



MANAPPURAM FINANCE LIMITED

Regd. Office: V/104, Manappuram House, Valapad P.O, Thrissur – 680 567

Ph: (0487) 2391306, 2391892, Fax No. (0487) 2399298

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

NOTICE

Notice is hereby given that the **TWENTY FIRST** Annual General Meeting of the Shareholders of Manappuram Finance Limited will be held on Saturday the 10th August 2013 at 10.30 AM 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 2013 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To confirm the interim dividend of Rs.1.50 per equity share of Rs.2/- each, declared by the board on 13th March 2013 as the final dividend for the financial year 2012-13.
3. To appoint a director in place of Dr. Shailesh J. Mehta, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. V.M. Manoharan who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a director in place of P.M. Manomohanan who retires by rotation, and being eligible, offers himself for re-appointment.
6. 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

7. Appointment of Mr.V.R. Rajiven as a Director of the Company

The Company has received a notice under section 257 of the Companies Act, 1956 from Mr. V.R. Rajiven specifying his candidature to be elected as a director of the company together with the requisite deposit of Rs. 500. The members may consider the following resolution and if thought fit to pass with or without modification as an Ordinary Resolution:

“RESOLVED THAT Mr. V.R. Rajiven be and is hereby appointed as Director of the company whose term of office shall be liable to termination by retirement of Directors by rotation.”

By order of the Board of Directors

Sd/-

Rajesh Kumar. K
Company Secretary

Place : Valapad

Date : 15-5-2013

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 173(2) of the Companies Act, 1956 in respect of item Nos. 7 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.

5. Pursuant to the provisions of Section 205C of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 2006 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 2005-2006 are requested to make their claim to the company immediately.
6. 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.

ANNEXURE TO THE NOTICE

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

Item No. 7.

Mr. V.R. Rajiven aged 62 years was inducted to the Board of the company as an additional director under Section 260 of the Companies Act, 1956 at the meeting held on 06.02.2013. He is a law graduate and became Indian Police Service (IPS) Officer and recipient of the **President's Medals for Meritorious Service and Distinguished Service**, the Highest Police Honor in the country. He is having over 33 years of experience in Leadership & Staff management, Strategic Management, Team Development and financial Controls /Budgeting etc. during his tenure in the Police force.

The Company has received a notice under Section 257 of the Companies Act, 1956, together with necessary fee from Mr.V.R. Rajiven 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. 7 of the Notice for the Approval of the members. None of the directors except Mr.Rajiven V.R is interested or concerned in the resolution.

By order of the Board of Directors

Sd/-

Rajesh Kumar. K
Company Secretary

Place : Valapad

Date : 15-5-2013



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ATTENDANCE SLIP

Members Folio No. : _____

Client ID No. : _____

DP ID No. : _____

Name of the Member : _____

Name of Proxy Holder : _____

No. of shares held : _____

I hereby record my presence at the Annual General Meeting of the company to be held on 10th August 2013 at 10.30 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

Members Folio No/ Client ID

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

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

.....in the district of.....or failing him/herof

.....of in the district of as

my/ our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on Saturday the 10th August 2013 at 10.30 AM and any adjournment thereof.

Signed thisday of 2013.

