

## MANAPPURAM FINANCE LIMITED

### Issue of U.S.\$300,000,000 7.375 per cent. Senior Secured Notes due 2028 under the U.S.\$750,000,000 Secured Medium Term Note Programme

8 May 2024

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 26 April 2024 (the “**Offering Circular**”). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular. This Pricing Supplement, together with the information set out in the Annex to this Pricing Supplement, supplements the Offering Circular and supersedes the information in the Offering Circular to the extent inconsistent with the information included therein.

In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

- (1) Issuer: Manappuram Finance Limited.
- (2) (a) Series Number: 2.  
(b) Tranche Number: 1.  
  
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable.
- (3) Specified Currency or Currencies: U.S. dollar (“**U.S.\$**”).
- (4) Aggregate Nominal Amount:
  - (a) Series: U.S.\$300,000,000.
  - (b) Tranche: U.S.\$300,000,000.
- (5) (a) Issue Price: 99.64% of the Aggregate Nominal Amount.
- (6) (a) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.  
(b) Calculation Amount (and in relation to calculation of interest in: U.S.\$1,000.

- global form see  
Conditions):
- (7) (a) Issue Date: 14 May 2024.  
(b) Interest Commencement Date: Issue Date.
- (8) Maturity Date: 12 May 2028.
- (9) Interest Basis: 7.375% Fixed Rate.
- (10) Redemption/Payment Basis: Redemption at par (other than a Redemption Upon Change of Control Triggering Event pursuant to Condition 8.4 (*Redemption upon Change of Control Triggering Event*)).
- (11) Change of Interest Basis or Redemption/Payment Basis: Not Applicable.
- (12) Put/Call Options: Not Applicable.
- (13) (a) Date of board approval (or approval of any duly authorised committee thereof) for issuance of Notes obtained: 19 April 2024.  
(b) Date of regulatory approval/ consent for issuance of Notes obtained: None required.
- (14) Listing: GSM segment of the India INX.
- (15) Method of distribution: Syndicated.

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- (16) Fixed Rate Note Provisions: Applicable.
- (a) Rate(s) of Interest: 7.375% per annum payable semi-annually in arrear on each Interest Payment Date.
- (b) Interest Payment Date(s): 14 May and 14 November in each year, commencing on 14 November 2024, provided that the final interest payment in respect of the period from and including 14 November 2027 to but excluding the Maturity Date (“**Short Last Coupon**”) will be made on the Maturity Date.
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in relation to Notes in U.S.\$36.875 per Calculation Amount (other than in relation to the Short Last Coupon which will be calculated in accordance with the Day Count Fraction)

global form, see  
Conditions):

- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): Not Applicable.
- (e) Day Count Fraction: 30/360.
- (f) Determination Date(s): Not Applicable.
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: None.
- (17) Floating Rate Note Provisions: Not Applicable.
- (18) Zero Coupon Note Provisions: Not Applicable.
- (19) Dual Currency Interest Note Provisions: Not Applicable.

#### **PROVISIONS RELATING TO REDEMPTION**

- (20) Issuer Call: Not Applicable.
- (21) Investor Put: Not Applicable.
- (22) Final Redemption Amount: U.S.\$1,000 per Calculation Amount.
- (23) Early Redemption Amount payable on redemption for tax reasons, redemption upon Change of Control Triggering Event or on event of default and/or the method of calculating the same (if required): As set out and pursuant to Condition 8.2 (*Redemption for tax reasons*) in respect of a redemption for tax reasons and Condition 8.4 (*Redemption upon Change of Control Triggering Event*) in respect of a redemption upon a Change of Control Triggering Event.

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- (24) Form of Notes: Registered Notes:  
Registered Global Note (U.S.\$300,000,000 nominal amount) registered in the name of a nominee for a common depository for Euroclear and Clearstream.
- (25) Additional Financial Centres: Not Applicable.
- (26) Talons for future Coupons to be attached to Definitive: No.

Bearer Notes in bearer form  
(and dates on which such  
Talons mature):

- (27) Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable.
- (28) Details relating to Instalment Notes: Not Applicable.
- (29) Other terms or special conditions: See Annex.

