Ref: Sec/SE/394 /2015-16
10th July, 2015

The Manager
Dept of Corporate Relations
Bombay Stock Exchange Limited
PJ Towers, Dalal Street
Fort, 25th Floor, Mumbai- 400001

Dear Sir,

**Sub: Notice of Annual General Meeting 2014-15**
**Ref: Company Scrip Code: 531213**

We enclose herewith the 6 copies of Notices of 23rd Annual General Meeting of the company scheduled on 06th August, 2015.

We request you to please take the same on your record.

Thanking You.

Yours Faithfully,
**For Manappuram Finance Limited**

**Ramesh Periasamy**
**Company Secretary**

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

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

MANAPPURAM FINANCE LTD VALAPAD

# 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

Notice is hereby given that the **TWENTY THIRD** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on Thursday, 06th day the August 2015 at 10.30 AM at Anugraha Auditorium, Valapad, Thrissur, Kerala-680 567 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31st March 2015 and the Balance Sheet as at that date, the report of the Board of Directors (the Board) 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 dividend for the year 2014-2015.
3. To appoint a director in place of Mr. B.N Raveendra Babu (DIN : 00043622) who retires by rotation, and being eligible, offers himself for re-appointment
4. To ratify the appointment of Statutory Auditors.

   Auditors were appointed to hold office from the conclusion of the last AGM (22nd Annual General Meeting) until the conclusion of the *25th Annual General Meeting*.

   "RESOLVED THAT pursuant to sections 139, 142 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, and pursuant to the resolution passed by the member 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 auditor of the Company from the conclusion of 22nd Annual General Meeting to the conclusion of the *25th 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. **Appointment of Dr. Amla Samanta (DIN : 00758883) as an Independent Director of the Company**

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

   "RESOLVED that in accordance with the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Part IV of Schedule IV of the Companies Act, 2013, Dr. Amla Samanta (DIN : 00758883), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 17, 2015 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her candidature as a director of the Company and she having submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the company for a period of five consecutive years from the date of this Annual General Meeting, and further that she shall not be liable to retire by rotation."

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

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

   RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as in force or amended from time to time, the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of the Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board') of the Company, to issue Secured Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, whether rated or otherwise in one or more tranches, subject to the aggregate limit of Rs.300.00 Crores (Rupees Three Hundred 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 Board of Directors of the Company including Financial Resources Management Committee (FRC) of the board is hereby authorized to do all such acts, deeds and things to give effect to the above



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For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

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.

**7. Payment of Commission to Non-Executive Directors**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Clause 49(II) (C) of the Listing Agreement with the Stock Exchange(s) and the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re – enactment thereof, for the time being in force) and in supersession of the earlier Resolution passed on the matter, consent, authority and approval of the Company be and is hereby accorded for payment of commission annually to the Non-Executive Directors of the Company (i.e., other than Directors who are either in whole time employment of the Company or Managing Director of the Company) but including Independent Directors of the Company, an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, determined in such proportion on a consideration of their seniority, service contribution to the functioning of the Board / Committees of the Board and in such manner as the Board of Directors (hereinafter referred as 'Board') of the Company may from time to time determine and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof and reimbursement of expenses incurred for participation in the Board and/or Committee meetings but shall be inclusive of all services rendered by them other than services of professional nature whatsoever as may be decided by the Board from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board 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."

RESOLVED FURTHER THAT this resolution shall remain in force until otherwise varied, modified or superseded by a resolution of shareholders or by the applicable law.

**8. Ratification of Commission paid to Non-Executive Directors for the FY 2013-2014 and 2014-2015**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT the payment of annual commission details whereof have been given below to the following Non-executive Directors of the Company including Independent Directors (i.e., Directors other than those who are either in whole time employment of the Company or Managing Director of the Company) which in aggregate does not exceed 1% of the net profits of the Company of the respective financial years computed in accordance with applicable provisions of the Companies Act, 1956 / 2013 which was duly approved by the Board of Directors of the Company on the basis of recommendation made by the Nomination, Compensation and Corporate Governance Committee for the financial year 2013-14 and for the financial year 2014-15, be and is hereby approved and ratified;

