Ref: Sec/SE/423/16-17
11th August 2016

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

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

Dear Sir/Madam,

Sub: Declaration of Voting results under Regulation 44 (3) of SEBI (LODR) Regulation, 2015

We are enclosing herewith the voting results of Annual General Meeting held on 09th August 2016 under Regulation 44 (3) of SEBI (LODR) Regulation, 2015 along with Scrutinizers report in this regard.

Request you to kindly take the same on your record.

Thanking you.
Yours Faithfully,

For Manappuram Finance Limited

Ramesh Periasamy
Company Secretary

SATHISH.V
B.COM, LLB, PGDT, ACMA, FCS
PRACTICING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS
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,

At the outset, I thank you for appointing me as the Scrutinizer for the remote e-voting and instapoll of the votes exercised by the members of the company at the 24th Annual General Meeting of the Company held on Tuesday, 9th August 2015 at Anugraha auditorium, Valappad, Thrissur – 680567.

I am submitting herewith the following:

a) Combined results of Evoting and Instapoll relating to the Resolutions set out in the Notice of 24th Annual General Meeting held on 09.08.2016 at Anugraha Auditorium, Valappad

b) Scrutinizers Report on E Voting at website www.evotingindia.com during the period 06.08.2016 to 09.08.2016

c) Scrutinizers Report in Form MGT 13 relating to the Instapoll held at 24th Annual General Meeting held on 09.08.2016

Thanking you

Yours Faithfully

Place: Valappad
Date: 11.08.2016

SATHISH V
Practising Company Secretary
FCS – 8005; CP – 8343

SATHISH.V
B.COM, LLB, PGDT, ACMA, FCS
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COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND INSTAPOLL

Name of the Company	MANAPPURAM FINANCE LIMITED
Meeting	24th Annual General Meeting
Date & Time	Tuesday 9th August 2016 at 9.30 a.m
Venue	Anugraha Auditorium, Valappad P.O Thrissur - 680567

1. Appointment as Scrutinizer:

I, SATHISH V, Practising Company Secretary holding Membership No FCS 8005 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 24th Annual General Meeting of the Company held on 9th August 2016 at Anugraha auditorium, Valappad, Thrissur - 680567.

2. Dispatch of Notice Convening the 24th Annual General Meeting:

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed the dispatch of the Notice of the Annual General Meeting as under:

- On 16th July 2016, by email to 51,622 members who had registered their email id's with the Company/ Depositories
- On 16th July 2016 by Post/ Courier to the remaining 14,554 members in physical form

3. Cut-off Date

The voting rights were reckoned as on **Tuesday, 2nd August 2016,** being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 24th Annual General Meeting.



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4. Remote e-voting

4.1 Agency:

The Company appointed M/s Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform to the shareholders of the company.

4.2 Remote e-Voting:

Remote e-voting platform was open from Saturday 6th August 2016 at 9:00 a.m IST to Monday 8th August 2016 at 5:00 p.m and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary and Special resolutions, on the e-voting platform provided by CDSL.

5. Voting at the AGM:

5.1 In accordance with the Companies (Management and Administration) Amendment Rules 2015, M/s CDSL provided the names, DP ID/ Client folios and shareholding of the members who had cast their votes through remote e-voting and it was ensured that they did not vote again at the Instapoll, at the general meeting.

5.2 The company provided insta e-voting facility (Instapoll) to the members who attended the 24th Annual General Meeting on 9th August 2016, who could not participate in the remote e-voting, to cast their votes on the resolutions contained in the Notice to the AGM. The Instapoll commenced at 11 a.m.

6. Counting Process:

6.1 On completion of voting at the meeting, M/s CDSL provided me with the List of members who had cast their votes through remote e-voting including their holding details and details of vote cast on the resolution



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6.2 The votes were reconciled with the records maintained by the Company and M/s CDSL with respect to the authorisation/ proxies lodged with the company.

6.3 The Instapoll was unblocked by me at around 12 p.m, after conclusion of voting at the 24th AGM, in the presence of two witnesses who are not the employees of the company and the insta e-voting results / list of equity shareholders who have voted for and against were generated.

7. Results:

7.1 The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means (*ie by remote e-voting and through insta e-voting at the venue of the AGM*) for the resolutions contained in the Notice to the 24th AGM. My responsibility as a Scrutinizer for the voting process is to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated hereunder based on the reports generated from the e-voting system provided by M/s CDSL, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities through electronic means and of the insta e-voting facility provided by the Company at the venue of AGM.

7.2 I observed that

a) 157 Members had cast their votes through remote e-voting
b) 421 Members (including 29 Proxies) had exercised their votes through insta e-voting at the 24th AGM.

