



MANAPPURAM[®] FINANCE LIMITED

Make Life Easy

Ref: Sec/SE/642/18-19
February 21, 2019

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 531213	National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (East) Mumbai – 400 051 Scrip Code:MANAPPURAM
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Dear Sir/Madam,

Sub: Postal Ballot Notice

Postal Ballot Notice, seeking approval of the members for items as set out in the Notice, along with other documents as required, is being sent to Members whose names appear in the Register of Members/Beneficial Owners received from the Registrar and Share Transfer Agents as on February 11, 2019 (cut-off date).

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from February 22, 2019 and shall end on March 23, 2019.

A copy of Postal Ballot Notice and relevant documents is attached herewith.

This is for your information and record.

Thanking you.
Yours Faithfully,

For Manappuram Finance Limited

Manojkumar V.R
Company Secretary

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



MANAPPURAM FINANCE LIMITED

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

Tel. No.: (0487) 3050413, 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), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 aforesaid resolutions setting out the material facts concerning the item and the reasons thereof are annexed hereto with a Postal Ballot Form so as to enable the members for sending their assent or dissent in writing by postal ballot means.

The Board of Directors of the Company has appointed Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343), Cochin 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, Postal Ballot Voting Process, Manappuram Finance Limited, IV/470 A(Old) W638A(New), Manappuram House, Valapad P.O, Thrissur, Kerala - 680 567, not later than 17:00 Hours IST on March 23, 2019 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 (India) 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 March 29, 2019 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:

1.CONTINUATION OF DIRECTORSHIP OF MR. EKNATH ATMARAM KSHIRSAGAR, NOMINEE DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS

To consider and, if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. Eknath Atmaram Kshirsagar (DIN:00121824), as the Nominee Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019

till the expiry of his term.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.

2.CONTINUATION OF DIRECTORSHIP OF MR.P.MANOMOHANAN,NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. P.Manomohanana (DIN: 00042836), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., July 30, 2019.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

3.CONTINUATION OF DIRECTORSHIP OF MR.JAGADISH CAPOOR,NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. Jagadish Capoor (DIN: 00002516), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., July 30, 2019.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.

4.Re-appointment of Mr. Jagdish Capoor as an Independent Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jagdish Capoor (DIN: 00002516), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded for Mr. Jagadish Capoor to hold directorship (DIN: 00002516), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from 31st July, 2019 till the expiry of his term i.e., July 30, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5.Re-appointment of Mr.P.Manomohan as an Independent Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.P.Manomohan (DIN: 00042836), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded for Mr.P.Manomohan (DIN: 00042836), to hold directorship as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from 31st July, 2019 till the expiry of his term i.e., July 30, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

6.Re-appointment of Mr.V.R Rajiven as an Independent Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiven V.R (DIN: 06503049), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7.Re-appointment of Adv.V.R.Ramachandran as an Independent Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Adv.V.R Ramachandran (DIN: 00046848), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

8.Appointment of Ms.Sutapa Banerjee as an Independent Non-Executive Director.

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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms.Sutapa Banerjee (DIN: 02844650), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2019 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

9.Approval of Annual remuneration of Executive Directors of the Company belonging to the Promoter group.

To consider and if thought fit to pass the following resolution as a Special Resolution: -

“**RESOLVED THAT** in addition to the earlier resolutions passed by the members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the “Act”) (including any statutory modification or reenactment thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time and other applicable provisions, if any, applicable clauses of the Articles of Association of the Company, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of annual remuneration (including any fees or compensation payable) to the Executive Director(s) of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Act:

(a) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher;or

(b) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**By order of Board of Directors
For Manappuram Finance Limited**

Date: 06.02.2019

Place: Valapad, Thrissur

Sd/- Manoj kumar V.R
Company Secretary

NOTES:

1. The Statement pursuant to the provisions of 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'):

Resolution No. 1,2&3:

Pursuant to the recommendations made in the Uday Kotak Committee Report, Securities and Exchange Board of India (SEBI) notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) on May 9, 2018. The Regulation 17 (1A) of the Amendment Regulations, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution.

The company have 3 independent directors on its board who have attained the age of 75 years as mentioned below.

- a) Mr. Eknath Atmaram Kshirsagar - Nominee Director
- b) Mr. P. Manomohan - Non executive Independent Director
- c) Mr. Jagdish Capoor - Non executive Independent Director

In order to retain the services of the above mentioned directors who had rich experience in various fields like banking, Securities and Non-Banking finance, the board of the company decided to seek shareholders approval by way of special resolution.

