

NOTICE OF 19TH ANNUAL GENERAL MEETING

**REGISTERED OFFICE: DOOR NO. V/537, NEAR MANAPPURAM HOUSE, HIGH SCHOOL JUNCTION, VALAPAD P.O, THRISSUR, KERALA- 680567, WEBSITE: WWW.MACARE.IN PH : 7594810870 EMAIL: cs@macare.in
CIN: U24232KL2006PLC029932**

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MANAPPURAM HEALTH CARE LIMITED (“THE COMPANY”) WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT DOOR NO. V/537, NEAR MANAPPURAM HOUSE, HIGH SCHOOL JUNCTION, VALAPAD P.O, THRISSUR, KERALA- 680567 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS: -

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint Mr. Ravy Gangadharan Kodappully (DIN: 03627048), who retires by rotation as a Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravy Gangadharan Kodappully (DIN: 03627048), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- 3. To appoint Mr. P.D. Prasannan (DIN: 03535849), who retires by rotation as a Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. P.D. Prasannan (DIN: 03535849), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS: -

- 4. To appoint Dr. Bino Benjamin (DIN:11267748) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Bino Benjamin (DIN:11267748) be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, not liable to retire by rotation.”

- 5. To appoint Mr. A. K. Mohanan (DIN: 06440548) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. A. K. Mohanan (DIN: 06440548) be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, not liable to retire by rotation.”

- 6. Approval for payment of one-time honorarium to Independent Directors, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, and in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for payment of a one-time honorarium of ₹1,00,000 (Rupees One Lakh only) each to Mr. Nurani Venkataraman Mahadevan (DIN: 00073834) and Dr. Mohandas E (DIN: 02940152), Independent Directors of the Company, as a token of appreciation for their valuable guidance and contribution during their tenure of two consecutive terms, which will conclude at the end of the Annual General Meeting scheduled on 30th September 2025.

**By Order of the Board
For Manappuram Health Care Limited**

**Sd/-
Sherin Mathew
Company Secretary**

**Place: Valapad
Date: 08.09.2025**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the meeting. A proxy form is annexed to this report.
2. The enclosed proxy form (MGT 11), if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

By Order of the Board

For Manappuram Health Care Limited

Date: 08.09.2025

Place: Valapad

Sd/-

Sherin Mathew

Company Secretary

TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	PRASANNAN POZHEKADAVIL DAMODARAN
DIN	03535849
Date of first appointment on the Board of the Company	31.03.2011
Age	73
Qualification	MBBS, MD
Brief Profile/ Nature of Expertise	Dr. P. D. Prasannan, Managing Director of Manappuram Health Care Limited, is a distinguished medical professional with a passion turned into reality. He earned his MBBS from Calicut Medical College in 1975 and an MD in General Medicine from Mangalore University, along with a Post Graduate Diploma in Tropical Medicine from Calcutta University. Starting his career in 1978 with Kerala Health Services, he worked in India and abroad, including 16 years as a consultant physician in the UAE. He retired in 2007 as District TB Officer in Thrissur and then embarked on his journey with Manappuram Health Care Ltd to serve humanity.
Terms and conditions of appointment	Managing Director
Remuneration last drawn	Nil
Remuneration proposed	Nil
Name of other companies in which the Person also holds the directorship	1) Macare Dental Care Private Limited
Shareholding in Manappuram Health Care Limited	Nil
Relationship with other directors, Manager and Key Managerial Personnel of the Company	Mrs. Sushama Nandakumar (Sister)
Number of Meetings of the Board attended during the Financial Year 2024-25	5

None of the Directors or Key Managerial Personnel or their relatives except Dr. P. D. Prasannan (DIN: 03535849) and Mrs. Sushama Nandakumar (DIN: 02270130) are in any way concerned or interested in the proposed Resolution as set out in the Notice. The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon

The Board considered the aforesaid matter at their meeting dated September 08, 2025, and recommended the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company

For and on behalf of the Board of Directors
 Manappuram Health Care Limited

Sd/-
 Sherin Mathew
 Company secretary

Place: Valapad
 Date: 08.09.2025

TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	RAVY GANGADHARAN KODAPPULLY
DIN	03627048
Date of first appointment on the Board of the Company	07.09.2011
Age	77
Qualification	
Brief Profile/ Nature of Expertise	Prof. K G Ravy is a pragmatic leader with years of profound experience in his domain. He completed his B Pharm in 1974 and his M Pharm in 1981 with an excellent academic record. He earned first-place university rankings in both B Pharm and M Pharm. He also made a distinction in his MBA from IGNOU in 1992 and a diploma in marketing. He launched his career as an Assistant Professor of Pharmaceutics at the Government Medical College of Trivandrum, where he remained for over 13 years. For more than five years, he worked as a Drugs Inspector and Technical Assistant to the Drugs Controller in Kerala, India.
Terms and conditions of appointment	Director
Remuneration last drawn	Nil
Remuneration proposed	Nil
Name of other companies in which the Person also holds the directorship	1) Manappuram Chits(India) Limited 2) Manappuram Chits (Karnataka) Private Limited 3) Manappuram Chit Funds Company Private Limited
Shareholding in Manappuram Health Care Limited	Nil
Relationship with other directors, Manager and Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the Financial Year 2024-25	5

