

**SATHEESH AND REMESH
COMPANY SECRETARIES**

44/1146B, 1st Floor, SAS Centre,
Opp. Kaloor Post Office.
Kochi - 682 017
Cell: 9447431347, 9895480431
Email: srpcs@rediffmail.com

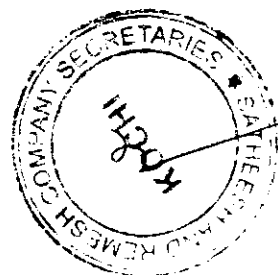
To

The Chairman
Manappuram General Finance and Leasing Limited
Manappuram House, Valapad, Thrissur-680567.

Report of the Scrutinizer regarding the result on the voting by postal ballot conducted pursuant to section 192A of the Companies Act, 1956 on the resolution under Section 293(1)(a), Section 17 and section 21 of the said Act as set out in the notice dated 25.02.2011 pursuant to Section 192A(2) of the Act.

It was stated to me that the Company has dispatched Notice dated above and ballots in proper format as required under section 192 A and rules made there under to the all the shareholders whose name appears in the Register of Members kept by the Register and Transfer agent of the Company on 04.03.2011, for obtaining the Consent of the shareholders to the following Resolution by mean of postal ballot:

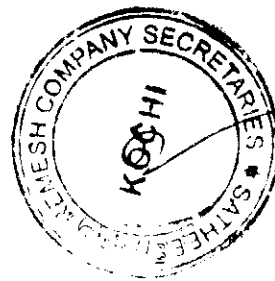
1. Ordinary Resolution under section 293 (1) (a) of the companies Act, 1956 to mortgage and to charge the all or any of the immovable properties of the Company both present and future and or whole or part of the under taking of the Company in favour of the lenders for securing the borrowings of the Company up to an aggregate limit of Rs. 10000 cores (Rupees Ten thousand Crores).
2. Special resolution under section 17 of the Act to amend the object clause of the memorandum of the Association of the Company as under:-
 - a) Deleting the word leasing from Clause IIIA (1)
 - b) Modifying the Clause III (A) (2) by extending the scope to undertake the activities of Depository participants.
 - c) Inserting a new Clause 19 to Clause III © to empower the Company to take up the travel and tourism related activities.
3. Special resolution Under section 21 of the Companies Act 1956 for changing the name of the Company as Manappuram Finance Limited.



It was mentioned in the said notice dated 25.02.2011 that the postal ballot form sent therewith should return by the shareholders duly completed in all respects so as to reach the same to the scrutinizer on or before the closing of the working hours on 16.04.2011 and that scrutinizer will submit his report to the Chairman after the completion of the scrutiny.

Accordingly we have carried out the scrutiny of the entire postal ballot forms received up to close of working hours on 18.04.2011 (two days extended due to holidays) . As per the ballot received as above we have found the following.

Resolutions involved in the Postal Ballot.	1. Ordinary Resolution under section 293(1) of the Companies act 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 an aggregate limit of Rs. 10000 Crores(Rupees Ten thousand Crores) 2. Special Resolution under section 17 and all other applicable provisions of the Companies act, 1956 to amend the object clause of the Memorandum of Association of the Company as under: a) Deleting the word leasing from Clause IIIA(1) b) Modifying Clause III(A)(2) by extending the scope to undertake the activities of Depository Participants c) Inserting a new Clause 19 to Clause III(C) to empower the Company to take up travel and tourism related line of business 3. Special Resolution under Section 21 of the Companies Act, 1956 for changing the name of the Company as (Manappuram Finance Limited).
Total no. of valid Postal ballot forms received	1025
Total no. of members of who has sent their franchise through Postal ballot	1075

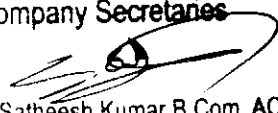


Total No. of invalid votes	19,24,268
Total no. of ballot papers received in defaced/mutilated conditions/unsigned/Photostat	50
Total no. of valid votes	2,081,45,242
Total no. of votes polled in favour of the resolution;-	
For Resolution No.1	2,076,94,233
For Resolution No.2	2,081,42,952
For Resolution No.3	2,081,43,481
Total no. of votes polled against resolution	
For Resolution No.1	451,009
For Resolution No.2	2,290
For Resolution No.3	1761

The Chairman may take appropriate action on the above as early as possible.

Place: Kochi
Date: 20.04.2011.

For Satheesh And Remesh
Company Secretaries


N Satheesh Kumar B Com, ACS
Partner. C.P No 6107

Scrutinizer

