

MANAPPURAM COMPTECH AND CONSULTANTS LIMITED

4/647, 3rd Floor, Manappuram House(Old Building), Valapad, Thrissur, Kerala 680567
U72200KL2000PLC013966

NOTICE

NOTICE is hereby given that, an Extraordinary General Meeting of the Shareholders of Manappuram Comptech and Consultants Limited will be held on Monday, 09th December 2024 at 09.00 am at the Registered Office of the Company to transact the following Special business:

1. Re- appointment of Mr Deepkumar K R as Managing Director and CEO of the Company

To consider and if thought fit, to pass with or without modification(s), the following as a ***Special Resolution***

“RESOLVED THAT as per the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Deepkumar K R (DIN: 05348065) as the Managing Director and Chief Executive Officer (CEO) of the Company, for a period of 3 (three) years with effect from December 12, 2024 upon the following terms & conditions;

| | |
|-------------------------------|--|
| Salary (Minimum Remuneration) | INR 70,00,000/- [Rupees Seventy Lakhs Only] per annum |
| Commission | Up to INR 30,00,000/- [Rupees Thirty Lakhs Only] per annum. The amount is subject to net profits earned by the company and evaluation of criteria assessment by the NRC. |



| | |
|---------------------------|---|
| Perquisites: | <ul style="list-style-type: none"> - Contribution to - Contribution to <ul style="list-style-type: none"> - Provident Fund @ 12% of salary or as fixed by the government from time to time. - Pension Fund, Superannuation Fund, Gratuity Fund, and Encashment of leave at the end of the tenure of appointment as applicable from time to time based on the policy of the company. <p>[These shall not be included in the computation of remuneration or ceiling on the perquisites]</p> |
| Medical Insurance Premium | As per the rules of the Company |
| Other Benefits | Such other allowances, perquisites, incentives and amenities as may be provided by the Company from time to time |

“RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be the minimum remuneration”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized jointly/severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. Re-appointment of SREEDHARAN RADHAKRISHNAN NAIR (DIN: 00024736) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolutions as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, **SREEDHARAN RADHAKRISHNAN (DIN: 00024736)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 14th March 2020 and who being eligible for re-appointment as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second



term of 5 (five) consecutive years on the Board of the Company commencing from **March 14th, 2025**

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the company be and is hereby authorized jointly/severally to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

3. Approval for Settlement Agreement with Manappuram Finance Limited (MAFIL) for INR 19.78 crore

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolution**:

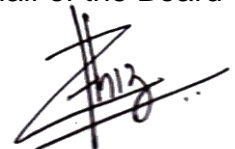
RESOLVED THAT the shareholders hereby approve and ratify the settlement agreement dated 05th November 2024 entered between Manappuram Finance Limited (MAFIL) and Manappuram Comptech and Consultants Limited (MACOM) for claims amounting to INR 19.78 crore, based on the recommendations of the Audit Committee and Board. The settlement structure comprises an immediate cash payment of INR 2.5 crore, with the balance to be settled through quarterly adjustments of INR 1 crore against services provided by MACOM to MAFIL, commencing from Q3 FY 2024-25, and additional settlements up to INR 1 crore in subsequent quarters, if applicable."

RESOLVED FURTHER THAT the shareholders ratify the comprehensive settlement agreement dated 05th November 2024 with MAFIL incorporating the approved payment and adjustment structure, specific performance obligations of both parties, terms for continuing business relationship, dispute resolution mechanism, and confidentiality provisions."

Date: 01-11-2024

Place: Thrissur

For and on behalf of the Board



Nithin Mohan
Company Secretary



Notes:-

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The necessary Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached.
3. 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.
4. 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.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO 1

The Board had recommended the appointment of Mr. Deepkumar K R. as Managing Director of the Company for a period of three years from 12th December 2024 and the said appointment and terms of his remuneration was recommended in the Board Meeting and Nomination and Remuneration Committee Meeting held on 01st November 2024

During the 3 previous financial years he had attended all the Board Meetings and during the financial year 2024 – 2025, he had attended all the 5 Board meetings upto 01st November 2024 (inclusive) and does not hold directorship in any other company.

