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COMPANY SECRETARIES LLP
Rewarding Ideas | Raring Steps

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

Assuring Compliances & Solutions – beyond challenge™

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**Annual Secretarial Compliance Report of
Manappuram Finance Limited (CIN: L65910KL1992PLC006623)
for the year ended 31st March, 2025**

1. We, KSR & Co Company Secretaries LLP, 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 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 report.

for the financial year ended 31st March, 2025 ("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;



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edu,

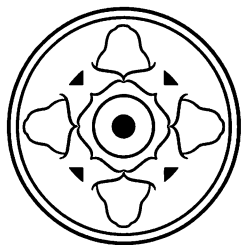
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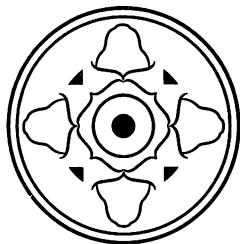
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable for the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing 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:

- a) the listed entity has complied with the provision of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below

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
1.	As per Regulation 34 (1), the listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual	Regulation 34 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,	The listed entity has made late submission of the Annual Report for the FY 2023-24	BSE Limited vide e-mail dated 21st October 2024	Fine	The listed entity has made late submission of the Annual Report for the FY 2023-24	Rs.1,32,000 plus GST	The listed entity has made late submission of the Annual Report for the FY 2023-24.	Fine paid by the listed entity	Nil



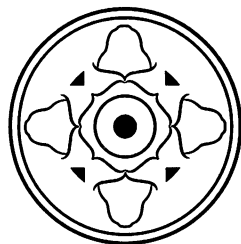


	report sent to the shareholders along with the notice of the annual general meeting on or before the commencement of dispatch to its shareholders;	2015								
2.	As per Regulation 34 (1), the listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting on or before the commencement of dispatch to its shareholders;	Regulation 34 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity has made late submission of the Annual Report for the FY 2023-24	The National stock Exchange of India Limited vide e-mail dated 21st October 2024	Fine	The listed entity has made late submission of the Annual Report for the FY 2023-24	Rs. 1,32,000 plus GST	The listed entity has made late submission of the Annual Report for the FY 2023-24.	Fine paid by the listed entity	Nil

b) 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
1.	The dissemination of information / documents as per Regulation 46 (2) is available on the website. The website is	2023-24	As per 46(2) of SEBI (LODR) Regulations, 2015 the listed entity shall disseminate the website	The listed entity had not disseminated the specific information as required under the Regulation 46(2) of SEBI	The website has been revamped and the dissemination of information as required	The remedial action is satisfactory.



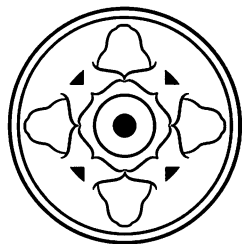


	under revamp including creation of a separate section to list all the necessary disclosures.		disclosures under a separate section on its website.	(LODR) Regulations 2015 in a separate section in their website. There were no penalties/fine imposed for the same by any regulator.	under Regulation 46 is available in a separate section in the website.	
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- I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

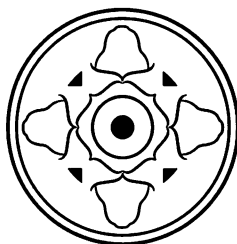
S. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-
2.	Adoption and timely updation of the Policies: 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	Yes	
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website	Yes	-
	Timely dissemination of the documents/ information under a separate section on the website	Yes	-





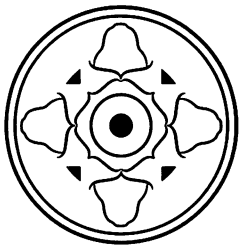
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	The links do not direct the user to the specific document but only takes the user to the website of the listed entity.*
4.	Disqualification of Director(s): 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.	Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies	Yes	-
	Disclosure requirements of material as well as other subsidiaries.	Yes	-
6.	Preservation of Documents: 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.	Performance Evaluation: 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.	Related Party Transactions: 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 were subsequently approved/ratified/rejected by the Audit committee;	NA	All the related party transactions have prior approval of Audit Committee
9.	Disclosure of events or information: 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.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	No	Kindly refer the table (a) above
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.





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Continuation Sheet

13.	Additional Non- compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	-
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*Remark

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI (LODR) Regulations, 2015.

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: 29th May 2025

Dr.C.V.Madhusudhanan

Partner

(FCS: 5367; CP: 4408)

FRN: P2008TN006400

PR No.2635/2022

UDIN: F005367G000495516