

MANAPPURAM FINANCE LIMITED

INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN THE LISTED/PROPOSED TO BE LISTED SECURITIES OF THE COMPANY

(As amended in the Board Meeting dated 28, January, 2020)

SECTION - I

I. PREAMBLE

1. This document is called as **Manappuram Finance Limited – Internal Code of Conduct for prevention of Insider Trading in the listed/proposed to be listed securities of the company (“Code”)**. It is to be noted that the prescription under Schedule B of Regulation 9(1) of SEBI (Prevention of Insider Trading) Regulations, 2015 [“PIT Regulations”] is only a minimum standard for formulating an Internal Code of Conduct. The Company has therefore formulated the Code in a manner that best serves the interests of its stakeholders, investors and participants in securities market without diluting the provisions of these PIT Regulations in any manner.

II. APPLICABILITY

2. This Code is applicable to all Designated Persons of the Company and has been formulated in accordance with Regulation 9 of the PIT Regulations for regulating, approving, prohibiting, monitoring and reporting of trades by Insider/s. The Code shall be adhered to by every person/s designated or acting as an Insider/s, in relation to holding or handling of UPSI pertaining to the Company, its listed securities or those securities proposed to be issued and listed by the Company.
3. Every person who is in possession of UPSI and every Designated Person and their Specified Persons shall be liable follow the tenets of this Code prudently and sincerely in good faith.
4. The Company further enters into Non-Disclosure and Confidentiality Undertakings / Agreements [“NDUs”] with various Connected Persons and is required to ensure that designated persons dealing with such persons protect and safely handle UPSI.

III. EFFECTIVE DATE

This Code was adopted vide resolution of the Board of Directors of the Company on 14th May 2015.

IV. OBJECTIVES

- A) The objective of this Code is to create an awareness and obligation on the Insider/s to honor the confidentiality of the price sensitive information that they possess while dealing with the Company and to penalize them in case of contraventions.
- B) A person or entity privy to UPSI, would be automatically entrusted with the responsibility to maintain

secrecy of the information and to disseminate it at the right time in consultation with or according to the instruction or advise of the Compliance Officer under this Code and Chief Investment Relations Officer [“CIRO”] in accordance with Code of Practices and Procedures for Fair Disclosure of UPSI of the Company as per Regulation 8 of PIT Regulations; and shall not use such information for personal monetary gains.

- C) It is to be noted that while PIT regulations prohibit trades by Insider/s, it provides mechanisms by which even persons in perpetual possession of UPSI can plan their trades.

V. PRINCIPLES GOVERNING THE CODE

- A) In order to ensure investor protection, avoid market manipulation and maintain information symmetry in the market place, SEBI has mandated the need for identifying Designated Persons or Connected Persons to introduce procedures for controlling and flowing of UPSI until UPSI becomes GAI. The existence of UPSI in the Company necessitates imposing of restrictions in trading in securities of the Company.
- A) PIT Regulations requires disclosures of trades by certain persons and such disclosures would include trading by their Immediate Relatives as well as Trading by any other person for whom such person takes Trading decisions. The PIT Regulations enable Listed Companies to require every person who is a Connected Person to disclose of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with PIT Regulations. Therefore the Company may require Connected Persons to make disclosures of their holdings and trading.

VI. Definitions:

Unless the context otherwise requires:-

1. “Company” or “the Company” means Manappuram Finance Limited.
2. “Compliance Officer” means the Company Secretary of the Company who is designated as the Compliance Officer (Insider Trading) and he will remain so until further orders by the Board of the Company.
3. "Connected Person" means,-

any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is

established,-

- a. an Immediate Relative of Connected Persons specified above; or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in section 12 of the Securities and Exchange Board of India Act or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than ten per cent. of the holding or interest;

4. "Designated Person" includes

- a. Promoters and Members of Promoter Group of the Company;
- b. Directors of the Company and its subsidiaries;
- c. Key Managerial Persons (KMPs) of the Company and its subsidiaries;
- d. Employees comprising the level of Assistant General Manager and above and all functional heads of the Company;
- e. All employees in the Finance and Accounts, Secretarial, IT Department (excluding IT service engineers who are at field level), MD & CEO office and ED office, all employees from the level of Asst. Manager and above in Corporate Compliance, Legal, Risk Management, Internal Audit (At branch

level Managers and above), Financial Analysis Wing, MIS and Taxation Departments;

- f. Any other person specified by the Managing Director or the Compliance Officer of the Company from time to time.

- a. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis. Information available on the website of stock exchanges, where the securities of the Company are listed, would ordinarily be considered as Generally Available.

- b. "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities;

- c. "Insider" means any person who is:
 - i. A Connected Person; or
 - ii. In possession of or having access to Unpublished Price Sensitive Information;

- d. "Promoter" and "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

- e. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual funds;

- f. 'securities laws' means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the Board and the relevant rules and regulations made thereunder;

- g. "Trading" means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell, pledge, deal in any Securities, and "trade" shall be construed accordingly;

- h. "Trading day" means a day on which the recognized stock exchanges are open for Trading;

- i. "Trading Plan" is a plan submitted to the compliance officer by an Insider who has knowledge or is in possession of UPSI, his or her intention to trade in the Company Securities over a given period of time.