| Sl. No | Name of Directors | 2013-2014 | 2014-2015 |
|---|---|---|---|
| 1 | Mr.Jagdish Capoor | Rs.25,00,000.00 | Rs.30,00,000.00 |
| 2 | Dr.Shailesh J Mehta | Rs.25,00,000.00 | Rs.30,00,000.00 |
| 3 | Mr.P.Manomohanan | Rs.15,00,000.00 | Rs.18,00,000.00 |
| 4 | Dr.V.M.Manoharan | Rs.15,00,000.00 | Nil |
| 5 | Adv.V.R.Ramachandran | Rs.10,00,000.00 | Rs.12,00,000.00 |
| 6 | Mr.V.R.Rajiven | Rs.10,00,000.00 | Rs.15,00,000.00 |

By order of the Board of Directors

Sd/-

Place: Valapad
Date: 14th May, 2015

Ramesh Periasamy
**Company Secretary**

**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 to 8 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 2014-2015 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 | 25.07.2014 | Rs.0.45 |
| 2nd | 30.10.2014 | Rs.0.45 |
| 3rd | 03.02.2015 | Rs.0.45 |
| 4th | 14.05.2015 | Rs.0.45 |

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.



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For Manappuram Finance Ltd

Ramesh Periasamy
Company Secretary

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 Depositories (DP) (b) quote ledger folio number in all their correspondence (c) bring their copies of the Annual Report and the Attendance Slips 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

   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.

10. Pursuant to the provisions of Section 205A of the Companies Act, 1956, (Section 124 of the Companies Act, 2013) dividend for the financial year ended 31st March, 2008 which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not enchased the dividend warrants so far for the financial year 2007-2008 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 Annual General Meeting to enable the company to prepare suitable replies to such questions.

12. Electronic copy of the Notice of the Twenty Third 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 Participants(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 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 23rd Annual General Meeting and the Annual Report 2014-2015 will be available on the Company's website, www.manappuram.com. 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 Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 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 31st July, 2015 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.

16. The transfer books of the Company will remain closed from 31st July 2015 to 06th August 2015 both days inclusive, as per the requirement of Clause 16 of the Listing Agreement.

17. 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.

18. 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.

19. 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.

20. At the AGM, 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.

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Company Secretary

21. The Scrutinizer shall, after the conclusion of electronic voting at the AGM, immediately 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 three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

22. 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 and MSE.

23. 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 Clause 49 of the Listing Agreement are furnished and forms part of the notice.

24. The procedure and instructions for voting through electronic means are, as follows:

**The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 03rd August 2015 (9.00 a.m. IST) and ends on 05th August 2015 (5.00 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 31st July 2015, 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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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.<br>• 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 the 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.<br>• 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 (v). |

(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 150708002 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.

For Manappuram Finance Ltd.

Ramesh Perissamy
Company Secretary

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed 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) 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 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.

25. The following person shall be responsible to address grievances concerned with facility for remote e-voting;

Name: Mr. Wenceslaus Futardo, Designation: Deputy Manager, Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001. Email id: helpdesk.evoting@cdslindia.com; Phone number: 18002005533.

## ANNEXURE TO THE NOTICE

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

**Item No.5**

Dr.Amla Samanta (DIN:00758883) aged 60 years was inducted to the Board of the company as an additional director under Section 161 of the Companies Act, 2013 at the meeting held on17th March, 2015.

The Company has received from Dr. Amla Samanta consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and Disclosure of committee membership and code of conduct as per Clause 49 of Listing Agreement. In the opinion of the Board, credentials of the Dr. Amla Samanta match with the overall profile of the board members of the company and also she fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Amla Samanta as an Independent Director of the Company. She will not be liable to retire by rotation.

The company received a notice from a Shareholder, signifying her candidature as a director along with one lakh rupees. Hence, the Board of Directors recommends the resolution set out in item No. 5 of the Notice for the Approval of the members.

None of the directors or Key Managerial Persons except Dr. Amla Samanta is interested or concerned in the resolution.

**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 (meaning 12 months from the date of passing of the Special Resolution) for all the offers and invitations for such NCDs during the year.

