



MANAPPURAM[®] FINANCE LIMITED



Make Life Easy

Ref: Sec/SE/ 710 /2015-16
29th October, 2015

Bombay Stock Exchange Limited
PJ Towers, Dalal Street
Fort, 25th Floor,
Mumbai- 400001

National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra East
Mumbai- 400051

Dear Sir / Madam,

Sub: Manappuram Finance Ltd- Postal Ballot Notice and Form dated 14th August, 2015
Ref: Company Scrip Code: 531213

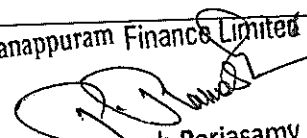
Kindly be informed that pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company has,

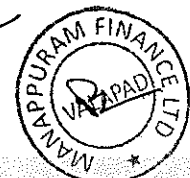
On Wednesday, October 28, 2015 completed the dispatch of Postal Ballot Notice along with the Postal Ballot Form and a self-addressed business reply envelop to the shareholders who have not registered their e-mail ids with depositories or with the company and also sent email to the shareholders who have registered their e-mail ids with depositories or with the Company.

For seeking approval of the shareholders of the company by Postal Ballot, including e-voting by electronic means, for the following matters:

Item No	Description of the Resolution
1.	Amendment to Main Object Clause of the Memorandum of Association
2.	Re-appointment and Revision of the Remuneration of Mr.B.N.Raveendra Babu, Executive Director of the Company
3.	Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs)

For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary



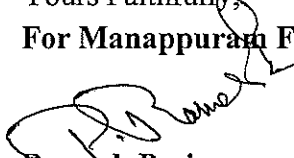
India's First Listed and Highest Credit Rated Gold Loan Company

In accordance with clause 31 (a) of the Listing Agreement, we are enclosing six copies of the same for your record. A soft copy of the same is separately being emailed on corp.relations@bseindia.com , cmlist@nse.co.in and uploaded on BSE & NSE Online Filing System.

Kindly acknowledge receipt and inform your members accordingly.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary

CC to : Madras Stock Exchange Limited
PB No: 183, New No.30 (Old: 11)
Second Line Beach, Chennai-600001





MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567
Ph: (0487) 3050408, 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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Listing Agreement with stock exchanges and other applicable laws and regulations that the resolutions appended below are proposed to be passed by the members of Manappuram Finance Limited (hereinafter referred to as "the Company" by way of Postal Ballot / Electronic Voting (e-Voting).

The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343) as the Scrutinizer for conducting the postal ballot / e voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:30 Hours IST on November 27, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e voting, as per the facilities arranged by the Company with Central Depository Services Limited (CDSL), are requested to read the instructions in the Notes under the section "Voting through electronic means" of this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e voting). The results shall be declared on or before December 4, 2015, 6.00 P.M. (Friday) and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.manappuram.com.

PROPOSED RESOLUTIONS:

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the rules made thereunder, the consent and approval of the shareholders of the Company be and is hereby accorded to alter the Clause III (A) Main Objects of the Memorandum of Association of the Company by substituting the existing Sub-Clause 3 with the following Sub-Clause 3 and by adding the following new Sub-Clause 4 in the Clause III (A):

"3. To carry on the business of authorized money changers, forex dealers, money transfer agents and related services, issue of prepaid instruments, to act as payment gateways, payment channels, to operate white label ATMs, to act as business correspondents to banks and financial institutions, to act distributors of mutual funds, insurance products with or without risk participation and all other financial products and services and to deal with all kinds of business involving marketing of financial products, providing investment advice, business facilitation services, business enablement services, all other services relating to financial inclusion and other permissible

activities as may be permitted by Reserve Bank of India or subject to approval by any other regulator as may be prescribed from time to time.

4. To facilitate all kinds of e-commerce business whether related to financial services or not and provision of all other kinds of related services."

FURTHER RESOLVED THAT Clause III (C), the other objects of Memorandum of Association be and is hereby deleted and all other clauses of the Memorandum of Association will remain unaltered.

