Ref: Sec/SE/334 /2019-20
Date: 30.07.2019

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

Dear Sir / Madam,

Sub: Intimation of 27th Annual General Meeting and AGM Notice of the Company

Please be informed that the Twenty Seventh Annual General Meeting of the shareholders of the Company for the FY 2018-19 will be held on Tuesday, August 27, 2019 at 11.am. IST at Latha Convention Centre (formerly known as Anugraha Auditorium) Valapad, Thrissur, Kerala-680567 to transact the business as detailed in the enclosed 27th AGM Notice.

27th AGM Notice, Attendance Slip and Proxy Form may be accessed through the company website at https://www.manappuram.com/investors/notice-to-shareholders.html

27th Annual Report can be accessed through the company website at https://www.manappuram.com/public/uploads/editor-images/files/Manappuram%20AR%2018-19.pdf

Kindly take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited

VILAKKITHALA RAMAN MANOJKUMAR

Digitally signed by VILAKKITHALA RAMAN MANOJKUMAR
DN: c=IN, o=Personal, postalCode=680581, st=KERALA, serialNumber=ec0b07b2d06a85987aa84d48d23761b1c13f03d66989437cb63488bc1a592cc87, cn=VILAKKITHALA RAMAN MANOJKUMAR
Date: 2019.07.30 17:12:09 +05'30'

Manoj Kumar V.R.
Company Secretary

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 SEVENTH** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on **27th August 2019**, Tuesday at **11.00 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 Statements for the financial year ended 31st March, 2019 and the report of the Board of Directors and the Auditors thereon.**
2. **To appoint a director in place of Mr. E. A. Kshirsagar (DIN: 00121824), who retires by rotation, and being eligible, offered himself for reappointment.**

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

   "RESOLVED that Mr. E. A. Kshirsagar (DIN: 00121824), who retires by rotation, be and is hereby re-appointed as the Director of the company whose term of office shall be determined by retirement of directors by rotation and further considering the fact that Mr. E. A. Kshirsagar's age being above 75 years, pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby provided for Mr. E. A. Kshirsagar (DIN: 00121824) to continue as Director upon appointment, until the expiry of his term of office as Director of the Company as per provisions of Section 152(6) of the Companies Act, 2013."

SPECIAL BUSINESS:

3. **Revision of remuneration by way of increment and variation in the terms of appointment of Mr. V. P. Nandakumar, Managing Director & CEO (DIN: 00044512):**

   To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof

for the time being in force) and further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval of Shareholders of the Company be and is hereby accorded for revision of remuneration by way of increment and variation in the terms of appointment of Mr. V. P. Nandakumar (DIN: 00044512), Managing Director & CEO with effect from 1st April, 2019 as under.

Salary & Allowances: ₹6,00,00,000/- (Rupees Six Crore Only) per annum as Salary and ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum as allowances.

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

Retirement Benefits / Perquisites:

Contribution to 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).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

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 as approved above."

NOTICE

4. **Re-appointment of Executive Director Mr. B. N. Raveendra Babu (DIN: 00043622):**

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 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. B. N. Raveendra Babu (DIN: 00043622) as Whole-time Director designated as Executive Director of the Company for a further period of five years with effect from January 11, 2020 on the following remuneration and the terms and conditions."

Salary: ₹9,00,000/- (Rupees Nine Lakhs Only) per month with effect from 1st April 2019 with an annual increment of ₹50,000/- (Rupees Fifty Thousand Only) per month.

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

Retirement Benefits / Perquisites Contribution to PF: @ 12% of the monthly salary.

Employee Stock Option Plan: Eligible to the extent of number of shares arising based on options approved to be issued by the Nomination, Compensation and Corporate Governance Committee of the company.

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

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family once in a year as per the rules of the Company.

Fee for Clubs: Subject to maximum of two clubs excluding admission and life membership fees.

