

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567

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CIN: L65910KL1992PLC006623

Email: cosecretary@manappuram.com, Website – www.manappuram.com

NOTICE

Notice is hereby given that the **TWENTY SECOND** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on 31st day of July 2014 at 10.00 A.M. at Anugraha Auditorium, Valapad, Thrissur- 680 567 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31st March 2014 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
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.
3. To appoint a director in place of Mr. E.A.Kshirsagar who retires by rotation, and being eligible, offers himself for re-appointment
4. To appoint Auditors and to fix their remuneration.

To appoint Auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT M/s S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration Number – 101049W, TIDEL Park, 6th and 7th Floor - A Block, Module 601, 701-702, No 4 Rajiv Gandhi Salai, Taramani, Chennai 600 113) retiring auditors be and are hereby reappointed as the auditors of the company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors plus reimbursement of out of pocket expenses and levies such as service tax etc”

Special Business:

5. Appointment of Mr. Jagdish Capoor as an independent director.
To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:
“RESOLVED that in accordance with the provisions of Sections 149, 149(10), 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013 Mr. Jagdish Capoor, who was appointed as a Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the company for a period of five years from the conclusion of this Annual General Meeting, and that he shall not be liable to retire by rotation.”
6. Appointment of Adv. V.R.Ramachandran as an independent director.
To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED that in accordance with the provisions of Sections 149, 149(10), 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013 Adv.V.R Ramachandran, who was appointed as a Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the company for a period of five years from the conclusion of this Annual General Meeting, and that he shall not be liable to retire by rotation.”

7. Appointment of Mr. Shailesh J Mehta as an independent director.

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

“RESOLVED that in accordance with the provisions of Sections 149, 149(10), 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013 Mr. Shailesh Mehta, who was appointed as a Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the company for a period of five years from the conclusion of this Annual General Meeting, and that he shall not be liable to retire by rotation.”

8. “Appointment of Mr. P. Manomohan as an independent director.

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

“RESOLVED that in accordance with the provisions of Sections 149, 149(10), 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013 Mr. P. Manomohan, who was appointed as a Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the company for a period of five years from the conclusion of this Annual General Meeting, and that he shall not be liable to retire by rotation.”

9. Appointment of Mr. V.R. Rajivan as an independent director.

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

“RESOLVED that in accordance with the provisions of Sections 149, 149(10), 152, and other applicable provisions, if any, of the Companies Act, 2013, Rules 4 and 5 the Companies (Appointment and Qualification of Directors) Rules, 2014 read with part IV of Schedule IV of the Companies Act, 2013 Mr. V.R. Rajivan, who was appointed as a Director and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the company for a period of five years from the conclusion of this Annual General Meeting, and further that he shall not be liable to retire by rotation.”

10. Appointment of Mr. Pradeep Saxena as a Director of the Company
To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Pradeep Saxena be and is hereby appointed as a Director of the company whose term of office shall be liable to determination by retirement of Directors by rotation in accordance with the provisions of Section 152."
11. To approve Related Party Transactions :- payment of donation to Manappuram Foundation
To consider and if thought fit to pass the following resolution with or without modification as a Special resolution:
"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with Rule 15 (3)- of the Companies (Meeting of Board and its Powers) Rules 2014, approval of the shareholders be and is hereby given to the company to enter into contracts or arrangements with Manappuram Foundation, a charitable trust in which Mr. V.P. Nandakumar, MD & CEO of the Company is interested, by way of contribution of donation or otherwise avail their services in one or more projects or programs relating to the Company's Corporate Social Responsibility and for matters connected therewith or ancillary there to subject to overall financial limit of Rs.30.Million during the period from 1st April 2014 to 30th September 2015.
12. To approve Related party transactions: - contracts or arrangements for leasing of land and buildings.
To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, approval of the company be and is hereby accorded to enter into any contract or arrangements for letting out any of the properties of the company or for taking on lease any land or building for the purpose of the business of the company including the accommodation of employees and in which Mr.V.P.Nandakumar, MD & CEO of the company is interested directly or indirectly for a period of 5 years effective from 1st April 2014 and to continue the agreements executed prior to 31st March 2014 as per the terms of the agreement and that the board of directors of the company is authorized to fix the rent and other terms of the agreements from time to time during the validity of this resolution.
13. To approve Related party transactions:- Contract or arrangements with wholly owned subsidiary company Milestone Home Finance Co. Pvt. Ltd.,
To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:
"RESOLVED THAT pursuant to the section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules 2014, the approval of the company be and is hereby accorded to enter into contracts or arrangements between the company and its wholly owned subsidiary, Milestone Home Finance Co. Pvt. Ltd., in the nature of purchase and sale of goods and materials, rendering any services, leasing of premises, make investment or loans in accordance with the provisions of the applicable laws and regulations, and supporting in such other manner as may be necessary to make the subsidiary company the services of any officers or employees of the company and making available to the subsidiary company's name, logos or other intellectual properties owned by the company at any time so long as the subsidiary company remains to be a subsidiary or an associate company of the company within the meaning of the Companies Act, 2013 subject to an aggregate monetary sealing of Rs.500. crore during a financial year.
14. Raising of Fund through Private Placement of Redeemable Non Convertible Debentures (NCD)
To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:
RESOLVED THAT pursuant to Sections 42 ,71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as is in force or amended from time to time and applicable RBI circulars, approval of the Company be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Secured Redeemable Non Convertible Debentures (NCD) on a private placement basis, listed or unlisted and whether rated or otherwise in one or more tranches, having face value of such amount as may be decided by the Board subject to an aggregate limit of Rs.1000 crores (one thousand crores only) during the current financial year.
RESOLVED FURTHER THAT Board of Directors of the Company including Financial Resources Management Committee (FRC) of the board is here by authorized to do all such deeds and things to give effect to the above resolution including appointment of trustees, fixing the terms and conditions for the issue of NCD,preparation and authentication of offer letters, issue and allotment of debentures, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary there to.

