

NOTICE



MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new),
Manappuram House, Valapad P.O, Thrissur – 680 567
Ph: (0487) 3050413, 3050417, Fax No. (0487) 2399298
CIN: L65910KL1992PLC006623
Email: cosecretary@manappuram.com,
Website – www.manappuram.com

Notice is hereby given that the **TWENTY FIFTH** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on **18th August 2017, Friday at 10.30 a.m. IST** at Latha Convention Centre (formerly known as Anugraha Auditorium), Valapad, Thrissur, Kerala - 680 567 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statement for the financial year ended 31st March, 2017 and the report of the Board of Directors and the Auditors thereon.**
- 2. To confirm the interim dividends on equity shares paid during the financial year 2016-17.**
- 3. To appoint a director in place of Mr. E.A. Kshirsagar (DIN:00121824), who retires by rotation, and being eligible, offered himself for re-appointment.**
- 4. To appoint Statutory Auditors.**

Auditors are proposed to be appointed to hold office from the conclusion of the **25th Annual General Meeting** until the conclusion of the 30th Annual General Meeting.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, pursuant to the proposal of the Audit Committee and recommendation of the Board, Deloitte Haskins and Sells LLP, Chartered Accountants, Bangalore, (Firm Registration Number- 117366W/W-100018) be and is hereby appointed as Statutory Auditors of the Company in place of S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration Number- 101049W, TIDEL Park, 6th and 7th Floor - A Block, Module 601, 701-702, No 4 Rajiv Gandhi Salai, Taramani, Chennai 600 113), the retiring Statutory Auditors, to hold office from the conclusion of Twenty Fifth Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting, subject to ratification at every annual general meeting and on such remuneration as may be determined by the Board of Directors plus out of pocket expenses and applicable taxes.”

SPECIAL BUSINESS:

- 5. To reappoint Mr. V.P. Nandakumar (DIN:00044512) as Managing Director and Chief Executive Officer of the Company.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any statutory amendments made thereto, the consent and approval of Shareholders of the Company be and is hereby accorded for the re-appointment of Mr.V.P.Nandakumar (DIN:00044512) as Managing Director and Chief Executive Officer of the Company for a further period of 5 (Five) years with effect from 28th July, 2017 on the following terms and conditions:

Salary & Allowances: Rs.3,60,00,000/- (Rupees Three Crore Sixty Lakhs Only) per annum as Salary and Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum towards allowances.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Act. 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 Provident Fund: @ 12% of the monthly salary and allowances as above.

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).

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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, thrice 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:

1. Provision of chauffeur driven car for official purposes and telephone including internet at residence.
2. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.
3. Accompanying spouse or any other person for the business trips both domestic and abroad.

For the purposes of calculating the ceiling on remuneration, perquisites 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 perquisites shall be subject to the ceiling laid down in Sections 197, 198 and all other applicable provisions of the Act, as may be amended from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the above terms of appointment 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 Act."

6. To raise funds through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs).

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

"RESOLVED THAT pursuant to the provisions of 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 Memorandum and Articles of Association of the Company, the consent, authority and approval of Shareholders of the Company be and is hereby accorded to the Board of Directors including Financial Resources and Management Committee ('FRMC') of the Board (hereinafter referred as 'Board') of the Company, to issue Secured Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, whether rated, listed or otherwise in one or more tranches, subject to the aggregate limit of Rs.3,000 Crores (Rupees Three Thousand Crores only) during the period of one year from the date of passing of this Special Resolution by the Shareholders, 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 or ancillary thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company including Financial Resources and Management Committee ('FRMC') of the Board be and are hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, registrar and share transfer agents, 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, registration fees, authorizing officers of the Company or such other intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary thereto."

By order of the Board of Directors

Date: 25th May 2017
Place: Valapad, Thrissur

Sd/-
Ramesh Periasamy
Company Secretary

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NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED MUST BE SENT SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.

1. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 5 and 6 is annexed hereto and forms part of this notice.
2. As regards Item No.2, the Board of Directors of the Company declared interim dividends which has already been paid during the financial year 2016-2017 as detailed below;

| Interim Dividend | Date of Declaration of Interim Dividend | Amount Paid Per Equity Share of Rs.2/- each |
|------------------|---|---|
| Interim Dividend | 09.08.2016 | @50 paise per share |
| Interim Dividend | 10.11.2016 | @50 paise per share |
| Interim Dividend | 08.02.2017 | @50 paise per share |

3. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends for the financial year ended 31st March, 2010 which remains unclaimed for a period of seven years will be transferred as below to the Investor Education and Protection Fund of the Central Government. Dividends relating to subsequent financial years would also be transferred to said account on the expiry of seven years after transfer of the same to unpaid dividend account as detailed below;

Details of Unclaimed Dividend for the last Seven Years:

| Financial Year | Date of Declaration | Last date for claiming unpaid dividend |
|-----------------------|---------------------|--|
| 2009-10 | 11.05.2010 | 24.08.2017 |
| 2010-11 | 28.04.2011 | 16.09.2018 |
| 2011-12 (Interim) | 02.02.2012 | 03.03.2019 |
| 2011-12 (Final) | 18.05.2012 | 01.09.2019 |
| 2012-13 | 13.03.2013 | 12.04.2020 |
| 2013-14 (1st Interim) | 09.08.2013 | 08.09.2020 |
| 2013-14 (2nd Interim) | 13.11.2013 | 12.12.2020 |
| 2013-14 (3rd Interim) | 07.02.2014 | 06.03.2021 |
| 2013-14 (Final) | 15.05.2014 | 30.08.2021 |
| 2014-15 (1st Interim) | 25.07.2014 | 24.08.2021 |
| 2014-15 (2nd Interim) | 30.10.2014 | 29.11.2021 |
| 2014-15 (3rd Interim) | 03.02.2015 | 02.03.2022 |
| 2014-15 (4th Interim) | 14.05.2015 | 25.06.2022 |
| 2015-16 (1st Interim) | 14.08.2015 | 06.10.2022 |
| 2015-16 (2nd Interim) | 05.11.2015 | 04.12.2022 |
| 2015-16 (3rd Interim) | 12.02.2016 | 11.03.2023 |
| 2015-16 (4th Interim) | 11.03.2016 | 25.04.2023 |

As per Section 124 of the Companies Act, 2013 read with IEPF Rules, 2016, the Company has to transfer not only the unclaimed dividends but also the equity shares in respect of which dividends are not claimed for the seven consecutive years by any shareholder, to the IEPF Demat A/c as may be identified by the IEPF Authority. For more details, please see the link <http://manappuram.com/investors/transfer-of-shares-to-iepf.html>.

Shareholders who have not encashed the dividend warrants/cheques so far for the above years are requested to make their claim to the Company/RTA immediately.

4. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

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5. Members / proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof such as the PAN card, passport, Aadhar card or driving license to attend the Meeting.
6. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.
7. Members are requested to: (a) intimate changes, if any, in the registered addresses to the company/ Registrar and Share Transfer Agent ('RTA') in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form (b) quote ledger folio number in all their correspondence (c) bring their copies of the Annual Report and the duly filled Attendance Slip with them at the Annual General Meeting ("AGM").
8. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.
9. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept and the loss of certificate, etc. can be avoided.
10. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with RTA in case of shares held in physical form;
 - Bank account Number in full
 - MICR code,
 - IFS code,
 - Full name of the Bank and address of the branch,
 - email address.

The correct and complete particulars will help us in serving you better by timely credit of your future dividends immediately on payment by means of electronic credit.

11. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 10 days before the date of Annual General Meeting to enable the Company to prepare suitable replies to such questions.
12. Electronic copy of the Annual Report for the FY 2016-17 and Notice of the 25th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the FY 2016-17 and Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the notice of the 25th AGM and the Annual Report for the FY 2016-17 will be available on the Company's website, www.manappuram.com and websites of Stock Exchanges (NSE & BSE). Members who require physical copy of the same, may write to us at: cosecretary@manappuram.com.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the AGM, electronically. The cut-off date for recognizing voting rights of members to vote by electronic means (remote e-voting) as well as at the General Meeting is **August 11, 2017** in terms of Companies (Management and Administration) Amendment Rules, 2015 ('**cut-off date**').
15. The facility for voting electronically, will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through electronic voting system using DP ID or PAN or Folio No. as user ID and one-time password which will be shared with Members upon their registration at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
16. Any person who acquires shares of the Company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the company as on the cut-off date may obtain login id and password by sending a request at info@skdc-consultants.com or helpdesk.evoting@cdslindia.com.
17. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut off-date.

