MANAPPURAM®
FINANCE LIMITED
Make Life Easy

Ref: Sec/SE/ 356 /2016-17
16th July, 2016

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

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

Dear Sir,

Sub: Notice of 24th Annual General Meeting
Ref: Company Scrip Code: BSE-531213, NSE-MANAPPURAM

We are attaching herewith the Notice of 24th Annual General Meeting along with Attendance slip/Proxy Form of the company for the financial year 2015-16 to be held on August 09, 2016 at 09.30 am at Anugraha Auditorium, Valapad, Thrissur, Kerala-680567.

We request you to take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valappad, Thrissur, Kerala - 680 567, India
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com

Notice

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 is hereby given that the **TWENTY FOURTH** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on Tuesday, **09th day of August, 2016** at **09.30 a.m. IST** at Anugraha Auditorium, Valapad, Thrissur - 680 567 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone & Consolidated Profit and Loss account for the financial year ended 31st March, 2016 and the Balance Sheet, Notes annexed thereto and Cash flow statement as at that date, the report of the Directors and the Auditors thereon.

2. To confirm the first, second, third and fourth interim dividends of Rs.0.45 each in aggregate Rs.1.80 per equity share of Rs.2/- each, as divided for the year 2015-16.

3. Mr. Pradeep Saxena, who retires by rotation, and he has preferred not to get re-appointed.

4. **To ratify the appointment of Statutory Auditors.**

   Auditors are appointed to hold office from the conclusion of the Twenty Second Annual General Meeting until the conclusion of the Twenty Fifth Annual General Meeting.

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to the resolution passed by the members at the AGM held on July 31, 2014, the appointment of M/s 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) be and is hereby ratified to hold office as the statutory auditors of the Company from the conclusion of Twenty Second Annual General Meeting to the conclusion of the Twenty Fifth Annual General Meeting and that such remuneration as may be determined by the Board of Directors plus out of pocket expenses and levies such as service tax, etc."

SPECIAL BUSINESS:

5. **Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs)**

   To consider and if thought fit to pass the following 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 (hereinafter referred as 'Board') of the Company, to issue Secured Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, whether rated, listed or

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otherwise in one or more tranches, subject to the aggregate limit of Rs.2,000.00 Crores (Rupees Two Thousand Crores only) during the period of one year from the date of passing of this Special Resolution by the Members, 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 and 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 the Board of Directors

Sd/-
Ramesh Periasamy
Company Secretary

Place: Valapad, Thrissur
Date: 15/07/2016

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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 No. 5 is annexed hereto forms part of this notice.

2. As regards Item No.2, the Board of Directors of the Company declared 4 interim dividends for the financial year 2015-2016 as detailed below which has already been paid during the year;

Interim Dividend	Date of Declaration of Interim Dividend	Amount Paid Per Equity Share of Rs.2/- each
1st Interim Dividend	14th Aug 2015	0.45 paise
2nd Interim Dividend	05th Nov 2015	0.45 paise
03rd Interim Dividend	12th February 2016	0.45 paise
04th Interim Dividend	11th March 2016	0.45 paise

3. 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.

4. 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.

5. 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.

6. Members are requested to: (a) intimate changes, if any, in the registered addresses to the company/ Registrar in case of shares held in physical forms and to their Depository Participant (DP); (b) quote ledger folio number in all their correspondence; (c) bring their copies of the Annual Report and the Attendance Slip with them at the Annual General Meeting (AGM).

7. 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.

8. 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.

9. Members may kindly update your DP account regularly with the changes in bank account with the following information;

- Bank account Number in full
- MICR code
- IFS code
- Full name of the Bank and address of the branch
- email address

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

10. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividend for the financial year ended 31st March, 2009 which are remains unpaid or 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 Unpaid Dividend for the last Five Years:

Financial Year	Date of Declaration	Last date for claiming unpaid dividend
2008-09	30.04.2009	21.09.2016
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	09.08.2013	12.04.2020

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

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 FY2015-16 and Notice of the Twenty Fourth Annual General Meeting 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 purpose 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 FY2015-16 and Notice of the Annual General Meeting 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 24th Annual General Meeting and the Annual Report for the FY2015-2016 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 Annual General Meeting, electronically. The cut-off date for recognizing voting rights of members to vote by electronic means as well as at the General Meeting is August 02, 2016 in terms of Companies (Management and Administration) Amendment Rules, 2015 ('cut-off date').

15. The facility for voting, through 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 sent to the member's mobile number 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.

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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.

