Ref: Sec/SE/256/2018-19
Date: 25.07.2018

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 26th Annual General Meeting and AGM Notice of the Company

Please be informed that the Twenty Sixth Annual General Meeting of the shareholders of the Company for the FY 2017-18 will be held on Tuesday, August 21, 2018 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 26th AGM Notice.

26th AGM Notice, Attendance Slip and Proxy Form may be accessed through the company website at https://manappuram.com/investors/notice-to-shareholders.html.

26th Annual Report can be accessed through the company website at
https://manappuram.com/investors/annual-reports.html

Kindly take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited

Ramesh
Periasamy

Digitally signed by Ramesh Periasamy
DN: c=IN, o=Personal, pseudonym=0adf0561353aae4d4e8d3f329e90a8c9e8, 2.5.4.20=46c2205a649ef5ba6e3e92f696f303557ba122539c409e0fe710f57b5d7f4ebc778, postalCode=638151, st=Tamil Nadu, 2.5.4.45=0341006365396263637333238390373034623231153494339462393635639641303723361379645373865383117621030631306438635954303393066683446035 serialNumber=b7e07658e0d4a7d5b0fd0ec2cd8c73f89971dea2d12293a78a661dabff891702, cn=Ramesh Periasamy
Date: 2018.07.25 15:02:27 +05'30'

Ramesh Periasamy
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 SIXTH** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on **21st August 2018**, 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 Statement for the financial year ended 31st March, 2018 and the report of the Board of Directors and the Auditors thereon.**
2. **To confirm the interim dividends on equity shares paid during the financial year 2017-18.**
3. **To appoint a director in place of Mr. B. N. Raveendra Babu (DIN: 00043622), who retires by rotation, and being eligible, offered himself for re-appointment.**

SPECIAL BUSINESS:

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

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

   "RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as in force or amended from time to time, the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of Memorandum and Articles of Association of the Company, the consent, authority and approval of Shareholders of the Company be and is hereby accorded to the Board of Directors including Financial Resources and Management Committee ('FRMC') of the Board (hereinafter referred as 'Board') of the Company, to issue Secured Redeemable Non-Convertible Debentures (NCDs) on a private placement basis, whether rated, listed or otherwise in one or more tranches, subject to the aggregate limit of Rs.900 Crores (Rupees Nine Hundred Crores only) during the period of one year from the date of

passing of this Special Resolution by the Shareholders, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including but not limited to the timing of the issue, the minimum subscription price, face value and quantity, utilization of the issue proceeds and all matters connected with or incidental or ancillary thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company including Financial Resources and Management Committee ('FRMC') of the Board be and are hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, registrar and share transfer agents, fixing the terms and conditions for the issue of NCDs, preparation and authentication of offer letters, issue and allotment of debentures, creation of charge, payment of applicable stamp duties, registration fees, authorizing officers of the Company or such other intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary thereto."

5. Appointment of Mr. Gautam Narayan (DIN: 2971674) 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, Mr. Gautam Narayan (DIN: 2971674), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 08, 2018 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 his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company from the date of this Annual General Meeting, who shall be liable to retire by rotation."

By order of the Board of Directors

Sd/-
Ramesh Periasamy
Company Secretary

Date : 21st July, 2018
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. 4 & 5 are annexed hereto and forms part of this notice.

2. As regards Item No. 2, the Board of Directors of the Company declared interim dividends which has already been paid during the financial year 2017-2018 as detailed below;

Date of Declaration	Dividend Amount Paid Per Equity Share of Rs.2/- each
25.05.2017	@50 paise per share
10.08.2017	@50 paise per share
07.11.2017	@50 paise per share
08.02.2017	@50 paise per share

3. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends from the financial year ended 31st March, 2011 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
2011	18/Aug/2011	25/Sep/2018
2012	2/Feb/2012	9/Mar/2019
2012	2/Aug/2012	9/Sep/2019
2013	13/Mar/2013	20/Apr/2020
2014	9/Aug/2013	16/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/Jul/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

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.

