MANAPPURAM®
FINANCE LIMITED
Make Life Easy

Ref: Sec/SE/ 479 /2014-15
25th August, 2014

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

Dear Sir,

Sub: Information under the Clause 31(d) of the Listing Agreement
Ref: Company Scrip Code: 531213

We are enclosing herewith the proceedings at the 22nd Annual General Meeting held on 31.07.2014 as per clause 31(d) of the Listing Agreement.

Kindly take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

CC to: Cochin Stock Exchange Limited
MES Dr.P.K Abdul Gafoor Memorial Cultural Complex
15/1536, 4th Floor, Judges Avenue, Kaloor, Cochin

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

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

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PROCEEDINGS AT THE 22nd ANNUAL GENERAL MEETING HELD ON 31.07.2014 AS PER CLAUSE 31(d)

The meeting commenced with a prayer. In the absence of Shri. Jagdish Capoor, Chairman of the Company, Shri. Manomohanan, Independent Director and Chairman of audit committee was elected to the chair and he presided over the meeting. Chairman declared that there was proper quorum for the meeting and called the meeting to order.

Welcome Address

Chairman invited Shri.B.N.Raveendra Babu, Executive Director to deliver the welcome address and he welcomed the Shareholders and other participants to the meeting. He shared the pleasure of the management in addressing the members when the company made a remarkable performance in overall terms.

Chairman's address

Shri. Manomohanan, Chairman addressed the members. In his brief speech he shared with the members about the overall performance of the company in comparison to the previous year and the prevailing macroeconomic environment in the country.

Chairman invited Shri V.P.Nandakumar, Managing Director & CEO to address the meeting. In his speech he briefed about the performance of the company during the year 2013-14 in terms of growth and profitability, resource mobilization by way of public issue of bonds, the CSR initiatives the company had been taking over several years and their impacts in the society. He also touched upon the changes in lending policies introduced by RBI and opined that those measures will strengthen the NBFC sector in the long run. He also thanked the members for their support in achieving the heights over the past years and requested to continue the same in the future as well.

Notice convening the meeting.

Notice dated 22 /06 /2014 convening the 22nd Annual General Meeting of the Company at Anugraha Auditorium Valapad, Thrissur 680 567 at 10.00 AM was read at the meeting by the Company Secretary.

Passing of resolutions:

There after the chairman took the following resolutions for discussion and approval.

As Directed by the chairman, the Company Secretary, read out the Auditors Report and all the resolutions to be passed by the meeting and after reading all the resolutions chairman announced the poll. A computer assisted poll was conducted and before commencing the poll, Company Secretary explained in detail the polling process for the benefit of the members to understand the process and cast the votes. Mr.V.Sathish, Practicing CS, appointed as the scrutinizer and he had submitted to the chairman of the meeting his report on the results of the poll as well as the e-voting . Based on the results chairman declared that the following resolutions were passed with the requisite majority.

ORDINARY BUSINESS:

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

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Item No.1 . To receive, consider and adopt the audited Balance Sheet and Profit and Loss Account of the Company as on 31st March 2014 and reports of the Board of Directors and Auditors thereon.

Item No.2. To declare the dividend of Rs. 1.80 per share for the financial year 2013-14 including the Interim dividend declared by the board on 09.08.2013, 13.11.2013 and 07.02.2014 aggregating Rs.1.35 per equity share of Rs.2 each and the final dividend of Re. 0.45 per equity share of Rs.2 each as recommended by the board on 15th May 2014.

Item No.3. To appoint a director in place of Mr. E.A.Kshirsagar who retires by rotation, and being eligible, offers himself for re-appointment

Item No.4. To appoint Auditors and to fix their remuneration.

Special Business

Item No 5. Appointment of Mr. Jagdish Capoor as an independent director for a period of five years.

Item No 6. Appointment of Adv. V.R.Ramachandran as an independent director for a period of five years

Item No 7. Appointment of Mr. Shailesh J Mehta as an independent director for a period of five years

Item No 8. "Appointment of Mr. P. Manomohanan as an independent director for a period of five years

Item No 9. Appointment of Mr. V.R. Rajivan as an independent director for a period of five years

Item No 10. Appointment of Mr. Pradeep Saxena as a Director of the Company.

Special resolutions;

Item No 11. To approve Related Party Transactions :- payment of donation to Manappuram Foundation

Item No 12. To approve Related party transactions: - contracts or arrangements for leasing of land and buildings

Item No 13. To approve Related party transactions:- Contract or arrangements with wholly owned subsidiary company Milestone Home Finance Co. Pvt. Ltd.

Item No 14. Raising of Fund through Private Placement of Redeemable Non Convertible Debentures (NCD)

Meeting concluded with a vote of thanks to the chair by the Company Secretary.

This Summary of the proceeding is issued pending the approval of the Minutes by the Chairman.

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

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