



MANAPPURAM[®] FINANCE LIMITED

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Ref: Sec/SE/736/17-18
November 18, 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 531213	National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (East) Mumbai – 400 051 Scrip Code:MANAPPURAM
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Dear Sir/Madam,

Sub: Scrutinizers Report on Postal Ballot and E-voting

Please be informed that the below resolutions are passed on 18th November 2017:

- Alteration of Articles of Association of the Company by way of adoption of new Part I of Articles of Association in conformity with the provisions of the Companies Act, 2013
- Revision in the remuneration and the terms of remuneration of Mr. Sooraj Nandan, Senior Vice President, holding office or place of profit
- Revision in the terms of remuneration of Dr. Sumitha Nandan, Senior Vice President, holding office or place of profit

A copy of Scrutinizer's Report and is attached herewith.

Kindly take the same record.

Thanking you.
Yours Faithfully,

For Manappuram Finance Limited

Ramesh Periasamy
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 – 6002101; 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 9th October 2017 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>





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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 6th October 2017. 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 Friday 6th October 2017*) 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 17th October 2017 at 9.00 am to 15th November 2017 at 5.00 pm.

I further report that I received the Postal Ballot Papers from the shareholders during the period from 17th October 2017 to 15th November 2017. All the Postal Ballot Forms together with all votes cast by E voting through CDSL, received upto 5.00 p.m on 15th November 2017, 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 236 shareholders exercised through e voting and 173 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:-





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Item No 1

1. Special Resolution to alter Articles of Association of the Company by way of adoption of new Part I of Articles of Association in conformity with the provisions of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”), the consent and approval of the members of the Company be and is hereby granted to the alteration of Articles of Association of the Company by way of adoption of new Part I of Articles of Association in substitution and to the entire exclusion of the regulations contained in the Part I of existing Articles of Association of the Company annexed to this notice as Annexure A.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	13,20,78,255	75,41,442
Postal Ballot	24,37,64,394	1,507
Total Votes Cast	37,58,42,649	75,42,949
% of Valid Votes Cast	98.03%	1.97%

*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.*





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Item No 2

Ordinary Resolution for revising the remuneration and the terms of remuneration of Mr. Sooraj Nandan, Senior Vice President, holding office or place of profit:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Shareholders of the Company be and is hereby accorded to vest power on the Board to revise the remuneration of Mr. Sooraj Nandan, Senior Vice-President (SVP), son of Mr. V. P. Nandakumar (DIN:00044512), Managing Director & Chief Executive Officer of the Company, from Rs. 42.35 Lakhs to Rs. 48.70 Lakhs per annum on a CTC basis with effect from April 01, 2017.”

“RESOLVED FURTHER THAT the consent and approval of the Shareholders of the Company be and is hereby accorded to vest power with the Board to revise the aforesaid terms of remuneration of Mr. Sooraj Nandan, SVP, to effect that he will be eligible up to 15% annual increment year on year such that the percentage of his annual increment shall be approved by the Board based on the recommendation of the Nomination, Compensation and Corporate Governance Committee of the Board and all other terms and conditions of employment applicable to any other employee in the same cadre in the Company shall be applicable to Mr. Sooraj Nandan.”

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	13,96,13,121	4,576
Postal Ballot	61,87,655	10,508
Total Votes Cast	14,58,00,776	15,084
% of Valid Votes Cast	99.99%	0.01%

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.





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Item No 3

Ordinary Resolution for revising the terms of remuneration of Dr. Sumitha Nandan, Senior Vice President, holding office or place of profit

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Shareholders of the Company be and is hereby accorded to vest power with the Board to revise the terms of remuneration of Dr. Sumitha Nandan, Senior Vice-President (SVP), daughter of Mr. V. P. Nandakumar (DIN:00044512), Managing Director & Chief Executive Officer of the Company, to effect that she will be eligible up to 15% annual increment year on year, such that her annual increment shall be approved by the Board based on the recommendation of the Nomination, Compensation and Corporate Governance Committee of the Board and all other terms and conditions of employment applicable to any other employee in the same cadre in the Company shall be applicable to Dr. Sumitha Nandan.”

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	13,95,81,730	35,967
Postal Ballot	61,87,655	10,709
Total Votes Cast	14,57,69,385	46,676
% of Valid Votes Cast	99.97%	0.03%

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

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RESULTS OF THE POSTAL BALLOT

The First item being a Special Resolution relating to adoption of new set of Articles of Association of the company, as set out in the Notice of the Postal Ballot dated 09th October 2017 required more than Three – Fourth of the number of votes to be cast in favour of the Resolution, in order to pass the Resolution.

The remaining Two Ordinary Resolutions (2 and 3) set out in the Notice of the Postal Ballot dated 09th October 2017 required more than Fifty One percent 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 1,2 and 3 have been passed by the Shareholders with requisite majority.

Thanking you

COCHIN
18.11.2017

Yours faithfully

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

