



MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A (old) W/638A (new) Manappuram House, Valapad P.O., Thrissur - 680 567

Ph: (0487)3050413, 417 Fax No. (0487) 2399298

E-mail: cosecretary@manappuram.com Website :-www.manappuram.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Manappuram Finance Limited will be held on Tuesday, 11th day of March 2014 at 10.00 AM at Anugraha Auditorium, Valapad, Thrissur - 680 567 to transact the following business:

Special Business

1. Appointment of Mr. Sooraj Nandan as Senior Vice President.

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

"RESOLVED THAT pursuant to section 314 of the Companies Act, 1956, the rules made there under and the corresponding section 188 of the Companies Act, 2013 and subject to such consent /approvals as may be required, Mr. Sooraj Nandan, son of Mr. V.P. Nandakumar, Managing Director and CEO of the company be and is hereby appointed to hold office or place of profit under the company as Senior Vice President with effect from 07.02.2014 or from such date as may be approved by the Central Government as per the following terms and conditions:-

Monthly salary & allowances : ₹ 1,33,500/- per month with annual increment of 10% of the gross salary for each year.

Other benefits : Entitlement to bonus, gratuity, provident fund and leave encashment as per the rules of the Company as applicable to the employees of the same grade.

Notes:

1. 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.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the item is annexed hereto and forms part of this notice.

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary



True Copy

Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956

Item No.1

Mr. Sooraj Nandan is the son of Mr. V.P. Nandakumar, Managing Director and CEO of the Company. The appointment of Mr. Sooraj Nandan will attract the provisions of Sec 314 of the Companies Act, 1956, dealing with holding office of place of profit.

Mr. Sooraj Nandan holds **Honours Degree in Business Studies** from East London University & **Diploma in Business Computing** from Robert Gordon University, Aberdeen, UK. He has also done **Post graduation in Risk Management from University of East London**.

In the past he had worked with the Company and was sent for overseas studies. After completing the higher studies, he has agreed to join the Company. The Board has approved the appointment of Mr. Sooraj Nandan as the Senior Vice President - Strategies at its meeting held on 7th February 2014 on the due recommendation of the Nomination, Compensation and Corporate Governance Committee met earlier the day. The terms of appointment given in the above resolution are comparable to that of the other employees on the same grade.

Your Directors recommend passing the resolution as a Special resolution.

Mr. V.P. Nandakumar, MD & CEO of the Company is deemed to be interested or concerned in the resolution.

True Copy

Valapad
07.02.2014

For Manappuram Finance Limited


Rajesh Kumar.K
Company Secretary

By order of the Board

Sd/-
Rajesh Kumar.K
Company Secretary





MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A (old) W/638A (new) Manappuram House, Valapad P.O., Thrissur - 680 567

Ph: (0487)3050413, 417 Fax No. (0487) 2399298

E-mail: cosecretary@manappuram.com Website :-www.manappuram.com

ATTENDANCE SLIP

Members Folio No

DP ID No

Client ID No

Name of the Member

Name of Proxy Holder

No. of shares held

I hereby record my presence at the Extraordinary General Meeting of the Company held on 11th March 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 Extraordinary General Meeting.

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A (old) W/638A (new) Manappuram House, Valapad P.O., Thrissur - 680 567

PROXY FORM

Members Folio No or DP ID/ Client ID

I/We.....of..... in the district of

.....being a member/members of **Manappuram Finance Limited** hereby

appointofin the district of.....or failing

him/herof in the district

of as my/ our proxy to vote for me/us on my/our behalf at the Extraordinary General

Meeting of the Company to be held on 11th day, of March 2014 at 10.00 AM and any adjournment thereof.

Signed thisday of2014.



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.