- j. "Unpublished Price Sensitive Information" means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:–
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel;
- k. "Working day" shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed."

(2) Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 2013, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

g. Role of Board of Directors

- A) It is incumbent upon the Board of directors of the Company to formulate and adopt this Code of conduct in order to regulate, monitor and report trading by its Designated Persons and Immediate Relatives of Designated Persons.
- B) For the purpose of sharing UPSI pertaining to the Company, the Board of Directors shall authorize the Managing Director & Chief Executive Officer [**"MD & CEO"**] and Compliance Officer of the Company to decide, how and when persons or entities shall be brought 'inside' on sensitive transactions and identify persons or entities with whom UPSI is required to be shared. Further the Board shall require the persons or entities required to deal with UPSI to execute NDUs and monitor adherence to maintaining confidentiality of information and requirements of this Code.
- C) For the purpose of effective compliance of the tenets of this Code and the PIT Regulations, as in force from time to time, the Board of Directors will be required to identify, designate and notify Designated Persons, direct Compliance Officer with the responsibility to administer this Code and monitor compliance with Regulation 9 of PIT Regulations, appoint / designate a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and ensure fair disclosure of UPSI under Regulation 8 of the said Regulations, impose trading restrictions, in the securities of the Company.
- D) The Board of Directors shall introduce systems and procedures to ensure that Designated Persons and their Immediate Relatives are sufficiently informed that they are not entitled to trade in securities when Trading Window is closed.
- E) The Board of Directors shall ensure that a structured digital database is established to maintain names of all persons or entities with whom UPSI is shared for utilization by the Compliance Officer. The database

should be fool proof with no scope for tampering and should have controls and checks for time stamping and maintenance of audit trails. The data required to be collected from Specified Persons and Designated Persons shall be duly incorporated in the database provided for maintenance of records of insiders.

- F) The Board shall seek a confirmation from Audit Committee on compliance processes established with respect to PIT Regulations on an annual basis and review whether all controls and mechanisms established to monitor and regulate the insider trades have been undertaken adequately by the MD & CEO with the assistance of the Compliance Officer and Chief Investment Relations Officer.
- G) The Board shall incorporate the procedures for inquiry in case of leak of UPSI or suspected leak of UPSI as part of the Whistle Blower Policy of the Company.

h. Role of Audit Committee

- A. The Audit Committee shall receive and review the report submitted by the Compliance Officer to the Chairman of the Committee, Half yearly.
- B. The Audit Committee and Board shall ensure that the gap between clearance of accounts by the Committee and Board should be as narrow as possible and preferably on the same day to avoid leakage of material information.

i. Restriction on communication of UPSI

- 1. Trading at any time by an Insider on the basis of UPSI or while in possession of UPSI is prohibited.
- 2. Insiders are prohibited at all times from counselling or procuring any person (including a body corporate) to deal in the Company's Securities on the basis of UPSI.
- 3. Insiders are prohibited at all times from directly or indirectly communicating UPSI to any person including a body corporate unless in furtherance of legitimate purposes or in performance of duties or for discharge of legal obligations.

Policy for determination of "legitimate purposes" forms part of the Code of Fair Disclosure.

- 4. All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes or for performance of duties or for discharge of legal obligations..

j. Role of Compliance Officer

- A) Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information,

monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

- B) The Compliance Officer shall assist any Insider approaching him/her in addressing any clarifications regarding adherence to the compliance or reporting requirements of the Company's Code of Conduct. These queries may include determination of whether a person or entity is an insider or whether an information is a UPSI or what kind of reporting or disclosures does the Insider need to make and so on.
- C) All clarifications or queries shall be raised through emails to the Compliance officer at cs@manappuram.com and only written responses shall be provided by the Compliance Officer marked as "**CONFIDENTIAL - PIT REGULATIONS**". Suspicion of leak of UPSI shall also be reported to the abovementioned email id marked as "**CONFIDENTIAL – WHISTLE BLOWER MECHANISM**". The latter shall also be marked to Chairman of Audit Committee at abhijit.sen@manappuram.com.
- D) Compliance Officer shall set forth procedures and formats as required under the PIT Regulations for obtaining compliances and documents from various types of Insiders as required in this Code.
- E) The Compliance Officer shall maintain and update from time to time the list of Specified Persons and Designated Persons, in electronic form as part of the database in consultation with MD & CEO. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
 - a) immediate relatives
 - b) persons with whom such designated person(s) shares a material financial relationship
 - c) Phone, mobile and cell numbers which are used by them
 - d) the names of educational institutions from which they have graduated [on a one time basis]
 - e) names of their past employers [on a one time basis]
- F) Compliance Officer shall monitor trades by the Designated Persons and Specified Persons, seek disclosures, verify and approve or reject trading plans [as per provisions of Regulation 5 of PIT Regulations], and grant or reject pre-clearance for dealing in the Company's securities. Compliance officer shall notify the trading plan to the stock exchanges and ensure that once approved, the trading plans shall be irrevocable.
- G) Compliance Officer shall note that preclearance norms, trading window closure norms and restrictions on contra trades shall not be applicable to trades undertaken in accordance with trading plan.
- H) Compliance Officer shall obtain reports of Trades from Registrar and Share Transfer Agents and Depositories for tracking trades and requiring the Insiders to undertake compliances under this Code in case they have not done the same.
- I) Compliance Officer shall ensure maintenance of all records in accordance with these regulations and ensure that the disclosures made are maintained for a period of five years.
- J) The Compliance Officer shall report to the Audit Committee and to the Board of Directors of the

Company half yearly, the trades executed and reported by Insiders and adequacy of compliance to the PIT Regulations.

