MANAPPURAM®
FINANCE LIMITED
Make Life Easy

Ref: Sec/SE/ 711/2018-19

22nd March 2019

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

Dear Madam/Sir

Sub: Amendment to the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information"

Ref: Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations,2015 read with Regulation 2 of SEBI (Prohibition of Insider Trading) (Amendment) Regulations,2018

We wish to inform you that Board of Directors at its Meeting held on 20th March 2019, has approved Amendment to the "Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (the "Code") of the Company to align with the SEBI (Prohibition of Insider Trading) (Amendment)Regulations,2018.

In compliance with the regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations,2015, we are enclosing herewith the amended Code for reference and record.

Thanking you

For Manappuram Finance Limited

VILAKKITHALA RAMAN MANOJKUMAR

Digitally signed by VILAKKITHALA RAMAN MANOJKUMAR
DN: c=IN, o=Personal, postalCode=680581, st=KERALA, serialNumber=ec0b07b2d06a85987aa84d48d23761b1c13f03d66989437cb6348bc1a592cc87, cn=VILAKKITHALA RAMAN MANOJKUMAR
Date: 2019.03.22 10:11:44 +05'30'

Manoj Kumar V.R

Company Secretary

Registered & Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valapad, Thrissur, Kerala - 680 567, India
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com

MANAPPURAM FINANCE LIMITED

Manappuram Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Last amended in the Board Meeting dated 20th March 2019)

Objective:

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by Manappuram Finance Limited (Company) vide Board Resolution dated 14th May 2015 for fair disclosure of practices and procedures that the Board of Directors of the Company will adhere to while handling and disclosure of Unpublished Price Sensitive Information. This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Adherence to the Code:

The Board of Directors of the Company (the Board) undertakes to adhere to the Code and shall always make a fair disclosure of corporate events, occurrences, transactions which could give rise to UPSI which in turn can impact price discovery in the market for the securities of the Company.

Policy on Fair Disclosure of Unpublished Price Sensitive Information:

1. The Board shall endeavour prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. Towards this objective the Board shall make availability of such unpublished price sensitive information accessible without any discrimination and disclose various corporate events, inorganic growth prospects, acquisitions and takeovers and all other material events or information upon them becoming crystalized.

2. The Board shall endeavour to make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its securities are listed. The Board shall ensure against selective disclosure of unpublished price sensitive information.

3. Board shall ensure that whenever unpublished price sensitive information that gets disclosed selectively, inadvertently, it shall ensure prompt and proper dissemination of such information so as to make it generally available.

4. The Company Secretary of the Company serves as the Company's chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information. The Company Secretary can be contacted for any queries or

clarifications as regards dissemination of unpublished price sensitive information.

5. The Company Secretary shall ensure that systems in place for handling of all unpublished price sensitive information only on a need-to-know basis.

6. The Company Secretary shall respond to queries on news reports and requests for verification of market rumours by regulatory authorities.

7. The Company Secretary shall put systems in place to ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

8. The Company Secretary shall ensure best practices are put in place to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's official website www.manappuram.com to ensure official confirmation and documentation of disclosures made.

*****

MANAPPURAM FINANCE LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

(Last amended in the Board Meeting dated 20th March 2019)

SECTION - I

I. Short Title, Commencement and Applicability

1. This document is called as **Manappuram Finance Limited Code of Conduct to regulate, monitor and report Trading by Insiders ("Code").**

This Code on Insider Trading is adopted vide resolution of the Board of Directors of the Company on 14th May 2015 and shall be valid until notified otherwise.

2. This Code is applicable to all Promoters / Directors / Connected Persons / Designated Persons of the Company & their Immediate Relatives and extends to all activities within and outside an individual's duties at the Company.

II. Definitions:

Unless the context otherwise requires:-

1. "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.

