the existing promoters. On the contrary, they remain fully invested and steadfast in their commitment to the Company’s long-term vision and growth. With Bain Capital’s global expertise, sharp focus on operational excellence, and unwavering commitment to driving transformation, the Company is poised to seize new opportunities,*

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reinforce our leadership position, and deepen our footprint across critical segments of India's financial services landscape. Moreover, with Bain Capital's deep sector expertise and global insights, we are poised to elevate the Company into a new era – marked by digital transformation, geographic expansion, and diversified product offerings across gold loans, microfinance, housing, SME and vehicle finance.

This was followed by the speech of Managing Director & CEO wherein he highlighted about new partner i.e., Bain Capital - a globally respected investment firm which has a deep track record in building enduring, world-class financial institutions. Their proposed investment of over ₹4,385 crores is a strong endorsement of the value Company has created—and of the immense future potential of the Company. He further informed that Bain Capital brings not just capital, but a partnership mindset. Their long-term, value-driven investment approach has helped over a thousand businesses globally to scale up, professionalise, and compete in the modern world. Their expertise across financial services, risk management, and digital transformation will be invaluable as we chart the next phase of our growth. With Bain Capital by our side, we are embracing a future where the Company evolves from being a strong retail NBFC into a tech-enabled, customer-centric financial powerhouse. This partnership will also help sharpen our strategy, enhance board oversight, strengthen operational governance, and catalyse our transformation into a professionally managed institution with deep institutional backing. He further highlighted on the resolutions and its relevance, which was taken at the meeting.

The Company Secretary also informed the Members that since the requirement of physical presence of the Members at a common venue has been dispensed with, the Company had made all arrangements to enable the members to participate and vote on the items being considered in the EGM. Thereafter, the EGM Notice and the corrigendum thereto was taken as read.

The following businesses were placed by the Company Secretary and transacted at the EGM:

1	Detail of the Agenda: Resolution Required: Mode of Mode of voting:	Increase in the Authorized Share Capital of the Company and alteration in the Capital clause of the Memorandum of Association of the company. Ordinary Resolution Remote E-voting and by E-voting at the EGM.
2	Detail of the Agenda: Resolution Required: Mode of Mode of voting:	Amendment to the Articles of Association of the Company. Special Resolution Remote E-voting and by E-voting at the EGM.
3	Detail of the Agenda: Resolution Required: Mode of Mode of voting:	Issuance of Equity Shares and Warrants by way of a preferential issue on a private placement basis. Special Resolution Remote E-voting and by E-voting at the EGM.

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4	Detail of the Agenda:	To consider and approve the (i) adoption of the amended and restated articles of association of the company; and (ii) grant of special rights to identified shareholders of the company
	Resolution Required:	Special Resolution
	Mode of Mode of voting:	Remote E-voting and by E-voting at the EGM.

The Company Secretary informed that the remote e-voting commenced on Saturday, April 12, 2025 at 9:00 A.M. (IST) and ended on Tuesday, April 15, 2025 at 5:00 P.M. (both days inclusive). He further informed the members that the facility for e-voting was made available during the meeting for members who had not cast their vote through remote e-voting.

The Company had appointed CS Suresh M V, FCS, Senior Partner, SMS & Co, Company Secretaries LLP, Thrissur as the scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting process at the EGM.

Members who had registered as speaker shareholder within the prescribed timeline were requested to ask queries. The meeting concluded with a vote of thanks to the Chair, Directors, Members and Other Participants by the Company Secretary. The members were requested to note that the resolutions set out in the EGM Notice read with corrigendum thereto shall be deemed to be passed on the date of the EGM i.e., April 16, 2025, if carried with requisite majority.

Thereafter, the e-voting module was extended for another 30 minutes to enable the members to cast their votes.

The Company will separately intimate the e-voting results along with the Scrutinizer's report to the stock exchanges.

The EGM commenced at 10 a.m. and concluded at 12 p.m. (including the time allowed for e-voting at the EGM)

Kindly take this intimation on record.

Thanking you

Yours faithfully

For **Manappuram Finance Limited**

Manoj Kumar VR

Company Secretary

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