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

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 Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

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

NOTICE

5. Appointment of Mr. Abhijit Sen (DIN: 00002593) as a Director of the Company

To consider and if thought fit to pass 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, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abhijit Sen (DIN: 00002593), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 17, 2019 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 27 August, 2019".

6. Approval to borrow in excess of the paid-up share capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members vide postal ballot dated 12th September 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company, be and is hereby accorded, to the Board of Directors of the Company (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeding the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed the sum of ₹25,000 Crores (Rupees Twenty Five Thousand Crores Only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorized to do all such things and acts as may be necessary and expedient and to settle any question or matter that may arise in connection therewith."

7. Approval to create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members vide postal ballot dated 12th September 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder including any statutory modifications or

re-enactments thereof for the time being in force, and the Articles of Association of the Company, the company hereby accords its consent to mortgage and/or charge in addition to the mortgages/charges created/to be created by the company in such form and manner and such ranking and at such time and on such terms as the Board may determine all or any of the movable and/or immovable properties of the company both present and future and/or the whole or any part of the undertaking of the company in favour of the lender, agent, trustees for securing the borrowings of the company availed/to be availed by way of loan in foreign currency and/or in rupee currency and securities comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes, bonds or other debt instruments issued/to be issued by the company from time to time in one or more tranches up to a aggregate limit of ₹25,000 Crores (Rupees Twenty Five Thousand Crores Only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates additional interest and in case of default accumulated interest, liquidated damages, commitment charges on pre-payment, remuneration of the agents and/or trustees, premium if any on redemption, all other costs, charges and expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other moneys payable by the company in terms of the respective loan agreement, debentures, trust deed or any other document entered into/to be entered into between the company and the lenders, investors, agents and/or trustees in respect of the said loans, borrowings, debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board of directors or any committees thereof and the lenders, agents and/or trustees.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalize the documents and such other agreements for creation of charge as aforesaid and to do all such acts, deeds, matters and things as may be necessary and expedient and also to authorise/delegate its directors/officers for giving effect to the above resolution".

8. 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 Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the provisions of Section 149(9) read with 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

NOTICE

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".

By order of the Board of Directors

Sd/-
Manoj Kumar V. R.
Company Secretary

Date : 17th July, 2019
Place : Valapad, Thrissur

NOTICE

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. 2, 3, 4, 5, 6, 7 & 8 are annexed hereto and forms part of this notice.

2. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends from the financial year ended 31st March, 2012 which remains unclaimed for a period of seven years will be transferred on the due dates as mentioned 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 of Dividend	Due for transfer to Investor Education and Protection Fund on
2012	2/Aug/2012	9/Sep/2019
2013	13/Mar/2013	20/Apr/2020
2014	9/Aug/2013	17/Sep/2020
2014	13/Nov/2013	20/Dec/2020
2014	7/Feb/2014	14/Mar/2021
2014	31/Jul/2014	7/Sep/2021
2015	25/Jul/2014	1/Sep/2021
2015	30/Oct/2014	7/Dec/2021
2015	3/Feb/2015	10/Mar/2022
2015	14/May/2015	21/Jun/2022
2016	14/Aug/2015	21/Sep/2022
2016	5/Nov/2015	12/Dec/2022
2016	12/Feb/2016	19/Mar/2023
2016	11/Mar/2016	18/Apr/2023
2017	9/Aug/2016	16/Sep/2023
2017	10/Nov/2016	17/Dec/2023
2017	8/Feb/2017	15/Mar/2024
2018	25/May/2017	2/Jul/2024
2018	10/Aug/2017	17/Sep/2024
2018	7/Nov/2017	14/Dec/2024
2018	8/Feb/2018	15/Mar/2025
2019	18/May/2018	25/June/2025
2019	9/Aug/2018	16/Sep/2025
2019	6/Nov/2018	13/Dec/2025
2019	6/Feb/2019	13/Mar/2026

NOTICE

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 https://manappuram.com/investors/transfer-of-shares-to-iepf.html.