2. "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 recognised 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;

3. "Designated Person" includes

a. Promoters of the Company;

b. Directors of the Company and its subsidiaries;

c. Key Managerial Persons (KMPs) of the Company;

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 and IT Department and all employees from the level of Asst. Manager and above in Corporate Compliance, Legal, Secretarial, Risk Management, Internal Audit, Financial Analysis Wing, MIS and Taxation Departments;

f. Executive or Personal Secretaries of Executive Directors of the Company;

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

h. Immediate Relatives of (a) to (g) above;

4. "Generally Available Information" means information that is accessible to the public

on a non-discriminatory basis;

5. “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;

6. “Insider” means any person who is:
    a. A Connected Person; or
    b. Designated Person; or
    c. In possession of or having access to Unpublished Price Sensitive Information;

7. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

8. "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;

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

10. “Trading day” means a day on which the recognized stock exchanges are open for Trading;

11. "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: –

    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; and
    f. material events in accordance with the listing agreement.
    g. Any information which is so classified by the Compliance Officer.

(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.

SECTION – II

STATEMENT OF CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS GOVERNING UN-PUBLISHED PRICE SENSITIVE INFORMATION AND PROHIBITING INSIDER TRADING

I. Who is an Insider?

An Insider is a Connected Person or a person in possession of or having access to Unpublished Price Sensitive Information.

Insiders include Designated Persons. The Compliance Officer shall maintain a list of Designated Persons who shall be sensitized with this code and its compliance.

PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS
MD in consultation with Company Secretary or Chief Financial Officer of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s). A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

(i) in the ordinary course of business.
(ii) in furtherance of performance of duty(ies);
(iii) for discharge of legal obligation(s).
(iv) for any other genuine or reasonable purpose as may be determined by the MD of the Company.
(v) For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time

INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON(S) WHO HAS/HAVE BEEN BROUGHT INSIDE' ON SENSITIVE TRANSACTION(S).
Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out by the Company Secretary of the Company;

(i) To make aware such person that the information shared is or would be confidential.
(ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
(iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information

II. Restriction on communication of UPSI and Trading on that basis by Insiders

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 this code as Annexure B.

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..

5. The Compliance Officer shall maintain list of Designated Persons and immediate relatives of Designated Persons to be covered by this Code.. Such Designated Persons shall execute trades subject to this Code and subject to Regulations.

6. 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

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

The term "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 the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.]

7. The Compliance Officer shall regulate the closing and opening of Trading window and accordingly communicate the same to Insiders who are duty bound to comply the same as regards Trading. Insiders and their Immediate Relatives are prohibited from Trading when the Trading window is closed.

8. The Compliance Officer shall determine the closing and re-opening of the Trading window after taking into account various factors including the UPSI to be considered by Board / Committee of the Board, UPSI becoming Generally Available Information for being assimilation by the market, which shall not be a period earlier that 48 hours from the time UPSI becomes a Generally Available Information.

9. The Compliance Officer shall put in place Chinese Wall procedures and processes for permitting or prohibiting any Insider to cross the Wall for Trading in Securities of the company.

10. The Compliance Officer shall also require Insiders to report in prescribed format their holding and Trading in Securities from time to time.

III. Compliance Officer

1. The Company Secretary is designated as the Compliance Officer (Insider Trading) and he will remain so until further orders by the Board of the Company.

2. 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.

3. The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board.

4. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code adopted by the Company.

IV. Duties of Insiders

1. Every disclosure under this Code shall be made in such form as may be specified by the Company.

2. 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.

3. 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 in force.

V. Disclosure of Interest or holding or Trading

1. Every Promoter, key managerial person, 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 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 within seven days of such appointment or becoming Promoter. This disclosure shall be in **Form B**.

3. Every Promoter, Employee, Director 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**.

4. The Compliance Officer at his discretion can necessitate such other Insider, Connected Person or any other person who holds Securities of the company to disclose in **Form D** at such frequencies for monitoring compliance.

5. The Compliance Officer shall maintain records of all disclosures made by the Insiders and Designated Persons.

6. Promoters / Directors / Insiders / Designated Persons / Employees are requested to contact the Compliance Officer of the company for respective formats of disclosure mentioned above.

7. The Compliance Officer shall preserve all the records being maintained under this code, for a minimum period of eight years.

8. The Compliance Officer shall place before the Board of Directors and Audit Committee, on a Quarterly basis all the details of the dealing in the Securities by such Promoters/ Directors/ Designated Persons / Connected Persons of the Company and their Immediate Relatives and the accompanying documents that such persons had executed under the pre-clearance procedure.