By order of the Board of Directors

Sd/-

Rajesh Kumar. K
Company Secretary

Valapad
26-06-2014

NOTES:

A Member entitled to attend and vote 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. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item Nos. 5 to 13 is annexed hereto and forms part of this notice.
2. Members are requested to: (a) intimate changes, if any, in the registered addresses to the company/ Registrar in case of shares held in physical forms and to their Depositories (DP) (b) quote ledger folio number in all their correspondence (c) bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
3. Members holding shares in dematerialized form are requested to write their client ID and DP ID
Numbers in attendance slip and all their correspondences with the company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.
4. Members holding shares in physical form are requested to approach a Depository participant for Dematerialising the shares so that the share holding particulars can be electronically kept and the loss of certificate etc. can be avoided.
5. Members may kindly update your DP account regularly with the changes in bank account with the following information;
 - Bank account Number in full
 - MICR code
 - IFS code,
 - Full name of the Bank and address of the branch.
 - email address

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

6. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 2007 which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far for the financial year 2006-2007 are requested to make their claim to the company immediately.
7. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the company at least 10 days before the Annual General Meeting to enable the company to prepare suitable replies to such questions.
8. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 30th June 2014 (cut-off date). The Notice of the Meeting is also displayed/posted on the websites of the Company www.manappuram.com and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
9. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting. Please note that the voting through electronic means is optional for the Members.
10. The Company has appointed Mr. Sathish V, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
11. The procedure and instructions for voting through electronic means are, as follows:
The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 24th July 2014 at 9:00 a.m. and ends on 26th July 2014 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 30th June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "Manappuram Finance Limited" from the drop down menu and click on "SUBMIT"
 - (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)
	<ul style="list-style-type: none"> • 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.
	<ul style="list-style-type: none"> • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.

- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
12. 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 i.e. 30th June 2014.
13. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the AGM, shall be announced by the Chairman or any person authorized by him on the date of AGM. The results declared along with the Scrutinizer's report, will be posted on the Company's website on 02nd day, August 2014.

ANNEXURE TO THE NOTICE

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

Item No.5 to 9

As per General Circular No. 14/2014 issued by Ministry of Corporate Affairs which gives clarifications on rules prescribed under the Companies Act, 2013-(Act) Matters relating to appointment and qualification of directors and independent directors- dated 09th June 2014, it would be necessary that if it is intended to appoint existing independent directors under the new act, such appointment shall be made expressly under section 149 (10)/(11) read with Schedule IV of the Act within one year from 1st April 2014 subject to compliance with eligibility and other prescribed conditions.