- K) Any violations of the Code shall be reported by the Compliance Officer to the MD & CEO or Audit Committee or Board of Directors, upon becoming aware of the same, based on the materiality and nature of the violation.
- L) The Compliance Officer shall seek written explanation from the Insider who has been identified for violation of the Code.
- M) The Compliance Officer shall carry out a review of the Chinese Wall procedures once in a year and submit a report on adequacy of the same and adherence to the same to the Audit Committee of the Board.
- N) The Compliance Officer shall make it a point to notify each and every person to whom this Code applies of the compliance and adherence requirements under this Code including those who have been appointed as Key Managerial Personnel or Director and also to those who are the Promoters or have been newly classified as Promoters or who form part of Promoters Group.
- O) The Compliance Officer shall act as a focal point for dealings with Stock Exchange/SEBI, in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

k. Role of Chief Investor Relationship Officer [CIRO]

- A. The CIRO shall be responsible for dissemination and public disclosure of UPSI as prescribed under the Code of Practices and Procedures for Fair Disclosure of UPSI formulated for the Company as per the provisions of Regulation 8 of PIT Regulations.
- B. He shall be completely responsible for deciding the manner of disclosure and timing of disclosure subject to the provisions of the two Codes adopted under the PIT Regulations governing UPSI.
- C. He may at any time consult with the Compliance Officer or the MD & CEO of the Company for determining the requirements under this Code or under the Code formulated vide Regulation 8 of PIT Regulations.
- D. If he thinks fit, he may communicate to all the Designated Persons, who have been in possession of UPSI that the information in question is no longer an UPSI and it has become GAI. He shall however do so only after communicating the same to the Compliance Officer.

l. Duties of disclosure by Insiders

- 5. Every disclosure under this Code shall be made in such form as may be specified by the Company.
- 6. The disclosures to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives, and by any other person

for whom such person takes Trading decisions.

7. The disclosures of Trading in Securities shall also include Trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for purposes of requirement of pre-clearance of trade/Intimation to exchanges/Intimation to Company and the matters connected therewith. Provided that Trading in derivatives of Securities is permitted by any law for the time being inforce.

m. Disclosure of holding in securities of the Company and Trades therein

1. Every Promoter, member of promoter group, key managerial personnel and director shall disclose to the Compliance Officer in writing, the details of the Securities held by him / her, the number of Securities held at the time of implementation of the Code of Conduct for prevention of the Insider Trading and such other information relating to the Securities as the Compliance Officer may require on or before 15th June, 2015. This disclosure shall be in **Form A**
2. Every person on appointment as a key managerial person or a director of the Company or upon becoming Promoter or member of Promoter group shall disclose his or her holdings of Securities of the Company as on the date of appointment as key managerial person or a director of the Company or upon becoming Promoter or member of Promoter group within seven days of such appointment or becoming Promoter. This disclosure shall be in **Form B**.
3. Every Designated Person and Specified Person of the company shall furnish a statement of any transaction in Securities (either acquisition or disposal) by them within two Trading days whether in one transaction or in a series of transactions over a calendar quarter, aggregates a traded value in excess of ten lakh rupees. This disclosure shall be in **Form C**.

The Compliance Officer shall thereafter disclose such trades within 2 trading days to the stock exchanges in Form No. C [Format Prescribed by PIT Regulations]. In case of not receiving an intimation of trade by Specified Person and Designated Person, but in case of becoming aware of any such trade, the reporting to stock exchange shall be done suo moto within 2 trading days of becoming aware of such trade by the Compliance Officer.

4. The Compliance Officer may at his/her discretion necessitate such other Connected Person or Insider, who holds Securities of the company to disclose in **Form D** at such frequencies for monitoring compliance. There shall be proper procedures for recording the disclosures made, date and time of disclosures and the person and the capacity in which he is making such disclosures and the adequacy thereof.

n. Disclosure of Off Market Trades by Insiders

- A. All off-market trades shall be reported by the Insiders to the Compliance Officer within two working days.
- B. The Compliance Officer shall notify the particulars of such trades to the stock exchange within two trading days from receipt of the disclosure or from becoming aware of such information in case of not receiving any intimation from the Insider.
- C. The Compliance Officer shall create proper procedures for recording the disclosures made, date and time of disclosures and the person and the capacity in which he/she is making such disclosures and the adequacy thereof.

o. Trading Plans

- 5. An insider [specifically those in perpetual possession of UPSI] is entitled to formulate a Trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades shall be carried out on his behalf in accordance with such plan. The trading plan shall be in **Form I**.
- 6. Such Trading plans shall:—
 - a. not entail commencement of Trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - b. not entail Trading for the period between the twentieth Trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second Trading day after the disclosure of such financial results;
 - c. entail Trading for a period of not less than twelve months;
 - d. not entail overlap of any period for which another Trading plan is already in existence;
 - e. set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - f. not entail Trading in Securities for market abuse.
- 7. The Compliance Officer shall review the Trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The Trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading

plan. Implementation of the Trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.