None of the Directors or Key Managerial Personnel or their relatives except Mr. K G Ravy (DIN: 03627048) are in any way concerned or interested in the proposed Resolution as set out in the Notice.
 The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon
 The Board considered the aforesaid matter at their meeting dated September 08, 2025, and recommended the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company

For and on behalf of the Board of Directors
 Manappuram Health Care Limited

Sd/-
 Sherin Mathew
 Company secretary

Place: Valapad
 Date: 08.09.2025

TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	BINO BENJAMIN
DIN	11267748
Date of first appointment on the Board of the Company	NA
Age	50
Qualification	MBBS, MD, DM, DNB, FNB, MNAMS, FSCAI,
FACC	
Brief Profile/ Nature of Expertise	Dr. Bino Benjamin, is a Professor of Cardiology at Jubilee Mission Medical College Hospital, Thrissur. A National Board–certified Interventional Cardiologist, he has extensive experience in coronary angiograms, percutaneous coronary interventions, congenital heart disease interventions, and pacemaker implantations. He is a fellow of the American College of Cardiology and the Society of Cardiovascular Angiography and Interventions, and a recipient of the Clinical Excellence Award from the Indian Medical Association, Thrissur. Dr. Benjamin has authored several publications in indexed medical journals and has been actively involved in teaching and clinical practice for over a decade.
Terms and conditions of appointment	Independent Director
Remuneration last drawn	Nil
Remuneration proposed	Nil
Name of other companies in which the Person also holds the directorship	NA
Shareholding in Manappuram Health Care Limited	Nil
Relationship with other directors, Manager and Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the Financial Year 2024-25	NA

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon

The Board considered the aforesaid matter at their meeting dated September 08, 2025, and recommended the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company

For and on behalf of the Board of Directors
 Manappuram Health Care Limited

Sd/-
 Sherin Mathew
 Company secretary

Place: Valapad
 Date: 08.09.2025

TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	ARAKKAL KUNJANDY MOHANAN
DIN	06440548
Date of first appointment on the Board of the Company	NA
Age	73
Qualification	Chartered Accountant.
Brief Profile/ Nature of Expertise	Mr. A.K. Mohanan is a distinguished Practicing Chartered Accountant from Thrissur, Kerala, and a Fellow Member of the Institute of Chartered Accountants of India (ICAI) with over 40 years of professional experience in auditing, taxation, corporate law, and financial advisory services. Renowned for his integrity, strategic insight, and expertise in regulatory compliance, he has served a wide spectrum of clients ranging from corporates to entrepreneurs. He is currently a Board Member at Manappuram Asset Finance Ltd., Manappuram Comptech and Consultants Ltd., and Manappuram Jewellers Limited, where he plays a vital role in strengthening governance, financial oversight, and risk management practices.
Terms and conditions of appointment	Independent Director
Remuneration last drawn	Nil
Remuneration proposed	Nil
Name of other companies in which the	1) Manappuram Asset Finance Ltd., 2) Manappuram Comptech and Consultants Ltd., and 3) Manappuram Jewellers Limited
Person also holds the directorship	
Shareholding in Manappuram Health Care Limited	Nil
Relationship with other directors, Manager and Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the Financial Year 2024-25	NA

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon

The Board considered the aforesaid matter at their meeting dated September 08, 2025, and recommended the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company

For and on behalf of the Board of Directors
 Manappuram Health Care Limited

Sd/-
 Sherin Mathew
 Company secretary

Place: Valapad
 Date: 08.09.2025

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 2 & 3

In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, not less than two-thirds of the total number of Directors of a public company (excluding Independent Directors) shall be liable to retire by rotation and out of the Directors who are liable to retire by rotation, one-third shall retire at every Annual General Meeting and, if eligible, may offer themselves for re-appointment.

The Board of Directors of the Company presently comprises six (6) Directors, out of which two (2) are Independent Directors not liable to retire by rotation. Out of the remaining four (4) Directors who are liable to retire by rotation, Mr. Ravy Gangadharan Kodappully (DIN: 03627048) and Mr. P.D. Prasannan (DIN: 03535849) are the directors who retire by rotation at the ensuing Annual General Meeting, and being eligible, have offered themselves for re-appointment.

The Board of Directors have recommended their re-appointment, considering their qualifications, experience, and valuable contributions to the Company.

The Board is of the opinion that their continued association would benefit the Company and accordingly recommends the resolutions set out in Item Nos. 2 and 3 of the Notice for approval of the Members as Ordinary Resolutions.

Interest of Directors:

Except Mr. Ravy Gangadharan Kodappully and Mr. P.D. Prasannan, being the appointees, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolutions.

