



MANAPPURAM[®]

General Finance and Leasing Limited

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EXTRACTS FROM THE MINUTES OF MEETING OF THE MEMBERS AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 31.05.2011 AT ANUGRAHA AUDITORIUM, VALAPAD, THRISSUR.

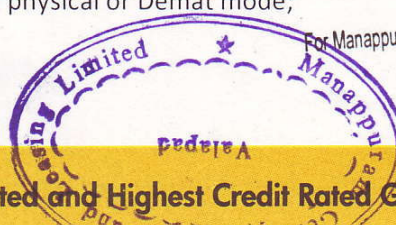
Mr. Balan Apparambath, Share holder proposed the following resolution to be passed as a special resolution.

3. Issue of Bonus Shares

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

“RESOLVED

- a) Subject to such consents and approvals as may be required under the applicable provisions of the Companies Act 1956 and listing agreement and further subject to the permission if any, required from Reserve Bank of India, and such conditions and modifications as the Board of Directors (hereinafter referred to as the **Board**, which expression shall mean to include any committee of directors constituted by the board in this behalf) of the company consider necessary and determined or agreed to by them while giving such consent, that a sum not exceeding Rs. 83,37,48,376 / - (Rupees Eighty Three Crore Thirty Seven Lakh Forty Eight Thousand Three Hundred And Seventy Six only) out of the amount standing to the credit of the Share Premium Account of the company be capitalized and transferred from the said account to Share Capital Account and that the whole or part of the sum capitalized as aforesaid as may be determined by the Board shall be applied for the issue and allotment at par out of the company's un-issued equity shares in the ratio of **one** new equity share of Rs.2/- (Rupees Two only) each as fully paid bonus shares for every **one** existing equity share to the persons who hold such shares on the record date to be fixed by the Board upon the footing that they become entitled to the new bonus shares for all purposes as capital;
- b) The issue and allotment of bonus shares as aforesaid shall be subject to the clauses provided in the Memorandum and Articles of Association of the company and shall rank *paripassu* in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend to be declared for the financial year in which the bonus shares are allotted;
- c) No letters of allotment shall be issued except as provided in (d) below and share certificates in respect of the bonus shares shall be issued and dispatched to the allottees thereof within the period that may be prescribed in this behalf, from time to time, by statute or applicable regulation or rule;
- d) In the case of allottees who opt for allotment of bonus shares in Demat mode, the shares shall be credited to the respective Demat account whether or not they hold the existing shares in physical or Demat mode;



For Manappuram General Finance and Leasing Limited


C. Radhakrishnan
Company Secretary

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- e) The issue , allotment of bonus shares, if any, made to Non Resident Indians, shall be subject to such approval by the Reserve Bank of India as may be necessary under the applicable law and
- f) The Board be and is hereby authorized to take such steps as may become necessary or desirable to effect the resolution for the issue of bonus shares and that, for removal of any doubt or difficulty, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter in the changed circumstances, if any, as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

Mr.Subhajeewanlal, shareholder seconded the resolution. Members passed the same unanimously.

-/Certified True Copy/-

For Manappuram General Finance and Leasing Limited



C.Radhakrishnan
Company Secretary

31.05.2011

