



MANAPPURAM[®] FINANCE LIMITED



Make Life Easy

Ref: Sec/SE/ 186 /2016-17
02nd June, 2016

Bombay Stock Exchange Limited
PJ Towers, Dalal Street
Fort, 25th Floor,
Mumbai- 400001

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

Dear Sir / Madam,

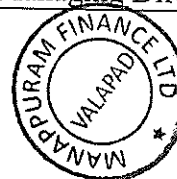
Sub: Manappuram Finance Ltd- Postal Ballot Notice and Form dated 25th May, 2016
Ref: Company Scrip Code:- BSE: 531213 NSE: MANAPPURAM

Kindly be informed that pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Reg.30 of SEBI (LODR) Regulations, 2015, Postal Ballot Notice along with the Postal Ballot Form are being despatched to the shareholders whose name appearing in the Register of members / Beneficial owners as on the cut-off date May 27, 2016, for seeking approval of the shareholders of the company by Postal Ballot, including e-voting by electronic means, for seeking approval of the shareholders of the company in the following matters:

Item No.	Description of the Resolution
1	Approval of Manappuram Finance Limited - Employee Stock Option Scheme 2016 ('MAFIL - ESOS 2016').
2	Approval for granting of options to the Employees / Directors of Subsidiaries of the Company, present and future, under MAFIL ESOS 2016.
3	Approval for granting of Employee Stock Options to the Employees / Directors of the Company under MAFIL- ESOS 2016.
4	Revision in the salary of Dr. Sumitha Nandan, Senior Vice President, holding office or place of profit
5	Revision in the salary of Mr. Sooraj Nandan, Senior Vice President, holding office or place of profit
6	Revision of remuneration by way of increment and variation in the terms of appointment of Mr.V.P.Nandakumar, Managing Director & CEO

For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary



India's First Listed and Highest Credit Rated Gold Loan Company

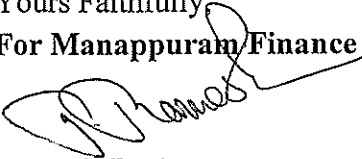
Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valappad, Thrissur, Kerala - 680 567, Indi
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com

A soft copy of the same is being uploaded on BSE & NSE Online Filing System and on the company website: www.manappuram.com (Investors / Notice to Shareholders Section)

Kindly take the same on your record.

Thanking You.

Yours Faithfully
For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary





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

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

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolutions appended below are proposed to be passed by the members of Manappuram Finance Limited (hereinafter referred to as 'the Company' by way of Postal Ballot / Electronic Voting (e Voting).

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form so as to enable the members for sending their assent or dissent in writing by postal ballot means.

The Board of Directors of the Company has appointed Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343) as the Scrutinizer for conducting the postal ballot / e voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer, Postal Ballot Voting Process, Manappuram Finance Limited, IV/470 A(Old) W638A(New), Manappuram House, Valapad P.O, Thrissur-680567, not later than 17:00 Hours IST on July 03, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e voting, as per the facilities arranged by the Company with Central Depository Services Limited (CDSL), are requested to read the instructions in the Notes under the section 'Voting through electronic means' of this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e voting). The results shall be declared on or before July 05, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.manappuram.com.

PROPOSED RESOLUTIONS:

1. Approval of Manappuram Finance Limited - Employee Stock Option Scheme 2016 ('MAFIL - ESOS 2016').

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Shareholders of the Company ("Shareholders") be and is hereby accorded to the introduction and implementation of 'Manappuram Finance Limited - Employee Stock Option Scheme 2016' (hereinafter referred to as "MAFIL ESOS 2016" or the "Scheme") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Compensation and Corporate Governance Committee ("the Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, grant, issue and allot from time to time, at such price or prices, in one or more tranches and on such terms and conditions, not exceeding 3% (Three Percent) of total paid-up equity share capital of the Company at any time, the Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Promoters or belonging to Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in such manner as may be determined by the Board in accordance with the provisions of SEBI SBEB Regulations, MAFIL ESOS 2016 and in due compliance with other applicable laws and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of Options from time to time in accordance with MAFIL ESOS 2016 and the equity shares so issued and allotted as mentioned herein before shall rank *pari passu* in all respects with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division or other re-organization and others, if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, shall be deemed to be increased to the extent of such additional equity shares issued."