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

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 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”).

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. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 states that w.e.f. 5th December 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

9. 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.

10. 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.

11. Electronic copy of the Annual Report for the FY 2018-19 and Notice of the 27th 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 2018-19 and Notice of the 27th 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.

12. Members may also note that the notice of the 27th AGM and the Annual Report for the FY 2018-19 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.

13. 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 20, 2019 in terms of Companies (Management and Administration) Amendment Rules, 2015 ('cut-off date').

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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 24, 2019** at **09.00 a.m. IST** and ends on **August 26, 2019** 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 20, 2019 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.The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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. E.g. 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for <MANAPPURAM FINANCE LIMITED> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name – Mr. Rakesh Dalvi, Designation – Manager, Address – Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai – 400 013. Contact No.18002005533. Email id – helpdesk.evoting@cdslindia.com.

NOTICE

ANNEXURE TO THE NOTICE

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

Item No. 2:

Mr. Eknath Atmaram Kshirsagar (DIN: 00121824), Nominee Director, aged above 75 years, retires by rotation, in the ensuing, 27th AGM and being eligible, offers himself for re-appointment.

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

In order to retain his services backed by his rich experience in various fields, the Board of the company recommends shareholders approval by way of special resolution.

Last Drawn Remuneration : Nil

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Eknath Atmaram Kshirsagar (DIN: 00121824), is interested or concerned in the resolution.

Item No. 3:

Mr. V. P. Nandakumar (DIN: 00044512) 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 (DIN: 00044512) 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 (DIN: 00044512), 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.

Mr. V. P. Nandakumar (DIN: 00044512) was further re-appointed as Managing Director & CEO for a further period of 5 years with effect from 28th July, 2017 during the 25th AGM held on 18th August 2017.

Details of proposed revision of remuneration by way of increment and variation in the terms of appointment of Mr. V. P. Nandakumar (DIN: 00044512), Managing Director & CEO with effect from 1st April, 2019 are as under:

Salary & Allowances: ₹6,00,00,000/- (Rupees Six Crore Only) per annum as Salary and ₹1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum as allowances.

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

Retirement Benefits/Perquisites:

Contribution to 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).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

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.

Last Drawn Remuneration : (₹ in Million)

FY	Salary	Commission	Benefits/Provident Fund
2018-19	65.57	50	8.14

The revision of remuneration is recommended by the Nomination, Compensation and Corporate Governance Committee at its meeting held on 15th May 2019, after two years of re-appointment of Mr. V. P. Nandakumar (DIN: 00044512) as MD & CEO considering his valuable service rendered to the company and as a reasonable increment.

Therefore, the Directors recommend the resolutions given in the Notice, for approval of the Shareholders of the Company as Special Resolution in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. V. P. Nandakumar (DIN: 00044512), is interested or concerned in the resolution.

Item No. 4:

Mr. B. N. Raveendra Babu was one of the first directors of the company through Articles of Association and he was appointed by the Board at its Meeting held on 20/01/2010 as Joint Managing Director of the Company w.e.f. 11/01/2010 for the period of 5 years and the shareholders at their meeting held on 20/07/2010 confirmed his appointment in line with Board's appointment. There was a variation in the terms of appointment for the unexpired period of his tenure by way of salary

increment w.e.f. 01/04/2011 at the Annual General Meeting held on 18/08/2011 followed by the Board Meeting dated 31/05/2011. Further, Mr. B. N. Raveendra Babu, was re-designated as Executive Director of the Company at the Board Meeting held on 18/05/2012. Further, the consent and approval of shareholders of the company was accorded for the re-appointment of Mr. Raveendra Babu (DIN: 00043622) as whole-time director designated as Executive Director of the company for a further period of 5 years w.e.f. January 11, 2015. Keeping in view the contributions made by Mr. B. N. Raveendra Babu for the growth of the Company, the Board of Directors of the Company and the Nomination, Compensation and Corporate Governance Committee have recommended the re-appointment of Mr. B. N. Raveendra Babu for a period of five (5) years effective from January 11, 2020 on such remuneration and the terms and conditions as set out in the resolution.