VI. Trading Plans

1. An insider 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.**

2. Such Trading plan 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.

3. 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.

4. 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.

   Provided that the implementation of the Trading plan shall not be commenced if any unpublished price sensitive information 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 unpublished price sensitive information becomes Generally Available Information.

5. Upon approval of the Trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

SECTION – III

I. Statement of procedures preventing insider Trading - internal

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider Trading. Every Promoter/Director / Insider / Designated Person & their Immediate Relatives are required to follow these procedures.

1. Identifying Price Sensitive, Non-public Information

Prior to directly or indirectly Trading any security of the Company, Promoter/Director / Insider / Designated Person is required to determine whether they are in possession of UPSI relating to the Company. Insiders and Designated Persons are advised to seek the assistance of the Company's Compliance Officer in the event of any uncertainty as to whether an information which is yet to become Generally Available Information is an UPSI. If after consulting the Company's Compliance Officer if it is determined that such Insider / Designated Person is in possession of UPSI, there shall be no Trading in Securities of the company.

2. Information Relating to the Company

a. Access to Information

Access to UPSI relating to the Company, including information with respect to their business, earnings or prospects, should be limited to Promoters/ Directors / Designated Persons of the Company on a need-to-know basis and in furtherance of their duties. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on other than need to know basis.

In communicating UPSI to employees of the Company, all Promoters/ Directors/ Designated Persons must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

b. Inquiries from Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Executive Officer or Chief Financial Officer or Managing Director

or any other appropriate person designated by them. During the period notified by the Compliance Officer when Trading is prohibited on account of price sensitive information not having become public, responding to inquiries from such third parties should be avoided.

3. Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities and UPSI.

All Promoters/ Directors / Insiders / Designated Persons should take all steps and precautions necessary to restrict access to, and secure, UPSI by, among other things:

a. Maintaining the confidentiality of Company related transactions;

b. Conducting their business and social activities so as not to risk inadvertent disclosure of UPSI. Review of confidential documents in public places should not be conducted so as to prevent access by unauthorized persons;

c. Restricting access to documents and files (including computer files) containing UPSI to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

d. Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;

e. Properly disposing off all confidential documents and other papers no longer required.

f. Restricting access to areas likely to contain confidential documents or UPSI; and

g. Avoiding the discussion of UPSI in places where others could overhear the information such as in elevators, restrooms, hallways, restaurants, public transport etc.

Personnel involved with UPSI, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

4. Trading Window Mechanism

a. Trading Window is the period during which all Promoters/ Directors/ Designated Persons are eligible to deal in the Securities of the Company subject to the compliance of requirement of pre-clearance procedure.

b. The Trading Window shall be invariably closed during the time the price sensitive information is un-published. Trading window shall remain closed as under:

i. **where a Trading Plan is submitted, then Trading Window shall remain closed** for a period of 20 Trading days prior to the last date of any financial period for which the following transactions are required to be carried out and until the conclusion of 2nd Trading day after the Board Meeting date, in which the business relating to the following transactions are considered:

- Declaration of Financial results (quarterly, half-yearly and annual);
- Declaration of Dividends (both interim and final);

ii. **where a Trading Plan is not submitted, then Trading Window shall remain closed** for a period of 20 Trading days prior to the Board Meeting date in which the following transactions are required to be carried out and until the conclusion of 2nd Trading day after the Board Meeting date, in which the business relating to the following transactions are considered:

- Declaration of Financial results (quarterly, half-yearly and annual);

iii. **In respect of following transactions Trading Window will stand closed** 10 Trading days prior to the date of Board Meeting convened for consideration of the same and until the expiry of 2nd Trading day after the Board Meeting date, in which the business relating to the following transactions are considered **(not applicable, if Trading Plan is submitted)**:

- Declaration of Dividends (both interim and final);
- Issue of Securities by way of Public / Rights / Bonus etc.; Any major expansion plans or execution of new projects; Change in capital structure;
- Changes in key managerial personnel;
- Amalgamation, mergers, takeovers and buy-backs;
- Disposal of whole or substantially whole of the undertakings;
- Any changes in key policies, plans or operations of the company;
- Material events in accordance with the listing agreement Such transactions or business, as may be intimated by the Compliance Officer from time to time.