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



"RESOLVED FURTHER THAT in case the equity shares of the Company are split or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand adjusted in the same proportion as the present face value of ₹ 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under MAFIL ESOS 2016 on the Stock Exchanges where the Equity Shares of the Company are listed."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to MAFIL ESOS 2016."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate MAFIL ESOS 2016 subject to compliance with Regulation 7 of SEBI SBEB Regulations and all other applicable laws and regulations including but not limited to any regulatory changes brought in by SEBI, MCA, RBI or any other Regulator, as the case may be, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of MAFIL ESOS 2016 and do all other things incidental to and ancillary thereof."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Merchant Bankers, Brokers, Solicitors, Registrars, and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of MAFIL ESOS 2016 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint any Committee of one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors are hereby empowered to take all necessary actions in connection with the above and all incidental and ancillary things for the purpose of giving effect to the implementation of MAFIL ESOS 2016."

2. Approval for granting of options to the Employees / Directors of Subsidiaries of the Company, present and future, under MAFIL ESOS 2016.

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Shareholders of the Company ("Shareholders") be and is hereby accorded to the introduction and implementation of 'Manappuram Finance Limited - Employee Stock Option Scheme 2016' (hereinafter referred to as "MAFIL ESOS 2016" or the "Scheme") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Compensation and Corporate Governance Committee ("the Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, grant, issue and allot from time to time, at such price or prices, in one or more tranches and on such terms and conditions, such number of Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the any of existing and future Subsidiary Companies of the Company whether in India or outside India including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under MAFIL ESOS 2016, within an overall ceiling of 3% (Three Percent) of total paid-up equity share capital of the Company, the Employee Stock options exercisable into equity shares of face value of ₹ 2/- (Rupees two) each as mentioned in Special Resolution No. 1 of this Notice, in such manner as may be determined by the Board in accordance with the provisions of SEBI SBEB Regulations, MAFIL ESOS 2016 and in due compliance with other applicable laws and regulations."

3. Approval for granting of Employee Stock Options to the Employees / Directors of the Company under MAFIL - ESOS 2016.

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Shareholders of the Company ("Shareholders") be and is hereby accorded to the

Manappuram Finance Limited

Ramesh Kumar
Company Secretary



Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Compensation and Corporate Governance Committee ("the Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant, from time to time, the Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Promoters or belonging to Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) ('identified employees'), in one or more tranches, during any one year, equal to or exceeding 1% (One Percent) but not exceeding 3% (Three Percent) of total paid-up equity share capital of the Company at the time of grant of option, at such price or prices and on such terms and conditions, as may be decided by the Board under MAFIL ESOS 2016, equity shares of face value of Rs. 2/- (Rupees two) each fully paid-up, in such manner as may be determined by the Board in accordance with the provisions of SEBI SBEB Regulations, MAFIL ESOS 2016 and in due compliance with other applicable laws and regulations."

4. Revision in the salary of Dr. Sumitha Nandan, Senior Vice President, holding office or place of profit:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary Resolution:

RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Shareholders of the Company be and is hereby accorded and power is vested with the Board to revise the salary of Dr. Sumitha Nandan, Senior Vice-President, daughter of Mr. V.P. Nandakumar, Managing Director & CEO, by way of increment from ₹ 29.10 Lakhs to ₹ 60.00 Lakhs per annum on a CTC basis with annual increment of 10% on CTC with effect from March 11, 2016 and all other terms and conditions of employment applicable to any other employee in the same cadre in the Company shall be applicable to Dr. Sumitha Nandan.