FURTHER RESOLVED THAT the Board (which expression shall include a Committee thereof), and/or Managing Director and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Item No. 2: Re-appointment and Revision of the remuneration of Mr. B.N. Raveendra Babu, Executive Director of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. B.N. Raveendra Babu (DIN 00008125) as Whole-time Director designated as **Executive Director** of the Company for a further period of five years with effect from January 11, 2015 on the following remuneration and the terms and conditions;

Salary:

₹ 7,00,000/- (Rupees Seven Lakhs Only) per month with effect from 1st April 2015 with an annual increment of ₹ 50,000/- (Rupees Fifty Thousand Only) per month.

Commission:

Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites Contribution to PF:

@ 12% of the monthly salary.

Employee Stock Option Plan:

To the number of shares fixed by the Nomination, Compensation and Corporate Governance Committee of the company.

Contribution to:

Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses:

For self and family including premium payable for medical insurance in accordance with the rules of the Company.

Personal Accident Insurance:

As per the rules of the Company.

Leave Travel Concession:

For self and family once in a year as per the rules of the Company.

Fee for Clubs:

Subject to maximum of two clubs excluding admission and life membership fees.

Others:

Such other allowances, perquisites, benefits and amenities as may be provided by the Company from time to time.

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For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



For the purposes of calculating the ceiling on remuneration, prerequisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.

The above said remuneration and prerequisites shall be subject to the ceiling laid down in Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013. Any excess over the limits prescribed under the Companies Act, 2013 shall become payable with the approval of the Central Government wherever so required."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the above terms of appointment of the appointee including the terms relating to remuneration, as it may at its discretion, deem fit, for the unexpired tenure from time to time provided that the remuneration is within the limit laid down in the then subsisting provisions of the Companies Act, 2013."

Item No. 3: Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures ('NCDs')

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-

***RESOLVED THAT** pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as in force or amended from time to time, the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of the Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which expression shall include a Committee thereof) of the Company, to issue Secured Redeemable Non-Convertible Debentures ('NCDs') on a private placement basis, whether rated or otherwise in one or more tranches, for ₹ 1,700 Crores (Rupees One Thousand Seven Hundred Crores only) aggregating to ₹ 2,000 Crores (Rupees Two Thousand Crores only) during the period from the date of passing of this Special Resolution by the Members till the conclusion of next Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including but not limited to the timing of the issue, the minimum subscription price, face value and quantity, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company including Financial Resources Management Committee (FRC) of the Board and/or such other committee of Board constituted in this behalf, is hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, fixing the terms and conditions for the issue of NCDs, preparation and authentication of offer letters, issue and allotment of debentures, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary thereto."

By order of Board of Directors
For Manappuram Finance Limited
Sd/-

Place: Valapad
Date: 14th August, 2015

Ramesh Periasamy
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Please read the notes and instructions annexed to this notice.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No. 1:

The Company has proposed to diversify its business by rendering the following additional services to the customers,

- (a) Financial Services proposed:
 - i. Acting as Business Correspondent for Banks
 - ii. Distribution of Insurance products, mutual funds and financial products.

- iii. Providing financial advice subject to extant regulatory permission from SEBI.
- iv. To enable the company to issue pre-paid instruments in future subject to RBI approval.
- v. To enable the company to establish white-label in future subject to RBI approval.

(b) Other Activities:

- i. Filling up of applications to enable making application to obtain Adhar / Pan or any other related government schemes.
- ii. To act as collection centre for customers as regards their installment payments towards their loans borrowed from third parties.
- iii. Facilitating e-commerce business through tie ups with Consumer goods companies by distributing pamphlets, displaying white goods and undertaking such promotional activities that enable easy and quick access of such goods to customers, facilitating booking of, road, air, water, cinemas tickets, hotels, restaurants, halls / auditorium, tours, music programmes, etc., by setting up an e-platform for customers, Payment of utility bills, providing recharge facilities (mobile, DTH, etc.).