NCDs, issued on private placement basis are a significant source of borrowings for the Company which can either be listed or not. The directors considered that the company should broaden the base of resource mobilization for the company to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during 12 months period from the date of passing of the Special Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs. The NCDs are proposed to be issued with face values of Rs.1000/- or 1,00,000/- or 10,00,000/- or such other amount as may be determined by the Board subject to applicable regulations in this respect and either at face value or at discount to face value as zero coupon bonds depending upon the market conditions and investors preferences.

The Directors, therefore, recommend the Resolution given in the Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Persons of the Company are interested or concerned in the resolution.

**Item No.7**

The Non-Executive Directors (including the Independent Directors) of the Company bring with them significant professional expertise



For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

and rich experience across a wide spectrum of functional areas such as corporate strategy, resources, information systems, technology and finance. They also bring a wider perspective in Board deliberations and decisions. The role and responsibilities of the Non-Executive Directors have undergone significant changes under Corporate Governance norms and made it more onerous for them, demanding their greater involvement in the supervision of the affairs of the Company. The Board of Directors of the Company is of the view that it is necessary that adequate remuneration should be given to the Non-Executive Directors so as to compensate them for their time, attention and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution under Section 197 of the Companies Act, 2013 for payment of commission to the Non-Executive Directors of the Company (other than the Directors who are either in whole time employment of the Company or Managing Director of the Company) annually an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to be paid in such amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine on the basis of the recommendations of the Nomination, Compensation and Corporate Governance Committee of the Board. The payment of commission will be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members. All the Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No.8**

The members of the Company at their 16th Annual General Meeting held on September 25, 2008, approved by way of a Special Resolution under Sections 309, 198 of the Companies Act, 1956, the payment of commission to the Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of sections 349, 350 of the Companies Act, 1956.

In light of above resolution, profit related commission was being approved and paid to non-executive directors by the Board based on the recommendation of Nomination, Compensation and Corporate Governance Committee after taking into account various factors such as attendance, level of participation and contribution to the meetings and its decision making, continuity on the board, performance appraisal by the board etc. The aforesaid resolution had a validity of five years as per the provisions of section 309(7) of the Companies Act, 1956. As regards the commission paid during the financial year 2013-14, reliance could not be placed on the shareholders approval vide their resolution dated September 25, 2008 due to the provisions of Section 309(7) and hence the commission so paid to Non-Executive Directors on the basis of net profits of the company for the period 2013-14 needs to be ratified by the shareholders. As regards the commission paid to Non-Executive Directors for the period 2014-15 on the basis of net profits for the said period, ratification by the shareholders is being sought since Clause 49 of the Listing Agreement requires prior approval of the shareholders in respect of any compensation paid to Non-Executive Directors.

It is further clarified that the commission so paid to the Non-executive Directors including the Independent Directors for the periods 2013-14 and 2014-15 does not exceed 1% of the net profits of the company calculated as per the provisions of Companies Act, 1956 and Companies Act, 2013 respectively.

Hence, the resolution under this item is being recommended as a Special Resolution. The Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested financially or, otherwise, in the resolution. All Non-Executive Directors are deemed to be concerned or interested in the resolution only to the extent of remuneration they have received in said two financial years.

By order of the Board of Directors

Sd/-

Place: Valapad
Date: 14th May, 2015

Ramesh Periasamy
**Company Secretary**

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



MANAPPURAM FINANCE LTD VALAPAD

**Additional Information of Directors seeking appointment/re-appointment as director at the Twenty Third Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:**

**Profile of Mr. B.N. Raveendra Babu**

| | |
|---|---|
| Name of the Director | B.N Raveendra Babu (DIN : 00043622) |
| Date of Birth | 10th Feb 1952 |
| Date of Appointment on the Board | 15/07/1992 |
| Brief Profile | Mr. B.N. Raveendra Babu, is a Post Graduate in Commerce with additional qualification in Management Accounting from the U.K. Prior to joining Manappuram Group, Mr. Raveendra Babu occupied senior positions in Finance and Accounts in various organizations in the Middle East. |
| Directorships held in other companies (excluding Section 25 and foreign companies) as on May 14, 2015 | Asirvad Micro Finance Private Ltd |
| Memberships of committees across companies (includes only Audit & Shareholders'/Investors' Grievance Committee/Stakeholders Relationship Committee) | Nil |
| Shareholding in the Company (Equity) | 2267236 shares |
| Relationship between directors inter-se | None |

