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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 Ltd
(CIN: L65910KL1992PLC006623)
IV/470A(old) W638A(new) MANAPPURAM HOUSE ,
VALAPAD (PO) Thrissur KL 680567 IN**

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 23rd September 2022.

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 September 23rd 2022 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 23rd September 2022 ('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

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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 Scrutinisers 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. Scrutinisers 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 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 December 10, 2022.

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4. Cut – Off Date:

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Friday, November 4, 2022** 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 on Friday, November 11, 2022 (9:00 AM IST) to Saturday, December 10, 2022 (5:00 PM IST).
- (ii) The votes cast during the remote e-voting were unblocked on Saturday, December 10, 2022 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

(iii) 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:

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RESOLUTION NO.1 SPECIAL RESOLUTION:

Appointment of Ms. Pratima Ram (DIN: 03518633) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination, Compensation and Corporate Governance Committee and approval of the Board of Directors, Ms. Pratima Ram (DIN: 03518633), who was appointed as a Director to fill the casual vacancy caused by the resignation of Ms. Sutapa Banerjee (DIN: 02844650), in the capacity of Independent Director with effect from September 23, 2022, and has submitted a declaration that she meets the criteria of independence under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company with effect from September 23, 2022 to April 01, 2024, not subject to retirement by rotation, and entitled to such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors/ the members of the Company from time to time within the overall limits under the Act.”

Votes in favour of Resolution:

MODE	Total Number of Members voted in favour of resolution	Total Number of Votes Cast	No. of Votes cast in favor of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e- voting}	1401	598315836	598274648	99.99%
Total	1401	598315836	598274648	99.99%

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Votes Against Resolution:

MODE	Total Number of Members voted against of the resolution	Total Number of Votes Cast	No. of Votes cast against of the resolution	% of total Number of valid votes cast
Postal Ballot (Remote e-voting)	100	598315836	41188	0.01%
Total	100	598315836	41188	0.01%

Invalid Votes:

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

(a) Aforesaid resolution 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 resolution is more than the requisite majority, and therefore, the resolution 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 4 decimal points.

(c.)Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015, none of the related parties voted on the above resolution.

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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**

UDIN: F009741D002676559

**Place: THRISSUR
Date: 12/12/2022**

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