

MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old)W638A(new), Manappuram House, Valapad P.O, Thrissur – 680 567
Ph: (0487) 3050408, 3050417, Fax No. (0487) 2399298
CIN: L65910KL1992PLC006623

Email: cosecretary@manappuram.com, Website – www.manappuram.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ *DP ID No. & Client ID No. <small>*(Applicable to investors holding shares in dematerialized form)</small>
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I / We hereby exercise my/our votes in respect of the special resolution to be passed through postal ballot for the business setout in the notice of the Company dated 14th August, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
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')			

Place :

Date :

Signature of share holder
(Refer instruction No.2 over leaf)

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
151019002		

**Email ID.....

**To be provided by the members holding equity shares in physical form

INSTRUCTIONS

Process and manner for members opting to vote by using the postal ballot form:

1. Please complete and sign the ballot form and send it, so as to reach the scrutinizer appointed by the board of directors of the company, Mr. Sathish.V, Practicing Company Secretary (C.P. No.8343), not later than the close of working hours (5.30 P.M.) on November 27, 2015. For this purpose, a self-addressed envelope is enclosed and postage will be paid by the company, if posted in India. The envelope bears the name and address of the Scrutinizer. However envelopes containing the Ballot Form, if deposited in person or sent by courier or registered/speed post at the expense of the member, will also be accepted. Ballot forms received after November 27, 2015 (5.30 P.M) will be strictly treated as if the reply from the member has not been received.
2. The form should be signed by the member as per the specimen signature registered with the company / depository participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed form should be accompanied by a certified true copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast, either in favour or against by putting the tick (✓) mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on 23rd October, 2015 ("cut off date") as per the register of members of the company and as informed to the company by the depositories in case of beneficial owners.
6. A member may request for a duplicate ballot form, if so required. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date specified at Sr.No.1 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Scrutinizer's decision on the validity of a ballot will be final.
9. Members are requested not to send any other paper along with the ballot form in the enclosed self-addressed envelope and any other paper found in such envelope would be destroyed. Members are also requested not to write anything on the ballot form except giving their name, registered address, no. of shares, assent or dissent and putting their signature.
10. The results of the voting shall be declared within 7 days after the last date of receipt of the Postal Ballot. The results declared, along with the Scrutinizer's report, shall be placed on the company's website at www.manappuram.com and on the website of CDSL and communicated to the Stock Exchanges where the company's shares are listed.

Notes:

1. This ballot form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A member can opt for only one mode of voting, i.e. either by post or through e-voting. If a member casts votes by both modes, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.
3. *For detailed instructions on e-voting, please refer to the notes & instructions appended to the notice.*