His current term of appointment as the Managing Director of the Company will expire on 11th December 2024. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Deepkumar K R should be available to the Company for a further period of 3 (Three) years with effect from 12th December 2024.

The main terms and conditions for the reappointment of Mr. Deepkumar K R as Managing Director are as follows:-

| | |
|--|--|
| Salary (Minimum Remuneration) | INR 70,00,000/- [Rupees Seventy Lakhs] per annum |
| Commission | Up to INR 30,00,000/- [Rupees Thirty Lakh] per annum. The amount is subject to net profits earned by the company and evaluation of criteria assessment by the NRC. |
| Perquisites: - Contribution to - Contribution to | - Provident Fund @ 12% of salary or as fixed by the government from time to time. - Pension Fund, Superannuation Fund, Gratuity Fund, and Encashment of leave at the end of the tenure of appointment as applicable from time to time based on the policy of the company. |



| | |
|---------------------------|--|
| | [These shall not be included in the computation of remuneration or ceiling on the perquisites] |
| Medical Insurance Premium | As per the rules of the Company |
| Other Benefits | Such other allowances, perquisites, incentives and amenities as may be provided by the Company from time to time |

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Deepkumar K R. require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 1 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Deepkumar K R.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under

1. General Information

Nature of Industry: Computer IT Software Development/Maintenance, Hardware Support and other consultancy support services

Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company)

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable



Financial Performance based on previous Audited Financials.

| SI No | Description | As on March 31, 2024 (INR Lakhs) | As on March 31, 2023 (INR Lakhs) |
|-------|---|----------------------------------|----------------------------------|
| 1 | Income from Operations | 5316 | 4073 |
| 2 | Other Income | 41 | 25 |
| 3 | Total Revenue | 5357 | 4098 |
| 4 | Total Expenditure | 4219 | 3755 |
| 5 | Profit before Depreciation & Finance charges | 1710 | 807 |
| 6 | Depreciation & finance charges | 572 | 465 |
| 7 | Profit Before Tax | 1138 | 343 |
| 8 | Provision for taxation (including deferred tax) | 280 | 76 |
| 9 | Profit After Tax | 858 | 266 |
| 10 | Profit b/f from previous year | 983 | 716 |
| 11 | Balance carried forward to Balance Sheet | 1841 | 983 |

Foreign Investments or Collaborations if any : NIL

2. Information about Appointee

a) Background Details

Mr. Deepkumar K R was the Managing Director of the Company since December 2012

b) Past Remuneration (Excluding Commission).

| Period | Rupees [Per Annum] |
|----------------|---|
| FY 2023 - 2024 | INR 65,00,000/- w.e.f December 12, 2021 |
| FY 2022 - 2023 | |
| FY 2021 - 2022 | |



c) Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on 11th December 2024. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Deepkumar K R should be available to the Company.

d) Remuneration Proposed

As mentioned above.

e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Deepkumar K R has vast experience in IT Industry. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India

f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Deepkumar K R has a relationship with the Company as the Managing Director & CEO only. He does not hold any shares in the Company and does not have any other pecuniary relationship.

3. Other Information

a) Reasons for inadequate profits

During the previous Financial Year 2023-2024, the Company only made a profit of INR 8,58,38,700/-. (rounded to thousands) The performance for the year under review was adversely affected due to the lack of additional business but however the profits of the company have been increasing year on year indicating a positive outlook.



b) Steps taken or proposed to be taken for improvement

The Company has taken necessary steps to mitigate these inadequate profits and is confident that in future years adverse situations will be covered.

c) Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

ITEM 02

SREEDHARAN RADHAKRISHNAN NAIR (DIN: 00024736) is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee and Member of the Audit Committee and Corporate Social Responsibility Committee. SREEDHARAN RADHAKRISHNAN NAIR was appointed as an Independent Director of the Company by the Members for a period of 5 (five) consecutive years commencing from 14th March 2020 and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 01st November 2024, proposed the re-appointment of CA A K Mohanan as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 14th March 2025, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution. Sreedharan Radhakrishnan Nair is a serial entrepreneur, author, adjunct professor and a mentor. Having chaired several professional and non-governmental organisations in Kerala, India such as the Kerala Management Association, Indian Society for Training and Development, The Indus Entrepreneurs (TiE) (Kochi Chapter), Rotary Cochin International and having co-founded the Better Kochi Response Group, he is well known in business, social, academic and professional circles in the state of Kerala. He is a known public speaker who provides counsel to several governmental, educational and non-governmental organisations and individuals in areas such as management, entrepreneurship, marketing and technology. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Sreedharan Radhakrishnan Nair's qualifications and rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent



Director of the Company. The Board is of the opinion that Sreedharan Radhakrishnan Nair continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. Sreedharan Radhakrishnan Nair had confirmed that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. Sreedharan Radhakrishnan Nair has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Sreedharan Radhakrishnan Nair has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Sreedharan Radhakrishnan Nair has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Sreedharan Radhakrishnan Nair has qualified the online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Sreedharan Radhakrishnan Nair fulfils the conditions specified in the Act, rules thereunder for re-appointment as an Independent Director and that he is independent of the Management. In compliance with the provisions of Section 149 and other applicable provisions of the Act the re-appointment of Sreedharan Radhakrishnan Nair as an Independent Director is now placed for the approval of the Members by a Special Resolution. The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Sreedharan Radhakrishnan Nair ,are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

OTHER DETAILS

| | |
|---|-------------------------------|
| Name of the Director | Sreedharan Radhakrishnan Nair |
| DIN | 00024736 |
| Date of Birth | 31-05-1959 |
| Age | 65 Years |
| Date of appointment as Independent Director | 14 th March 2020 |



| | |
|---|---|
| Qualifications and Year of Experience. | B.Sc (Phy) MBA. 44 years of experience |
| Terms and Conditions of Re-appointment | 5 years. |
| Details of Remuneration drawn during FY 2023-2024 | Sitting Fees: INR 2,10,000/- Commission: 12,00,000/- |
| Directorship in other companies | <ul style="list-style-type: none"> • Stallion Onebyte Private Limited. • Mentorguru Professional Services Private Limited. • Progno Financial Planning Systems Private Limited. • Mylogic Business Management School Private Limited. • Boxpush India Private Limited. • Makimpact India Private Limited. |
| Membership/ Chairpersonship of Committees in other companies | NIL |
| Entities from which the Director has resigned from Directorship in last 3 (three) years | EIGHTWE DIGITAL TRANSFORMATIONS PRIVATE LIMITED |
| No of Board Meetings attended during FY 2023 – 2024 | Attended all 5 Board Meetings held during the period. |
| Inter-se relationship with other Directors and Key Managerial Personnel of the Company | NIL |
| No of shares held in the company | NIL |

ITEM 03.

Background: A financial claim of INR 19.78 crore was raised by Manappuram Finance Limited (MAFIL) against the Company vide their letter dated July 26, 2024. The claim arose from fraudulent transactions which was perpetuated by an employee of the company and which were further identified during KPMG's investigation, which revealed control deficiencies in the Company's systems and processes.

Nature of Concern or Interest: MAFIL is a related party as defined under Section 2(76) of the Companies Act, 2013, being the holding company. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. V P Nandakumar and Mrs. Sushama Nandakumar are concerned or interested, financially or otherwise, in this resolution.