The brief Profile of the directors including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings are given below:

Mr. E A Kshirsagar - Nominee Director

He is a Fellow of the Institute of Chartered Accountants in England & Wales. He was associated with the Management Consultancy division of A F Ferguson for over three decades and retired in 2004 as the Senior Partner. He has wide experience in Corporate Strategy & Structure, Valuation, Feasibility Studies, Disinvestments, and Mergers & Acquisitions. Mr. Kshirsagar serves on the Board of other leading companies in India and abroad. He is a nominee of Baring India.

Mr. P. Manomohan - Independent Director

Bachelor of Commerce from Kerala University, Diploma in Industrial finance from Indian Institute of Bankers and also a Certified Associate of the Indian Institute of Bankers. He Has over 38 years of work experience in the RBI and in the regulatory aspects of NBFCs. He retired as the General Manager of Reserve Bank of India, Department of Banking Supervision, Trivandrum and served in the Board of the South Indian Bank Ltd and the Federal Bank Ltd.

Mr. Jagdish Capoor - Independent and Non-Executive Chairman

Mr. Jagdish Capoor holds a master's degree in Commerce from Agra University and a fellowship from the Indian Institute of Banking and Finance. He has over 40 years of work experience in banking and finance. He is Former Deputy Governor of Reserve Bank of India, former Chairman of HDFC Bank, former Chairman of Deposit Insurance and Credit Guarantee Corporation of India, Unit Trust of India and BSE Ltd and also as a Director on the boards of several commercial banks.

Keeping in view the experience of and contributions made by these directors, the Board recommends the Special Resolutions set out in Item Nos. 1, 2 and 3 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Persons of the Company except Mr. Eknath Atmaram Kshirsagar, Mr. P. Manomohan and Mr. Jagdish Capoor and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 1, 2 and 3 of the Notice.

Items 4,5,6&7

As per the provisions of Regulation 17 of SEBI (LODR) Regulations, 2015, if the board has a non-executive Independent Chairperson, at least one third of the board shall consist of Independent Directors. In compliance with the said provisions and section 149 of the Companies Act, 2013, the company had appointed the below persons as Independent directors in the Annual General Meeting held on 31.07.2014 by way of Ordinary Resolution.

- a) Mr. Jagdish Capoor
- b) Mr. P. Manomohan

c)Mr.V.R Rajiven

d)Adv.V.R Ramachandran

Since their appointment is for a term of 5 years,their tenure will be expired on 30.07.2019.Since the above mentioned directors have vast experience and contributed largely to the board during their tenure,board recommends their re-appointment for a second consecutive term of 5 years under the provisions of sections 149(10) of the Companies Act,2013.The board is also of the view that the above mentioned directors fulfills criteria laid down under Companies Act, 2013 for appointment as an Independent Director

None of the Directors and Key Managerial Persons of the Company except Mr.JagdishCapoor, Mr.P.Manomohan and Mr.V.RRajiven,Adv.V.R Ramachandran and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 4,5,6 and 7 of the Notice.

Item No.8

As per the provisions of Regulation 17 of SEBI(LODR)Regulations,2015,if the board has a non-executive Independent Chairperson,at least one third of the board shall consist of Independent Directors.The appointment of Independent directors shall be done by the shareholders by way of an ordinary resolution and the director can hold office up to a period of 5 years from the date of appointment.

Ms.Sutapa Banerjee is a Harvard University Fellow for Advanced Leadership and has been in the financial services industry for 24 years across 2 multinational banks and a boutique Indian investment bank.The board is of the view that her appointment as an Independent Director will facilitate immense contribution from her side for the growth and development of the company and she fulfills the conditions prescribed under Companies Act, 2013 for appointment as an Independent Director. Hence Board recommends the adoption of the resolution set out in Item no.8 as an ordinary resolution.

Item No.9

SEBI has recently come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). The New Regulations shall be effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by inter alia inserting a new clause under sub-regulation (6) thereunder and the same shall be applicable with effect from 1st April, 2019.Pursuant to the aforesaid amendment, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution. The remuneration of the Executive Directors of the Company was approved/ revised, from time to time, by the Members of the Company in terms of the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof within the limits prescribed under the said provisions. However, the limits fixed by the Members vide their resolutions are in excess of the limits prescribed under the new Regulation. In view of the amended provisions of the Listing Regulations, such remuneration shall require to be approved by the shareholders through a special resolution.

Accordingly, Members of the Company are requested to approve the limits set out above for payment to the executive director in the promoter group category namely Mr. V P Nandakumar [DIN: 00044512], Managing Director and Chief Executive Officer of the Company.

The Board of Directors recommends the resolution set forth in item no. 9 for approval of the members as a Special Resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 9 of the accompanying Notice.

