



MANAPPURAM[®] FINANCE LIMITED



Make Life Easy

Ref: Sec/SE/ 828 /2015-16
30th November, 2015

Bombay Stock Exchange Limited
PJ Towers, Dalal Street
Fort, 25th Floor,
Mumbai- 400001

National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra East
Mumbai- 400051

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 30th Day of November, 2015 through Postal Ballot.

1. Amendment to Main Object Clause of the Memorandum of Association.
2. Re-appointment and Revision of the remuneration of Mr.B.N.Raveendra Babu, Executive Director of the Company.
3. Raising of Fund through Private Placement of Secured Redeemable Non-Convertible Debentures (NCDs)

We are enclosing herewith the Scrutinizer's report on announcement of the above mentioned postal Ballot result on today, 30th November, 2015.

Kindly take the same on your record.

Thanking You.

Yours Faithfully,
For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary



CC to : Madras Stock Exchange Limited
PB No.183, New No.30 (Old:11)
Second Line Beach
Chennai- 600001

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

Corporate Office : (CIN-L65910K11992PLC006623) 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, FCS
PRACTISING COMPANY SECRETARY

BI, 1ST FLOOR, PERIELIATH TOWERS, JAWAHAR - MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 - 6002101; 9961333309 Email: vsathish.cs@gmail.com

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

Dear Sir,

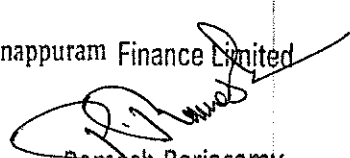
I, **SATHISH V**, Practising Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, was appointed by the Board of Directors of M/s Manappuram Finance Ltd as the Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolutions, as circulated in the Notice dated 14th August 2015 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>



For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary

True Copy

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B1, 1 FLOOR, PERIPELLATH TOWERS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
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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 23.10.2015. 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 23rd October 2015*) 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.

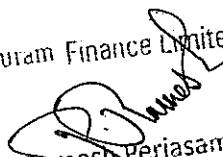
The Shareholders who opted for electronic voting were required to login to www.evotingindia.com, the evoting system of CDSL to cast their votes electronically. As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 30th October 2015 at 9.00 am to 27th November 2015 at 5.30 pm.

I further report that I received the Postal Ballot Papers from the shareholders during the period from 30th October 2015 to 27th November 2015. All the Postal Ballot Forms together with all votes cast by E voting through CDSL, received upto 5.30 p.m on 27th November 2015, 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 138 shareholders exercised through e voting and 448 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:-



For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary

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Item No 1

Special Resolution for Amendment to Main Object Clause of the Memorandum of Association

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the rules made thereunder, the consent and approval of the shareholders of the Company be and is hereby accorded to alter the Clause III (A) Main Objects of the Memorandum of Association of the Company by substituting the existing Sub-Clause 3 with the following Sub-Clause 3 and by adding the following new Sub-Clause 4 in the Clause III (A);

"3. To carry on the business of authorized money changers, forex dealers, money transfer agents and related services, issue of prepaid instruments, to act as payment gateways, payment channels, to operate white label ATMs, to act as business correspondents to banks and financial institutions, to act distributors of mutual funds, insurance products with or without risk participation and all other financial products and services and to deal with all kinds of business involving marketing of financial products, providing investment advice, business facilitation services, business enablement services, all other services relating to financial inclusion and other permissible activities as may be permitted by Reserve Bank of India or subject to approval by any other regulator as may be prescribed from time to time.

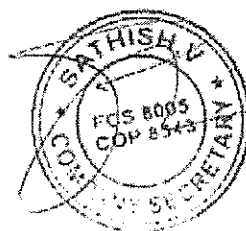
4. To facilitate all kinds of e-commerce business whether related to financial services or not and provision of all other kinds of related services."

FURTHER RESOLVED THAT Clause III (C), the other objects of Memorandum of Association be and is hereby deleted and all other clauses of the Memorandum of Association will remain unaltered.

FURTHER RESOLVED THAT the Board (which expression shall include a Committee thereof), and/or Managing Director and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	18,01,38,423	0
Postal Ballot	28,12,64,388	1,009
Total Votes Cast	46,14,02,811	1,009
% of Valid Votes Cast	100%	0%

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

Ramesh Periasamy
Company Secretary

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Item No 2

Special Resolution for Re-appointment and revision of the remuneration of Mr B N Raveendra Babu, Executive Director of the Company.