8. Upon approval of the Trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.
9. Pre-clearance of trades, trading window norms and restrictions on contra trade shall not be required for a trades executed as per an approved trading plan.

p. Establishment of Chinese Wall Procedures

- A. To prevent the misuse of UPSI and to provide access to UPSI only on a need to know basis, the Board of Directors of the Company shall adopt “Chinese Wall Procedures” in consultation with CRO.
- B. Chinese walls shall be created to separate those departments which routinely have access to UPSI, considered “Inside Areas” from those departments which deal with other departments providing support services, considered as “Public Areas”.
- C. The Designated Persons within the Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be reported to the CRO or Compliance Officer immediately.
- D. There shall be a review of the Chinese Wall procedures by the CRO once in a year.
- E. CRO and/or Compliance Officer shall report to the MD & CEO of any breach of Chinese Wall procedures by any person immediately and if the breach is serious also make a report to the Audit Committee of the Board.
- F. Chinese wall procedures shall prescribe safeguards for gaining access to information and shall stipulate methods by which Designated Persons, privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt amongst others, the following safeguards:
 - i) Files containing confidential information shall be kept secure.
 - ii) Computer files must have adequate security of login and password.
 - iii) No confidential information shall be carried outside the department without prior permission of the immediate supervisor. However, permission shall be provided only if the purpose for such requirement is for undertaking a legitimate business purpose or a statutory requirement;
 - iv) Unauthorized persons dealing with Confidential Files or moving those files or photo copying or copying using any other devices such as pen drives, must be prevented by strict adherence to the Chinese Wall procedures.

- v) No confidential information about the Company shall be discussed or disclosed outside the department or in public places;
- vi) All confidential files shall be marked as “**STRICTLY CONFIDENTIAL**”;
- vii) Such other safeguards as may be required from time to time.

q. Determination of Trading Window Mechanism and Imposing Trading Restrictions

All Insiders are prohibited from executing trades when in possession of UPSI. In order to monitor and prohibit trades during periods when UPSI has not been made GAI, the Compliance Officer shall determine trading window periods and ensure the following compliances:

- A. The Trading Window shall remain closed from the date of issuance of notice of the meeting of the Board or meetings of Board Committees or meetings of other Committees where any of the Designated persons may be invitees in a personal capacity or representing any entity, for discussing a subject which is a UPSI.
- B. Trading window shall open not earlier than 48 (forty-eight) hours after conclusion of the meeting of the Board or Committees at which decisions in respect of the above events are taken or after the information in respect of the above events is made generally available, whichever is later.
- C. Trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results.

In respect of board meeting conducted by shorter notice, trading window shall be closed from the date of dispatch of such notice till 48 hours of conclusion of concerned board meeting.

Further the Trading Window restriction shall not apply in respect of the following transactions:

a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the SEBI (Prevention of Insider Trading) Regulations, 2015, as amended and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Securities and Exchange Board of India;

b. transactions which are undertaken in accordance with respective regulations made by the Securities and Exchange Board of India such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

- D. Compliance Officer may determine the timing for reopening of trading window after taking

into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market.

- E. Compliance Officer shall establish monitoring mechanism to ensure that Specified Persons and Designated Persons are prohibited from executing trade in securities of the Company during window closure.
- F. In case of Employee Stock Options [“ESOP”], exercise of option may be allowed in the period when the trading window is closed in respect of ESOPs where the exercise price was pre-determined in compliance with applicable regulations. However, trading in shares allotted upon exercise of ESOPs shall not be allowed when trading window is closed.
- G. The Compliance Officer shall intimate the closure of trading window to all the and Designated Persons of the Company by means of E Mail, and also provide intimation to the Stock Exchanges and ensure the details in this regard are posted on the website of the Company.
- H. Irrespective of whether such communication has been received or read or not, the Specified Persons and Designated Persons shall mandatorily verify with the Compliance Officer on the status of the Trading Window closure or opening before undertaking any trades in the securities of the Company.
- I. Ignorance of the closure of the Trading Window or non- receipt of communication of closure of Trading Window shall not justify any trades undertaken by Designated Persons and Specified Persons during such closure of Trading Window.
- J. The exact dates of each closure of the Trading Window shall be intimated by the Compliance Officer to Designated Persons and it is the responsibility of each Designated Person to ensure compliance with this Code and by each of Insider’s / Designated Person’s Dependent immediate relatives.
- K. All Designated Persons of the Company shall conduct all their dealings in the Securities of the Company only in a valid Trading Window and shall not deal in company’s Securities during the periods when Trading Window is closed.
- L. The Designated Persons or their family persons were to conduct trades while the Trading Window remained closed, they shall be personally liable for Penalties. They shall also be liable for Penalties, if they fail to seek preclearance or where pre-clearance is granted, fail to disclose their trades in violation of the disclosure norms as stated in this Code.