5. Revision in the salary of Mr. Sooraj Nandan, Senior Vice President, holding office or place of profit:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Shareholders of the Company be and is hereby accorded and power is vested with the Board to revise the salary of Mr. Sooraj Nandan, Senior Vice-President, son of Mr. V.P. Nandakumar, Managing Director & CEO, by way of increment from ₹ 21.00 Lakhs to ₹ 35.00 Lakhs per annum on a CTC basis with annual increment of 10% on CTC with effect from March 11, 2016 and all other terms and conditions of employment applicable to any other employee in the same cadre in the Company shall be applicable to Mr. Sooraj Nandan."

6. Revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P. Nandakumar, Managing Director & CEO:

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of Shareholders of the Company be and is hereby accorded for revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P. Nandakumar (DIN:00044512), Managing Director & CEO with effect from 1st April, 2016 as under:

Salary & Allowances:

₹ 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) per annum as Salary and ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs Only) per annum towards allowances.

Commission :

Not exceeding 1% of net profits of the Company calculated as per the provisions of section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement benefits / Perquisites

Contribution to PF:

@ 12% of the monthly salary

Contribution to :

Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical reimbursement expenses:

For self and family including premium payable for medical insurance in accordance with the rules of the Company.

Personal accident insurance:

As per the rules of the Company.

Leave travel concession:

For self and family thrice in a year as per the rules of the Company.

Fee for clubs:

Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Provision of chauffeur driven car for official purposes and telephone at residence.
2. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the senior management staff from time to time.
3. Accompanying spouse or any other person for the business trips both domestic and abroad."

By order of Board of Directors
For Manappuram Finance Limited
Sd/-

Place: Valapad, Thrissur

Date: 25th May 2016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Please read the notes and instructions annexed to this notice.

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act'):

Resolution 1, 2 and 3:

The Company proposes to grant stock options for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not (but excluding independent directors, promoters and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and present and future permanent employees and directors of its subsidiary companies subject to the employees meeting the eligibility criteria and on such other terms as may be determined by the Board of Directors of the Company and Nomination, Compensation and Corporate governance Committee ("the Committee"). The options would be granted in one or more tranches as may be decided by the Board, from time to time.

The Company seeks members' approval in respect of MAFIL ESOS 2016 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Pursuant to Regulation 6 of the SEBI SBEB Regulations and the requirements enumerated by the SEBI through the circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, the salient features of the MAFIL ESOS 2016 are as under:

a) Brief description of the Scheme:

The Company proposes to grant stock options for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not (but excluding independent directors, promoters, Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) and present and future permanent employees and directors of its subsidiary companies subject to such employees meeting the eligibility criteria and on such other terms as may be determined. Nomination, Compensation and Corporate Governance Committee is generally empowered to administer the Scheme for all purposes as stipulated in the Scheme.

Options shall be granted under the Scheme after obtaining approval of the Shareholders of the Company for MAFIL ESOS 2016.

b) Total number of Options to be granted:

MAFIL ESOS 2016 provides for grant of options to the maximum of 3% of the paid-up share capital from time to time, such that the number of Options available for being granted under the Scheme shall increase in a dynamic manner concomitant with the number of fully paid up shares in the capital of the Company from time to time. Accordingly, based on the present paid-up share capital the total number of options available for grant under MAFIL ESOS 2016 will be 2,52,36,214 (Two Crore Fifty-Two Lac Thirty-Six Thousand Two Hundred and Fourteen) for the time being. Each option when exercised shall be converted into one Equity Share of ₹ 2 (Rupees Two) each fully paid-up. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such manner that the total value of the options granted under MAFIL ESOS 2016 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the above ceiling of Equity Shares shall be deemed to be increased to the extent of such additional options issued. Further the scheme provides for

grant of Options to Eligible Employees who belong to subsidiary companies (present or future) which shall not exceed 1% of the paid-up share capital of the company at any time.

c) Identification of classes of employees entitled to participate in MAFIL ESOS 2016:

Following classes of employees are entitled to participate in MAFIL ESOS 2016: -

- Permanent employees of the Company working in India or out of India;
- Directors of the Company, whether whole time or not; and
- Permanent employees and Directors of the Subsidiary Company/ies working in India or out of India

Following persons are not eligible: -

- an employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- an Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Requirements of vesting and period of vesting:

All the options granted on any date shall vest not earlier than 1 (one) year (accelerated vesting) and not later than 3 (three) years (graded vesting) from the date of grant of options. The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable laws and in the interest of the option grantee.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Board or Committee may prescribe achievement of any performance condition(s) for vesting.

