

SATHISH.V
B.COM, LLB, PGDT, ACMA, ACS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIPELLATH TOWERS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 – 6002101; 9961333309 Email: vsathish.cs@gmail.com

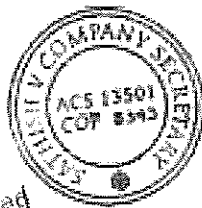
To,
The Chairman
M/s Manappuram Finance Ltd
(CIN - L65910KL1992PLC006623)
Regd Office IV/470 A (old) W638A (New)
Manappuram House
Valappad P.O
Thrissur – 680567

Dear Sir,

Sub: Scrutinizers Report on evoting conducted pursuant to the provisions of Section 108 of The Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement.

I, SATHISH V, Practising Company Secretary holding Membership No ACS 13501 and Certificate of Practice No: 8343, have been appointed by the Board of Directors of M/s Manappuram Finance Ltd as the Scrutinizer for the Electronic Voting of the resolutions included in the Notice calling the 22nd Annual General Meeting of the Company to be held on 31st July 2014 at Anugraha auditorium, Valappad, Thrissur - 680567.

As required under Section 101 and 108 of the Act and the Companies (Management and Administration) Rules, 2014, Notice of the 22nd Annual General Meeting dt 26th June 2014 along with the Explanatory Statement under Section 102 of the Act were sent to the members of the Company holding shares as on 30th June 2014. Further, instructions relating to the facility provided for casting the votes electronically (e – voting) through the electronic system of the Central Depository Services India Limited (CDSL) along with the Login instructions were sent to the Members entitled to vote, in order to enable them to cast votes electronically.



For Manappuram Finance Limited

Rajesh Kumar, K
Company Secretary

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The Shareholders were required to login to www.evotingindia.com, the evoting system of CDSL to cast their votes electronically. As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 24th July 2014 at 9.00 am to 26th July 2014 at 5.00 pm. Further the evoting was completed three days prior to the date of the meeting, as per the above Rules.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to voting through Electronic means on the resolutions contained in the Notice to the 22nd Annual General Meeting of the members of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizers Report of the votes cast “in favour” or “against” the resolutions stated above and “invalid” votes, based on the reports generated from the e-voting system by M/s Central Depository Services India Ltd (CDSL), the authorized agency to provide e voting facilities, engaged by the company.

On completion of the e voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 29th July 2014, in the presence of two witnesses, who were not employees of the company.

As required under Rule 20 (xii), A Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting, will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 22nd Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

For Manappuram Finance Limited
Rajesh Kumar
Company Secretary

ACS 13501
TOP 8343

MANAPPURAM FINANCE LIMITED
VALAPAD

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In terms of the provisions of SEBI Circular CIR/CFD/POLICY CELL/ 2/ 2014 dated 17th April 2014, with respect to the Material Related Party Transactions at item nos 11 and 12 forming part of Notice of 22nd AGM of the company, the related parties were required to abstain from voting on such resolutions and therefore, if the related parties had voted otherwise, their votes are treated as invalid and grouped under “Abstain/ Invalid” category.

A Summary of the e - voting with their pattern of voting is furnished as per Annexure

A.

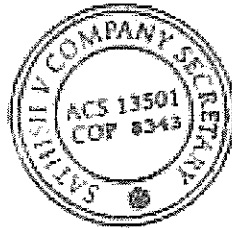
Thanking you

Yours faithfully

SATHISH V

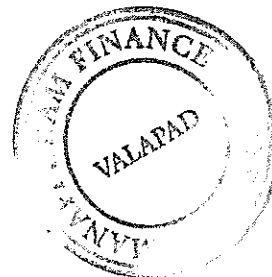
Practising Company Secretary
ACS – 13501; CP – 8343

Valappad
31.07.2014



For Manappuram Finance Limited

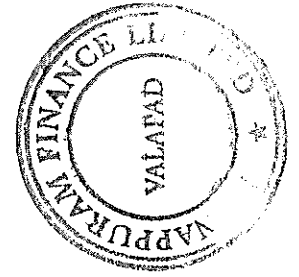
Rajesh Kumar.K
Company Secretary
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The following is the summary of E voting results of
 M/s Manappuram Finance Limited
 relevant to the 22nd Annual General Meeting of the company held on 31.07.2014.