Details of proposed re-appointment of Mr. B. N. Raveendra Babu (DIN: 00043622) as Whole-time Director designated as Executive Director of the Company for a further period of five years with effect from January 11, 2020 :

Salary: ₹9,00,000/- (Rupees Nine Lakhs Only) per month with effect from 1st April 2019 with an annual increment of ₹50,000/- (Rupees Fifty Thousand Only) per month.

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

Retirement Benefits / Perquisites Contribution to PF: @ 12% of the monthly salary.

Employee Stock Option Plan: Eligible to the extent of number of shares arising based on options approved to be issued by the Nomination, Compensation and Corporate Governance Committee of the company.

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

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family once in a year as per the rules of the Company.

Fee for Clubs: Subject to maximum of two clubs excluding admission and life membership fees.

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

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.

Last Drawn Remuneration: (₹ in Million)

FY	Salary	Commission	Benefits/Provident Fund
2018-19	10.35	5.5	1.28

Therefore, the Board of Directors recommend the resolution set out in Item No.4 of the Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. B. N. Raveendra Babu is interested or concerned in the resolution.

Item No. 5:

Mr. Abhijit Sen (DIN: 00002593) was inducted to the Board of the Company as an additional director under Section 161 of the Companies Act, 2013 at the meeting held on 17th July, 2019. The Company has received from Mr. Abhijit Sen 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 he is not disqualified under Section 164(2) of the Companies Act, 2013. Disclosure of committee membership and code of conduct as per SEBI (LODR) Regulations, 2015 and declarations that he meets the fit and proper criteria under RBI Master Direction, 2016. In the opinion of the Board, credentials of the Mr. Abhijit Sen match with the overall profile of the board members of the Company. The Nomination, Compensation and Corporate Governance Committee of Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Abhijit Sen as an Independent Non-Executive Director of the Company. Hence, the Nomination, Compensation and Corporate Governance Committee of Board of Directors recommends his appointment as Independent Non-Executive Director in the ensuing 27th Annual General Meeting.

Last Drawn Remuneration: Not Applicable

The Board of Directors recommends the passing of the proposed resolutions stated in Item No. 5 as an ordinary resolution.

None of the directors or Key Managerial Personnel or their respective relatives except Mr. Abhijit Sen is interested or concerned in the resolution.

Item No. 6 & 7:

Keeping in view the Company's existing and future financial requirements, the Company may need additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto ₹25,000 Crores (Rupees Twenty Five Thousand Crores Only). Pursuant to Section 180(1)C of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board of Directors recommends the passing of the proposed resolutions stated in Item No.'s 6 and 7 as special resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of this Resolution.

Item No. 8:

The Non-Executive Directors (including the Independent Directors) of the Company bring with them significant professional expertise 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. Similar approval was accorded by shareholders in the general meeting dated 6th August 2015. However, the listing agreement is now replaced with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

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

NOTICE

Profile of Mr. E. A. Kshirsagar:

<table>
<tr><td>Name of the Director</td><td>Mr. E. A. Kshirsagar (DIN: 00121824)</td></tr>
<tr><td>Date of Birth</td><td>10/09/1941</td></tr>
<tr><td>Age</td><td>77</td></tr>
<tr><td>Qualifications</td><td>Fellow Member of the Institute of Chartered Accountants in England & Wales</td></tr>
<tr><td>Date of Appointment on the Board</td><td>08/06/2012</td></tr>
<tr><td>Brief Profile/Nature of expertise in specific functional areas/Experience</td><td>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.
Director in other leading Indian public companies.</td></tr>
<tr><td>Number of Meetings of the Board attended during the year</td><td>11</td></tr>
<tr><td>Directorships held in other Companies (Listed Entities) (excluding Section 25 and foreign companies)</td><td>1. Hawkins Cookers Ltd.
2. Batliboi Ltd.
3. JM Financial Ltd.</td></tr>
<tr><td>Directorships of Other Board not mentioned above</td><td>1. Manipal Global Education Services Private Limited
2. JM Financial Products Ltd.</td></tr>
<tr><td>Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)</td><td>
<table>
<tr><th>Name of Public Limited Company</th><th>Name of Committees</th><th>Member/Chairman</th></tr>
<tr><td>Manappuram Finance Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Batliboi Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>JM Financial Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>JM Financial Products Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>Hawkins Cookers Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
</table>
</td></tr>
<tr><td>Membership/Chairmanship of Committees of other Boards not mentioned above</td><td>Nil</td></tr>
<tr><td>Shareholding in the Company (Equity)</td><td>Nil</td></tr>
<tr><td>Relationship between directors inter-se</td><td>Nil</td></tr>
</table>

NOTICE

Profile of Mr. V. P. Nandakumar:

Name of the Director	**Mr. V. P. Nandakumar** (DIN: 00044512)
Date of Birth	18/05/1954
Age	65
Qualifications	MSc, CAIIB(Part-1), PGDFT(IIFT)
Date of Appointment on the Board	15/07/1992
Brief Profile/Nature of expertise in specific functional areas/ Experience	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'). More than 25 years of experience in the promoting and managing NBFC and 10 years of experience in banking industry.
Number of Meetings of the Board attended during the year	11
Directorships held in other companies (Listed Entities) (excluding Section 25 and foreign companies)	No other Directorships in listed entity other than Manappuram Finance Limited
Directorships of Other Board not mentioned above	a) Manappuram Health Care Limited b) Manappuram Constructions and Consultants Limited c) Manappuram Home Finance Limited d) Asirvad Micro Finance Limited e) Manappuram Chits (Karnataka) Private Limited f) Manappuram Chit Funds Company Private Limited g) Manappuram Insurance Brokers Limited h) Manappuram Comptech and Consultants Limited i) Adlux Medicity and Convention Center Private Limited j) Finance Industry Development Council k) Manappuram Jewellers Limited l) Manappuram Agro Farms Limited m) Manappuram Chits (India) Limited

<table>
<tr><td>Memberships of committees across companies (includes only Audit & Shareholders'/ Investors' Grievance Committee/ Stakeholders Relationship Committee)</td><td>
<table>
<tr><th>Sl. No.</th><th>Name of Public Limited Companies</th><th>Name of the Committees</th><th>Member/ Chairman</th></tr>
<tr><td>1</td><td>Manappuram Health Care Limited</td><td>Audit</td><td>Member</td></tr>
<tr><td>2</td><td>Manappuram Comptech and Consultants Limited</td><td>Audit</td><td>Member</td></tr>
</table>
</td></tr>
<tr><td>Membership/Chairmanship of Committees of other Boards not mentioned above</td><td>
<table>
<tr><th>Name of the Company</th><th>Name of the Committee</th><th>Position</th></tr>
<tr><td>Manappuram Health Care Limited</td><td>Remuneration Committee</td><td>Member</td></tr>
<tr><td>Asirvad Micro Finance Limited</td><td>Borrowing Committee</td><td>Member</td></tr>
<tr><td rowspan="4">Manappuram Home Finance Private Limited</td><td>ALCO</td><td>Chairman</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
<tr><td>Management Committee</td><td>Chairman</td></tr>
<tr><td>IT Strategy Committee</td><td>Member</td></tr>
<tr><td rowspan="3">Manappuram Jewellers Ltd.</td><td>CSR Committee</td><td>Member</td></tr>
<tr><td>Financial Resources and Management Committee</td><td>Chairman</td></tr>
<tr><td>Nomination Committee</td><td>Member</td></tr>
<tr><td>Manappuram Comptech and Consultants Limited</td><td>Nomination Committee</td><td>Member</td></tr>
</table>
</td></tr>
<tr><td>Shareholding in the Company (Equity)</td><td>243672171</td></tr>
<tr><td>Relationship between directors inter-se</td><td>Nil</td></tr>
</table>

