

**NOTICE TO SHAREHOLDERS**

**PASSING OF RESOLUTIONS BY POSTAL BALLOT**

The Company proposes to pass the following resolutions by postal ballot and accordingly the Postal Ballot Form along with the Notice and postage prepaid envelope were sent to all shareholders on March 10, 2011.

<b>SL No</b>	<b>Description of Resolution</b>
1	Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 to mortgage and or charge 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 lenders for securing the borrowings of the Company up to an aggregate limit of Rs.10,000 Crores (Rupees Ten Thousand Crores).
2	Special Resolution under Section 17 and all other applicable provisions of the Companies Act, 1956 to amend the objects Clause of the Memorandum of Association of the Company as under:-  a) Deleting the word <b>leasing</b> from Clause III A(1).  b) Modifying Clause III(A) (2) by extending the scope to undertake the activities of Depository participants.  c) Inserting a new Clause 19 to Clause III(C) to empower the company to take up 'Travel and Tourism' related line of business.
3	Special resolution under Section 21 of the Companies Act, 1956 for changing the name of the company as " <b>Manappuram Finance Limited</b> "

The shareholders are required to submit the duly exercised Postal Ballot Form so as to reach the Scrutinizer on or before April 16, 2011 [The Ballot Forms received after this date will be rejected]. The result of the Postal Ballot will be declared on April 20, 2011 at 11.30 AM at the Registered Office of the Company and the shareholders who wish to be present at the time of declaration of the result may do so.

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