In order to undertake these businesses (referred to as "proposed businesses"), the objects clause of Memorandum of Association of the Company need to be altered and any alteration of main objects clause of the Memorandum of Association of the company would require approval of shareholders of the company by way a special resolution through Postal Ballot as per Section 13 read with Section 110 of the Companies Act, 2013 and the rules made thereunder. The Board of Directors has approved the above alteration of main objects clause of the Memorandum of Association at their meeting held on 14th August 2015.

The Company made application vide letter No.SEC/RBI/577/2015-16 dated 14th September 2015 to Reserve Bank of India (RBI) seeking their No Objection Certificate. Subsequently, RBI has given its approval for the above alteration vide its letter DNBS(T) No. 293/02.01.006/2015-16, dated 08th October 2015.

Further, at the time when the Company was incorporated, the then existing law required that the Object Clause III of the Memorandum of Association was to be stated under the following three heads:

- A. The main objects to be pursued by the Company on its incorporation;
- B. The objects which are ancillary to the attainment of the main objects; and
- C. Other objects for which the Company is established.

The Companies Act, 2013 in Section 4 read with Table-A in Schedule I has changed this procedure and has stipulated that the objects of the Company are to be classified under two heads:

- A. The objects to be pursued by the Company on its incorporation; and
- B. Matters which are necessary for furtherance of the objects specified in Clause III (A).

Accordingly, the other objects, Clause III (C) contained in Memorandum of Association of the Company has to be deleted.

Therefore, the Board of Directors recommends the resolution under this item as a Special Resolution for approval of the members.

A copy of the existing Memorandum of Association together with a copy of the proposed Memorandum of Association as set out in the Special Resolution of the Notice are open for inspection at the Registered Office of the Company during business hours on all working days.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the Special Resolution.

Item No. 2:

Mr. B.N. Raveendra Babu was one of the first director of the company through Article of Association and he also appointed by the Board at its Meeting held on 20/01/2010 as Joint Managing Director of the Company w.e.f. 11/01/2010 for the period of 5 years and the shareholders at their meeting held on 20/07/2010 confirmed his appointment in line with Board's appointment. There was a variation in the terms of appointment for the unexpired period of his tenure by way of salary increment w.e.f. 01/04/2011 at the Annual General Meeting held on 18/08/2011 followed by the Board Meeting dated 31/05/2011. Further, Mr. B.N. Raveendra Babu, was re-designated as Executive Director of the Company at the Board Meeting held on 18/05/2012. Keeping in view the

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Ramesh Periasamy
Company Secretary



contribution made by Mr. B.N. Raveendra Babu for the growth of the Company, the Board of Directors of the Company and the Remuneration Committee have recommended the re-appointment of Mr. B.N. Raveendra Babu for a period of five (5) years effective from January 11, 2015 on such remuneration and the terms and conditions as set out in the resolution.

Therefore, the Board of Directors recommends the resolution set out in item No.2 of the Notice for the approval of the members. None of the Directors or Key Managerial Persons of the Company except Mr. B.N. Raveendra Babu is interested or concerned in the resolution.

Item No.3:

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Secured Redeemable Non-Convertible Debt Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

NCDs, issued on private placement basis are a significant source of borrowings for the Company which can either be listed or not. The directors considered that the company should broaden the base of resource mobilization for the company to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during period from the date of passing of the Special Resolution till the conclusion of next Annual General Meeting within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs. The NCDs are proposed to be issued with face values of ₹ 1000/- or 1,00,000 or 10,00,000/- or such other amount as may be determined by the Board subject to applicable regulations in this respect and either at face value or at discount to face value as zero coupon bonds depending upon the market conditions and investors preferences.

The Directors, therefore, recommend the Resolution given in the Notice, for the approval of the Members of the Company. None of the Directors or Key Managerial Persons of the Company are interested in the resolution.