The combined voting results are as detailed in the Annexure A



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All Resolutions stand passed under the poll as Ordinary/ Special resolutions with requisite majority as specified under the Companies Act 2013.

As required under Rule 20 (xii), A Register has been maintained in electronic form recording the assent or dissent received, the particulars of folio number or Client ID, name, and the number of shares held by them. 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 24th Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

SATHISH V
Practising Company Secretary
FCS – 8005; CP – 8343

Place: Valappad
Date: 11.08.2016

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

Annexure A

The following is the summary of combined e voting results of

M/s **MANAPPURAM FINANCE LIMITED**

[CIN: L65910KL1992PLC006623]

relevant to the 24th Annual General Meeting of the company held on 09.08.2016

Resolution No	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	VOTES IN FAVOUR		VOTES AGAINST		ABSTAIN	
				NO OF VOTES	%	NO OF VOTES	%	NO OF VOTES	%
	ORDINARY BUSINESS								
1	Adoption of Annual Accounts for 2015 - 2016	E VOTING	16,15,11,464	15,80,57,943	97.86	19,34,004	1.20	15,19,517	0.94
		POLL	29,24,38,591	29,23,97,591	99.99	-	0	41,000	0.01
		TOTAL	**45,39,50,055**	**45,04,55,534**	**99.23**	**19,34,004**	**0.43**	**15,60,517**	**0.34**
2	Declaration of Dividend	E VOTING	16,15,11,464	16,06,52,930	99.47	100	0.00	8,58,434	0.53
		POLL	29,24,38,591	29,24,08,852	99.99	29,739	0.01	-	-
		TOTAL	**45,39,50,055**	**45,30,61,782**	**99.80**	**29,839**	**0.01**	**8,58,434**	**0.19**
4	Appointment of Statutory Auditors	E VOTING	16,15,11,464	13,95,20,119	86.38	1,85,48,338	11.48	34,43,007	2.13
		POLL	29,24,38,591	29,22,18,620	99.92	1,78,971	0.06	41,000	0.01
		TOTAL	**45,39,50,055**	**43,17,38,739**	**95.11**	**1,87,27,309**	**4.13**	**34,84,007**	**0.77**

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

The following is the summary of combined e voting results of

M/s **MANAPPURAM FINANCE LIMITED**

[CIN: L65910KL1992PLC006623]

relevant to the 24th Annual General Meeting of the company held on 09.08.2016

Resolution No	SUBJECT MATTER OF THE RESOLUTION	MODE OF E VOTING	TOTAL VOTES	VOTES IN FAVOUR		VOTES AGAINST		ABSTAIN	
				NO OF VOTES	%	NO OF VOTES	%	NO OF VOTES	%
	SPECIAL BUSINESS								
6	Raising of funds through private placement of Redeemable Non Convertible Debentures (NCD)	E VOTING	16,15,11,464	14,67,64,341	90.87	1,38,88,689	8.60	8,58,434	0.53
		POLL	29,24,38,591	29,22,50,086	99.94	1,47,505	0.05	41,000	0.01
		TOTAL	**45,39,50,055**	**43,90,14,427**	**96.71**	**1,40,36,194**	**3.09**	**8,99,434**	**0.20**

Note

E VOTING Refers to Electronic Voting at website www.evotingindia.com during the period 06/08/2016 to 08/08/2016

POLL Refers to Electronic Voting at theVenue of 24th Annual General Meeting of the Company held on 09/08/2016 at Anugaraha Auditorium, Valappad

Item 3 in the 24th AGM Notice related to Retirement of Shri Pradeep Saxena who has preferred not to get re-appointed.

Hence there was no voting for item 3, as the vacancy caused by the retirement is not filled up at this AGM

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

11/8/2016

SATHISH.V
B.Com, LLB, PGDT, ACMA, FCS
PRACTICING COMPANY SECRETARY
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VYTTILA, COCHIN-682019

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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: Report of the Scrutinizer on Remote Electronic Voting

I, SATHISH V, Practising Company Secretary holding Membership No FCS 8005 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 24th Annual General Meeting of the Company held on 9th August 2016 at Anugraha auditorium, Valappad, Thrissur - 680567.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended, the above remote electronic voting remained open to the members from Saturday 6th August 2016 (9:00 A.M) to Monday 8th August 2016 (5:00 P.M). Further the remote e-voting period was completed on the date preceding the date of the 24th Annual General Meeting.



SATHISH.V
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On completion of the remote e-voting period, in compliance with the provisions of Rule 20(4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 9th August 2016, in the presence of two witnesses, who were not the employees of the Company.