- Maximum period within which the options shall be vested: All the options granted on any date shall vest not later than a maximum 3 (three) years from the date of grant of options.
- Exercise price or pricing formula: The exercise price shall be determined by the Board or Committee.
- Exercise period and the process of Exercise:

The vested options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within a period of one year and 30 days from the date of vesting of the respective tranche through the Exercise Window to apply for ESOS Shares against Options vested with the Eligible Employee in pursuance of the Scheme. However, the Eligible Employee has a right to exercise the Options vested in the first tranche and second tranche on or before the expiry of the Exercise Period of the third tranche, utilising the exercise window which shall be a period of 30 days from the close of each half of the year counted from the date of vesting.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire

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For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary



to exercise such vested Options in such manner and on such format as may be prescribed. The vested Options shall lapse if not exercised within the specified exercise period.

- h) Appraisal process for determining the eligibility of employees under MAFIL ESOS 2016:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee.

- i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of options that may be granted per employee of the Company under the MAFIL ESOS 2016, in any financial year, shall be less than or equal to 7,00,000 options of the Company.

- j) Maximum quantum of benefits to be provided per employee under the MAFIL ESOS 2016:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option Exercise price and the Market price of the shares on the exercise date.

- k) Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

- l) Source of acquisition of shares under the Scheme:

The Scheme contemplates the fresh/new issue of shares by the Company.

- m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is not contemplated under the present Scheme.

- n) Maximum percentage of secondary acquisition:

This is not relevant under the present Scheme.

- o) Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed under Regulation 15 of SEBI SBEB Regulations.

- p) Method of option valuation:

Method of option valuation shall be decided from time to time by the Committee.

- q) Statement with regard to Disclosure in Director's Report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share of the Company shall also be disclosed in the Directors' Report.

Approval of the members is sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations. Hence, your Directors recommend the above resolution No.1, 2 & 3 for approval of the Shareholders as Special Resolutions.

A draft copy of the MAFIL ESOS 2016 is available for inspection at the Company's Registered Office / Corporate Office from June 04, 2016 from 9:30 AM to 05:30 PM on all working days (excluding Saturdays, Sundays and Holidays) till July 05, 2016.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

Resolution No. 4 & 5:

As per Section 188 of the Companies Act, 2013, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the company by a resolution is required for the salary revision of a related party who appointed to office or place of profit in the company, in case of such revised monthly remuneration exceeds two and a half lakh rupees.

Dr. Sumitha Nandan, daughter of Mr. V P Nandakumar, Managing Director & CEO of the Company is covered by the above mentioned Section and Rules. Dr. Sumitha Nandan is a dynamic executive. She takes very keen interest in the business and is acting as CEO – OGL (Online Gold Loan) and Executive Assistant to MD & CEO. She is also a non-executive director on the board of the subsidiary company Manappuram Home Finance Pvt. Ltd. Your directors are fully confident that her services to the Company would be of great value.

Mr. Sooraj Nandan, son of Mr. V P Nandakumar, Managing Director & CEO of the Company is covered by the above mentioned Section and Rules. Mr. Sooraj Nandan is a dynamic executive. He plays effective role in the business and is acting as SVP-Strategies and also have additional responsibilities of heading training department and branch operations. He is also a non-executive director on the board of the subsidiary company Manappuram Insurance Brokers Pvt. Ltd. Your directors are fully confident that his services to the Company would be of great value.

Board of Directors at their meeting held on 11th March, 2016 has approved the revision in salary as recommended by the Nomination Compensation and Corporate Governance Committee at its meeting held on 11th March, 2016 on terms and conditions as given below: -

For Dr. Sumitha Nandan: Salary of ₹ 60.00 Lakhs per annum on a CTC basis with annual increment of 10% on CTC with effect from March 11, 2016 and all other terms and conditions of employment applicable to any other employee in the same cadre.