NOTES

1. The Postal Ballot /e-voting Notice is being sent to the Members, whose names appear in the Register of Members/beneficiary position maintained by the depositories as on 23rd October, 2015 and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Member(s)/Beneficial Owner(s) as on the same date.
2. There will be one Postal Ballot Form for every folio/ client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Forms should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
3. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
4. The Board has appointed, Mr. Sathish V, B.Com, LLB, PGDT, ACMA, FCS, Practising Company Secretary, B 1, I Floor, Perielath Towers, Jawahar - Mahatma Road, Vytilla, Cochin - 682019, as the Scrutinizer for conducting the Postal Ballot /e-voting process in a fair and transparent manner.
5. In Compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Agreement, the Company is pleased to provide e-voting facility to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. However, e-voting is optional.
6. The shareholders can opt for only one mode of voting i.e., through Postal Ballot or e-voting. If the shareholders decide to vote through Postal Ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such shareholder will be considered and counted and voting through a valid physical Postal Ballot Form will be treated as invalid.

7. The Scrutinizer's decision on the validity of a Postal Ballot/ e-voting will be final.
8. Electronic copy of the Notice inter alia indicating the process and member of voting along with Postal Ballot Form is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s) and Members who have not registered their e-mail Physical copy of the Notice is being sent through the permitted mode along with the Postal Ballot Form and self addressed postage pre-paid envelope. Members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form may use the Postal Ballot Form attached with mail or download the Postal Ballot Form from the link <http://www.cdslindia.com> or from the policy section on the Company's website www.manappuram.com
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
10. Upon completion of the scrutiny of the Forms, after collating the votes cast through e-voting and votes cast through Postal Ballot, the Scrutinizer will submit his report as stated in the Notice. The result of the Postal Ballot would be announced by the Managing Director and in his absence, by any person authorized by the Managing Director at the Registered Office of the Company situated at IV/470A (old) W638A (new), Manappuram House, Valapad P.O, Thrissur - 680 567 within seven days of end of voting. The date of declaration of the results of the Postal Ballot/e-voting by posting the same on the website of the Company will be taken to be the date of passing of the resolution.
11. The said result along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and hosted on www.manappuram.com and on <http://www.cdslindia.com>.
12. All the documents referred to in accompanying notice and statement setting out material facts shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Saturday) between 8:30 a.m. and 5:30 p.m. from the date of dispatch of notice up to the date of declaration of result of Postal Ballot/ e-voting.

INSTRUCTIONS

Process and manner for members opting to vote by electronic means:

1. Electronic copy of the Notice is being sent to all the members whose e-mail id is registered with the Company/Depository Participants unless any member has requested for a hard copy of the same.
2. For members who have not registered their e-mail id, physical copy of Notice is sent through the permitted mode separately.
3. The Company has engaged the services of Central Depository Services Limited (CDSL) as the authorised agency to provide the e-voting facilities.
4. In case of Members casting their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

- a) Date and time of commencement of voting through electronic means: 30th October, 2015 at 9.00 A.M.
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: November 27, 2015 at 5.30 P.M.
- c) Details of Website : www.evotingindia.com
- d) Details of persons to be contacted for issues relating to e-voting:
S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Telephone No. 91-422-6549995, 2539835, 2539836
Fax No.: 91-422-2539837
Email Id : info@skdc-consultants.com Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on November 27, 2015 at 5.30 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on 23rd October, 2015 (cut-off date).

For Manappuram Finance Limited

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Ramesh Periasamy
Company Secretary



In case of members receiving e-mail:

- i. Log on to the e-voting website: www.evotingindia.com
- ii. Click on "Shareholders" tab
- iii. Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NSDL: 8 Characters DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- iv. Enter the Image Verification Code as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form;

PAN
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence Number , provided in the Postal Ballot Form enclosed herewith, in the PAN field. In order to login please enter Either Dividend Bank Details OR DOB as below. If the details are not recorded with the Depository or Company please enter the User ID / Folio Number in the Dividend Bank details field.
Dividend Bank Details.
Enter the Dividend Bank Account Number as recorded in your demat account or in the Company records for the said demat account or folio.
OR
Date of Birth (DOB)
Enter the date of birth as recorded in your demat account in dd/mm/yyyy format.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the "MANAPPURAM FINANCE LIMITED" screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN - "MANAPPURAM FINANCE LIMITED" on which you choose to vote.
- xi. 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.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.

xvii. Note for Non-Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

In case of members receiving the physical copy :

Please follow all steps from Sl.No. (i) to Sl.No. (xvi) above to cast vote.