Company intends to appoint Mr. Jagdish Capoor, Mr. Shailesh J Mehta, Mr. P.Manomohan, Adv. Ramachandran and Mr. V.R. Rajivan as independent directors under the new act. The appointees have been serving on the board of the company as independent directors and

made immense contribution for the growth and development of the company. Your board is of the view that their continuance on the board will be in the best interest of the company and its stake holders . In the opinion of the Board, all of the above named appointees fulfils the conditions specified in the Companies Act, 2013 for appointment as independent directors in terms of section 149(6) of the Companies Act, 2013. Hence the board recommends the resolutions set out in items 5 to 9 of the notice. The above appointees will not be liable to retirement of directors by rotation by virtue of the provisions of subsection (13) of Section 149 of the Act.

Except the above mentioned directors, no other directors of the company are interested in the resolutions set out in item 5 to 9 of the notice.

Item No.10.

Mr. Pradeep Saxena aged 66 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 15.05.2014. He is a nominee of Hudson Equity Holdings Limited which has right to appointment a director on the boards of the company in terms of the specific agreement entered into with them.

The Company has received a notice under Section 160 of the Companies Act, 2013, together with necessary fee of Rs. 1,00,000/- from Hudson Equity holdings Ltd., signifying his candidature to be appointed as a director at the ensuing Annual General Meeting of the Company. Your Board recommends the resolution set out in item No. 10 of the Notice for the Approval of the members.

None of the directors except Mr. Pradeep Saxena is interested or concerned in the resolution.

Item No. 11.

Manappuram Foundation is a trust formed by Mr. V.P.Nandakumar, MD and CEO of the company and he is the Managing Trustee of the Trust. The Trust is formed with an objective of undertaking charitable and socially relevant activities. It has formed 24th October 2009 on and continuously engaged in charitable and programs meeting social ends for the last four - years. The trust has acquired necessary infrastructure facilities and human resources necessary to execute socially relevant objectives. Your company is a major contributory for funding the activities of the Trust and has contributed Rs.18.75-Million during the year ended March 2013, and Rs.33.44 Million during the year ended on 31st March 2014. The Company propose to continue the funding of the project and programs of the Trust as the activities are socially relevant in the areas of supporting senior citizens, supporting professional education of economically weaker sections, health care facilities, free health insurance to BPL families and women empowerment programs. The technical and other capabilities of the trust could also be used by the company while undertaking CSR activities in the future.. As a continuing program, your board propose to extend the financial support to the trust and to utilize its capabilities and such other facilities of the Trust subject to an overall financial limit of Rs.30.million.

The members may kindly take note that as per the provisions of Section 188 Companies Act,2013 and Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules 2014 companies with paid up capital of Rs.10.crores and above shall require the prior approval of the shareholders of the company by way of a special resolution to enter into any contract or arrangements with the related parties. Hence, the resolution is recommended for the approval of the share holders as a special resolution.

None of the directors except Mr. V.P.Nandakumar is concerned or interested in the resolution.

Item No. 12.

The Company has following existing/continuing contracts as approved by the board of directors prior to 31st March 2014, relating to leasing of land and buildings . Mr.V.P. Nandakumar, MD & CEO of the company is interested directly or indirectly in the below

mentioned contracts. As per the provisions of Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of the Board and its Powers) Rules 2014, Companies with paid up capital of Rs.10.crores and above require the prior approval of share holders by a special resolution for entering into any contract or arrangements with related parties. Though the contracts are continuing contracts and are not material in monetary terms considering the size of the organization and the level of its operations, your board considered that in the best interest of corporate governance to seek the approval of the share holders for continuance of the contracts including its renewal on expiration of the prevailing contracts for a period of five years on terms and conditions as decided by the Board from time to time.