Profile of Mr. B. N. Raveendra Babu:

Name of the Director	**Mr. B. N. Raveendra Babu** (DIN: 00043622)
Date of Birth	10/02/1952
Age	67
Qualifications	M.Com., Certificate from Institute of Certified Management Accounts UK
Date of Appointment on the Board	15/07/1992
Brief Profile/Nature of expertise in specific functional areas/ Experience	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.

Number of Meetings of the Board attended during the year	11
Directorships held in other companies (Listed Entities) (excluding Section 25 and foreign companies)	Nil
Directorships of Other Board not mentioned above	1. Manappuram Insurance Brokers Limited 2. Asirvad Micro Finance Limited 3. Manappuram Comptech and Consultants Limited
Memberships of committees across companies (includes only Audit & Shareholders'/ Investors' Grievance Committee/ Stakeholders Relationship Committee)	**Name of Public Limited Companies** / **Name of the Committees** / **Member/ Chairman** Manappuram Insurance Brokers Limited / Audit Committee / Member
Membership/Chairmanship of Committees of other Boards not mentioned above	Nil
Shareholding in the Company (Equity)	16,17,236 equity shares
Relationship between directors inter-se	Nil

Profile of Mr. Abhijit Sen:

Name of the Director	**Mr. Abhijit Sen** (DIN: 00002593)
Date of Birth	November 17,1950
Age	68
Qualifications	B.Tech. (Hons), MBA
Date of Appointment on the Board	July 17.2019
Brief Profile/Nature of expertise in specific functional areas/ Experience	Mr. Abhijit Sen retired from Citi India in February 2015 after serving as the Chief Financial Officer - India Subcontinent for over 18 years. On retirement from Citi, Mr. Sen is associated with E&Y from August 3, 2015, as a part-time Senior Advisor, to provide broad strategic support for their activities in the Banking and Financial Services Sector. He currently serves on several Boards including Kalyani Forge Ltd., Trent Ltd., Ujjivan MicroFinance Ltd., Ugro Capital Ltd., Veritas India Pvt. Ltd. & Cashpor Microcredit and chairs the Audit Committees of Kalyani Forge Ltd., Ugro Capital & Trent Ltd. in addition to chairing/ participating on several other Board Committees including Risk Committees. He advises Creditenable, a Fintech analytics entity and Trust Capital, a Wealth advisory boutique firm. He recently joined the Risk Committee of the National Stock Exchange. In the past, he has served on the Board of National Securities Depository Ltd. IDFC First Bank and has been an Advisor to General Atlantic.