18. The Company has appointed Mr. Sathish.V, Practicing Company Secretary, 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 the 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 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 the 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 Central Depository Services Limited (CDSL) as the authorised agency to provide the e-voting facilities. The procedure and instructions for voting through electronic (remote e-voting) are, as follows:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on August 06, 2016 at 09.00 a.m. IST and ends on August 08, 2016 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 02, 2016, 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

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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 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)	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. ● 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).

(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 the relevant <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. The voting Period as mentioned in point no. (i) hereinabove applies mutatis mutandis to m-voting APP.

(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.

Notice

(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.

Annexure to The Notice

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

Item No.5:

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 ("NCD") 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 and the company used to allot listed as well as unlisted NCDs in the past and there is potential to raise resources through the private placement route. Your 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, 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 (Board includes Financial Resources and Management Committee 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.10,00,000/- 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.

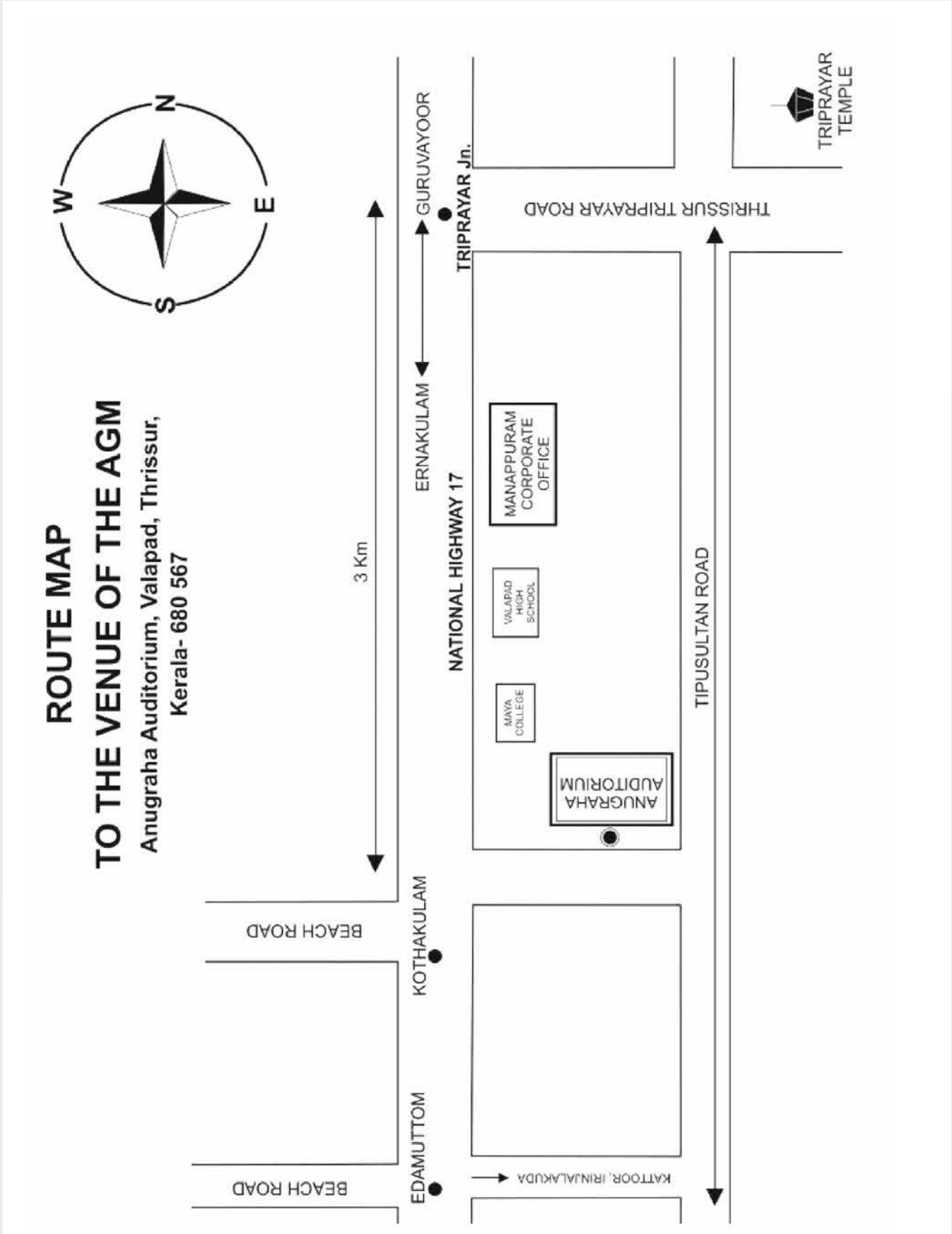
The Directors, therefore, recommend the resolution given in the Notice, for approval of the Members of the Company. None of the Directors of the Company or Key Managerial Persons are concerned or interested in the resolution.

