



MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: SEC/ SE/ 39/ 2024-25
May 13, 2024

To

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited
5th Floor, Exchange Plaza
Bandra (East)
Mumbai - 400 051

Scrip Code - 531213

Scrip Code - MANAPPURAM

Dear Madam/ Sir,

Sub: Result of Voting by Postal Ballot

This is further to our letter dated April 11, 2024, submitting the Notice of Postal Ballot seeking approval of Members of Manappuram Finance Limited to borrow in excess of the aggregate of paid- up share capital, free reserves and securities premium of the Company under section 180 (1) (c) of the Companies Act, 2013 and also for creation of charge/ mortgage over the properties of the company for the purpose of borrowing in terms of section 180 (1) (a) of the Companies Act, 2013 through postal ballot by voting through electronic means ('remote e-voting'). The said resolutions placed through the postal ballot were passed with requisite majority, and the resolutions are deemed as passed on the last date of the e-voting, i.e., Saturday, May 11, 2024. We enclose herewith;

- a. Voting results.
- b. Report of the Scrutinizer dated May 13, 2024

The Voting Results along with the Scrutinizer's Report are also being made available on the Company's website at www.manappuram.com

We request you to kindly take the above information in your records.

Thanking You,

Yours faithfully,

For Manappuram Finance Limited

Manojkumar V R
Company Secretary

India's First Listed and Highest Credit Rated Gold Loan Company



MANAPPURAM FINANCE LIMITED

Make Life Easy

VOTING RESULTS

Date of AGM/ EGM	The remote e-voting started at 09.00 a.m. (IST) on Friday, April 12, 2024, and ended at 05.00 p.m. (IST) on Saturday, May 11, 2024.
Total number of shareholders on record date	4,32,113 (Four Lakh Thirty-Two Thousand One Hundred and Thirteen)
No. of shareholders present in the meeting either in person or through Promoters & promoter Group; Public;	N-A
No. of Shareholders attended the meeting through video conferencing Promoters & promoter Group; Public;	N-A

Resolution Required: Special			1 - Approval to borrow in excess of the aggregate of paid-up share capital and free reserves and securities premium of the Company under Section 180(1)(c) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	297951014	297930289	99.9930	297930289	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		297930289	99.9930	297930289	0	100.0000	0.0000
Public Institutions	E-Voting	357507179	291136284	81.4351	283529264	7607020	97.3871	2.6129
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		291136284	81.4351	283529264	7607020	97.3871	2.6129
Public Non Institutions	E-Voting	190976536	6621235	3.4670	6496344	124891	98.1138	1.8862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6621235	3.4670	6496344	124891	98.1138	1.8862
Total		846434729	595687808	70.3761	587955897	7731911	98.7020	1.2980

India's First Listed and Highest Credit Rated Gold Loan Company

CIN: L65910KL1992PLC006623, Registered Office : W - 4/ 638A, Manappuram House, P.O. Valapad, Thrissur - 680 567, Kerala, India

Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com



MANAPPURAM FINANCE LIMITED

Make Life Easy

Resolution Required: Special			2 - Approval to create charge/ mortgage over the properties of the Company for the purpose of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	297951014	297930289	99.9930	297930289	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		297930289	99.9930	297930289	0	100.0000	0.0000
Public Institutions	E-Voting	357507179	291136284	81.4351	283529264	7607020	97.3871	2.6129
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		291136284	81.4351	283529264	7607020	97.3871	2.6129
Public Non-Institutions	E-Voting	190976536	6621245	3.4670	6501848	119397	98.1968	1.8032
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6621245	3.4670	6501848	119397	98.1968	1.8032
Total		846434729	595687818	70.3761	587961401	7726417	98.7029	1.2971

India's First Listed and Highest Credit Rated Gold Loan Company

CIN: L65910KL1992PLC006623, Registered Office : W - 4/ 638A, Manappuram House, P.O. Valapad, Thrissur - 680 567, Kerala, India

Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com



Suresh M V
M Com, LLB, FCS
Senior Partner

SMS & CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob: 9447726399, 9562983611
Email: smscollp@gmail.com, sureshmv1966@gmail.com

:1:

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)
Regd. Office: W- 4/638A
Manappuram House, Valapad PO
Thrissur - 680567, Kerala**

**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 19th March 2024.**

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 March 19th 2024 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 19th March 2024 ('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

for Manappuram Finance Limited
Manoj Kumar V
Company Secretary

SMS & CO COMPANY SECRETARIES LLP

LLPIN: AAM-4297

Regd. Office Thrissur Chaithram, Manavazhy, Viyyur - 680 010





Suresh MV
MCom, LLB, FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob : 9447726399, 9562983611
Email : smscollp@gmail.com, sureshmv1966@gmail.com

:2:

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

for Manappuram Finance Limited
Manoj Kumar V.R.
Company Secretary





Suresh MV
M.Com. LLB. FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob : 9447726399, 9562983611
Email : smscollp@gmail.com, sureshmv1966@gmail.com

:3:

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 May 11th, 2024.

