

**Annual Secretarial Compliance Report of  
Manappuram Finance Limited (CIN L65910KL1992PLC006623) for the year ended  
31<sup>st</sup> March, 2021**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Manappuram Finance Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder, and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions, and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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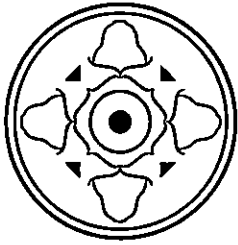
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- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client

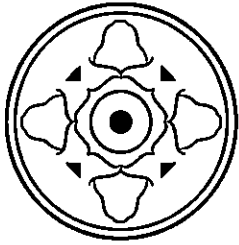
and based on the above examination, we hereby report that, during the Review Period:

- (a) the Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under. In the absence of any transaction relating to buyback of securities and issue of Non-Convertible and Redeemable Preference Shares during the review period, the compliance of the following regulations did not arise:

- i. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- ii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) Except the following, no other action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sl.No	Action taken by	Details of violation	Details of action taken Eg. fines, warning letter, debarment etc	Observations / remarks of practising company secretary, if any
1.	Securities and Exchange Board of India (SEBI)	SEBI conducted investigation on selective disclosure of UPSI during March, 2013 in violation of SEBI (Prohibition of Insider Trading) Regulations, 1992	The Company and officers in default applied for settlement under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2018 and paid the settlement charges amounting to Rs.5,24,70,000/-	Nil

(d) There were no observations made by the Practising Company Secretary in the previous year's report which required action from the listed entity.

Date: 14<sup>th</sup> June 2021

Place: Coimbatore

For KSR & Co Company Secretaries LLP

  
Dr. C.V. Madhusudhanan

Partner

(FCS: 5367; CP: 4408)

UDIN: F005367C000457951