NOTICE

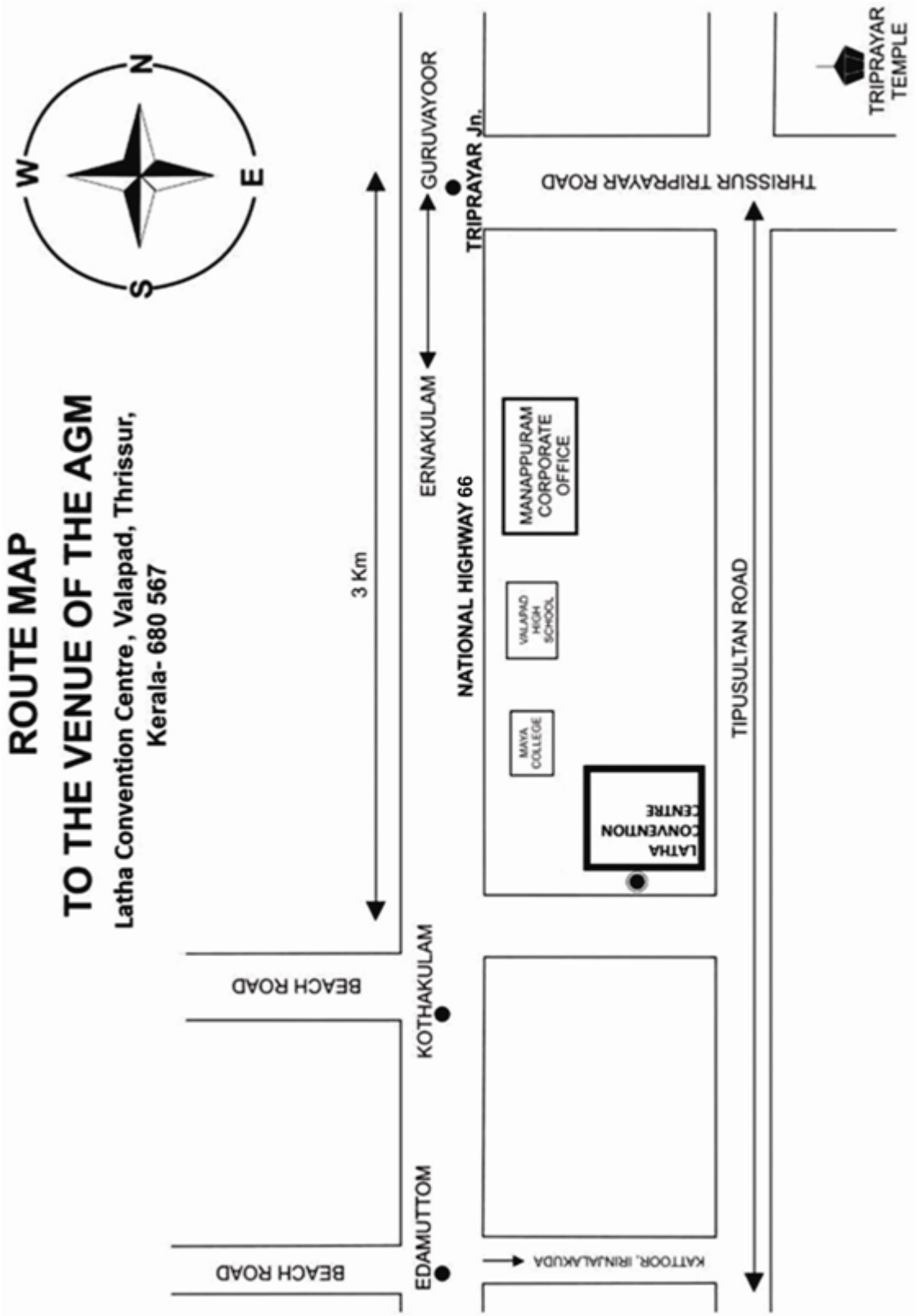
Number of Meetings of the Board attended during the year	1
Directorships held in other companies (Listed Entities) (excluding Section 25 and foreign companies)	1. Trent Limited 2. Kalyani Forge Limited 3. Ujjivan Financial Services Limited 4. Ugro Capital Limited
Directorships of Other Board not mentioned above	5. Natafim Agricultural Financing Agency Private Limited 6. Cashpor Micro Credit 7. Veritas Finance Private Limited
Memberships of committees across companies (includes only Audit & Shareholders'/ Investors' Grievance Committee/ Stakeholders Relationship Committee)	**Name of the Committee** / **Name of the Company** Audit Committee: Trent Ltd. - Chairman; Kalyani Forge Ltd. - Chairman; Ujjivan Financial Services Limited; Veritas Limited; Ugro Capital Ltd. - Chairman; Nafa Private Limited Stakeholders Relationship Committee: Kalyani Forge Ltd.
Membership / Chairmanship of Committees of other Boards not mentioned above	Nomination Committee: Trent Ltd.; Kalyani Forge Ltd.; Ujjivan Financial Services Ltd.; Veritas Finance Private Limited - Chairman; Ugro Capital Ltd. Risk Management Committee: Ujjivan Financial Services Ltd.; Ugro Capital Ltd.; Cashpor Micro Credit-Chairman
Shareholding in the Company (Equity)	0
Relationship between directors inter-se	Nil