**Profile of Dr. Amla Samanta**

| | |
|---|---|
| Name of the Director | Dr.Amla Samanta (DIN : 00758883) |
| Date of Birth | 19th April 1955 |
| Date of Appointment on the Board | 17th March 2015 |
| Brief Profile | She was lecturer in Saifee Hospital for MD students and also held various positions in the field of Medicine. Presently she is MD of Samanta Organics Pvt Ltd and Synermed Biologicals Pvt Ltd and holding Proprietorship /directorship in various Companies and she have publications in medical field.<br>**Education Qualification:**<br>CC.Indian bio-Informatics Organisation,2003<br>FDA Approval for testing of drugs1986<br>Ph.D,GS Medical College (Bombay ) ,medical Biochemistry1983<br>Msc. GS Medical College (Bombay1977<br>BSc,University of Bombay 1975 |
| Directorships held in other companies (excluding Section 25 and foreign companies) as on May 14, 2015. | Samanta Organics Private Limited<br>Ashish Rang Udyog Private Limited<br>Nautilus Trading and Leasing Private Limited<br>HDFC securities limited<br>Synermed Biologicals private limited<br>Sagar Tourist Resorts Limited |
| Memberships of committees across companies (includes only Audit & Shareholders'/Investors' Grievance Committee/Stakeholders Relationship Committee) | Audit Committee Member – HDFC Securities Limited |
| Shareholding in the Company (Equity) | None |
| Relationship between directors inter-se | None |

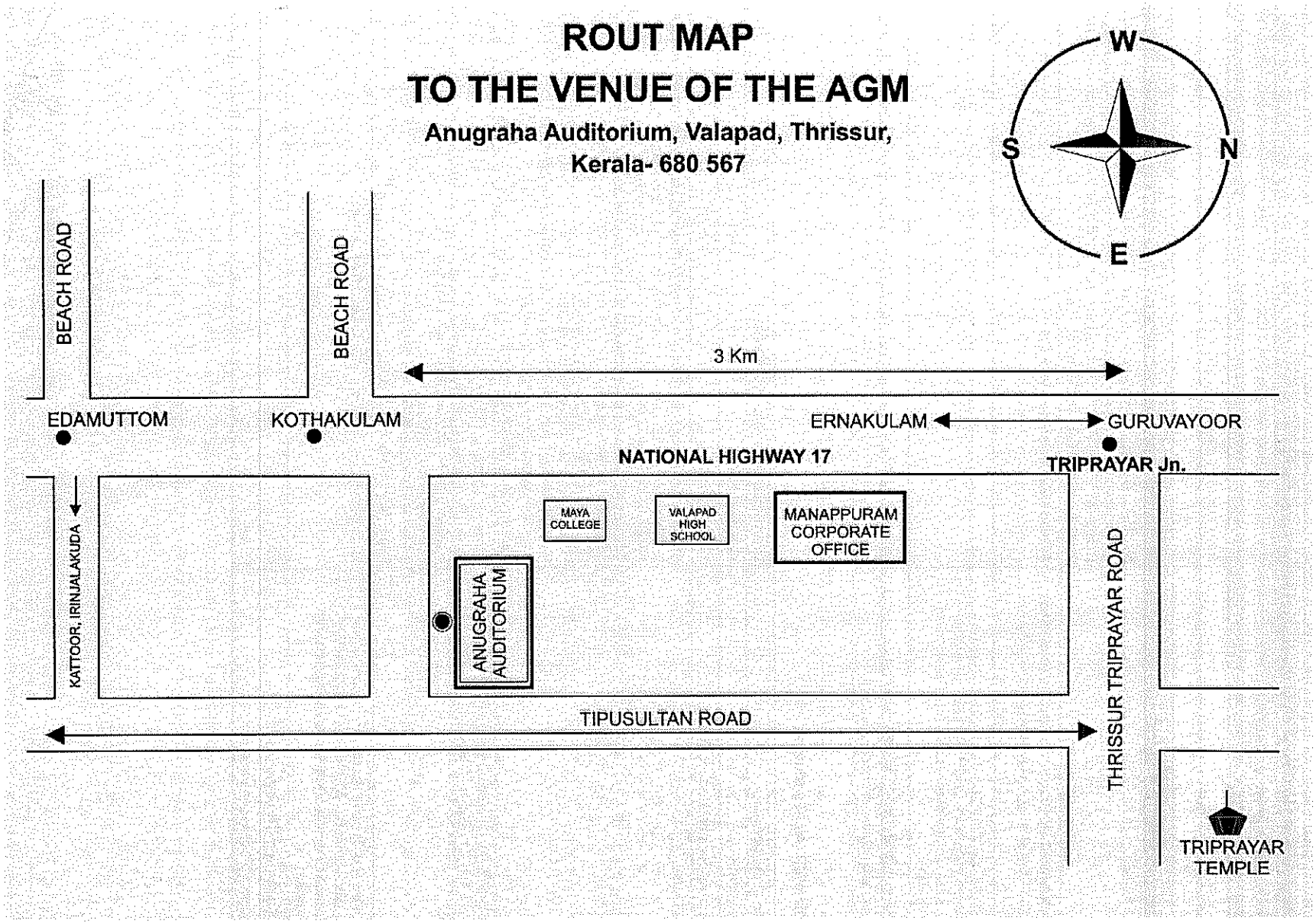
For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