#### **DISTRIBUTION**

- (30) (a) If syndicated, names of Managers: Barclays Bank PLC and Citigroup Global Markets Limited.
- (b) Stabilising Manager(s) (if any): Barclays Bank PLC.
- (31) If non-syndicated, name of relevant Dealer: Not Applicable.
- (32) Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA not applicable.
- (33) U.S. Selling Restrictions: Regulation S Category 1
- (34) Additional selling restrictions: Not Applicable.
- (35) Prohibition of Sales to EEA Retail Investors: Not Applicable.
- (36) Prohibition of Sales to UK Retail Investors: Not Applicable.

#### **HONG KONG SFC CODE OF CONDUCT**

- (37) Rebates: Not Applicable
- (38) Contact email addresses of the Overall Coordinators where underlying investor information in relation to: [barclayssfcomnibusordersdebt@barclays.com](mailto:barclayssfcomnibusordersdebt@barclays.com) and [DCM.Omnibus@citi.com](mailto:DCM.Omnibus@citi.com).

omnibus orders should be sent:

- (39) Marketing and Investor Targeting Strategy As per the Offering Circular

#### **OPERATIONAL INFORMATION**

- (40) Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): Not Applicable.
- (41) Delivery: Delivery against payment.
- (42) Additional Paying Agent(s) (if any): Not Applicable.
- ISIN: XS2821647364.
- Common Code: 282164736.
- Legal Entity Identifier: 335800J L5WTUSKOSPN77.
- (43) Ratings: The Notes to be issued have been rated:  
Fitch: BB-  
S&P: BB-.

#### **LISTING APPLICATION**

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the U.S.\$750,000,000 Secured Euro Medium Term Note Programme of Manappuram Finance Limited.

#### **RESPONSIBILITY**

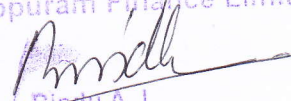
The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of MANAPPURAM FINANCE LIMITED:

By:.....

Duly authorised

For Manappuram Finance Limited

  
Bindu A. L.  
Chief Financial Officer



## Annex to the Pricing Supplement

*The Offering Circular is hereby amended and supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Offering Circular. Any conforming and/or duplicative amendments or modifications within the Offering Circular as a result of the following amendments or modifications have not been repeated in this Annex to the Pricing Supplement.*

Condition 8.1 (as included in the first schedule to the amended and restated trust deed dated 26 April 2024) shall be deleted in its entirety and replaced as follows:

### **“8.1 Redemption by amortisation and final redemption**

Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem the Notes in five instalments on each amortisation date specified in column A below (each, an **“Amortisation Date”**) at its Final Redemption Amount as specified in the Pricing Supplement, plus accrued and unpaid interest to, but not including, the applicable Amortisation Date. The amount of Notes to be redeemed on a particular Amortisation Date (such amount, the **“Amortisation Amount”**) shall be equal to the product of (x) the applicable Amortisation Percentage on the applicable Amortisation Date set forth in column B below *times* (y) the principal amount of Notes issued on the Issue Date; *provided* that such Amortisation Amount shall be adjusted proportionately to give effect to any issuances, redemptions, repurchases or cancellations of Notes after the Issue Date.

If payment of the relevant Amortisation Amount is improperly withheld or refused in respect of a Note, the relevant principal amount of such Note will remain outstanding until whichever is the earlier of (i) the day on which all sums due in respect of such Note up to that day have been paid and (ii) the Business Day after the Trustee has given notice to the Noteholders in accordance with Condition 15 (*Notices*) that it has received all sums due in respect of such Notes up to that Business Day (except to the extent that there is any subsequent default in payment in accordance with these Conditions). The Notes shall be finally redeemed at their final Amortisation Amount payable on the Maturity Date.

<b>Amortisation Date (A)</b>	<b>Amortisation Percentage (B)</b>
	<b>(%)</b>
14 May 2026	10
14 November 2026	10
14 May 2027	20
14 November 2027	25
Maturity Date	35

In these Conditions, references to **“principal”** shall, unless the context requires otherwise, be deemed to include any Amortisation Amount and references to the **“due date”** for payment shall, unless the context requires otherwise, be deemed to include any Amortisation Date.