

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 : 29.09.2018


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 has 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 35th Annual General Meeting of the Equity Shareholders of Manipal Finance Corporation Ltd. held on Friday, the 28th September, 2018 at 3.00 p.m. at the Regd. Office, Manipal House, Manipal - 576 104. I submit my report as under:

1. The e-voting period remained opened from 25th September, 2018 at 9.30 a.m to 27th September, 2018 at 5.00 p.m.
2. The Shareholders holding shares as on the "Cut-off" date i.e. 22nd September, 2018 were entitled to vote on the proposed resolutions (Item No.1 to 5) as set out in the Notice of the 35th Annual General Meeting of Manipal Finance Corporation Ltd.


1. Witness
SC PATIL


2. Witness
SENSHEKAR

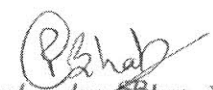



Ramachandra Bhat S
Company Secretary
FCS No. 4441
CP No. 5421

3. The votes were unblocked on 27th September, 2018 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.
5. Results of e-voting and Poll is as under:

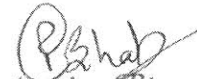
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|---------------------------------------|---|--------------------------------|---------------------------------------|
| Subject Matter of Ordinary Resolution | Item No.1 Approval of Financial Statements | | |
| | <i>Fully Paid Up Equity shares</i> | | |
| | Number of Members Voted | Number of votes Casted by them | % of total number of valid votes Cast |
| Poll | | | |
| Voted for the resolution | 36 | 2535241 | 100% |
| Voted against the Resolution | 0 | 0 | 0 |
| E- voting | | | |
| Voted for the resolution | 0 | 0 | NA |
| Voted against the Resolution | 0 | 0 | NA |
| <i>Invalid Votes</i> | 0 | | |




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|---------------------------------------|---|--------------------------------|---------------------------------------|
| Subject Matter of Ordinary Resolution | Item No.2 Re-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 |
| Poll | | | |
| Voted for the resolution | 36 | 2535241 | 100% |
| Voted against the Resolution | 0 | 0 | 0 |
| E- voting | | | |
| Voted for the resolution | 0 | 0 | NA |
| Voted against the Resolution | 0 | 0 | NA |
| Invalid votes | 0 | | |





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 Company Secretary
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|---------------------------------------|---|--------------------------------|---------------------------------------|
| Subject Matter of Ordinary Resolution | Item No.3 Appointment of Sri Basthi Ashok Pai as an additional 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 |
| Poll | | | |
| Voted for the resolution | 36 | 2535241 | 100% |
| Voted against the Resolution | 0 | 0 | 0 |
| E- voting | | | |
| 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 Annau General Meeting and the same are handed over to the Authorised Person for safe keeping.

Thanking you,
Yours faithfully,


Ramachandra Bhat S.
Company Secretary
FCS No. 4441
CP No. 5421



(Mr. Ramachandra Bhat S._
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,
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