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RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[As per regulation 55A of the SEBI (Depositories and Participants) Regulation, 1996 and in terms of circular No CIR/MRD/DP/30/2010 dt 06.09.2010 issued by SEBI]

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records/ documents maintained by M/s **MANAPPURAM FINANCE LIMITED** (Company) and its Registrars and Share Transfer Agents (RTA), M/s SKDC Consultants Limited, 1391/A-1, 3rd Floor, Kanapathy Towers, Sathy Road, Ganapathy, COIMBATORE – 641 006 for issuing this certificate for the quarter ended **31st March 2018**. In our opinion and to the best of our knowledge and according to the information and explanation given to us, by the said Company / RTA and based on such verification as considered necessary, we hereby submit our reconciliation of Share Capital Audit Report for the aforesaid quarter:

1. For Quarter Ended	31.03.2018
2. ISIN	INE522D01027
3. Face Value	Rs 2/- per Share
4. Name of the Company	MANAPPURAM FINANCE LIMITED
5. Registered Office Address	MANAPPURAM HOUSE VALAPPAD P.O, THRISSUR – 680567
6. Correspondence Address	MANAPPURAM FINANCE LIMITED MANAPPURAM HOUSE VALAPPAD P.O, THRISSUR - 680567
7. Telephone & Fax No	Ph: 0487 – 2391306; 2399303 Fax: 0487 – 2399298
8. Email Address	cosecretary@manappuram.com



9. Names of the Stock Exchanges where the Company's securities are listed:	BSE - BSE Limited		
	NSE - National Stock Exchange of India Ltd		
	No. of Shares		% of Total Issued Cap.
10. Issued Capital	842535762		100.00
11. Listed Capital (Exchange-wise)	BSE	NSE	100.00
	841972032	841972032	
12. Held in dematerialised form in CDSL.	59240047		7.03
13. Held in dematerialised form in NSDL.	776365170		92.15
14. Physical	6930545		0.82
15. Total No. of shares (12+13+14)	842535762		100.00

Reasons for difference if any, between (10&11), (10&15).

The Listing approval for 563,730 Equity Shares allotted on 16th March 2018, was obtained on 4th April 2018 only

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. approval pending for stock exchange (specify names)
ESOP Allotment from Lapsed options	9562	LISTED	BSE NSE	YES	YES	APPROVED
	563730	APPLIED FOR LISTING	BSE NSE	YES	YES	BSE * NSE *

* Approval from BSE & NSE obtained on 04.04.2018

18. Register of Members is updated (Yes/No) (if not, updated upto which date) YES
19. Reference of, previous quarter with regard to excess dematerialised shares, if any. N.A
20. Has the company resolved the matter mentioned in point No.19 above in the current quarter? If not, reason why? N.A
21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A
Pending for more than 21 days.	NIL	NIL	N.A

22. Name, Telephone & Fax No. of the Compliance Officer of the Company.
23. Name, Address, Tel. & Fax NO., Registration no. of the Auditor.
24. Appointment of common agency for share registry work, if yes (name & address).
25. Any other detail that the auditor may like to provide (e.g. BIFR company, delisting from Stock Exchange, company changed its name etc.) NIL

Shri RAMESH PERIASAMY Company Secretary
Tel: 0487 - 2399303 Fax 0487-2399303

SATHISH V, PRACTISING COMPANY SECRETARY
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M/s S.K.D.C Consultants Ltd
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Sathy Road, Ganapathy, Coimbatore - 641 006

COCHIN
19.04.2018



[Signature]

SATHISH V
Practising Company Secretary
FCS - 8005; CP - 8343