



MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: Sec/SE/731/18-19
29th March 2019

BSE 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: Scrutinizers Report on Postal Ballot and E-Voting

Please be informed that the below resolutions are passed on 29th March 2019.

- 1.Continuation of Directorship of Mr. Eknath Atmaram Kshirsagar, Nominee Director Who has attained The Age above 75 Years
- 2.Continuation of Directorship of Mr.P.Manomohan, Non-Executive Independent Director Who has attained the Age above 75 Years
- 3.Continuation of Directorship of Mr.Jagadish Capoor,Non-Executive Independent Director Who has Attained The Age Above 75 Years
- 4.Re-Appointment of Mr. Jagdish Capoor as an Independent Non-Executive Director.
- 5.Re-Appointment of Mr.P.Manomohan as an Independent Non-Executive Director.
- 6.Re-Appointment of Mr.V.R Rajiven as an Independent Non-Executive Director.
- 7.Re-Appointment of Adv.V.R.Ramachandran as an Independent Non-Executive Director.
8. Appointment of Ms.Sutapa Banerjee as an Independent Non-Executive Director.
- 9.Approval of Annual Remuneration of Executive Directors of the Company Belonging to The Promoter Group.

A copy of Scrutinizer' report and is attached herewith

Request you to kindly take the same on your record.

Thanking you.

Yours Faithfully,

For Manappuram Finance Limited

VILAKKITHALA RAMAN
MANOJKUMAR

Digitally signed by VILAKKITHALA RAMAN MANOJKUMAR
DN: c=IN, o=Personal, postalCode=680581, st=KERALA,
serialNumber=+e0007070200485977486466237018113034668894
3706348bc1a5920c57, cn=VILAKKITHALA RAMAN MANOJKUMAR
Date: 2019.03.29 11:01:58 +05'30'

Manojkumar V.R
Company Secretary

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

Registered & Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valapad, 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, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS
JAWAHAR – MAHATMA ROAD,
VYTTILA P.O, COCHIN - 682019

Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

To,
The Managing Director
M/s Manappuram Finance Ltd
(CIN - L65910KL1992PLC006623)
Regd Office IV/470 A (old) W638A (New)
Manappuram House
Valappad P.O
Thrissur – 680567

Dear Sir,

I, **SATHISH V**, Practising Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, was appointed by the Board of Directors of M/s Manappuram Finance Ltd as the Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolutions, as circulated in the Notice dated 6th February 2019 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 35 B 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 of 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>





: 2 :

The Company M/s Manappuram Finance Ltd 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 dispatch of Postal Ballots to the shareholders as on 11th February 2019. Members who have registered their email IDs for receipt of documents in electronic mode under the Green initiative of Ministry of Corporate Affairs were sent Notice of Postal Ballot by email 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 Monday 11th February 2019*) were sent by Registered Post/ Courier along with Postal Ballot Form, along with self-addressed prepaid Business Reply Envelopes and with the Login instructions in order to enable them to cast votes by Postal Ballots or by electronically.

The Shareholders who opted for electronic voting were required to login to www.evotingindia.com, the evoting system of CDSL to cast their votes electronically. As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 22nd February 2019 at 9.00 am to 23rd March 2019 at 5.00 pm.

I further report that I received the Postal Ballot Papers from the shareholders during the period from 22nd February 2019 to 23rd March 2019. All the Postal Ballot Forms together with all votes cast by E voting through CDSL, received upto 5.00 p.m on 23rd March 2019, 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 289 shareholders exercised through e voting and 275 shareholders 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:-





: 3 :

I. Special Resolution – Continuation of Directorship of Mr Eknath Atmaram Kshirsagar, Nominee Director who has attained the age above 75 years:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) 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 consent of the members be and is hereby accorded to continue the directorship of Mr. Eknath Atmaram Kshirsagar (DIN:00121824), as the Nominee Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term.”

“**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	239	22,33,62,915	92.88	50	1,71,13,675	07.12
Postal Ballot	247	29,55,58,182	99.99	26	37,125	00.01
Total	486	51,89,21,097		76	1,71,50,800	
% of Valid Votes Cast		96.80			3.20	

*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** with requisite majority.*





: 4 :

2. **Special Resolution – Continuation of Directorship of Mr P Manomohanam, Non – Executive Director who has attained the age above 75 years:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) 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 consent of the members be and is hereby accorded to continue the directorship of Mr P Manomohanam (DIN:00042836), as the Nominee Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term ie July 30 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	248	20,86,72,271	86.82	40	3,16,72,319	13.18
Postal Ballot	252	29,55,61,388	99.99	23	34,854	00.01
Total	500	50,42,33,659		63	3,17,07,173	
% of Valid Votes Cast		94.08			5.92	

*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** with requisite majority.*





: 5 :

3. **Special Resolution – Continuation of Directorship of Mr Jagdish Capoor, Non – Executive Director who has attained the age above 75 years:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) 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 consent of the members be and is hereby accorded to continue the directorship of Mr Jagdish Capoor (DIN:0002516), as the Nominee Director of the Company, who has attained age above 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term ie July 30 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the company be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard.”

