MANAPPURAM®
FINANCE LIMITED

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Ref: Sec/SE/ 545 /2014-15
12th September, 2014

The Manager
Dept of Corporate Relations
Bombay Stock Exchange Limited
PJ Towers, Dalal Street
Fort, 25th Floor, Mumbai- 400001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot
Ref: Company Scrip Code: 531213

This is to intimate you that the following resolutions are passed on 12th Day of September 2014 through Postal Ballot.

1. Special resolution under section 180(1) (c) of the Companies Act, 2013 authorising the Board of Directors of the Company to borrow upto Rs 20000 crores.

2. Special resolution under section 180(1) (a) of the Companies Act, 2013 authorising the Board of Directors of the Company to create charge/mortgage over the properties of the Company.

We are enclosing herewith the Scrutinizer's report on announcement of the above mentioned postal Ballot result on today, 12th September, 2014.

Kindly take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

CC to : Cochin Stock Exchange Limited
: Madras Stock Exchange Limited
: National Stock Exchange of India Limited

Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valappad, Thrissur, Kerala - 680 567, India
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com

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

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

10.09.2014

To,
The Chairman
Manappuram Finance Limited
(CIN - L65910KL1992PLC006623)
Regd Office: IV/470A (old) W638A(new)
Manappuram House, Valappad P.O
THRISSUR - 680567

Dear Sir,

I, **SATHISH V**, Practising Company Secretary holding Membership No ACS 13501 and Certificate of Practice No: 8343, was appointed in the meeting of Board of Directors held on 25th July 2014, as Scrutinizer to receive, process and scrutinise the Postal Ballot papers in respect of the Special resolutions, as circulated in the Notice dated 25.07.2014 issued under Section 110 of The Companies Act 2013.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 (the Act) and the Rules framed there under and as required under Clause 35B of the Listing Agreement, listed companies are required to provide e voting facility to their shareholders for all resolutions to be passed at General Meetings or through Postal Ballots.

M/s Manappuram Finance Ltd (*hereinafter referred as MFL*), made arrangements with the System Provider – M/s Central Depository Services Ltd (CDSL) for providing a system of recording votes of the shareholders electronically through e voting. MFL had accordingly arranged through its Registrars and Transfer Agents viz SKDC Consultants Ltd (*hereinafter referred as RTA)*, to set up the e-voting facility on the e voting website https:www.evotingindia.com.

SATHISH V. COMPANY SECRETARY ACS/13501 COP-8343

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MANAPPURAM FINANCE LIMITED VALAPAD

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

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MFL through RTA uploaded the Resolutions together with the explanatory statement on which e – voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. The Register of Members was made up, for the purpose of despatch of Postal Ballots to the Shareholders as of 07.08.2014. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs were sent Notice of Postal Ballot by e-mail and to others. (*whose names appeared on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Thursday 7th August, 2014*), were sent by Registered Post/Courier along with Postal Ballot Form, along with self addressed prepaid Business Reply Envelopes.

I report that I have received the Postal Ballot Papers from the shareholders during the period starting from 12th August 2014 to 10th September 2014. All the Postal Ballot Forms together with all votes cast by E voting through CDSL received upto 5.30 p.m on 10th September 2014, being the last date fixed by the Company for receipt of the Ballot forms/ e – voting, were considered for my scrutiny.

Each shareholder had 1 vote for 1 equity share held by him. On scrutiny, I report that 126 Shareholders have exercised the e- voting and 534 Shareholders have exercised their votes through Postal Ballot Forms.

I submit my report as under on the result of the voting by Postal Ballot in Physical and electronic mode in respect of the following Resolutions:

SATHISH V. ACS 18591 COP 8343 COMPANY SECRETARY

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MANAPPURAM FINANCE LIMITED VALAPAD

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

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Item No 1

Special Resolution under Section 180 (1) (c) of The Companies Act 2013 authorising the Board of Directors of the company to borrow upto Rs 20,000 Crores or the aggregate of the paid up capital and free reserves of the company, whichever is higher.

"RESOLVED THAT in suppression of the earlier resolution passed by the members in the Extra Ordinary General Meeting of the Company held on 31.05.2011 in the terms of Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 20113, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, the consent 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 business) of exceeding the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed the sum of Rs 20,000 Crores (Rupees Twenty Thousand Crores only) at any time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorized to do all such things and acts as may be necessary and expedient and to settle any question or matter that may arise in connection therewith."

	In Favour	Against
Number of Votes Cast	10,15,16,146	15,835,057
% of Valid Votes Cast	**86.51**	**13.49**

*As the number of votes cast in favour of the above resolution is more than thrice the number of votes cast against the resolution, I am pleased to inform that this Resolution has been **Passed** by the requisite majority*

SATHISH V COMPANY SECRETARY ACS 32501 COP 8343

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For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

MANAPPURAM FINANCE LIMITED VALAPAD

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Item No 2

Special Resolution under Section 180 (1) (a) of The Companies Act 2013, authorising the Board of Directors of the Company to create charge/ mortgage over the properties of the company.

"RESOLVED THAT in suppression of the earlier resolution passed by the members by postal ballot on 12th April 2013, in terms of provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable 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 Article 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 such ranking and at such time and on such terms as the Board may determine 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 more tranches up to a aggregate limit of ` 20,000 Crores (Rupees Twenty 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"

	In Favour	Against
Number of Votes Cast	18,18,340	1,34,471
% of Valid Votes Cast	93.11	6.89

*As the number of votes cast in favour of the above resolution is more than thrice the number of votes cast against the resolution, I am pleased to inform that this Resolution has been **Passed** by the requisite majority*

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

True Copy

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PRACTISING COMPANY SECRETARY

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The Resolution wise summary of the Postal Ballot is attached as Annexure.

RESULT OF THE POSTAL BALLOT

The Two Special Resolutions set out in the Notice of the Postal Ballot dated 25.07.2014, require more than three – fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions. I report that Resolution No 1 and 2 have been passed by the Shareholders with requisite majority.

Thanking you

Yours Faithfully

Place: Cochin
Date: 10.09.2014

SATHISH V

For Manappuram Finance Limited

Rajesh Kumar.K
Company Secretary

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