r. Pre- Clearance of Trades

- a. All Designated Persons and Specified Persons who during the valid Trading window intend to deal in the Securities of the Company, should get pre-clearance of transactions from the Compliance Officer beyond the **threshold trade value of Rs.5,00,000/-** (Rupees Five Lakhs), whether in one transaction or a series of transactions over any calendar quarter, as per the procedure described hereunder.
- b. An application in **Form G** shall be made to the Compliance Officer for pre- clearance of

the deals indicating therein the estimated number of Securities that the Designated Persons or Specified persons intend to deal.

- c. An undertaking in **Form H** shall be executed in favor of the Company by such Designated Persons or Specified persons with every application for pre-clearance.
- d. The Compliance officer on approving the trade shall issue the pre-clearance order ~~in the form prescribed Form G.~~ The Compliance officer however reserves the right to approve or reject the preclearance sought on grounds to be mentioned therein in case of rejection.
 - a. All Designated Persons and Specified persons as defined by the Company shall execute their trade in respect of Securities of the Company within seven Trading days after the pre-clearance approval is given by the Compliance Officer. If the trades are not executed within seven Trading days, after the pre-clearance approval is given, the applicants for pre-clearance must get pre-clearance of the transaction afresh. The compliance officer may give pre-clearance to trade for a period of maximum 7 trading days.
 - b. All Designated Persons and Specified persons shall report the details of trades executed, if the value of such trade is Rs. 10 lakhs or less than Rs. 10 lakhs or the decision not to trade with reasons within Two Trading days from the expiry of Preclearance period in **Form J**,
 - c. All / Designated Persons and Specified persons who buy or sell shares of the company pursuant to the pre-clearance, as described above, shall not enter into a contra transaction i.e. trade in shares during the next six months following the prior transaction. All Designated Persons and Specified persons shall also not take positions in derivative transactions in the shares of the company at any time. In the case of subscription in the primary market (initial public offers), the above-mentioned persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the Securities are actually allotted. The Compliance Officer is empowered to grant relaxation against strict application of this restriction for reasons recorded in writing provided such relaxation does not violate the Code or the Regulations.
 - d. No Pre-clearance is required in case of exercise of options under ESOP, except for sale of exercised options.

s. Reporting Requirements

All Designated Persons and Specified persons shall be required to forward Annual Reporting of level of holdings in securities of the Company within 10 Trading days from the end of the financial year, to the Compliance Officer in **Form E**

t. Submission of Certificate on reading and understanding the requirements of the Code

All Designated Persons and Specified persons of the Company should execute and submit to the

Compliance Officer, the Certificate on reading and understanding the Code in **Form F**.

u. Information to SEBI on violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Compliance Officer shall inform SEBI promptly in case it is observed that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the standardized format in **Form-M**.

v. Protection against retaliation and victimization for employee who files a Voluntary Information Disclosure Form.

The employee of the Company may intimate the information pertaining to any violation of the Securities Laws by filing a Voluntary Information Disclosure Form to the Securities and Exchange Board of India.

The Company has suitable protection to the employee who files a Voluntary Information Disclosure Form to the Securities and Exchange Board of India and also the Company shall not take any action such as discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure in Form N.

w. Penalties:

- a. Every Insider shall be individually responsible for complying with the provisions of the Code. Any Designated Persons or Specified Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code shall be penalized and appropriate action shall be initiated by the Board of Directors of the Company in consultation with the Audit Committee.
- b. Designated Persons and Specified Persons dealing in Securities of the Company in violation of code of conduct shall be subject to penalties. In case of any violation of the Code for first instance, warning letter or show cause notice shall be issued to the person concerned and in case of subsequent violation of code by such person appropriate action may be taken including Salary Freeze, suspension, recovery, clawback, monetary penalty and ineligibility for ESOP .
- c. The Audit Committee of the Board may receive reports of violations of the Code and PIT Regulations by any Designated Person and determine the action to be taken against such person for such violation.
- d. In case of identifying or being reported about any suspicious transactions or leak of UPSI, the Board of Directors of the Company in consultation with Audit Committee shall initiate appropriate inquiries and inform SEBI promptly of such leaks, inquiries and results of such inquiries as elaborated in the whistle blower policy of the Company. In case of initiation of such inquiry, the relevant intermediaries and fiduciaries who are part of the suspected leak of UPSI, shall co-operate with the Company in connection with such inquiry.
- e. In case it is observed that there has been violation of the provisions of the PIT Regulations

in the capacity as an Intermediary or Fiduciary, it is necessary for the Intermediary or Fiduciary to report to SEBI. Such intimation shall be given to SEBI as soon as may be possible.

- f. In case of any contra trade being executed, inadvertently or otherwise, in violation of PIT Regulations, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- g. Any of the above actions of the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

I. Disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

1. Only Public information to be provided

Only public information shall be provided to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made to public at the earliest.

