

**MANAPPURAM FINANCE LIMITED**

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Serial No. DL8647

POSTAL BALLOT 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 vote in respect of the ordinary resolutions to be passed through postal ballot for the businesses stated in the notice of the Company dated 11.02.2013 by sending my/our assent or dissent to the said resolution 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)	I/We standing impartial to the resolution (CAN'T SAY)
1.	Item No.1 as contained in the Notice Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to mortgage and or charge all or any of the movable and or immovable properties of the company both present and future and or the whole or any part of the undertaking of the company in favour of the lenders for securing the borrowings of the company up to a aggregate limit of ` 20,000 Crores (Rupees Twenty thousand Crores only).				
2.	Item No.2 as contained in the Notice Ordinary Resolution for reappointment/renewal of term of office of Shri. V.P. Nandakumar, Managing Director & CEO of the Company for a further period of 5 years from 29.07.2012 to 28.07.2017.				

Place :

Date :

Signature of share holder
(Refer instruction No.3 over leaf)

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

Note : Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "For voting in electronic form (e-voting)" in the notice attached herewith.

(PTO)

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the scrutinizer not later than the close of working hours on 8th day of April, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the share holders on the date of dispatch of the notice.
8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.