**By order of Board of Directors
For Manappuram Finance Limited**

Date:06.02.2019
Place: Valapad, Thrissur

Sd/- Manojkumar V.R
Company Secretary

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 February 11, 2019 (Cut-off Date) 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 Form 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, Practicing Company Secretary, B 1, I Floor, Periellath Towers, Jawahar - Mahatma Road, Vyttila, 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, SEBI (LODR) Regulations, 2015, 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 and Postal Ballot Form is being sent to all Members who have registered their e-mail and for members who have not registered their email address, physical copies of the Postal Ballot Form and self-addressed Business Reply Envelope are being sent through the permitted mode along with this notice. Members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <http://www.cdslindia.com> or from the notice to shareholders 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 to the Chairman / Managing Director. The results of the Postal Ballot would be announced by the Chairman or Managing Director or by Company Secretary or any other person authorized by the Chairman at the Registered Office of the Company situated at IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567 on or before 29.03.2019. 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 results 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 IST 9:00 a.m. and 5:00 p.m. from the date of dispatch of notice up to the date of declaration of results 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on February 22, 2019 at 9.00 A.M. and ends on March 23, 2019 at 5.00 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 February 11, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg, If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio .</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for <MANAPPURAM FINANCE LIMITED> on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting:
Contact Name – Mr. Rakesh Dalvi,
Designation - Manager,
Address - Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013
Contact No. 18002005533.
Email id - helpdesk.evoting@cdslindia.com

Annexure-A to the Notice**Additional Information Pursuant to Regulation 36 of SEBI(LODR)Regulations,2015****Items 1 to 7**

Name of the Director	Mr.Jagdish Capoor (DIN: 00002516)	Mr.Manomohanam (DIN: 00042836)	Mr.V.R.Rajiven (DIN: 06503049)	Adv.V.R.Ramachandran (DIN: 00046848)	Mr.E.A.Kshirsagar (DIN: 00121824)
Expertise in Specific functional areas	Banking and Finance	Industrial Finance, Banking and NBFCs	Law and general Administration	Law, Finance and accounts	Corporate strategy Finance and accounts
Qualifications	M.com, Fellowship from the Indian Institute of Banking and Finance	B.com, Diploma in Industrial Finance from Indian Institute of Bankers. He is a certified associate of Indian Institute of Bankers	Bsc, LLB	Bsc, LLB	Fellow of the Institute of Chartered Accountants of England and Wales
Disclosure of Relationship between directors Inter-se	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	2000 Equity Shares	943582 Equity shares	10600 Equity shares	1145000 Equity shares	Nil
Directorship held in other Public Companies	1. LIC Housing Finance Ltd 2. LIC Pension Fund Ltd 3. Nitesh Estates Ltd 4. HDFC Securities Ltd 5. Spandana Sphoortya Financial Ltd 6. Banyan Tree Bank, Mauritius	Nil	1. Asirvad Micro Finance Ltd	1. Manappuram Insurance Brokers Ltd	1. Hawkins Cookers Ltd 2. Batliboi Ltd 3. JM Financial Ltd 4. JM Financial Products Ltd
Membership/ Chairmanship of other Public companies	1.LIC Housing Finance Ltd Audit Committee Chairman 2.Nitesh Estate Limited Audit Committee & Stake Holder Relationship Committee Chairman 3.Banyan Tree Bank Audit Committee Member	Nil	Nil	Nil	1.Hawkins Cookers Limited Audit Committee member 2.Batliboi Limited Audit Committee Chairman 3. JM Financial Limited Audit Committee Chairman 4.JM Financial Products Limited Audit Committee Chairman
Brief Profile	Attached	Attached	Attached	Attached	Attached

Items No.8

Name of the Director	Ms.Sutapa Banerjee		
Expertise in Specific functional areas	Economics.Management and financial services		
Qualification	Advanced Leadership Fellow (2015) at Harvard University, gold medalist in Economics from the XLRI School of Management in India, and an Economics honours graduate from Presidency College, Kolkata.		
Disclosure of Relationship between directors Inter-se	Nil		
Shareholding in the company	Nil		
Directorship held in Other Public Companies	a)Shiva Cement Limited b)JSW Cement Limited c)Niyogin Fintech Limited d)JSW Holdings Limited e)North East Small Finance Bank Limited f)OXFAM INDIA g)Axis Capital Limited		
Membership/Chairmanship of other public companies	Sr. No.	Name of the Committee	Name of the Company
	1	Audit Committee	JSW Cement Limited Niyogin Fintech Limited (Chairman) JSW Holdings Limited North East Small Finance Bank Limited Oxfam India
	2	Nomination Committee	Niyogin Fintech Limited North East Small Finance Bank Limited JSW
	3	Risk Management Committee	JSW Holdings Limited North East Small Finance Bank Limited
	4	Stakeholders Relationship Committee	JSW Holdings Limited
Brief Profile	Attached		