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

5. Members / proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof such as the PAN card, passport, Aadhar card or driving license to attend the Meeting.

6. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.

7. Members are requested to: (a) intimate changes, if any, in the registered addresses to the Company/Registrar and Share Transfer Agent (‘RTA’) in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form (b) quote ledger folio number in all their correspondence (c) bring their copies of the Annual Report and the dully filled Attendance Slip with them at the Annual General Meeting (“AGM”).

8. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.

9. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept

and the loss of certificate, etc. can be avoided. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 states that w.e.f. from 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.

10. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with RTA in case of shares held in physical form;
    - Bank account Number in full
    - MICR code,
    - IFS code,
    - Full name of the Bank and address of the branch,
    - email address.

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

11. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 10 days before the date of Annual General Meeting to enable the Company to prepare suitable replies to such questions.

12. Electronic copy of the Annual Report for the FY 2017-18 and Notice of the 26th 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 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 Annual Report for the FY 2017-18 and Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the notice of the 26th AGM and the Annual Report for the FY 2017-18 will be available on the Company's website, www.manappuram.com and websites of Stock Exchanges (NSE & BSE). Members who require physical copy of the same, may write to us at: cosecretary@manappuram.com.

14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the AGM, electronically. The cut-off date for recognizing voting rights of members to vote by electronic means (remote e-voting) as well as at the General Meeting is August 10, 2018 in terms of Companies (Management and Administration) Amendment Rules, 2015 ('cut-off date').

15. The facility for voting electronically, will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through electronic voting system using DP ID or PAN or Folio No. as user ID and

one-time password which will be shared with Members upon their registration at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

16. Any person who acquires shares of the Company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the Company as on the cut-off date may obtain login id and password by sending a request at info@skdc-consultants.com or helpdesk.evoting@cdslindia.com.

17. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

18. The Company has appointed Mr. Sathish.V, Practicing Company Secretary, Cochin to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

19. At the AGM, prior to / at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order electronic voting system for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

20. The Scrutinizer shall, after the conclusion of electronic voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two days after the conclusion of the AGM to the Chairman / Managing Director of the Company. The Chairman / Managing Director, or any other person authorised by the Chairman / Managing Director, shall declare the result of the voting forthwith.

21. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.manappuram.com and on the website of Central Depository Services (India) Limited ('CDSL') immediately after the result is declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to BSE & NSE.

22. A brief profile of the Director(s) who is / are appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding in the Company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.

23. The Company has engaged the services of CDSL as the authorised agency to provide the remote e-voting and venue electronic voting facilities. The procedure and instructions for voting through electronic (remote e-voting) means are, as follows:

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

    (i) The voting period begins on **August 18, 2018** at **09.00 a.m. IST** and ends on **August 20, 2018** 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 10, 2018 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) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

NOTICE

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

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

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

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

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

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

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

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

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

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

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

Contact Name – Mr. Rakesh Dalvi, Designation – Deputy Manager, Address – 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. 4:

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Secured Redeemable Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

NCDs, issued on private placement basis are one of the significant sources of borrowings for the Company. The Company had allotted listed as well as unlisted NCDs in the past and realizes that there is potential to raise resources through the private placement route. Your directors opines that the Company should broaden the base of resource mobilization for the Company to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the current year within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board including Financial Resources and Management Committee ('FRMC') of the Board to determine the terms and conditions, including the issue price of the NCDs. The NCDs are proposed to be issued with face values of Rs.1,000/- or Rs.1,00,000/- or Rs.5,00,000/- or Rs.10,00,000/- or such other face values as may be determined by the FRMC subject to applicable regulations in this respect and either at face value or at discount to face value as zero coupon bonds depending upon the market conditions and investors preferences. Each issue may be made with a separate resolution of Financial Resource Committee on following basis;

