



# MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: Sec/SE/60/2024-25

May 30, 2024

<b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street</b> <b>Mumbai- 400001</b> <b>Scrip Code: 531213</b>	<b>National Stock Exchange of India Limited</b> <b>5th Floor, Exchange Plaza</b> <b>Bandra (East)</b> <b>Mumbai – 400 051</b> <b>Scrip Code: MANAPPURAM</b>
---	---

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024**

Enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. KSR & Co Company Secretaries LLP, Practicing Company Secretaries, Coimbatore, for Financial Year ended March 31, 2024, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated February 8, 2019.

Request you to kindly take the same on your record.

Thanking you.

**Yours Faithfully,**

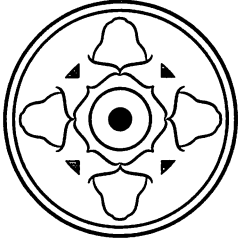
**For Manappuram Finance Limited**

**Manoj Kumar V.R**

**Company Secretary**

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

CIN: L65910KL1992PLC006623, Registered Office : W - 4/ 638A, Manappuram House, P.O. Valapad, Thrissur - 680 567, Kerala, India  
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
MANAPPURAM FINANCE LIMITED (CIN: L65910KL1992PLC006623)  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by Manappuram Finance Limited (“the Listed Entity”) arising from the compliances of specific Regulations listed under Para 2 infra.
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above,
- (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, 2024 (“Review Period”) in respect of compliance with the provisions of:

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

2. 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 and Sweat Equity) Regulations, 2021;

**CENTRAL OFFICE :**

7C, Mayflower Signature,  
No. 365/13, Avinashi Road, Peelamedu,  
**Coimbatore - 641 004.**

Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868  
E-mail : info@ksrandco.in

**BRANCH OFFICE :**

Flat No. 1, 26/27, Venkatesham Flat,  
Gopal Street, T. Nagar,  
**Chennai - 600 017.**

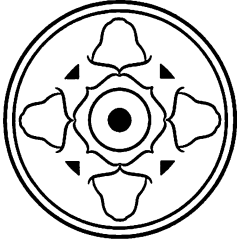
Phone : (044) 24337620  
E-mail : chennai@ksrandco.in

**BRANCH OFFICE :**

S-311, 3rd Floor, South Block,  
Manipal Centre, No. 4, Backers Road,  
**Bangalore - 560 002.**

Phone : (080) 41140932, 41140933  
E-mail : bangalore@ksrandco.in





[Registered with Limited Liability Under The LLP Act 2008 – Regn. No. AAB-3259]

- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulation 2018; (pertaining to the obligation of the listed entity)
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 pertaining to the obligation of the listed entity;
- (j) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

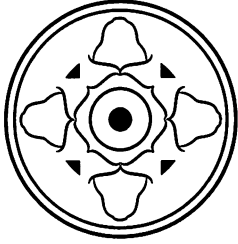
And based on the above examination, We, hereby report that, during the Review Period:

Sr. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of PCS	Management Response	Remarks
	Delayed filing of Intimation under to Stock exchange	57(1)	Delayed Filing	--	--	Delayed filing of Intimation under to Stock exchange	34220	Delayed filing of Intimation under to Stock exchange	--	--

- a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
<b>NIL</b>						

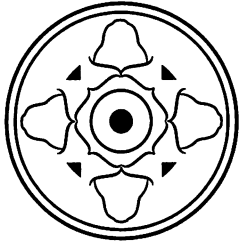




III. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

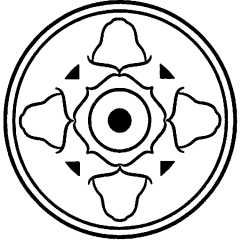
S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b>  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	-
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI		
3.	<b>Maintenance and disclosures on Website:</b>  The Listed entity is maintaining a functional website	Yes	-
	Timely dissemination of the documents/information under a separate section on the website	No	The dissemination of information / documents as per Regulation 46 (2) is available on the website. The website is under revamp including creation of a separate section to list all the necessary disclosures.
	Web-links provided in annual corporate governance reports under Regulation 27(2)	No	-



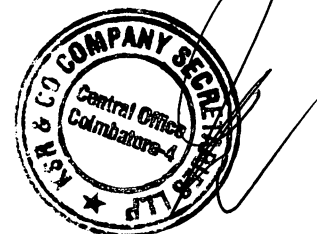


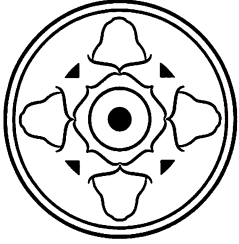
	are accurate and specific which redirects to the relevant document(s)/ section of the website		
4.	<b>Disqualification of Director(s):</b>  None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  Identification of material subsidiary companies	Yes	
	Disclosure requirements of material as well as other subsidiaries	Yes	
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	-
8.	<b>Related Party Transactions:</b> The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions	NA	All the related party transactions have





	were subsequently approved/ratified/rejected by the Audit committee;		prior approval of Audit Committee
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder;	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No actions have been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no event of resignation of Statutory Auditors.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	-





**KSR&CO**<sup>®</sup>  
COMPANY SECRETARIES LLP  
Rewarding Ideas | Raring Steps

Continuation Sheet

[Registered with Limited Liability Under The LLP Act 2008 – Regn. No. AAB-3259]

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: Coimbatore**

**For KSR & Co Company Secretaries LLP**

**Date: 30<sup>th</sup> May 2024**

**Dr.C.V.Madhusudhanan  
Partner  
(FCS: 5367; CP: 4408)  
UDIN: F005367F000493041  
PR No.2635/2022**