



Suresh MV
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REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 - as amended]

To,

The Chairman
Manappuram Finance Limited
(CIN: L65910KL1992PLC006623)
IV/470A(old) W638A(new) MANAPPURAM HOUSE ,
VALAPAD (PO) Thrissur, PIN: 680567, KERALA, INDIA

Scrutinizer's Report on Postal Ballot Voting held by Way of Remote Voting by Electronic means in Respect of Passing of resolutions set-out in the Notice dated 23rd December 2022.

Sir,

I, **Suresh M. V, Company Secretary in Practice** {Membership No- ICSI F-9741 and Certificate of Practice No. 17830} have been appointed as the Scrutinizer by the Board of Directors of Manappuram Finance Limited ('the Company') vide resolution passed by the Board of Directors of the Company on December 23rd 2022 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process only ('e-voting') in a fair and transparent manner and ascertain the requisite majority on the resolutions contained in the postal ballot notice dated 23rd December 2022 ('Notice') issued in accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing



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Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 (collectively the 'MCA Circulars'),

1. The said appointment as Scrutinizers is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

2. Management Responsibility:

The Management of the Company is responsible to ensure the compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of electronic voting system.

3. Scrutinizers Responsibility:

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "In Favour" or "Against" by the members in respect of the resolutions contained in the notice. My report is based on verification of data and the report generated from the e-Voting system provided by Central Depository Services Limited ("CDSL"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5:00 PM IST on February 3, 2023.

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4. Cut – Off Date:

The Members of the Company as on the "cut-off" date as set out in the Notice i.e, **Friday, December 30, 2022** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. Remote e-voting process:

(i) The remote e-voting period remained open from on Thursday, January, 05, 2023 (9:00 AM IST) to Friday, February 03, 2023 (5:00 PM IST).

(ii) The votes cast during the remote e-voting were unblocked on Friday, February 03, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mrs. K.Geetha and Arun. P.V who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.

K.Geetha

P.V.Arun

(iii) Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of CDSL, i.e <https://www.evotingindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test-check basis, and relied upon by me as under:

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RESOLUTION NO.1 SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination, Compensation and Corporate Governance Committee and approval of the Board of Directors, Adv. Veliath Pappu Seemanthini (DIN: 07850522), who was appointed as an Additional Director in the capacity of Non- Executive Independent Director with effect from December 23, 2022, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from December 23, 2022 to December 22, 2027, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(IA) of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations (Amendment) Regulations, 2018 and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the approval of the members of the Company be and is hereby also accorded to continue the Directorship of Adv. Veliath Pappu Seemanthini (DIN: 07850522), as Independent Director of the Company, who may attain the age of 75 years during the five-year tenure of her appointment.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”



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Total number of Members Voted : 1215

Total number of Votes Casted : 619770810

Votes in favor of Resolution:

MODE	Total Number of Members voted	No. of Votes cast in favor of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e-voting)	1145	618609964	99.81%
Total	1145	618609964	99.81%

Votes Against Resolution:

MODE	Total Number of Members voted	No. of Votes cast against of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e-voting)	70	1160846	0.19%
Total	70	1160846	0.19%

Invalid Votes:

MODE	Total Number of Members voted	No. of Votes cast .
Postal Ballot (Remote e-voting)	0	0
Total	0	0



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RESOLUTION NO.2 ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the recommendation of the Nomination, Compensation and Corporate Governance Committee, applicable provisions of the Companies Act, 2013 (the 'Act'), and the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Dr. Sumitha Nandan (DIN: 03625120), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors (the 'Board') with effect from January 01, 2023, and who holds office until the date of the next annual general meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) the approval of the Members of the Company be and is hereby accorded to the appointment of Dr. Sumitha Nandan (DIN: 03625120) as a Whole time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from January 01, 2023, liable to retire by rotation, on the following remuneration and the terms and conditions.”

Salary: Rs.7,50,000.00 (Rupees Seven Lakh Fifty Thousand Only) per month with effect from January 01, 2023, with an annual increment of 10% per annum.

Commission/ Variable Pay: A minimum amount of Rs.30,00,000.00 (Rupees Thirty Lakh Only) per annum subject to a maximum amount not exceeding the limit as per the provisions of Section 197 of the Companies Act, 2013. The quantum of commission to be paid shall be determined by the Board of Directors subject to the norms framed by the Board of Directors from time to time.

Retirement Benefits/ Perquisites: Contribution to Provident Fund @ 12% of the monthly salary.

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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.

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: Such other allowances, perquisites, benefits, and amenities as may be provided by the company from time to time under its policies.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.

The above said remuneration and perquisites shall be subject to the ceiling laid down in Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms of appointment of the appointee including the terms relating to remuneration, as it may at its discretion, deem fit, for the unexpired tenure from time to time provided that the remuneration is within the limit as approved above."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."



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Total number of Members Voted : 1226

Total number of Votes Casted : 619783198

Votes in favor of Resolution:

MODE	Total Number of Members voted	No. of Votes cast in favor of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e-voting)	1000	454059815	73.26%
Total	1000	454059815	73.26%

Votes Against Resolution:

MODE	Total Number of Members voted	No. of Votes cast against of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e-voting)	226	165723383	26.74%
Total	226	165723383	26.74%

Invalid Votes:

MODE	Total Number of Members voted	No. of Votes cast .
Postal Ballot (Remote e-voting)	0	0
Total	0	0

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- (a) Aforesaid resolutions as contained in the Notice is passed with requisite majority by the Members of the Company ie the percentage of total votes [ballot/ remote e-voting) casted by the members of company in favour of the resolutions is more than the requisite majority, and therefore, the resolutions is deemed to be passed. The chairman of the Company may declare the result accordingly.
- (b.) The figures in percentage have been rounded off to 4 decimal points.
7. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will 'be handed over to Mr. Manojkumar. V.R, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

8. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You
Yours Faithfully

CS. Suresh MV,
M.No: 9741, COP No: 17830



Place: THRISSUR
Date: 04/02/2023
UDIN: F009741D003098563

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