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

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

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

Item No. 5:

Mr. Gautam Narayan (DIN: 2971674) aged 38 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 on 8th February, 2018. The Company has received from Mr. Gautam Narayan 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 for fit and proper criteria under RBI Master Direction, 2016. In the opinion of the Board, credentials of the Mr. Gautam Narayan 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. Gautam Narayan as a Non-Independent Non-Executive Director of the Company. He will be liable to retire by rotation. Hence, the Nomination, Compensation and Corporate Governance Committee of Board of Directors recommends his appointment as Non-Independent Non-Executive Director in the ensuing 26th Annual General Meeting and 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 Mr. Gautam Narayan is interested or concerned in the resolution.

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

Profile of Mr. B. N. Raveendra Babu:

Name of the Director	Mr. B. N. Raveendra Babu (DIN: 00043622)
Date of Birth	10/02/1952
Date of Appointment on the Board	15/07/1992 (Reappointed on 06/08/2015)
Brief Profile/Nature of expertise in specific functional areas	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	7
Directorships held in other companies (Listed Entities (excluding Section 25 and foreign companies)	Nil
Directorships of Other Board not mentioned above	MANAPPURAM INSURANCE BROKERS LIMITED, ASIRVAD MICRO FINANCE LIMITED
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	**Name of Public Limited Companies** / **Name of 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)	18,17,236 equity shares
Relationship between directors inter-se	Nil

NOTICE

Profile of Mr. Gautam Narayan:

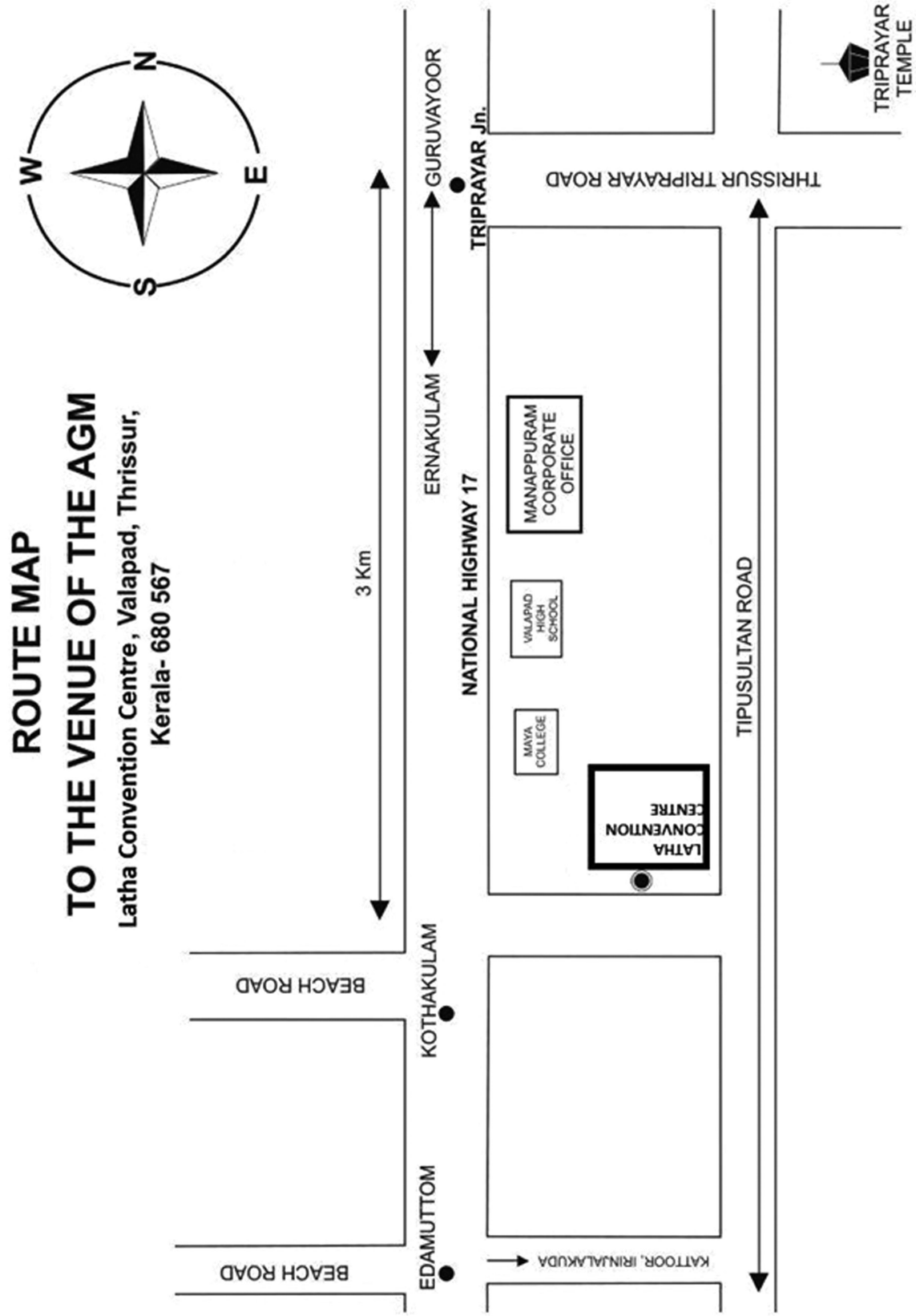
Name of the Director	Mr. Gautam Narayan (DIN: 2971674)
Date of Birth	13/11/1979
Date of Appointment on the Board	08/02/2018
Brief Profile/Nature of expertise in specific functional areas	Mr. Gautam Narayan, is a Chartered Accountant with additional qualification in Management Post Graduate Diploma in Management from IIM Ahmedabad. He is a partner at Apex Partners, with responsibility for investments in the financial service sector in India
Number of Meetings of the Board attended during the year	1
Directorships held in other companies (Listed Entities) (excluding Section 25 and foreign companies)	Nil
Directorships of Other Board not mentioned above	Toolbox India Foundation
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Nil
Membership / Chairmanship of Committees of other Boards not mentioned above	Nil
Shareholding in the Company (Equity)	Nil
Relationship between directors inter-se	Nil