The summary of the continuing/proposed contracts are given below:-

Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature of the contract	Material terms/ Particulars of the contract	Monetary value of the Contract
Mrs.Sumitha Jayasankar	Mr. V.P. Nandakumar	Daughter	Lease Agreement	1. Duration of the agreement : 11 months, From 3/11/2013 to 2/10/2014, 2. Purpose: Accommodation facility to the employees/staff	Rs. 9,000/- per months
Mr. V.P. Nandakumar	Mr. V.P. Nandakumar	Self	Lease Agreement	1. Duration of the agreement : 11 months, From 1/02/2014 to 31/12/2014, 2. Purpose: Accommodation facility to the employees/staff	Rs. 6,000/- per months
Mr. V.P. Nandakumar	Mr. V.P. Nandakumar	Self	Lease Agreement	1. Duration of the agreement : 11 months, From 7/01/2014 to 6/12/2014, 2. Purpose: Accommodation facility to the employees/staff	Rs. 5,000/- per months
Mr. V.P. Nandakumar	Mr. V.P. Nandakumar	Self	Lease Agreement	1. Duration of the agreement : 11 months, From 1/11/2013 to 30/09/2014, 2. Purpose: Accommodation facility to the employees/staff	Rs. 20,000/- per months
Manappuram Agro Farms Limited	Mr. V.P. Nandakumar	Promoter	Lease Agreement	1. Duration of the agreement : 5 years, From 1/09/2012 to 31/08/2017, 2. Purpose: Printing press and work shop	Printing Press: Rs. 21,875/- per month Work Shop : Rs. 32,200/- per month
Manappuram Jewellers Ltd.,	Mr.V.P Nandakumar	Promoter	Lease Agreement	Company let out 1 st Floor of the old Corporate office building for a period of 5 years from 31 st March 2014	Rs.26500 Per month
Mrs. Sushma Nandakumar	Mr.V.P Nandakumar	Wife	Lease Agreement	Company let out a retail space situated at the ground floor of the old Corporate office building for a period of three years from 20/11/2011 to 19/11/2014	Rs. 5,750/- per month
Mr. Suhas Nandan	Mr.V.P Nandakumar	Son	Lease Agreement	1. Duration of the agreement : 5 years, From 1/09/2012 to 31/08/2017, 2. Purpose: Printing press and work shop	Rs. 7,880/- per month
Mr.Sooraj Nandan	Mr.V.P Nandakumar	Son	Lease Agreement	Company proposes to enter into lease agreement for the purpose of providing accommodation facility to staff and employees	Proposed rent – Rs. 5000/- per month

None of the directors except Mr. V.P.Nandakumar is concerned or interested in the resolution.

Item No. 13

The company has acquired Milestone Home Finance Co. Pvt. Ltd. It is a company registered with National Housing Bank. It is a wholly owned subsidiary of the company. Section 2 (76) of the Companies Act,2013, defines related parties and include holding and subsidiary companies. Section 188 of the Act and Rule 15(3) of the Companies (Meeting of Board and its Powers)Rules 2014, the contract and arrangements with related parties requires the prior approval of the share holders by a special resolution. The Company Milestone Home Finance Co. Pvt. Ltd., being a subsidiary company and it is yet to commence commercial operation, it is imperative that the parent company shall support it in all means, financially and otherwise. Your board of directors recommend that the share holders may pass the resolution to enable the parent company to enter into contracts or arrangements of all sorts with the subsidiary company. Though, it is not practicable to specify the nature of contract or arrangements and its monetary value in advance, an overall cap is proposed for exposures at Rs.500.crores during a financial year.

Mr. V.P. Nandakumar and Mr. I. Unnikrishnan holds directorship in Milestone Home Finance Company Pvt. Limited, and thus interested. None of the other directors are interested.

Item No.14

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 Non Convertible Debentures (“NCD”) 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 a significant source of borrowings for the Company and the company used to allot listed as well as unlisted NCDs in the past and there is potential to raise resources through the private placement route. Your directors considered that the company should broaden the base of resource mobilization for the company to ensure availability of adequate funding for future business growth and development. The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the current financial year ending on March 31, 2015, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs. The NCDs are proposed to be issued with face values of Rs.1000/- or 1,00,000 or 10,00,000/- subject to applicable regulations in this respect and either at face value or at discount to face value as zero coupon bonds depending upon the market conditions and investors preferences.