By order of the Board of Directors

Sd/-
Ramesh Periasamy
Company Secretary

Place: Valapad, Thrissur
Date: 15/07/2016

Notice


ROUTE MAP
TO THE VENUE OF THE AGM
Anugraha Auditorium, Valapad, Thrissur,
Kerala- 680 567
N
W
E
S
3 Km
ERNAKULAM
GURUVAYOOR
TRIPRAYAR Jn.
NATIONAL HIGHWAY 17
THRISSUR TRIPRAYAR ROAD
TRIPRAYAR TEMPLE
MANAPPURAM CORPORATE OFFICE
VALAPAD HIGH SCHOOL
MAYA COLLEGE
ANUGRAHA AUDITORIUM
TIPUSULTAN ROAD
KOTHAKULAM
BEACH ROAD
EDAMUTTOM
BEACH ROAD
KATTOOR, IRINJALAKUDA

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(Old)W638A(New), Manappuram House, Valapad P.O, Thrissur- 680567

Ph.: (0487) 3050408, 3050417, **Fax No:** (0487) 2399298, **CIN:** L65910KL1992PLC006623

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

ATTENDANCE SLIP

(To be presented at the entrance)

24TH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 09, 2016 AT 9.30 a.m.

at **Anugraha Auditorium, Valapad, Thrissur- 680 567**

Sequence No.

Name and Address of the Shareholder :

Registered Folio No./DP ID & Client ID :

No. of shares held :

I hereby record my presence at the 24th Annual General Meeting of the Company to be held on 09th August, 2016 at 9.30 a.m. at Anugraha Auditorium, Valapad, Thrissur, Kerala- 680567.

_____ _____

Name of the Member/Proxy Signature of Member/Proxy

NOTES:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring the copy of the notice of Annual General Meeting.
3. Members / proxies are also requested to bring a valid photo identity proof such as the PAN card, passport, Aadhar card or driving license to attend the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	# DEFAULT PAN
160705003		

If you have not registered / updated your PAN with the company / Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

* Please use your actual PAN, if you have already registered / updated your PAN with the company / Depository Participant.

Note: Please refer Note No.23 of the 24th AGM Notice.

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(Old)W638A(New), Manappuram House, Valapad P.O, Thrissur- 680567
Ph.: (0487) 3050408, 3050417, **Fax No:** (0487) 2399298, **CIN:** L65910KL1992PLC006623
Email: cosecretary@manappuram.com, **Website**: www.manappuram.com

FORM NO. MGT-11
PROXY FORM

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

CIN : L65910KL1992PLC006623

Name of the Company : MANAPPURAM FINANCE LIMITED

Regd. Office : IV/470A (Old) W638A (New), Manappuram House, Valapad P.O., Thrissur, Kerala - 680 567.

Name of the Member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No./Client ID No. : ..... DP ID No. .....

I/We, being the member(s) of ..... Shares of **Manappuram Finance Limited**, hereby appoint

1. Name : ..... E-mail ID : .....

   Address : .....

   ..... Signature : .....

   or failing him / her

2. Name : ..... E-mail ID : .....

   Address : .....

   ..... Signature : .....

   or failing him / her

3. Name : ..... E-mail ID : .....

   Address : .....

   ..... Signature : .....

As my/our proxy to attend and vote electronically for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on 09th August, 2016 at 9.30 a.m. at Anugraha Auditorium, Valapad, Thrissur-680567 and at any adjournment thereof in respect of such resolutions as are indicated below :

R. NO.	RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS				
1	To receive, consider and adopt the audited Standalone & Consolidated Profit and Loss account for the financial year ended 31st March 2016 and the Balance Sheet, Notes annexed thereto and Cash flow statement as at that date, the report of the Directors and the Auditors thereon.			
2	To confirm the first, second, third and fourth interim dividends of Rs.0.45 each in aggregate Rs.1.80/- per equity share of Rs.2/- each, as divided for the year 2015-16.			

R. NO.	RESOLUTIONS	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS				
3	To ratify the appointment of Statutory Auditors			
SPECIAL BUSINESS:				
4	Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs).			

Signed this _____ day of _____ 2016

Affix Revenue Stamp

_____

Signature of shareholder

Signature of Proxyholder(s) _____

Notes:

- **This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- **Holder of proxy form may vote either for or against each resolution.**