# ROUT MAP

# TO THE VENUE OF THE AGM

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




For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

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# 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

## ATTENDANCE SLIP

(To be presented at the entrance)

**23RD ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 06, 2015 AT 10.30 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 23rd Annual General Meeting of the company to be held on 06th August 2015 at 10.30 a.m. at Anugraha Auditorium, Valapad, Thrissur, Kerala - 680 567.

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.

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### ELECTRONIC VOTING PARTICULARS

| EVSN | USER ID | # DEFAULT PAN |
|---|---|---|
| | | |

# 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. 24 of the 23rd AGM Notice.

MANAPPURAM FINANCE LTD VALAPAD

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

# MANAPPURAM FINANCE LIMITED

**Regd. Office:** IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567
**Ph:** (0487) 3050408, 3050417, **Fax No.** (0487) 2399298; **CIN:** L65910KL1992PLC006623
**Email:** cosecretary@manappuram.com, **Website:** www.manappuram.com

## 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 23rd Annual general meeting of the company, to be held on 06th August 2015 at 10:30 a.m. at Anugraha Auditorium, Valapad, Thrissur- 680 567 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 Profit and Loss account for the financial year ended 31st March 2015 and the Balance Sheet as at that date, the report of the Board of Directors (the Board) 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 dividend for the year 2014-2015. | | | |

MANAPPURAM FINANCE LTD VALAPAD

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

| R. NO. | RESOLUTIONS | FOR | AGAINST | ABSTAIN |
|---|---|---|---|---|
| **ORDINARY BUSINESS** | | | | |
| 3 | To appoint a director in place of Mr. B.N Raveendra Babu (DIN : 00043622) who retires by rotation, and being eligible, offers himself for re-appointment | | | |
| 4 | To ratify the appointment of Statutory Auditors. | | | |
| **SPECIAL BUSINESS:** | | | | |
| 5 | Appointment of Dr. Amla Samanta (DIN : 00758883) as an Independent Director of the Company | | | |
| 6 | Raising of Fund through Private Placement of Redeemable Non Convertible Debentures (NCD) | | | |
| 7 | Payment of Commission to Non-Executive Directors | | | |
| 8 | Ratification of Commission paid to Non-Executive Directors for the FY 2013-2014 and 2014-2015 | | | |

Signed this _____ day of _____ 2015

Affix Revenue Stamp

_____

Signature of shareholder

Signature of Proxyholder(s) _____

**Note: 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.**

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

MANAPPURAM FINANCE LTD
VALAPAD