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

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

By order of the Board of Directors

Sd/-

Rajesh Kumar. K
Company Secretary

Valapad
26-06-2014

Additional Information of Mr. Pradeep Saxena seeking appointment as director at the twenty second Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of the Director	Mr. Pradeep Saxena																																
Date of Birth	03/03/1948																																
Date of Appointment on the Board	15/05/2014																																
Brief Profile	Pradeep Saxena's career spans thirty years in International Banking and five in Information Technology. He was President of e Funds International from 2000 to 2003. Earlier he was Managing Director and CEO of the Southeast Asia Region of ING Barings and Executive Director with Merrill Lynch International. Starting his career with Grindlays Bank, he has worked in senior management positions for the Gulf International Bank, the American Express Bank, and Grindlays Bank in the US, UK, Italy, Indonesia, the Gulf and India.																																
	Pradeep is a Consultant and Specialist Advisor engaged primarily with SMEs and Start-ups for advice on Corporate Strategy and Management and Business Development. Present engagements are in the areas of Financial Services, Heavy Industry, Information Technology and Education.																																
	He has a Bachelor's Degree in Economics and a Master's in Management Sciences, from the University of Bombay. He is a Fellow of the Institute of Financial Services, London. He is a committed Rotarian and is a Past President of Rotary Club of Bombay.																																
Directorships held in other companies (excluding Section 25 and foreign companies) as on June 20, 2014	<table border="1"> <tr><td>i.</td><td>Strategic Capital Corporation Private Limited</td></tr> <tr><td>ii.</td><td>Interdev Marketing Services Private Limited</td></tr> <tr><td>iii.</td><td>Sumani Trading Private Limited</td></tr> <tr><td>iv.</td><td>Itek Business Solutions Private Limited</td></tr> <tr><td>v.</td><td>Indian Institute For Human Settlements</td></tr> <tr><td>vi.</td><td>Strategic India Real Estate Management Company Private Limited</td></tr> <tr><td>vii.</td><td>Strategic Portfolio Advisory Company Private Limited</td></tr> <tr><td>viii.</td><td>Strategic Trustee Company Private Limited</td></tr> <tr><td>ix.</td><td>Avakash Consultants Private Limited</td></tr> <tr><td>x.</td><td>Colva Tradeplace Private Limited</td></tr> <tr><td>xi.</td><td>Saturn Advisory Services Private Limited</td></tr> <tr><td>xii.</td><td>Bliss Advisory Services Private Limited</td></tr> <tr><td>xiii.</td><td>Strategic Trading Private Limited</td></tr> <tr><td>xiv.</td><td>Stratcap Wealth Management Pvt. Ltd.</td></tr> <tr><td>xv.</td><td>Sunovaa Tech Private Limited</td></tr> <tr><td>xvi.</td><td>Nitco Limited</td></tr> </table>	i.	Strategic Capital Corporation Private Limited	ii.	Interdev Marketing Services Private Limited	iii.	Sumani Trading Private Limited	iv.	Itek Business Solutions Private Limited	v.	Indian Institute For Human Settlements	vi.	Strategic India Real Estate Management Company Private Limited	vii.	Strategic Portfolio Advisory Company Private Limited	viii.	Strategic Trustee Company Private Limited	ix.	Avakash Consultants Private Limited	x.	Colva Tradeplace Private Limited	xi.	Saturn Advisory Services Private Limited	xii.	Bliss Advisory Services Private Limited	xiii.	Strategic Trading Private Limited	xiv.	Stratcap Wealth Management Pvt. Ltd.	xv.	Sunovaa Tech Private Limited	xvi.	Nitco Limited
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xvi.	Nitco Limited																																
Memberships of committees across companies (includes only Audit & Shareholders'/Investors' Grievance Committee/ Stakeholders Relationship Committee)	None																																
Shareholding in the Company (Equity) Relationship between directors inter-se	None																																

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567

Ph: (0487) 3050408, 3050417, Fax No. (0487) 2399298

CIN: L65910KL1992PLC006623



ATTENDANCE SLIP

(To be presented at the entrance)

22ND ANNUAL GENERAL MEETING ON THURSDAY, JULY 31, 2014 AT 10.00 A.M.
at Anugraha Auditorium, Valapad, Thrissur- 680 567

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

I hereby record my presence at the Annual General Meeting of the company to be held on July 31, 2014 at 10.00 AM at Anugraha Auditorium, Valapad, Thrissur - 680 567.

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.

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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID No. : DP ID No.

I/We, being the member(s) of Shares of **Manappuram Finance Limited**, hereby appoint

1. Name : E-mail ID :

Address :

..... Signature :

or failing him

2. Name : E-mail ID :

Address :

..... Signature :

or failing him

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 22nd Annual General Meeting of the company, to be held on July 31, 2014 at 10.00 AM at Anugraha Auditorium, Valapad, Thrissur - 680 567, and at any adjournment thereof in respect of such resolutions as are indicated below :

Signed this _____ day of _____ 2014

Signature of shareholder.....

Signature of Proxyholder(s).....



Note : If it is intended to appoint a proxy the form of proxy should be completed and deposited at the Registered office of the company at least 48 hours before the commencement of meeting.