By order of the Board of Directors

Sd/-
Manoj Kumar V. R.
Company Secretary

Date : 17th July, 2019
Place : Valapad, Thrissur

NOTICE


ROUTE MAP
TO THE VENUE OF THE AGM
Latha Convention Centre, Valapad, Thrissur,
Kerala- 680 567
N
W
E
S
3 Km
GURUVAYOOR
ERNAKULAM
TRIPRAYAR Jn.
THRISSUR TRIPRAYAR ROAD
TRIPRAYAR TEMPLE
NATIONAL HIGHWAY 66
MANAPPURAM CORPORATE OFFICE
VALAPAD HIGH SCHOOL
MAYA COLLEGE
LATHA CONVENTION CENTRE
TIPUSULTAN ROAD
BEACH ROAD
KOTHAKULAM
EDAMUTTOM
BEACH ROAD
KATTOOR, IRINJALAKUDA

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MANAPPURAM
FINANCE LIMITED
Make Life Easy

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(Old)W638A(New), Manappuram House, Valapad P.O, Thrissur- 680567
Ph.: (0487) 3050413, 3050417, **Fax No:** (0487) 2399298, **CIN:** L65910KL1992PLC006623
Email: cosecretary@manappuram.com, **Website**: www.manappuram.com

ATTENDANCE SLIP

(To be presented at the entrance)

27th ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 27, 2019, AT 11.00 A.M. IST AT LATHA CONVENTION CENTRE (FORMERLY KNOWN AS ANUGRAHA AUDITORIUM), VALAPAD, THRISSUR, KERALA - 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 27th Annual General Meeting of the Company to be held on 27th August, 2019, Tuesday at 11.00 a.m. IST at Latha Convention Centre (formerly known as 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.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	# DEFAULT PAN
190718005		

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 remote 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. 22 of the 27th AGM Notice for detailed instructions of remote e-voting.

MANAPPURAM
FINANCE LIMITED
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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

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 Manappuram Finance Limited, holding ..... shares, 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 (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of Members of the Company, to be held on **27th August 2019, Tuesday at 11.00 a.m. IST at Latha Convention Centre (formerly known as Anugraha Auditorium), Valapad, Thrissur, Kerala - 680 567** and at any adjournment thereof in respect of such resolutions as are indicated below:

R. NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the financial year ended 31st March, 2019 and the report of the Board of Directors and the Auditors thereon.		
2	To appoint a director in place of Mr.E A Kshirsagar (DIN: 00121824), who retires by rotation, and being eligible, offered himself for reappointment.		

R. NO.	RESOLUTIONS	FOR	AGAINST
SPECIAL BUSINESS:			
3	Revision of remuneration by way of increment and variation in the terms of appointment of Mr. V. P. Nandakumar, Managing Director & CEO (DIN: 00044512)		
4	Re-appointment of Executive Director Mr. B. N. Raveendra Babu (DIN: 00043622)		
5	Appointment of Mr. Abhijit Sen (DIN: 00002593) as a Director of the Company		
6	Approval to borrow in excess of the paid up share capital and free reserve of the Company under Section 180(1)(c) of the Companies Act, 2013.		
7	Approval to create charge/ mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013		
8	Payment of Commission to Non-Executive Directors		

Signed this _____ day of _____ 2019

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.**
- **Holders of proxy form may vote either for or against each resolution.**