For Mr. Sooraj Nandan: Salary of ₹ 35.00 Lakhs per annum on a CTC basis with annual increment of 10% on CTC with effect from March 11, 2016 and all other terms and conditions of employment applicable to any other employee in the same cadre.

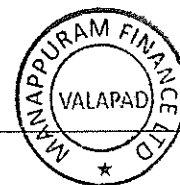
Hence, your Directors recommend the above resolutions for approval of the Shareholders as Ordinary Resolutions.

Except Mr. V P Nandakumar, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Resolution No. 6:

Board of Directors at its meeting held on 10/01/2013 re-appointed Mr.V.P.Nandakumar as Managing Director & CEO for a period of 5 years with effect from 29/07/2012. His re-appointment had been approved by the shareholders through postal ballot dated 12th April 2013 on the following terms and conditions;

Salary & allowances: ₹ 1,80,00,000/- (One Crore Eighty Lacs only) per annum as Salary and ₹ 1,20,00,000/- (One Crore Twenty Lacs only) per annum towards allowances.



Commission : Not exceeding 1% of net profits of the Company calculated as per the provisions of section 349 and 350 of the Companies Act, 1956. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement benefits / Perquisites:

Contribution to PF: @ 12% of the monthly salary

Contribution to: Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical reimbursement expenses: For self and family including premium payable for medical insurance in accordance with the rules of the Company.

Personal accident insurance: As per the rules of the Company.

Leave travel concession: For self and family once in a year as per the rules of the Company.

Fee for clubs: Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Provision of chauffeur driven car for official purposes and telephone at residence.
2. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the senior management staff from time to time.

Board of Directors at its meeting held on 11/03/2016 approved the following amendments to the aforesaid appointment terms and conditions of MD & CEO subject to approval of the shareholders as recommended by Nomination Compensation and Corporate Governance Committee at its meeting held on 11/03/2016.

Under Retirement benefits / Perquisites:

'**Leave travel concession:** For self and family thrice in a year as per the rules of the Company.'

Further in **Others** an additional benefit of: -

- '3. Accompanying spouse or any other person for the business trips both domestic and abroad.'

Nomination Compensation and Corporate Governance Committee through its Circular Resolution dated 20/05/2016 has recommended the proposal for the revision of remuneration of Mr.V.P.Nandakumar, MD & CEO by way of increment. Board of Directors has approved the revision of remuneration as below, subject to approval of shareholders, through resolution by circulation dated 25th May, 2016.

'**Salary & Allowances:** ₹ 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) per annum as Salary and ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs Only) per annum towards allowances.'

The revision of remuneration is recommended after three years of appointment of Mr.V.P.Nandakumar as MD & CEO considering his valuable service rendered to the company and as a reasonable increment. The said benefit is recommended after considering his health and security reason. Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

Except Mr. V P Nandakumar, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

By order of Board of Directors
For Manappuram Finance Limited

Sd/-

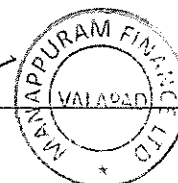
Place : Valapad, Thrissur
Date : 25th May 2016