Resolution No	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	VOTES IN FAVOUR		VOTES AGAINST		ABSTAINED	
				NO OF VOTES	%	NO OF VOTES	%	VOTES	%
1	ORDINARY BUSINESS Adoption of Annual Accounts for 2013 - 2014	E VOTING	382,244,796	382,244,796	100.00	-	-	-	-
		POLL	52,483,029	52,473,429	99.98	-	-	9,600	0.02
		TOTAL	434,727,825	434,718,225	100.00	-	-	9,600	0.00
2	Declaration of Dividend	E VOTING	382,675,996	382,675,996	100.00	-	-	-	-
		POLL	52,483,029	52,473,529	99.98	-	-	9,500	0.02
		TOTAL	435,159,025	435,149,525	100.00	-	-	9,500	0.00
3	Appointment of Mr EA Kshirsagar as Director	E VOTING	382,675,996	373,672,842	97.65	9,003,154	2.35	-	-
		POLL	52,483,029	52,448,829	99.93	24,100	0.05	10,100	0.02
		TOTAL	435,159,025	426,121,671	97.92	9,027,254	2.07	10,100	0.00
4	Appointment of Statutory Auditors	E VOTING	382,675,996	382,672,796	100.00	3,200	0.00	-	-
		POLL	52,483,029	52,413,879	99.87	50,890	0.10	18,460	0.04
		TOTAL	435,159,025	435,086,675	99.98	53,890	0.01	18,460	0.00
5	SPECIAL BUSINESS Appointment of Mr Jagdish Capoor as Independent Director	E VOTING	382,675,996	334,165,130	87.32	48,510,866	12.68	-	-
		POLL	52,483,029	42,116,780	80.25	10,352,409	19.73	13,840	0.03
		TOTAL	435,159,025	376,281,910	86.47	58,863,275	13.53	13,840	0.00
6	Appointment of Mr V R Ramachandran as Independent Director	E VOTING	382,675,996	382,241,396	99.89	434,600	0.11	-	-
		POLL	52,483,029	52,470,604	99.98	5	0.00	12,420	0.02
		TOTAL	435,159,025	434,712,000	99.90	434,605	0.10	12,420	0.00
7	Appointment of Mr Shallesh J Mehta as Independent Director	E VOTING	382,675,996	382,672,796	100.00	3,200	0.00	-	-
		POLL	52,483,029	52,464,709	99.97	5,800	0.01	12,520	0.02
		TOTAL	435,159,025	435,137,505	100.00	9,000	0.00	12,520	0.00

For Manappuram Finance Limited



Rajesh Kumar.K
 Company Secretary

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The following is the summary of E voting results of
M/s Manappuram Finance Limited
relevant to the 22nd Annual General Meeting of the company held on 31.07.2014.

Resolution No	SUBJECT MATTER OF THE RESOLUTION	MODE OF E VOTING	TOTAL VOTES	VOTES IN FAVOUR		%	VOTES AGAINST		ABSTAINED	
				NO OF VOTES	%		NO OF VOTES	%	VOTES	%
8	Appointment of Mr P Menomohan as Independent Director	E VOTING POLL	382,675,996	373,241,642	97.53	9,434,354	2.47	-	-	-
		TOTAL	52,483,029	52,431,978	99.90	51,000	0.10	50,100	0.10	0.01
		TOTAL	435,159,025	425,673,620	97.82	9,435,305	2.17	50,100	0.01	0.01
9	Appointment of Mr V R Rajivan as Independent Director	E VOTING POLL	382,675,996	359,014,856	93.82	23,661,140	6.18	-	-	-
		TOTAL	52,483,029	39,559,808	75.38	12,768,450	24.33	154,771	0.29	0.29
		TOTAL	435,159,025	398,574,664	91.59	36,429,590	8.37	154,771	0.04	0.04
10	Appointment of Mr Pradeep Saxena as Independent Director	E VOTING POLL	382,675,996	382,672,396	100.00	3,600	0.00	-	-	-
		TOTAL	52,483,029	52,415,839	99.87	51,750	0.10	15,440	0.03	0.03
		TOTAL	435,159,025	435,088,235	99.98	55,350	0.01	15,440	0.00	0.00
11	Approve Related Party Transactions- Payment of Donation to Manappuram Foundation	E VOTING POLL	138,842,595	122,982,391	88.58	15,860,204	11.42	-	-	-
		TOTAL	52,483,029	29,902,472	56.98	890,414	1.70	21,690,143	41.33	41.33
		TOTAL	191,325,624	152,884,863	79.91	16,750,618	8.76	21,690,143	11.34	11.34
12	Approve Related Party Transactions- Contract / Arrangement for Leasing of Land & Buildings	E VOTING POLL	138,411,395	129,391,223	93.48	9,020,172	6.52	-	-	-
		TOTAL	52,483,029	29,892,685	56.96	857,608	1.63	21,732,736	41.41	41.41
		TOTAL	190,894,424	159,283,908	83.44	9,877,760	5.17	21,732,736	11.38	11.38
13	Approve Related Party Transactions- Contract / Arrangements with wholly owned Subsidiary - M/s Milestone Home Finance Co (P) Ltd	E VOTING POLL	129,955,643	106,165,083	81.69	23,790,560	18.31	-	-	-
		TOTAL	52,483,029	35,292,565	67.25	17,172,154	32.72	18,310	0.03	0.03
		TOTAL	182,438,672	141,457,648	77.54	40,982,714	22.45	18,310	0.01	0.01
14	Raising of funds through private placement of Redeemable Non Convertible Debentures (NCD)	E VOTING POLL	382,675,996	382,227,614	99.88	448,382	0.12	-	-	-
		TOTAL	52,483,029	52,423,729	99.89	7,750	0.01	51,550	0.10	0.10
		TOTAL	435,159,025	434,651,343	99.88	456,132	0.10	51,550	0.01	0.01

NOTE E VOTING: Refers to Electronic Voting at website www.evotingindia.com during the period 24/07/2014 to 26/07/2014
POLL: Refers to Electronic Voting at the Venue of 22nd Annual General Meeting of the Company held on 31/07/2014 at Anugaraha Auditorium, Valappad



For Manappuram Finance Limited
Rajesh Kumar.K
Company Secretary



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