4. Cut - Off Date:

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Friday, April 05th, 2024** 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 Friday, April 12th, 2024 (9:00 AM IST) to Saturday, May 11th, 2024 (5:00 PM IST).

(ii) The votes cast during the remote e-voting were unblocked on Saturday, May 11th, 2024 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

(ii) 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

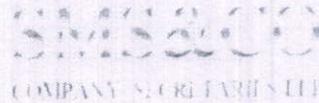
6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test- check basis, and relied upon by me as under:

For Manappuram Finance Limited
Manoj Kumar V.R.
Company Secretary





Suresh MV
M.Com LLB FCS
Senior Partner



PH 0487 2221401 Mob 9447729399 9592931111
Email smscollp@gmail.com sureshmv1966@gmail.com

:4:

SPECIAL BUSINESS

RESOLUTION NO.1 SPECIAL RESOLUTION:

Item No.1 - Approval to borrow in excess of the paid-up share capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in supersession of the earlier resolution passed by the members on August 28, 2020, approval of the Company, be and is hereby accorded, to the Board of Directors of the Company (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the paid-up share capital free reserves and securities premium account, including the monies already borrowed by the Company upto a limit of outstanding aggregate value which shall not exceed Rs 40,000 Crores (Rupees Forty Thousand Crores Only) at any time.

FURTHER RESOLVED THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.

Item No 2: Approval to create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

For Manappuram Finance Limited
Manoj Kumar V.R.
Company Secretary





Suresh MV
M.Com. LLB. FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob : 9447726399, 9562983611
Email : smscollp@gmail.com, sureshmv1966@gmail.com

:5:

“RESOLVED THAT in supersession of the earlier resolution passed by the members on August 28, 2020 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company, the company hereby accords its consent to mortgage and/or charge in addition to the mortgages/charges created/to be created by the company in such form and manner and on such ranking and at such time and on such terms as the Board may determine, on 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 lender, agent, trustees for securing the borrowings of the company availed/to be availed by way of loan in foreign currency and/or in rupee currency and securities comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes, bonds or other debt instruments issued/to be issued by the company from time to time in one or more tranches up to an aggregate limit of Rs 40,000 Crores (Rupees Forty Thousand Crores Only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest and in case of default accumulated interest, liquidated damages, commitment charges on pre-payment, remuneration of the agents and/or trustees, premium if any on redemption, all other costs, charges and expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other moneys payable by the company in terms of the respective loan agreement, debentures, trust deed or any other document entered into/to be entered into between the company and the lenders, investors, agents and/or trustees in respect of the said loans, borrowings, debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board of directors or any committees thereof and the lenders, agents and/or trustees.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalize the documents and such other agreements for creation of charge as aforesaid and to do all such acts, deeds, matters and things as may be necessary and expedient and also to authorise/delegate its directors/officers for giving effect to the above resolution.”

For Manappuram Finance Limited

Manoj Kumar V.R.
Company Secretary





Suresh MV
M.Com, LL.B, FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph 0487 2323401 Mob 9447726399 9562983611
Email smscollp@gmail.com, sureshmv1966@gmail.com

:6:

RESOLUTION NO.1 SPECIAL RESOLUTION:

Total number of Members Voted : 1722

Total number of Votes Casted : 595687808

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)	1563	587955897	98.70
Total	1563	587955897	

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)	159	7731911	1.30
Total	159	7731911	

Invalid Votes:

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



For Manappuram Finance Limited

Manoj Kumar V.R.
Company Secretary



Suresh MV
M.Com. LLB. FCS
Senior Partner

SMS&CO
COMPANY SECRETARIES LLP

Ph: 0487 2323401, Mob : 9447726399, 9562983611
Email : smscollp@gmail.com, sureshmv1966@gmail.com

:7:

RESOLUTION NO.2 SPECIAL RESOLUTION:

Total number of Members Voted : 1723

Total number of Votes Casted : 595687818

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)	1541	587961401	98.70
Total	1541	587961401	

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)	182	7726417	1.30
Total	182	7726417	

Invalid Votes:

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

For Manappuram Finance Limited

Manoj Kumar V.R.
Company Secretary





Suresh MV
M.Com., LL.B., FCS
Senior Partner

SMS & CO
COMPANY SECRETARIES LLP

Ph. 0487 2323401, Mob : 9447728399, 9582983811
Email smscollp@gmail.com, sureshmv1966@gmail.com

:8:

- (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 2 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.

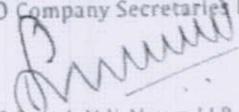
8. Restriction on Use

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**

For SMS & CO Company Secretaries LLP

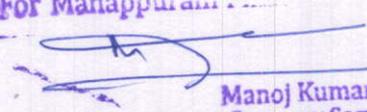

CS Suresh M.V., M.com., LL.B., FCS
Senior Partner
MNo: 9741, COP No: 17830

**Place: THRISSUR
Date: 13/05/2024
UDIN: F009741F000355636**



For Manappuram Finance Limited

For Manappuram Finance Limited


Manoj Kumar V.R.
Company Secretary

Manoj Kumar V.R.
Company Secretary