Item No. 4 & 5

Mr. Nurani Venkataraman Mahadevan (DIN: 00073834) and Dr. Mohandas E (DIN: 02940152), Independent Directors of your Company, will complete their two consecutive tenures at the ensuing 19th Annual General Meeting of the Company in accordance with applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

In compliance with the requirements for Independent Directors, the Board recommends the appointment of Mr. Bino Benjamin (DIN: 11267748) and Mr. A. K. Mohanan (DIN: 06440548) as Independent Directors of the Company for a term of five consecutive years commencing from 30th September 2025, the date of this Annual General Meeting.

Dr. Bino Benjamin is a reputed Cardiologist currently serving at Jubilee Mission Medical College Hospital, Thrissur as Associate Professor of Cardiology. With more than 20 years of experience, Dr. Benjamin is highly regarded for his expertise and notable contributions to clinical practice and research in cardiology.

Mr. A. K. Mohanan (DIN: 06440548) is a Practicing Chartered Accountant from Thrissur, Kerala, and a fellow member of the Institute of Chartered Accountants of India, with over 40 years of extensive experience in auditing, corporate affairs, and taxation. Mr. Mohanan presently serves on the Boards of Manappuram Asset Finance Ltd, Manappuram Jewellers Limited, and Manappuram Comptech and Consultants Ltd.

Both individuals have given their consent for appointment and submitted the necessary declarations of independence. In the opinion of the Board, both fulfil the conditions specified in Section 149(6) of the Companies Act, 2013, and are independent of the management of the Company.

The Board considers that their knowledge, expertise, and experience will benefit the Company significantly and recommends their appointment as Independent Directors, not liable to retire by rotation, for a term of five years commencing 30th September 2025.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Bino Benjamin and Mr. A. K. Mohanan, are concerned or interested, financially or otherwise, in the resolution set forth for their respective appointments.

The full terms and conditions of appointment of Independent Directors are available for inspection at the registered office of the Company during business hours.

The Board recommends the resolution for the approval of the members as set out in the notice of AGM.

Item No.6

The Independent Directors, Mr. Nurani Venkataraman Mahadevan (DIN: 00073834) and Dr. Mohandas E (DIN: 02940152), were appointed on the Board of the Company in compliance with the provisions of Section 149 of the Companies Act, 2013. They have served two consecutive terms and their tenure will conclude at the end of the Annual General Meeting scheduled on 30th September 2025.

During their tenure, they have provided valuable insights, strategic guidance, and oversight in strengthening governance and contributing to the growth of the Company. In recognition of their services, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the payment of a one-time honorarium of ₹1,00,000 (Rupees One Lakh only) each to them.

Pursuant to Section 197 read with Section 149(9) of the Act, Independent Directors are eligible to receive sitting fees, reimbursement of expenses, and commission, subject to approval of members. This honorarium is in the nature of remuneration and hence requires approval of the members of the Company.

The Board recommends the resolution set out at Item No.6 of this Notice for approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except the Independent Directors mentioned herein, are concerned or interested in the resolution.

MANAPPURAM HEALTH CARE LIMITED

CIN: U24232KL2006PLC029932

Regd. Office: Door No. V/537, Near Manappuram House, High School Junction, Valapad P.O, Thrissur, Kerala- 680567 Ph: 0487- 3100705 Website: www. macare.in,

ATTENDANCE SLIP

I hereby record my presence at the 19th Annual General Meeting of the Company being held on at 03:00 pm at Valapad at the Door No. V/537, Near Manappuram House, High School Junction, Valapad P.O, Thrissur, Kerala- 680567

Full name of the shareholder _____ Signature _____

Folio No. _____

Full name of the Proxy _____ Signature _____

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MANAPPURAM HEALTH CARE LIMITED

CIN: U24232KL2006PLC029932

Regd. Office: Door No. V/537, Near Manappuram House, High School Junction, Valapad P.O, Thrissur, Kerala- 680567 Ph: 0487- 3100705 Website: www. macare.in,

PROXY FORM

Name of the member(s):	
Registered address:	
E- mail Id:	
Folio No.	

I/We being a member(s) of _____ shares of the above named company, hereby appoint

- Name: _____ of _____
E-mail Id: _____ or failing him
- Name: _____ of _____
E-mail Id: _____ or failing him
- Name: _____ of _____
E-mail Id: _____

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on the Tuesday, 3.00 PM, 30th September 2025, at Valapad and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated below:

Resolutions	For	Against
Consider and adopt :		
Audited Financial Statements for the year ended 31 st March, 2025		
Reports of the Board and Auditors		
Re –appointment of Dr.P.D. Prasannan (DIN: 03535849), who retires by rotation		
Re –appointment of Mr. Ravy Gangadharan Kodappully (DIN: 03627048), who retires by rotation		
Appointment of Dr. Bino Benjamin (DIN: 11267748) as an Independent Director of the company		
Appointment of Mr. A. K. Mohanan (DIN: 06440548) as an Independent Director of the company		
Payment of one-time honorarium to Independent Directors,		

Signed this ___ day of _____ 2025.

Signature of shareholder

Signatures of proxy holders

1. _____
3. _____

2. _____

Affix Rupee 1/- Revenue Stamp
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Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. * This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.