The following is the summary of remote e-voting result:

ORDINARY BUSINESS – ORDINARY RESOLUTIONS

Resolution No 1	Adoption of Financial Statements for the year ended 31st March 2016		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	151	2	4
Number of Votes Cast	15,80,57,943	19,34,004	15,19,517
% of Valid Votes Cast	**97.86**	**1.2**	**0.94**

Resolution No 2	Declaration of Dividend		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	154	1	2
Number of Votes Cast	16,06,52,930	100	858434
% of Valid Votes Cast	**99.47**	**0.00**	**0.53**

Resolution No 4	Appointment of M/s S R Batliboi & Associates, LLP as Statutory Auditors		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	130	25	2
Number of Votes Cast	13,95,20,119	1,85,48,338	34,43,007
% of Valid Votes Cast	**86.38**	**11.48**	**2.13**



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SPECIAL BUSINESS: SPECIAL RESOLUTION

Resolution No 5	Raising of Fund through Private Placement of Redeemable Non- Convertible Debentures (NCD)		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	141	14	2
Number of Votes Cast	14,67,64,341	1,38,88,689	8,58,434
% of Valid Votes Cast	**90.87**	**8.60**	**0.53**

Note:

Item 3 in the 24th AGM Notice related to Retirement of Shri Pradeep Saxena who has preferred not to get re-appointed. Hence there was no voting for Item 3, as the vacancy caused by the retirement is not filled up at this AGM

All resolutions stand passed under remote E voting as Ordinary/ Special Resolutions with requisite majority as specified under the Companies Act 2013.

Thanking you

Yours Faithfully

Place: Valappad
Date: 11.08.2016

SATHISH.V FCS 8005 COP 8343 COMPANY SECRETARY

SATHISH V
Practising Company Secretary
FCS – 8005; CP – 8343

SATHISH.V
B.COM, LLB, PGDT, ACMA, FCS
PRACTICING COMPANY SECRETARY

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FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
24th Annual General Meeting of the Equity Shareholders of
Manappuram Finance Limited
(CIN - L65910KL1992PLC006623)
Held on Tuesday 9th Day of August 2016
at Anugraha Auditorium, Valappad at 9.30 a.m

Dear Sir,

I, **SATHISH V**, Practising Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, was appointed as Scrutinizer for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), at the 24th Annual General meeting of the Equity Shareholders of Manappuram Finance Limited, held on 9th August 2016 at Anugraha Auditorium, Valappad at 9.30 a.m.

I submit my report as under:

1. All the shareholders, who did not exercise their votes at the website evotingindia.com, were offered the insta e-voting facility (Instapoll) at the venue of the AGM.

2. After the time fixed for closing of the poll by the Chairman, the Instapoll at the AGM venue was concluded at 12.00 p.m. The votes cast were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. There were no invalid votes.



SATHISH.V
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4. The results of the Instapoll conducted at the venue of the 24th Annual General Meeting of the company held on 9th August 2016 is as under:

ORDINARY BUSINESS – ORDINARY RESOLUTIONS

Resolution No 1	Adoption of Financial Statements for the year ended 31st March 2016		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	420	0	1
Number of Votes Cast	29,23,97,591	0	41000
% of Valid Votes Cast	**99.99**	**0**	**0.01**

Resolution No 2	Declaration of Dividend		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	417	4	0
Number of Votes Cast	29,24,08,852	29,739	0
% of Valid Votes Cast	**99.99**	**0.01**	**0**

Resolution No 4	Appointment of M/s S R Batliboi & Associates, LLP as Statutory Auditors		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	409	11	1
Number of Votes Cast	29,22,18,620	1,78,971	41,000
% of Valid Votes Cast	**99.92**	**0.06**	**0.01**

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY

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SPECIAL BUSINESS: SPECIAL RESOLUTION

Resolution No 5	Raising of Fund through Private Placement of Redeemable Non- Convertible Debentures (NCD		
	Assent	**Dissent**	**Abstain**
Number of Members Present and voting (In Person & Proxy)	412	8	1
Number of Votes Cast	29,22,50,086	1,47,505	41,000
% of Valid Votes Cast	**99.94**	**0.05**	**0.01**

Note:

Item 3 in the 24th AGM Notice related to Retirement of Shri Pradeep Saxena who has preferred not to get re-appointed. Hence there was no voting for Item 3, as the vacancy caused by the retirement is not filled up at this AGM

5. All Resolutions stand passed under the poll as Ordinary/ Special resolutions with requisite majority as specified under the Companies Act 2013.

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST", for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Faithfully

Place: Valappad
Date: 11.08.2016

SATHISH V
Practising Company Secretary
FCS – 8005; CP – 8343

SATHISH.V
FCS 8005
COP 8343
COMPANY SECRETARY