2. Handling of unanticipated questions

Proper care should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions need to be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

II. Medium of disclosure/dissemination

1. Disclosure/ dissemination of information may be done through reporting to Stock Exchanges, Press Releases and e-releases, so as to achieve maximum reach and quick dissemination.

2. The Company shall make prompt disclosure to stock exchanges.

3. The Company may also facilitate disclosure by posting on its website
<http://www.manappuram.com/>

4. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the company website.

ANNEXURES TO THE CODE

Formats of Form A to N

Form A - Initial disclosure to the company [Regulation 7 (1) (a) read with Regulation 6 (2)].

Form B - Disclosure on becoming a director /KMP /Promoter or member of promoter group [Regulation 7 (1) (b) read with Regulation 6(2)].

Form C - Continual disclosure [Regulation 7 (2) read with Regulation 6(2)].

Form D - Details of trading in securities by other connected persons as identified by the company [Regulation 7(3)].

Form E - Annual Reporting of level of holdings in securities of the Company

Form F- Certificate on reading and understanding the requirements of the Code

Form G - Request for pre-clearance for Trading in Securities of the Company.

Form H- Undertaking with respect to preclearance.

Form I - Trading Plan for approval.

Form J - Reporting of trades executed / decided not to trade.

Form K - Annual disclosure from Designated Persons and Specified Persons regarding their immediate relatives and Changes of such information (if any) under SEBI (Prohibition of Insider Trading) Regulations, 2015

Form L - Other disclosure including disclosure of persons with whom Designated Person(s)/ shares a material financial relationship under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Form M – Standardized format for reporting the violation of Code of Conduct under Insider Trading Regulation.

Form N - Voluntary Information Disclosure Form to the Office of the Informant Protection of SEBI

Annexure – A

Policy For Procedure of Inquiry In Case of Leak or Suspected Leak of Unpublished Price Sensitive Information.

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (a) read with Regulation 6 (2)
– Initial disclosure to the company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter or member of the promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters or members of the promoter group / KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter or member of the promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date: Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director /KMP, Promoter or members of the promoter group]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/Members of Promoter group/KMP /Directors / Immediate relative to / Others etc	Date of appointment of Director/ KMP or Date of becoming Promoter/Member of Promoter group	Securities held at the time of becoming Promoter/ Member of Promotergroup / appointment of Director/ KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter / Member of Promoter group of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ Member of Promoter group /appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ Member of Promoter group /appointment of Director/KMP	
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contract size)
7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter or Member of Promoter group, Employee Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN & address with contact nos	Category of Person (Promoter/Member of Promoter group/ KMP / Directors / Immediate relative to / others etc)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market public/ rights/ preferential offer / off market / Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share-holding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge/ Revok/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share-holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter or Member of Promoter group, Employee Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

**SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 7(3) – Transactions
by Other connected persons as identified by the company
Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/ DIN & address with contact nos. of other connected	Connect ion with compan y	Securities held prior to acquisition / disposal	Securities acquired/Disposed	Securities held post acquisition/disposal	Date of allotment advice/ acquisition of shares/ sale of	Date of intima tion to compa ny	Mode of acquisitio n / disposal (on market/pu blic/
--	------------------------------------	---	------------------------------	--	---	--	---

person as identified by the company										shares specify		rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	
		Type of security (For e.g. – Shares, Warrants, Convertible Debenture-s etc.)	No. and % of share-holding	Type of security (For eg– Shares, Warrants, Convertible Debenture-s etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share-holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:

Signature:

Place:

Form E

Annual Reporting of level of holdings in securities of the Company

	Date of Submission:
1. Initial Disclosure:	_____
2. Annual Disclosure: For the year _____	_____

(Please mark appropriate one of the above)

To

Compliance Officer—~~Insider Trading~~
 Manappuram Finance Limited.
 Valapad, Thrissur.

Rg: Annual Reporting of level of holdings in securities of the Company

Pursuant to the disclosure requirements of the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, I hereby disclose that I hold ___ equity shares of Manappuram Finance Limited as on ____. The following is the List of my Immediate Relatives and their share holding in the Company.

Name	Nature of Relationship	DP Id No	Client Id No/ Folio No.	No of Shares

 Signature
 Name:
 Designation:

Note: Immediate Relative means spouse of a person, and includes parent, sibling, and child of such person or the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.

Form F

Certificate on reading and understanding the requirements of the Code

Date: [●]

To

Compliance Officer —~~Insider Trading~~
Manappuram Finance Limited Valapad,
Thrissur.

Dear Sir,

REG: Certificate on reading and understanding the requirements of the Code

I have received, read, and understood the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company and hereby undertake, as a condition to my present and continued affiliation /employment with Manappuram Finance Limited to comply fully with the policies and procedures contained therein and any modifications made to it by the Company from time to time and as furnished to me.

Signature

Name: [●]

Designation: [●]

Form G

Application for Pre-clearance of Trades in Securities

To

The Compliance Officer

Manappuram Finance Limited Valapad,

Thrissur.