By order of the Board of Directors

Sd/-
Ramesh Periasamy
Company Secretary

Date : 21st July, 2018
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.
NATIONAL HIGHWAY 17
MANAPPURAM CORPORATE OFFICE
VALAPAD HIGH SCHOOL
MAYA COLLEGE
LATHA CONVENTION CENTRE
TIPUSULTAN ROAD
THRISSUR TRIPRAYAR ROAD
TRIPRAYAR TEMPLE
BEACH ROAD
KOTHAKULAM
EDAMUTTOM
BEACH ROAD
KATTOOR, IRINJALAKUDA

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)

26th ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 21, 2018, 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 26th Annual General Meeting of the Company to be held on 21st August, 2018, 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
180721001		

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. 23 of the 26th AGM Notice for detailed instructions of remote e-voting.

MANAPPURAM
FINANCE LIMITED
Make Life Easy

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 26th Annual General Meeting of Members of the Company, to be held on **21st August 2018, 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 Statement for the financial year ended 31st March, 2018 and the report of the Board of Directors and the Auditors thereon.		
2	To confirm the interim dividends on equity shares paid during the financial year 2017-18.		

R. NO.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
3	To appoint a director in place of Mr. B. N. Raveendra Babu (DIN: 00043622) who retires by rotation, and being eligible, offered himself for re-appointment.		
SPECIAL BUSINESS:			
4	To raise funds through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs).		
5	To appoint Mr. Gautam Narayan (DIN: 2971674) as Director of the Company.		

Signed this _____ day of _____ 2018

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.**