



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF MANAPPURAM FINANCE
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2026**

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") (CIN: L65910KL1992PLC006623)
- (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, 2026 ("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 (Buyback of Securities) Regulations, 2018; *
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

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- (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) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent applicable to the listed entity as an issuer defined under Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (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.

****No transactions during the review period requiring application of the Regulations.***

and circulars/guidelines issued thereunder;

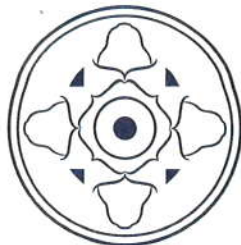
Based on the above examination, We, hereby report that, during the Review Period:

- 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
	NIL									

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



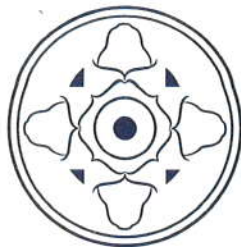


Sr No	Observations/Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the 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 links do not direct the user to the specific document but only takes the user to the website of the listed entity.	2024-25	This is referred in the format of the Annual Secretarial Compliance Report	The link of the website was given and not of the exact location of the respective documents	The Listed Entity for the quarter ended 31 st March 2025 have filed the exact links in the corporate governance report under Regulation 27(2) of SEBI(LODR) Regulations, 2015 vide revised return on 30 th May 2025.	The remedial action is satisfactory
2.	The listed entity has made late submission of the Annual Report for the FY 2023-24.	2024-25	Regulation 34 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Both the BSE and NSE vide their order dated 21 st October 2024 has levied fine for the deviation.	The listed entity had paid the fine imposed and for the ensuing year 2025-26, have ensured that the compliance under Regulation 34 is duly complied	The remedial action is satisfactory

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	
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,	Yes	-





	Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations		
8.	Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all Related party transactions	No	Kindly refer below for reasons
	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 related party transactions were undertaken with prior approval of the Audit Committee, except for: i payment of annual subscription fees of Rs 2.36 lakh to Finance Industry Development Council (FIDC), and ii payment towards participation in Federation of Indian Chambers of Commerce & Industry'(FICCI) Business Delegation, which was made prior to approval of Audit Committee due to the absence of an Audit Committee meeting during the renewal and payment period. Both the transactions were subsequently ratified by the Audit Committee in its meeting dated 8 th May 2025.
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	Yes	Advisable to disseminate decisions on borrowings through NCDs by FRMC to Stock Exchanges*





	Regulations, 2015 within the time limits prescribed thereunder;		
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	Yes	-
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.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.	Yes	-

***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.





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Continuation Sheet

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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: 28th May 2026


Dr. C.V. Madhusudhanan
Partner
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FRN: P2008TN006400
PR No. 2635/2022
UDIN: F005367H000516801