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, I seek approval for purchase/sale/ subscription of the Securities (give description) of the Company as per the details given below:

1.	Name of the applicant	
2.	Designation	
3.	Relationship with the Applicant (Self/ Immediate Relative)	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off- market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Date.....

Place.....

Signature.....

Name & Designation.....

Form H

Undertaking with respect to pre clearance

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare:

- I. THAT I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
- II. THAT in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
- III. THAT I have not contravened the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, as notified by the Company from time to time.
- IV. THAT I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- V. THAT I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- VI. THAT I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.
- VII. THAT I hereby undertaken not to make contra trade transactions in the securities of the company.

Pre-clearance may kindly be accorded in terms of provisions of the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company.

Date.....

Signature.....

Place.....

Name & Designation.....

FOR OFFICE USE

Serial number of the application received

Date & time of receipt of the Application

Date & time of communication of the pre-clearance or otherwise

.....

Reasons for not giving pre-clearance

Signature of the Compliance Officer /Authorised Officer

FORM I
Trading Plan for Approval

To,
The Compliance Officer
Manappuram Finance Limited Valapad,
Thrissur.

Dear Sir,

I,....., in my capacity as of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from..... to.....

DP ID/ Client ID / Folio No.	Type of security	No. of Securities held (as on date)	Nature of Trade (Buy/ Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded
---	-----------------------------	--	--	---	--

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
- II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
- III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail trading in securities for market abuse.

Date.....

Place.....

Signature.....

Name & Designation.....

FORM J

Reporting of trades executed / decided not to trade

Date: [●]

To

Compliance Officer

Manappuram Finance Limited Valapad,
Thrissur.

Dear Sir,

Sub: Reporting of trades executed / decided not to trade and its reasons

Pursuant to the procedure laid down for the dealing in Securities of the Company, for your record I hereby submit; the following details of trades executed on____;

1) Name of Designated Person/ Specified Person	
2) Emp. ID	
3) Designation and Department	
4) Date of Pre-Clearance Approval	
5) No. of Shares sold / purchased	
6) Value of Transaction (in Rs.)	
7) Class of shares	Equity
8) Depository Participant ID	
9) Client ID/ Folio No.	
10) Any other details	

Or

that I decided not to trade due to the following reasons;

- a.
- b.

Signature

Name :

Designation :

(Note: Strike off whichever is not applicable)

FORM- K

Annual disclosure from Designated Persons regarding their immediate relatives and Changes of such information(if any) underSEBI (Prohibition of Insider Trading) Regulations, 2015

From:

Date:

Shri/Smt.: _____

Address: _____

PAN No./Aadhar/Passport No.

***Designation:** _____

***Employee code:** _____

Mobile Number: _____

Names of Educational Institution from which graduated: _____

Names of past employer: _____

To

Compliance Officer

Manappuram Finance Limited

Valapad, Thrissur.

Dear Sir,

SUB: Disclosure regarding details of immediate relatives or Change of such information (if any)

In terms of the requirement of The Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, for periodic disclosures, the Disclosure regarding details of immediate relatives or Change of such information (if any) is furnished herewith:

Name of the immediate relative	Nature Relationship	Nature of Change in information already given (if any)	Phone and Mobile	PAN or Other Identifier i.e. Aadhar/Passport No. etc.,

Thanking You

Signature

FORM - L

Other disclosure including disclosure of persons with whom Designated Person(s) shares a Material Financial relationship under SEBI (Prohibition of Insider Trading) Regulations, 2015

From: _____ **Date:** _____
Shri/Smt.: _____
Address: _____

PAN No./Aadhar/Passport No. _____

***Designation:** _____
***Employee code:** _____
Mobile Number: _____
Names of Educational Institution from which graduated: _____
Names of past employer: _____

To
Compliance Officer
Manappuram Finance Limited
Valapad, Thrissur.

Dear Sir,

SUB: Other Disclosure including disclosure of persons with whom Designated Person(s) shares a Material financial relationship

In terms of the requirement of The Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, for periodic disclosures the disclosure with whom I have a material financial relationship is furnished herewith:

Name of the persons with whom I /We have material financial relationship	Kind of material financial relationship	Phone and Mobile	PAN or Other Identifier i.e. Aadhar/Passport No. etc.,

Thanking You

Signature

Notes:

1. Material Financial Relationship – shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which payment is based on arm’s length transactions.

FORM - M

Standardized format for violation related to Code of Conduct under SEBI (Prohibition of Insider trading).

Report by (Name of the listed company/ Intermediary/ Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

[For listed company: **Schedule B** read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

For Intermediary/ Fiduciary: **Schedule C** read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

SR No.	Particulars	Details
1.	Name of the listed company/ Intermediary/ Fiduciary	
2.	Please tick appropriate check box Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3.	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative.	
4.	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative.	
5.	Designation of DP	
6.	Functional Role of DP	
7.	Whether DP is Promoter/ Promoter Group/ holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8.	Transaction details: a) Name of the scrip b) No of shares traded (which includes pledge) and value (Rs.) (Date- wise)	
9.	In case value of trade(s) is more than Rs 10 lacs in a calendar quarter- a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	

	b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10.	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11.	Action taken by Listed company/Intermediary/Fiduciary	
12.	Reasons recorded in writing for taking action stated above	
13.	Details of the previous instances of violations, if any, since last financial year.	
14.	Any other relevant information.	