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	259	24,04,04,765	99.97	29	71,825	00.03
Postal Ballot	247	29,55,58,983	99.99	27	37,159	00.01
Total	506	53,59,63,748		56	1,08,984	
% of Valid Votes Cast		99.98			0.02	

*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** with requisite majority.*





: 6 :

4. Special Resolution – Re-appointment of Mr Jagdish Capoor as an Independent Non – Executive Director:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jagdish Capoor (DIN: 00002516), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) 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 consent of the members be and is hereby accorded for Mr. Jagdish Capoor to hold directorship (DIN: 00002516), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from 31st July, 2019 till the expiry of his term i.e., July 30, 2024”.

“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”.

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	269	24,04,10,548	99.97	19	66,042	00.03
Postal Ballot	260	29,55,65,906	99.99	13	30,321	00.01
Total	529	53,59,76,454		32	96,363	
% of Valid Votes Cast		99.98			0.02	

*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** with requisite majority.*





: 7 :

5. ***Special Resolution – Re-appointment of Mr P Manomohan as an Independent Non – Executive Director:***

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P Manomohan (DIN: 00042836), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) 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 consent of the members be and is hereby accorded for Mr. P Manomohan to hold directorship (DIN: 00042836), as the Non-Executive Independent Director of the Company, who has attained age above 75 years, from 31st July, 2019 till the expiry of his term i.e., July 30, 2024”.

“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”.

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	256	20,82,34,753	86.64	32	3,21,09,837	13.36
Postal Ballot	258	29,55,67,348	99.99	15	28,879	00.01
Total	514	50,38,02,101		47	3,21,38,716	
% of Valid Votes Cast		94.00			6	

*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** with requisite majority.*





: 8 :

6. ***Special Resolution Re-appointment of Mr.V.R Rajiven as an Independent Non-Executive Director.***

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiven V.R (DIN: 06503049), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“**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”.

	FOR			AGAINST		
	Members Voted	Votes Cast	%	Members Voted	Votes Cast	%
E Voting	158	11,42,31,786	47.50	130	12,62,44,804	52.50
Postal Ballot	268	29,55,86,427	99.99	5	9,800	00.01
Total	426	40,98,18,213		135	12,62,54,604	
% of Valid Votes Cast		76.45			23.55	

*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** with requisite majority.*





: 9 :

7. ***Special Resolution Re-appointment of Adv.V.R.Ramachandran as an Independent Non-Executive Director.***

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Adv.V.R Ramachandran (DIN: 00046848), Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 31st July, 2019 and whose office shall not be liable to retire by rotation”.

“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”.

	FOR			AGAINST		
	Members Voted	Number of Votes Cast	%	Members Voted	Number of Votes Cast	%
E Voting	271	21,29,55,055	88.60	16	2,73,89,535	11.40
Postal Ballot	268	29,55,85,927	100	6	10,300	00.00
Total Votes Cast	539	50,85,40,982		22	2,73,99,835	
% of Valid Votes Cast		94.88			5.12	

*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** with requisite majority.*





: 10 :

8. **Ordinary Resolution - Appointment of Ms. Sutapa Banerjee as an Independent Non-Executive Director.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sutapa Banerjee (DIN: 02844650), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 1st April, 2019 and whose office shall not be liable to retire by rotation”.

“**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”.

	FOR			AGAINST		
	Members Voted	Number of Votes Cast	%	Members Voted	Number of Votes Cast	%
E Voting	271	23,74,61,356	98.75	18	30,15,234	1.25
Postal Ballot	268	29,55,93,502	100	5	2,725	00.00
Total Votes Cast	539	53,30,54,858		23	30,17,959	
% of Valid Votes Cast		99.44			0.56	

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





: 11 :

9. **Special Resolution - Approval of Annual remuneration of Executive Directors of the Company belonging to the Promoter group.**

“**RESOLVED THAT** in addition to the earlier resolutions passed by the members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time and other applicable provisions, if any, applicable clauses of the Articles of Association of the Company, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of annual remuneration (including any fees or compensation payable) to the Executive Director(s) of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Act:

- (a) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or
- (b) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

	FOR			AGAINST		
	Members Voted	Number of Votes Cast	%	Members Voted	Number of Votes Cast	%
E Voting	266	21,12,02,459	89.33	19	2,52,22,909	10.67
Postal Ballot	253	5,19,11,461	99.98	14	9385	0.02
Total Votes Cast	519	26,31,13,920		33	2,52,32,294	
% of Valid Votes Cast		91.25			8.75	

*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** with requisite majority.*





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

B1, 1 FLOOR, PERIELLATH APARTMENTS
JAWAHAR – MAHATMA ROAD,
VYTTILA P.O, COCHIN - 682019

Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

: 12 :

RESULTS OF THE POSTAL BALLOT

The items 1 to 7 and 9 being Special Resolutions as set out in the Notice of the Postal Ballot dated 06th February 2019, required more than Three – Fourth of the number of votes to be cast in favour of the Resolution, in order to pass the Resolution.

Item No 8 set out in the Notice of the Postal Ballot dated 06th February 2019 required more than Fifty One percent of the number of votes to be cast in favour of the Resolution, in order to pass the Resolutions.

26 Ballots are treated as Invalid which were Blank/ Unsigned etc.


I report that all resolutions set out as Item Nos 1 to 9 have been passed by the Shareholders, with requisite majority.

Thanking you

COCHIN
29.03.2019



Yours faithfully


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