Brief Profile of the Directors

a) Mr. Jagdish Capoor

Independent and Non-Executive Chairman

Mr. Jagdish Capoor holds a master's degree in Commerce from Agra University and a fellowship from the Indian Institute of Banking and Finance. He has over 40 years of work experience in banking and finance. He is Former Deputy Governor of Reserve Bank of India, former Chairman of HDFC Bank, former Chairman of Deposit Insurance and Credit Guarantee Corporation of India, Unit Trust of India and BSE Ltd and also as a Director on the boards of several commercial banks.

b) Mr. E A Kshirsagar

Nominee Director

Mr. E.A.Kshirsagar is a Fellow of the Institute of Chartered Accountants in England & Wales. He was associated with the Management Consultancy division of A F Ferguson for over three decades and retired in 2004 as the Senior Partner. He has wide experience in Corporate Strategy & Structure, Valuation, Feasibility Studies, Disinvestments, and Mergers & Acquisitions. Mr. Kshirsagar serves on the Board of other leading companies in India and abroad. He is a nominee of Baring India.

c) Mr. P. Manomohan

Independent Director

Bachelor of Commerce from Kerala University, Diploma in Industrial finance from Indian Institute of Bankers and also a Certified Associate of the Indian Institute of Bankers. He Has over 38 years of work experience in the RBI and in the regulatory aspects of NBFCs. He retired as the General Manager of Reserve Bank of India, Department of Banking Supervision, Trivandrum and served in the Board of the South Indian Bank Ltd and the Federal Bank Ltd.

d) Mr. V.R. Ramachandran

Independent Director

He holds a Bachelor of Science from the Calicut University and a Bachelor degree in law from the Kerala University. He has over 32 years of work experience and is a civil lawyer enrolled with the Thrissur Bar Association.

e) Mr. Rajiven.V.R

Independent Director

He holds a Bachelor of Science degree and has completed his LLB from Govt. Law College, Trivandrum. Mr. Rajiven.V.R is an IPS officer, who retired in 2010 as Director General of Police & Commandant General, Fire & Rescue Services, Kerala. He was the CEO of M/s. KGS Nelsun Kraft Paper Manufacturing Mill (Cochin Kagaz Ltd.).

f) Sutapa Banerjee

Sutapa Banerjee has spent close to 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO), and a boutique Indian Investment bank (Ambit) where she built and headed several businesses. A well recognized thought leader in the Wealth Management space having headed and successfully built from scratch the Private Wealth businesses in both ABN AMRO Bank and Ambit Capital, Sutapa was voted one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 -the only Indian and one of only two winners from Asia. As CEO she led Ambit Private Wealth to 'Best Private Bank in India in the 2013 AsiaMoney polls. In 2012 she was shortlisted in the '50 most Powerful Women' by Fortune India.



MANAPPURAM FINANCE LIMITED

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

Tel. No.: (0487) 3050413, 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 IDNo&: 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 Ordinary/Special Resolutions to be passed through postal ballot for the business set out in the notice of the Company dated February 06, 2019 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

S.No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1	Continuation of Directorship of Mr. Eknath Atmaram Kshirsagar, Nominee Director who has attained the age above 75 years.			
2	Continuation of Directorship of Mr.P.Manomohanan, Non-Executive Independent Director who has attained the age above 75 years.			
3	Continuation of Directorship of Mr.Jagadish Capoor, Non-Executive Independent Director who has attained the age above 75 years.			
4	Re-appointment of Mr. Jagdish Capoor as an Independent Non-Executive Director			
5	Re-appointment of Mr. P.Manomohanan as an Independent Non-Executive Director.			
6	Re-appointment of Mr. V.R Rajiven as an Independent Non-Executive Director			
7	Re-appointment of Adv. V.R. Ramachandran as an Independent Non-Executive Director			
8	Appointment of Ms. Sutapa Banerjee as an Independent Non-Executive Director.			
9	Approval of Annual remuneration of Executive Directors of the Company belonging to the Promoter group			

Place :

Date :

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

ELECTRONIC VOTING PARTICULARS

EVSN No (Electronic Voting Sequence Number)	** Default PAN / Sequence
190211005	

** Those who have not registered their PAN may use Default PAN(PTO)

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 (5.00 P.M.) on March 23, 2019. 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 March 23, 2019 (5.00 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 and sending 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 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 February 11, 2019 (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 on or before March 29, 2019. 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 immediately after the Chairman / Managing Director declares the result.

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