Material Facts:

1. The Company obtained legal opinions from Senior Advocate Mr. K R Poulose and M/s Cyril Amarchand Mangaldas regarding the claim's tenability. The legal opinions confirmed the Company's vicarious liability under Section 73 of Contract Act, 1872, and Clause 8 of the Agreement with MAFIL, based on:



- The fraudulent transactions occurred during the performance of employee duties
 - Control deficiencies identified by KPMG
 - Indemnification obligations under the existing agreement
2. MAFIL, through their letter dated September 26, 2024, has expressed willingness to settle the claim through a structured settlement arrangement.
3. The Audit Committee and Board of Directors, after considering the following factors, have recommended the settlement:
- Legal opinions confirming the Company's liability
 - Commercial and business implications
 - Importance of maintaining business relationship with MAFIL
 - Company's market goodwill
 - Current financial position and cash flow projections

The Settlement Terms agreed upon are as follows:

1. Total Settlement Amount: INR 19.78 crore
2. Payment Structure:
 - Immediate cash payment of INR 2.5 crore in Q3 FY 2024-25
 - Balance amount through quarterly adjustments of INR 1 crore against existing services
 - Additional cash settlements up to INR 1 crore in subsequent quarters, if applicable

Business Rationale: The proposed settlement is considered beneficial for the Company as it:

- Provides a structured payment mechanism aligned with the Company's cash flow capacity
- Preserves the strategic business relationship with MAFIL
- Avoids potential litigation costs and reputational damage
- Allows continuation of existing service arrangements



The Board recommends the resolution for approval and ratification by the shareholders. The resolution and this explanatory statement may be treated as disclosure under applicable provisions of the Companies Act, 2013.

| Disclosure Requirement | Details |
|--|---|
| Name of Related Party and Nature of Relationship | Manappuram Finance Limited (MAFIL) [Holding Company] |
| Nature, Duration and Particulars of Contract/Arrangement | Settlement Agreement for claims arising from fraudulent transactions identified during KPMG investigation. Duration: Until full settlement of INR 19.78 crore through structured payments. |
| Material Terms including Value | <ul style="list-style-type: none"> - Total Settlement Amount: INR 19.78 crore - Immediate cash payment: INR 2.5 crore in Q3 FY 2024-25 - Quarterly adjustments: INR 1 crore against existing services - Additional settlements: Up to INR 1 crore in subsequent quarters, if applicable |
| Advance Paid/Received | No advance payment involved |
| Manner of Determining Pricing and Other Commercial Terms | Pricing determined based on: <ul style="list-style-type: none"> - KPMG's investigation findings - Legal opinions from Sr. Adv. K R Poulouse and M/s Cyril Amarchand Mangaldas - Company's financial position and cash flow projections - Value of existing services being provided |
| Factors Considered | <ul style="list-style-type: none"> - Legal liability under Contract Act and Agreement - Commercial implications - Business relationship continuity - Company's market goodwill - Financial capacity - Cash flow projections |
| Other Relevant Information | <ul style="list-style-type: none"> - Audit Committee recommendation obtained - Board approval received - Settlement proposal received from MAFIL dated September 26, 2024 - Original claim dated July 26, 2024 |



FORM NO MGT 11
4/647, 3rd Floor, Manappuram House(Old Building), Valapad, Thrissur, Kerala 680567
CIN: U72200KL2000PLC013966,
Website: www.macomsolutions.com
Tel: +91 487 3106006

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration).Rules, 2014)

Name of the member (s) :

.....
Registered Address:

.....

E.Mail Id :..... Folio No./:.....

I/We,being the member(s) holdingshares of the above named Company, hereby appoint

1.Name.....
Address:.....
..
.....
E.mailID:.....Signature:.....

or failing him

2.Name:.....
Address:.....
E.mail ID:.....Signature:.....

or failing him

3.Name:.....
Address:.....
E.mail IDSignature:.....



as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Monday, 09th December 2024** at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 _____

2 _____

3 _____

Signed this.....day of2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1
Revenue
Stamp

Note:

This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.



MAP TO VENUE