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18. The Company has appointed Mr. Sathish.V, Practicing Company Secretary, Cochin to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
19. At the AGM, prior to/ at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order electronic voting system for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
20. The Scrutinizer shall, after the conclusion of electronic voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two days after the conclusion of the AGM to the Chairman / Managing Director of the Company. The Chairman / Managing Director, or any other person authorised by the Chairman / Managing Director, shall declare the result of the voting forthwith.
21. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.manappuram.com and on the website of Central Depository Services (India) Limited ('CDSL') immediately after the result is declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to BSE & NSE.
22. A brief profile of the director(s) who is / are appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding in the company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.
23. The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting and venue electronic voting facilities. The procedure and instructions for voting through electronic (remote e-voting) means are, as follows:

The instructions for shareholders voting electronically (remote e-voting) are as under:

- (i) The voting period begins on **August 15, 2017 at 09.00 a.m. IST** and ends on **August 17, 2017 at 05.00 p.m. IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 first two letters of their name and the 8 digits of the sequence number 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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). |

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for <MANAPPURAM FINANCE LIMITED> on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) 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.
 - (xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xx) 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.
 - (xxi) 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.
24. The following person shall be responsible to address grievances concerned with facility for remote e-voting:
- Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

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ANNEXURE TO THE NOTICE

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

Item No.5:

Mr. V.P Nandakumar was appointed as the Chairman and Managing Director of the Company for a period of five years at the Annual General Meeting held on 08th September, 2007 with effect from 29th July, 2007. The Board further varied his terms of appointment and designation as Executive Chairman at its meeting held on 30th April, 2009 and the same was approved by the shareholders at the Annual General Meeting held on 17th August, 2009. The Board at its meeting held on 18th May, 2012 re-designated Mr.V.P.Nandakumar as Managing Director and Chief Executive Officer of the Company. The Board at its meeting held on 10th January 2013 renewed his term for a period of 5 years with effect from 29th July, 2012. His re-appointment had been approved by the shareholders through postal ballot dated 12th April, 2013.

Revision of remuneration by way of increment and variation in the terms of appointment of Mr.V.P.Nandakumar, Managing Director & CEO was approved by the Board through resolution by circulation dated 25th May, 2016 and shareholders approved the same with effect from 1st April, 2016 through Postal Ballot dated 5th July, 2016.

The term of appointment of Mr.V.P.Nandakumar as Managing Director & CEO is expiring on 28th July, 2017. Nomination, Compensation and Corporate Governance Committee and Board of Directors of the Company at its meeting held on 24th May, 2016 and 25th May 2017, respectively approved the re-appointment of Mr.V.P.Nandakumar as Managing Director and Chief Executive Officer for a further period of 5 years with effect from 28th July, 2017 subject to approval of shareholders, on such remuneration and terms & conditions as set out in the resolutions under Item No.5.

Therefore, the Directors recommend the resolutions given in the Notice, for approval of the Shareholders of the Company as Ordinary Resolution.

Except Mr. V P Nandakumar, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Item No.6:

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 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 one of the significant sources of borrowings for the Company. The company had allotted listed as well as unlisted NCDs in the past and realizes that there is potential to raise resources through the private placement route. Your directors opines 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 Sections 42, 71 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 the current year within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board including Financial Resources and Management Committee ('FRMC') of 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 Rs.1,000/- or Rs.1,00,000/- or Rs.5,00,000/- or Rs.10,00,000/- or such other face values as may be determined by the FRMC 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. Each issue may be made with a separate resolution of Financial Resource Committee on following basis;

| Investors Category | Size of Issue | Face Value |
|--|-----------------------|---|
| Individual | Any Size | Rs.1,000/- or more |
| Institutional or other than Individual | Less than Rs.1 Crores | Rs.1,00,000/- or Rs.5,00,000/- |
| | More than Rs.1 Crores | Rs.5,00,000/- or Rs.10,00,000/- or more |

The Directors, therefore, recommend the resolutions given in the Notice, for approval of the Shareholders of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

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Additional information of directors seeking appointment / reappointment as director at the Twenty Fifth Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:

Profile of Mr. EA. Kshirsagar:

| | | | |
|---|--|------------------------------|-----------------|
| Name of the Director | E.A Kshirsagar | | |
| Date of Birth | 10/09/1941 | | |
| Date of Appointment on the Board | 08/06/2012 (Reappointed on 31/07/2014) | | |
| Brief Profile/Nature of expertise in specific functional areas | Mr. E A Kshirsagar is a Fellow of the Institute of Chartered Accountants in England & Wales. He has wide experience in Corporate Strategy & Structure, Valuation, Feasibility Studies, Disinvestments, Mergers & Acquisitions. He was associated with the Management Consultancy division of A F Ferguson for over three decades and retired in 2004 as the Senior Partner. Mr. Kshirsagar serves on the Board of other leading Indian public companies. | | |
| Number of Meetings of the Board attended during the year | 4 | | |
| Directorships held in other companies (Listed Entities) (excluding Section 25 and foreign companies) | Batliboi limited Hawkins Cookers limited JM Financial Limited | | |
| Directorships of Other Board not mentioned above | Manipal Global Education Services Private Limited, JM Financial Products Limited | | |
| Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee) | Name of the Company | Name of the committee | Position |
| | Batliboi Ltd | Audit Committee | Chairman |
| | JM Financial Ltd | | Chairman |
| | JM Financial Products Ltd | | Chairman |
| | Hawkins Cookers Ltd | | Chairman |
| | Manappuram Finance Ltd | | Member |
| Membership/ Chairmanship of Committees of other Boards not mentioned above | Name of the Company | Name of the committee | Position |
| | Manipal Global Education Pvt. Limited | Audit Committee | Chairman |
| Shareholding in the Company (Equity) | Nil | | |
| Relationship between directors inter-se | Nil | | |

Profile of Mr.V.P.Nandakumar:

| | | | |
|---|---|--|--|
| Name of the Director | V.P. Nandakumar | | |
| Date of Birth | 18/05/1954 | | |
| Date of Appointment on the Board | 29/07/2012 (Reappointment as MD and CEO) | | |
| Brief Profile (Nature of expertise in specific functional areas) | <p>Mr. V.P. Nandakumar is a post graduate in science with additional qualifications in Banking & Foreign Trade. Immediately after completion of his education, he joined the erstwhile Nedungadi Bank Limited. In 1986, he resigned from the Bank to take over the family business, upon the demise of his father, Shri.V.C. Padmanabhan. In 1992, he promoted Manappuram Finance Ltd. and has been a director of the company since then. Mr.V.P.Nandakumar is a Managing Committee member of leading trade and industry associations such as ASSOCHAM and FICCI. He is also the Chairman of Kerala State Council of the Confederation of Indian Industry ('CII').</p> <p>More than 25 years of experience in the promoting and managing NBFC and 10 years of experience in banking industry.</p> | | |

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|---|--|---------------------------------------|-----------------|
| Number of Meetings of the Board attended during the year | 6 | | |
| Directorships held in other companies (Listed Entity) (excluding Section 25 and foreign companies) (Listed Entities) | No other Directorships in listed entity other than Manappuram Finance Limited | | |
| Directorships of Other Board not mentioned above | Manappuram Health Care Limited, Manappuram Construction And Properties Limited, Manappuram Home Finance Private Limited, Asirvad Micro Finance Limited, Manappuram Chits (Karnataka) Private Limited, Manappuram Chit Funds Company Private Limited, Manappuram Insurance Brokers Private Limited, Manappuram Comptech and Consultants Limited, Adlux Medicity and Convention Centre Private Limited, Finance Industry Development Council, Manappuram Agro Farms Limited, Manappuram Jewellers Limited. | | |
| Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee) | Manappuram Health Care Limited: Audit committee - Member | | |
| Membership/ Chairmanship of Committees of other Boards not mentioned above | Name of the Company | Name of the committee | Position |
| | Manappuram Health Care Limited | Remuneration committee | Member |
| | Asirvad Micro Finance Limited | Borrowing committee | Member |
| | CSR Committee | Member | Nomination |
| | Compensation & Corporate Governance Committee | Member | Chairman |
| | Manappuram Home Finance Private Limited | ALCO | Chairman |
| | | Nomination and Remuneration Committee | Member |
| | Manappuram Jewellers Ltd | CSR Committee | Member |
| Financial Resources and Management Committee | | Chairman | |
| Shareholding in the Company (Equity) | 237567239 shares | | |
| Relationship between directors inter-se | Nil | | |

By order of the Board of Directors

Date: 25th May 2017
Place: Valapad, Thrissur

Sd/-
Ramesh Periasamy
Company Secretary

NOTICE