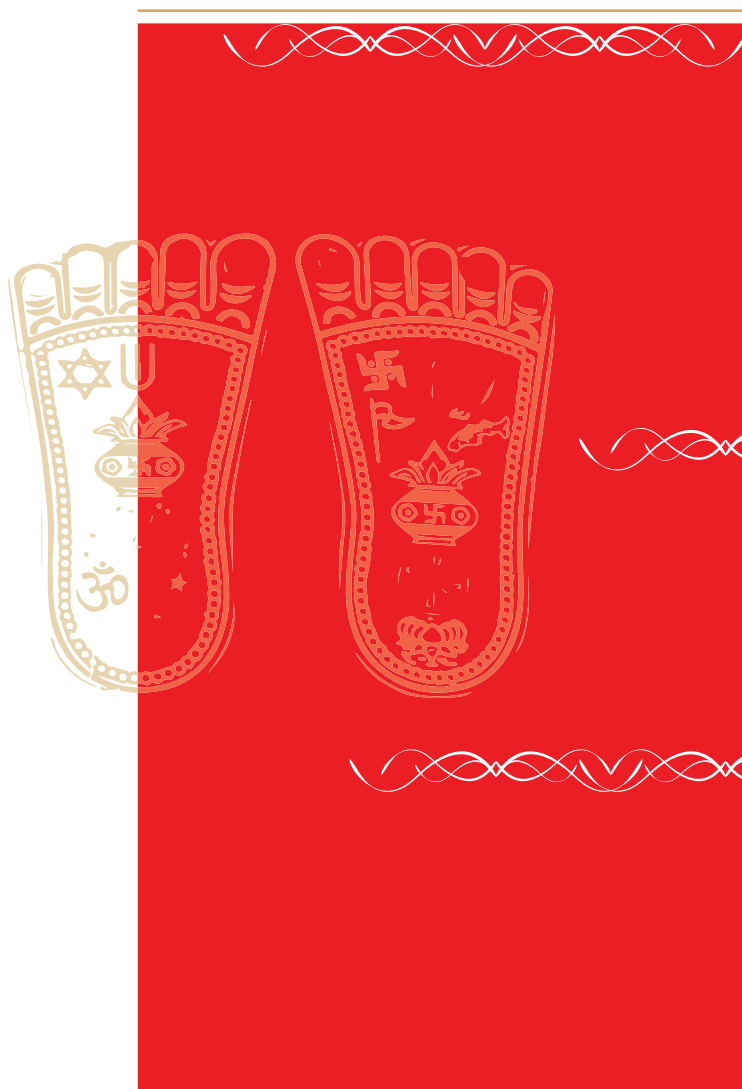
Note:

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.



Good Things
Start with
Gold

Contents



WORLD OF MANAPPURAM

- 01 Our Founder
- 02 Corporate Identity
- 08 Financial Performance
- 10 MD and CEO's Letter
- 12 Stories of Transformation
- 18 Brand Ambassadors
- 20 Business Drivers

BOARD AND MANAGEMENT REPORTS

- 24 Board of Directors
- 26 Directors' Report
- 32 Management Discussion and Analysis
- 36 Report on Corporate Governance

FINANCIAL STATEMENTS

- 47 Auditors' Report
- 50 Balance Sheet
- 51 Statement of Profit & Loss
- 52 Notes
- 86 Cash Flow Statement
- 91 Corporate Information

FORWARD-LOOKING STATEMENTS

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Inspiring vision



1949. A small fishing village in Valapad, along the coast of Kerala. A vision drives one person to greater heights of entrepreneurial excellence. His efforts provide affordable and hassle-free loans to farmers and fishermen.

From modest beginnings, that vision of Mr. V.C. Padmanabhan, our late founder, has helped us create a future-focused and vibrant organisation. In 1992 Manappuram General Finance and Leasing Limited was incorporated and then renamed as Manappuram Finance Limited (Manappuram) in 2011.

Today, Manappuram is one of the largest asset-based NBFCs in the country, supporting people's aspirations and transforming their lives.





**Gold is different things to different people.
Beauty. Divinity. Glory. Empowerment. Achievement.
Infinite associations, timeless appeal.**



No matter what the overriding emotion attached to gold is, it is always a positive force. To be harnessed and utilised for economic growth and prosperity.

In a developing country like India, gold is a reliable asset, especially for those at the lower end of the social pyramid. While gold can be monetised during distress, micro enterprises can mobilise capital through gold loans.

At Manappuram, we help transform people's lives by harnessing the positivity of gold. For more than six decades, we have helped improve people's lives and capacities by our affordable gold loans.

Our business harmonises traditional belief and contemporary insight. It revolves around one simple certainty:

Good things start with gold.





At Manappuram, we help transform
people's lives by harnessing the
positivity of gold.

Rendezvous with gold

At Manappuram, our tryst with gold started in 1949. Today, we are among India's largest and fastest growing gold loan companies.

Find us anywhere in India

3,295

Branches across India

We have 2,320 branches in South, 360 in West, 447 in North and 168 branches in the East across 22 states and four Union Territories.

Trusted custodian

99.9%

Assets under management (AUM) comprise gold loans as on March 31, 2013

We are the first NBFC from Kerala to be given the Authorised Dealer (AD) license (Category II) by the Reserve Bank of India (RBI). It is permitted by Foreign Exchange Management Act (FEMA) and authorised by RBI for various money transfers.

Not just gold

3

Business segments

Apart from our core business of providing cash loan against gold pledge, we also offer our customers with money transfers and foreign exchange services.

Fund security

24,429 MILLIONS

Net worth as on March 31, 2013

We source our funding from more than 37 banks and financial institutions at low costs. Besides, we launched NCDs, bonds and commercial paper, reducing our dependence on banks.