The e-voting period begins on 30th October, 2015 at 9.00 A.M. and ends on November 27, 2015 at 5.30 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 Friday, 23rd October, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section nor write an email to helpdesk.evoting@cdslindia.com.

In case of members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

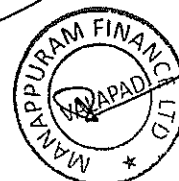
Additional Information of Director seeking Re-appointment pursuant to Clause 49 of the Equity Listing Agreement:

Profile of Mr. B.N. Raveendra Babu:

Name of the Director	B.N Raveendra Babu
Date of Birth	10 th February, 1952
Date of Appointment on the Board	15/07/1992
Brief Profile	Mr. B.N. Raveendra Babu, is a Post Graduate in Commerce with additional qualification in Management Accounting from the U.K. Prior to joining Manappuram Group, Mr. Raveendra Babu occupied senior positions in Finance and Accounts in various organizations in the Middle East.
Directorships held in other companies (excluding Section 25 and foreign companies) as on August 14, 2015	Asirvad Microfinance Private Limited
Memberships of committees across companies (includes only Audit & Shareholders'/Investors' Grievance Committee/Stakeholders' Relationship Committee)	Nil
Shareholding in the Company (Equity)	2367236 shares
Relationship between directors inter-se	None

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary





MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567
Ph: (0487) 3050408, 3050417, Fax No. (0487) 2399298
CIN: L65910KL1992PLC006623

Email: cosecretary@manappuram.com, Website – www.manappuram.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ *DP ID No. & Client ID No. *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I / We hereby exercise my/our votes in respect of the special resolution to be passed through postal ballot for the business setout in the notice of the Company dated 14th August, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Amendment to Main Object Clause of the Memorandum of Association			
2.	Re-appointment and Revision of the remuneration of Mr. B.N.Raveendra Babu, Executive Director of the Company			
3.	Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures ('NCDs')			

Place :

Date :

Signature of share holder
(Refer instruction No.2 over leaf)

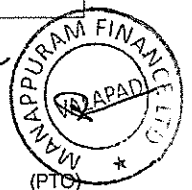
ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
151019002		

**Email ID.....

**To be provided by the members holding equity shares in physical form

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



INSTRUCTIONS

Process and manner for members opting to vote by using the postal ballot form:

1. Please complete and sign the ballot form and send it, so as to reach the scrutinizer appointed by the board of directors of the company, Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343), not later than the close of working hours (5.30 P.M.) on November 27, 2015. For this purpose, a self-addressed envelope is enclosed and postage will be paid by the company, if posted in India. The envelope bears the name and address of the Scrutinizer. However envelopes containing the Ballot Form, if deposited in person or sent by courier or registered/speed post at the expense of the member, will also be accepted. Ballot forms received after November 27, 2015 (5.30 P.M) will be strictly treated as if the reply from the member has not been received.
2. The form should be signed by the member as per the specimen signature registered with the company / depository participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed form should be accompanied by a certified true copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast, either in favour or against by putting the tick (✓) mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 23rd October, 2015 ("cut off date") as per the register of members of the company and as informed to the company by the depositories in case of beneficial owners.
6. A member may request for a duplicate ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr.No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of a ballot will be final.
9. Members are requested not to send any other paper along with the ballot form in the enclosed self-addressed envelope and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the ballot form except giving their name, registered address, no. of shares, assent or dissent and putting their signature.
10. The results of the voting shall be declared within 7 days after the last date of receipt of the Postal Ballot. The results declared, along with the Scrutinizer's report, shall be placed on the company's website at www.manappuram.com and on the website of CDSL and communicated to the Stock Exchanges where the company's shares are listed.

Notes:

1. This ballot form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting, i.e. either by post or through e-voting. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes & instructions appended to the notice.

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