"RESOLVED THAT pursuant to Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. B.N.Raveendra Babu (DIN 00008125) as Whole-time Director designated as Executive Director of the Company for a further period of five years with effect from January 11, 2015 on the following remuneration and the terms and conditions;

Salary:

Rs.7,00,000/- (Rupees Seven Lakhs Only) per month with effect from 1st April 2015 with an annual increment of Rs.50,000/- (Rupees Fifty Thousand Only) per month.

Commission:

Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites Contribution to PF:

@ 12% of the monthly salary.

Employee Stock Option Plan:

To the number of shares fixed by the Nomination, Compensation and Corporate Governance Committee of the company.

Contribution to:

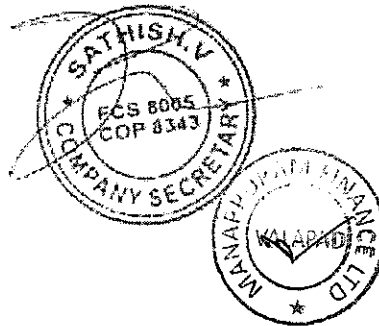
Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses:


For self and family including premium payable for medical insurance in accordance with the rules of the Company.

Personal Accident Insurance:

As per the rules of the Company.



For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary

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Leave Travel Concession:
For self and family once in a year as per the rules of the Company.

Fee for Clubs:
Subject to maximum of two clubs excluding admission and life membership fees.

Others:
Such other allowances, perquisites, benefits and amenities as may be provided by the Company from time to time.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.

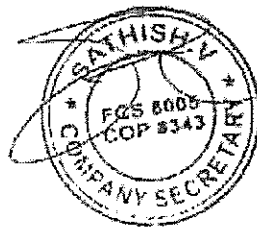
The above said remuneration and perquisites shall be subject to the ceiling laid down in Section 197 and 198, and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013. Any excess over the limits prescribed under the Companies Act, 2013 shall become payable with the approval of the Central Government wherever so required."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the above terms of appointment of the appointee including the terms relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the then subsisting provisions of the Companies Act, 2013."

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	17,98,35,133	3,03,290
Postal Ballot	28,12,34,373	30,709
Total Votes Cast	46,10,69,506	3,33,999
% of Valid Votes Cast	99.93%	0.07%

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

Ramesh Periasamy
Company Secretary

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Item No 3

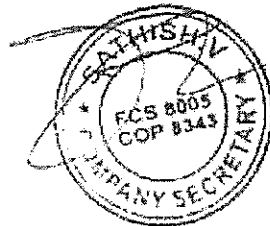
Special Resolution for Raising of funds through Private Placement of Secured Redeemable Non - Convertible Debentures ('NCD's)

*RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 18 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 as in force or amended from time to time, the relevant rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other regulatory authority, the relevant provisions of the Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which expression shall include a Committee thereof) of the Company, to issue Secured Redeemable Non-Convertible Debentures ('NCDs') on a private placement basis, whether rated or otherwise in one or more tranches, for Rs.1,700 Crores (Rupees One Thousand Seven Hundred Crores only) aggregating to Rs.2,000 Crores (Rupees Two Thousand Crores only) during the period from the date of passing of this Special Resolution by the Members till the conclusion of next Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including but not limited to the timing of the issue, the minimum subscription price, face value and quantity, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company including Financial Resources Management Committee (FRC) of the Board and/or such other committee of Board constituted in this behalf, is hereby authorized to do all such acts, deeds and things to give effect to the above resolution including appointment of trustees, fixing the terms and conditions for the issue of NCDs, preparation and authentication of offer letters, issue and allotment of debentures, creation of charge, payment of applicable stamp duties, authorizing officers or intermediaries in connection with the issue of NCDs or any other matter incidental or ancillary thereto."

	<i>In Favour</i>	<i>Against</i>
Number of Votes Cast		
E Voting	17,96,97,036	4,41,387
Postal Ballot	28,12,47,814	17,583
Total Votes Cast	46,10,69,506	3,33,999
% of Valid Votes Cast	99.90%	0.10%

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

Ramesh Periasamy
Company Secretary

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RESULTS OF THE POSTAL BALLOT

The Three Special Resolutions set out in the Notice of the Postal Ballot dated 14.08.2015 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 1,2 and 3 have been passed by the Shareholders with requisite majority.

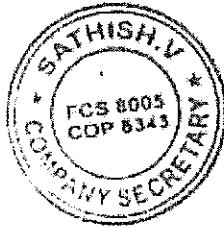
Thanking you

Yours faithfully




SATHISH V
Practising Company Secretary
FCS - 8005; CP - 8343

Cochin
30.11.2015



For Manappuram Finance Limited



Ramesh Periasamy
Company Secretary

True Copy