Ramesh Periasamy
Company Secretary

NOTES

1. The Postal Ballot /e-voting Notice is being sent to the Members, whose names appear in the Register of Members/beneficiary position maintained by the depositories as on May 27, 2016 (Cut-off Date) and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Member(s)/ Beneficial Owner(s) as on the same date.
2. There will be one Postal Ballot Form for every folio/ client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
3. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
4. The Board has appointed, Mr. Sathish V, B.Com, LLB, PGDT, ACMA, FCS, Practicing Company Secretary, B 1, I Floor, Perielath Towers, Jawahar - Mahatma Road, Vyttila, Cochin - 682019, as the Scrutinizer for conducting the Postal Ballot /e-voting process in a fair and transparent manner.
5. In Compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. However, e-voting is optional.
6. The shareholders can opt for only one mode of voting i.e., through Postal Ballot or e-voting. If the shareholders decide to vote through Postal Ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such shareholder will be considered and counted and voting through a valid physical Postal Ballot Form will be treated as invalid.
7. The Scrutinizer's decision on the validity of a Postal Ballot/ e-voting will be final.
8. Members who have registered their e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and self addressed Business Reply Envelope. Members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <http://www.cdslindia.com> or from the notice to shareholders section on the Company's website www.manappuram.com.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
10. Upon completion of the scrutiny of the Forms, after collating the votes cast through e-voting and votes cast through Postal Ballot, the Scrutinizer will submit his report to the Chairman / Managing Director. The result of the Postal Ballot would be announced by the Managing Director and in his absence, by Company Secretary or any other person authorized by the Managing Director at the Registered Office of the Company situated at IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur - 680 567 within 48 hours of end of voting. The date of declaration of the results of the Postal Ballot/e-voting by posting

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For Manappuram Finance Limited
Ramesh Periasamy
Company Secretary



the same on the website of the Company will be taken to be the date of passing of the resolution.

11. The said result along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the Company's shares are listed and hosted on www.manappuram.com and on <http://www.cdsindia.com>.
12. All the documents referred to in accompanying notice and statement setting out material facts shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Saturday) between 9:30 a.m. and 5:30 p.m. from the date of dispatch of notice up to the date of declaration of result of Postal Ballot/ e-voting.

INSTRUCTIONS

Process and manner for members opting to vote by electronic means:

1. Electronic copy of the Notice is being sent to all the members whose e-mail id is registered with the Company/Depository Participants unless any member has requested for a hard copy of the same.
2. For members who have not registered their e-mail id, physical copy of Notice is sent through the permitted mode separately.
3. The Company has engaged the services of Central Depository Services Limited (CDSL) as the authorised agency to provide the e-voting facilities.
4. In case of Members casting their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

- a) Date and time of commencement of voting through electronic means: June 04, 2016 at 9.00 A.M.
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: July 03, 2016 at 5.00 P.M.
- c) Details of Website : www.evotingindia.com
- d) Details of persons to be contacted for issues relating to e-voting:

S.K.D.C. Consultants Ltd,

Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,
Ganapathy, Coimbatore – 641 006
Telephone No.91-422-6549995, 2539835, 2539836
Fax No.: 91-422-2539837

Email Id : info@skdc-consultants.com
Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on: July 03, 2016 at 5.00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on May 27, 2016 (cut-off date).

In case of members receiving e-mail:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

(vi) 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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <MANAPPURAM FINANCE LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

For Manannuram Finance Limited

Ramesh Periasamy
Company Secretary



(xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **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.

In case of members receiving the physical copy:

Please follow all steps from Sl.No.(i) to Sl.No.(xviii) above to cast vote.

The e-voting period begins on June 04, 2016 at 9.00 A.M. and ends on July 03, 2016 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 of May 27, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

In case of members desiring to exercise vote by Postal Ballot:

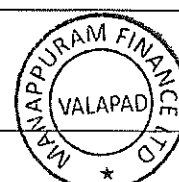
A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

Profile of Mr.V.P.Nandakumar:

Name of the Director	V.P.NANDAKUMAR (DIN :00044512)
Date of Birth	18th May 1954
Date Appointment on the Board	15/07/1992
Brief Profile	Mr. V.P. Nandakumar is the Managing Director and CEO of Manappuram Finance Ltd. based at Valapad (Thrissur District), Kerala. Manappuram Finance Ltd. was the first listed entity in India from the field of gold loans and it went on to transform this traditional business. The company's origins go back to 1949 when it was founded in Valapad (a coastal village in the Thrissur District of Kerala) by the late V.C. Padmanabhan, father of Mr. V.P.Nandakumar. Its activity was mainly money lending carried out on a modest scale. Mr. V.P. Nandakumar took over the reins of this one branch business in the year 1986 upon the demise of his father and at present, the company having more than 3000 branches across India with the diversified financial products.
Directorship held in other companies (excluding Section 25 and foreign companies) as on 31 st March 2016	Manappuram Health Care Limited Manappuram Construction and Properties Limited Aptus Value Housing Finance India Limited Manappuram Chits(Andhra) Private Limited Manappuram Home Finance Private Limited Asirvad Micro Finance Private Limited Manappuram Chits (Karnataka) Private Limited Manappuram Chit Funds Company Private Limited Manappuram Insurance Brokers Private Limited Manappuram Comptech and Consultants Limited Adlux Medicity and Convention Centre Private Limited Finance Industry Development Council Manappuram Jewellers Limited Manappuram Agro Farms Limited
Memberships of committees across companies (includes only audit and Shareholders'/ Investors' Grievance Committee/Stakeholders Relationship Committee)	Audit Committee Member Manappuram Health Care Limited
Shareholding in the Company (Equity) Relationship between directors inter-se	230939917 shares None

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary





MANAPPURAM FINANCE LIMITED

CIN: L65910KL1992PLC006623

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

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

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ *DP ID No. & Client ID No. *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I/We hereby exercise my/our votes in respect of the Ordinary/Special Resolutions to be passed through postal ballot for the business set out in the notice of the Company dated May 25, 2016 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Approval of Manappuram Finance Limited - Employee Stock Option Scheme 2016 ('MAFIL - ESOS 2016').			
2.	Approval for granting of options to the Employees / Directors of Subsidiaries of the Company, present and future, under MAFIL ESOS 2016.			
3.	Approval for granting of Employee Stock Options to the Employees / Directors of the Company under MAFIL - ESOS 2016.			
4.	Revision in the salary of Dr. Sumitha Nandan, Senior Vice President, holding office or place of profit.			
5.	Revision in the salary of Mr. Sooraj Nandan, Senior Vice President, holding office or place of profit.			
6.	Revision of remuneration by way of increment and variation in the terms of appointment of Mr.V.P.Nandakumar, Managing Director & CEO.			

Place :

Signature of share holder
(Refer instruction No.2 over leaf)

Date :

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
160526005		

**Email ID.....

**To be provided by the members holding equity shares in physical form

Manappuram Finance Limited
Company Secretary



(PTO)


INSTRUCTIONS

Process and manner for members opting to vote by using the postal ballot form:

1. Please complete and sign the ballot form and send it, so as to reach the scrutinizer appointed by the board of directors of the company, Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343) not later than the close of working hours (5.00 P.M.) on July 03, 2016. For this purpose, a self-addressed envelope is enclosed and postage will be paid by the company, if posted in India. The envelope bears the name and address of the Scrutinizer. However, envelopes containing the Ballot Form, if deposited in person or sent by courier or registered/speed post at the expense of the member will also be accepted. Ballot forms received after July 03, 2016 (5.00 P.M) will be strictly treated as if the reply from the member has not been received.
2. The form should be signed by the member as per the specimen signature registered with the company / depository participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed form should be accompanied by a certified true copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory (ies).
4. Votes should be cast, either in favour or against by putting the tick (✓) mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on May 27, 2016 ("cut-off date") as per the register of members of the company and as informed to the company by the depositories in case of beneficial owners.
6. A member may request for a duplicate ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr.No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of a ballot will be final.
9. Members are requested not to send any other paper along with the ballot form in the enclosed self-addressed envelope and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the ballot form except giving their name, registered address, no. of shares, assent or dissent and putting their signature.
10. The results of the voting shall be declared within 2 days of the last date of receipt of the Postal Ballot. The results declared, along with the Scrutinizer's report, shall be placed on the company's website at www.manappuram.com and on the website of CDSL and communicated to the Stock Exchanges where the company is listed immediately after the Chairman / Managing Director declares the result.

Notes:

1. This ballot form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting, i.e. either by post or through e-voting. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes & instructions appended to the notice.

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