Yoursfaithfully,

Date

Place

Name andsignatureofComplianceOfficer

PAN:

Email id:

MobileNumber:

Form N

SCHEDULE D

[See regulation 7B]

Form for Informant's Voluntary Information Disclosure to be submitted to the Board.

Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of securities laws.

*Indicates that the required field is non-mandatorily, remaining fields are mandatory.

I. PERSONAL INFORMATION OF THE INFORMANT		
A. INDIVIDUAL 1:		
Last Name :	First Name :	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:.....	First Name :	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Bar Council Enrolment Number:		
III SUBMISSION OF ORIGINAL INFORMATION		
1. Is it a violation of securities laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy (in case exact date is not known, an approximate period may be entered)		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No		
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No		
8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy		
9. Please describe in detail why you think the information submitted is a violation?		

10. What facts or supporting material is your allegation based on?

Please attach any additional documents to this form, if necessary.

11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.

12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:

IV. DECLARATION

I/we hereby declare that,-

A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;

C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.

D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/ we shall not challenge it in any litigation, appeal, adjudication, etc.

E. In the event of my/our death before the reward paid to me/us, it may be paid to _____ (Details of nominee)

F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found.

I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;
- (c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven
(7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date: dd/mm/yy

Place:

Annexure A

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICESENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of UPSI and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform the Securities and Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of Manappuram Finance Limited have laid down this Policy for Procedure of inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (‘the policy’), for adoption.

2. OBJECTIVES

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by ~~Insiders, Employee(s)~~ & Designated Persons and Specified Person with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- (v) To penalize any ~~Insider, Employee &~~ Designated Persons and Specified Person who appears to have found guilty of violating this policy.

3. SCOPE

The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, Specified Person, support staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.

4. DEFINITIONS

(i) “Compliance officer” shall mean the Company Secretary of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(ii) “Leak of UPSI” shall mean communication of information which is / shall be UPSI by any Designated Persons, Specified Person or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in Manappuram Code of Conduct of Practice and Procedures for Fair Disclosure of UPSI of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

(iii) “Support Staff” shall include IT staff or secretarial staff who have access to UPSI.

(iv) “Un-published Price Sensitive Information” (“UPSI”) shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- a. Financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel.

5. Duties of Compliance Officer

The Compliance Officer shall be responsible to;

- (i) Oversee the Compliance of this policy.
- (ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- (iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

6. Reporting of Leakage or Suspected Leakage of UPSI to Compliance Officer

The instance(s) of any leak or suspected leak of UPSI may be reported to the Compliance Officer at email id@manappuramfinance.com marked as “**CONFIDENTIAL – WHISTLE BLOWER MECHANISM**” and also be marked to Chairman of Audit Committee.

The Board shall incorporate the procedures for inquiry in case of leak of UPSI or suspected leak of UPSI as part of the Whistle Blower Policy of the Company.

7. Disclosure of actual or suspected leak of UPSI to stock exchanges:

On becoming aware of actual or suspected leak of UPSI of the Company, the Compliance officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the

securities of the Company are listed in the format as set out in **Form-1** to this policy.

8. Report of Actual or Suspected Leak of UPSI to SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, the Compliance Officer shall ensure that a report on such actual or suspected leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **Form 2** to this policy.

9. Constitution of Enquiry Committee

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Compliance officer and any other officer of the Company as may be mutually decided by the members of the Committee.

10. Duties of Enquiry Committee:

The Enquiry Committee shall be responsible:-

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- (b) To authorize any person to collect necessary support material; and
- (c) To decide disciplinary action there on.

11. Procedure for enquiry in case of leak of UPSI:

On becoming aware of suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, Specified Person, support staff or any other known or un-known person, the Compliance officer after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure:-

(a) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action. The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment

on this behalf.

(c) Disciplinary Action:

Any dealing in Securities of the Company in violation of the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company(Code) shall lead to penalties. In case of any violation of the Code for first instance, warning letter or show cause notice shall be issued to the person concerned and in case of subsequent violation of code by such person appropriate action may be taken including Salary Freeze, recovery claw back, suspension, and ineligibility for ESOP etc. The above action of the Company shall not preclude SEBI from taking any action in case of violation of Company's Code of Conduct to regulate, monitor and report Trading by Designated Persons.

12. Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re- enactment thereto.

Form - 1

INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To

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

Ref.: BSE Scrip Code No. 531213

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person , Specified Person or any other)	
Nature of Information	
Whether any action initiated by the Company ? If Yes, Narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

**Thanking you,
Yours faithfully**

For Manappuram Finance Limited

Compliance Officer

Form- 2

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Ref.: BSE Scrip Code No. 531213
NSE Scrip Code: MANAPPURAM

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person, Specified Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you,
Yours faithfully
For Manappuram Finance Limited

Compliance Officer