

**Ramachandra Bhat S.**  
B.Com, LLB, F.C.S  
Company Secretary

No.98, 'Green Vista'  
I Floor, 4<sup>th</sup> Cross, 4<sup>th</sup> Main,  
Vijaya Bank Colony,  
Near Aiyappa Temple,  
Off. Bannerghatta Road,  
Bangalore-560076.  
Mobile: 9448327988  
Phone: (R) 26483355

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**SCRUTINIZER'S REPORT**

(Puruant to rule 108 of the Companies Act, 2013 and rule 20 (xi) of the  
Companies (Management and Administration) Rules, 2014)

Date : 30.9.2015

To :  
The Managing Director  
Manipal Finance Corporation Ltd.  
Manipal House  
Manipal - 576 104

Dear Sir,

I, Ramachandra Bhat S, Practising Company Secretary, FCS No.4441, CP No.5421, No. 98, I Floor, Green Vista Apartment, 4th Main, 4th Cross Vijaya Bank Colony Near Aiyappa Swamy Temple, Off: Bannerghatta Road, BANGALORE 560 076 have been appointed as a Scrutinizer of Manipal Finance Corporation Ltd. (The Company) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s) at the 32nd Annual General Meeting of the Equity Shareholders of Manipal Finance Corporation Ltd. held on Tuesday, the 29th September, 2015 at 4.30 p.m. at the Regd. Office, Manipal House, Manipal - 576 104. I submit my report as under:

1. The e-voting period remained open from 26th September, 2015 at 9.30 a.m to 28th September, 2015 at 5.00 p.m.
2. The Shareholders holding shares as on the "Cut-off" date i.e. 22nd September, 2015 were entitled to vote on the proposed resolutions (Item No.1 to 4) as set out in the Notice of the 32nd Annual General Meeting of Manipal Finance Corporation Ltd.
3. The votes were unblocked on 28th September, 2015 around 5.30 p.m. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL.



*Ramachandra*  
Witness 1

*Witness*  
Witness 2.

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**5. Results of e-voting and Poll is as under:**

Subject Matter of Ordinary Resolution	Item No.1 Approval of Financial Statements for the financial year ended 2014-15		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
<b>Poll</b>			
Voted for the resolution	32	2350217	100%
Voted against the Resolution	0	0	0
<b>E- voting</b>			
Voted for the resolution	0	0	NA
Voted against the Resolution	0	0	NA
<i>Invalid Votes</i>		0	

Subject Matter of Ordinary Resolution	Item No.2 Appointment of Mr. Raghavendra Nayak (DIN: 00101525 ) as director of the Company		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
<b>Poll</b>			
Voted for the resolution	32	2350217	100%
Voted against the Resolution	0	0	0
<b>E- voting</b>			



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Voted for the resolution	0	0	NA
Voted against the Resolution	0	0	NA
<i>Invalid Votes</i>	0		

Subject Matter of Ordinary Resolution	Item No.3 Appointment/ratification of appointment of Auditors		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
<b>Poll</b>			
Voted for the resolution	32	2350217	100%
Voted against the Resolution	0	0	0
<b>E- voting</b>			
Voted for the resolution	0	0	NA
Voted against the Resolution	0	0	NA
Invalid votes	0		



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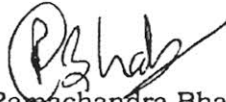
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6.

Subject Matter of Special Resolution	Item No.4 Appointment of Smt. Vinoda C Sherigar (DIN: 007224755 ) as an Women Director of the company		
	<i>Fully Paid Up Equity shares</i>		
	Number of Members Voted	Number of votes Casted by them	% of total number of valid votes Cast
<b>Poll</b>			
Voted for the resolution	32	2350217	100%
Voted against the Resolution	0	0	0
<b>E- voting</b>			
Voted for the resolution	0	0	NA
Voted against the Resolution	0	0	NA
Invalid votes	0		

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorised Person for safe keeping.

Thanking you,  
Yours faithfully,



(Mr. Ramachandra Bhat S.)  
Company Secretary, FCS No.4441, CP No.5421  
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