c. The exact dates of each closure of the Trading Window shall be intimated by the Compliance Officer to Insiders / Designated Persons and it is the responsibility of each Insider / Designated Person to ensure compliance with this Code and by each of Insider's / Designated Person's Dependent Family Members.

d. All Promoters/ Directors/ 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.

e. Should the Promoters/ Directors/ 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.

f. In case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed

g. **All Promoters/ Directors/ Designated Persons shall not deal in the shares of the company during the period of 7 days prior to the end of any quarter and 7 days from the beginning of any quarter**. *Indicative Example: For the quarters ending 31st December and quarter starting 1st January, the restriction will start from 25th December to 07th January (both days inclusive).* However, sale of shares allotted pursuant to exercise of ESOS shall be allowed during this period subject to closure of trading window period.

5. Pre- Clearance of Trades

a. All Promoters/ Directors/ Designated Persons and their Immediate Relatives as defined by the Company 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) as per the procedure described hereunder.

b. An application on **Form G** shall be made to the Compliance Officer for pre-clearance of the deals indicating therein the estimated number of Securities that the Director / Officer / Designated Person intend to deal.

c. An undertaking on **Form H** shall be executed in favour of the Company by such Promoters/ Directors/ Designated Persons with every application for pre-clearance.

d. All Promoters / Directors / Designated Persons and their Immediate Relatives 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.

e. All Promoters / Directors / Designated Persons and their immediate relatives shall report the details of trades executed or the decision not to trade with reasons within Seven Trading days after securing the pre-clearance of trades on **Form J** to the Compliance Officer.

f. All Promoters / Directors / Designated Persons who buy or sell shares of the company pursuant to the pre-clearance, as described above, shall not enter into an opposite transaction i.e. sell or buy of shares during the next six months following the prior transaction. All Promoters/ Directors/ Designated 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.

g. No Pre-clearance is required in case of exercise of options under ESOP, except for sale of exercised options.

6. Reporting Requirements

a. All Promoters/ Directors/ Designated Persons and their Immediate Relatives shall be required to forward Annual Statement of all holdings in Securities of the Company within 10 Trading days from the end of the financial year, to Compliance Officer on **Form E**

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

All Promoters/ Directors/ Designated Persons of the Company should execute and return to the Company's Compliance Officer, the Certificate on reading and understanding the Code on **Form F**.

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

The Compliance Officer shall inform SEBI in case it is observed that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. Penalties:

Any dealing in Securities of the Company in violation of code of conduct shall lead to penalties and appropriate action may be taken including Salary Freeze, 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 SEBI (Prohibition of Insider Trading) Regulations, 2015.

SECTION - IV

I. Code of Corporate Disclosure:

1. Corporate Disclosure Policy

To ensure timely and adequate disclosure of price sensitive information, the following norms are being followed by the Company:-

Prompt disclosure of price sensitive information

UPSI wherever necessary shall be given to stock exchanges on a continuous and immediate basis by the Company.

The Company may also consider in placing on its website all Press Releases and information released to stock exchanges.

Overseeing and coordinating disclosure

2. The Company Secretary of the Company serves as the Company's chief investor relations officer and Compliance Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. The Company Secretary can be contacted for any queries or clarifications as regards dissemination of unpublished price sensitive information.

3. The Compliance Officer is designated officer to oversee corporate disclosure.

4. The Compliance Officer shall ensure that the company complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

5. Information disclosure/ dissemination may normally be approved in advance by the Compliance Officer designated for the purpose.

6. If information is accidentally disclosed without prior approval, the person responsible may inform Compliance Officer immediately, even if the information is not considered price sensitive.

II. Responding to market rumours

1. All queries or request for verification of market rumours by stock exchanges or any authorised authority shall be addressed suitably by the Compliance Officer. He shall consult the management and other officials of the Company if required before responding to the Stock Exchanges and any authorised authority.

2. Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

III. Timely Reporting of shareholdings / ownership and changes in ownership:

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

IV. 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. Recording of discussion

   In order to avoid misquoting or misrepresentation, it is felt that at least two-company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should be recorded.

3. 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.

4. Simultaneous release of Information

When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet. The company may also consider live web casting of analyst meets.

V. 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. Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

5. 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 J.

Annexure – A – List of Immediate Relatives / dependents.

Annexure B - Policy for determination of "legitimate purposes"

Form E

	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.

Reg: Disclosure of shares and voting rights held in the Company

Pursuant to the disclosure requirements of the Company's Code of Conduct to regulate, monitor and report Trading by Insiders for prohibiting Insider Trading, 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	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 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.*

Form F

Date: [●]

To

Compliance Officer – Insider Trading
Manappuram Finance Limited
Valapad, Thrissur.

Dear Sir,

RE: STATEMENT OF CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF MANAPPURAM FINANCE LIMITED GOVERNING PRICE SENSITIVE, UN-PUBLISHED INFORMATION AND PROHIBITING INSIDER TRADING

I have received, read, and understood the Code of Conduct to regulate, monitor and report Trading by Insiders 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

Date: [●]

To

Compliance Officer – Insider Trading
Manappuram Finance Limited
Valapad, Thrissur.

Dear Sir,

Sub: Request for pre-clearance for Trading in Securities of the Company.

Pursuant to the procedure laid down for the dealing in Securities of the Company, I hereby submit the following for your clearance.

1)Name of Director/Employee	
2)Emp. ID	
3)Designation and Department	
4)Reason for sale / purchase	
5)No. of Shares proposed to be sold/ purchased	
6)Class of shares	Equity
7)Depositary Participant ID	
8)Client ID/ Folio No.	

Further, I enclose the Undertaking as envisaged in the Insider Trading Code for your records. I confirm that I have read the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell/purchase the Securities.

_____
Signature

Name: [●]

Designation: [●]

(Note: Strike off whichever is not applicable)

Form H

UNDERTAKING

This UNDERTAKING is executed for Trading in Securities of Manappuram Finance Limited.

By _____S/o / W/o / D/o_____residing at _____(hereinafter referred to as employee/director)

In favour of

Manappuram Finance Limited, a company incorporated under the Companies Act, 1956 and having its registered office at IV/470A (Old) W638A (New), Manappuram House House, Valappad, Thrissur, Kerala - 680567. (Hereinafter referred to as the "Company").

WHEREAS the Company has, in terms of Regulatory requirements, put in place a Code of Conduct to Regulate, Monitor and Report Trading by Insiders (Hereinafter referred to as the "Code"),

AND WHEREAS, the Code provides that the Promoter/director/ designated person of the Company must comply with the pre-clearance procedure before dealing in any Securities of the Company.

NOW THIS UNDERTAKING WITNESSETH AS UNDER:

1. I, _____ Emp. No._____ (Promoter/director/ designated person) of

   Manappuram Finance Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Code, as are currently in force.

2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Code.

3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking.

Or

By virtue of my position in the Company I have access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) or I may be deemed to perpetually in possession of UPSI. Hence, I have submitted a Trading Plan to you on_____. I am now proposing to trade in the Securities of the Company as per my application dated _____in compliance of the Trading Plan.

4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.

5. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.

6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer.

Or

That I have access to and in possession of UPSI by virtue of my office as Director / KMP / Promoter / Connected Person and that I would completely refrain from dealing in the Securities of the Company until 48 hours after such information becomes public.

7. That, I have not contravened the rules and other provisions contained in the Code currently in force.

8. That, I have made full and true disclosure in the matter.

9. That, I hereby indemnify the Company as below.

   a. To hold the Company and the Compliance Officer faultless in the event of any investigation against me for insider Trading by any regulatory authority.

   b. To make good to the Company and the Compliance Officer all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.

   c. To compensate the Company and the Compliance Officer for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.

10. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Code apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. That, I shall be bound by the Laws of India, in respect of this Undertaking and shall be subject to the jurisdiction of the Courts at Kerala only.

IN WITNESS WHEREOF THIS UNDERTAKING HAS BEEN EXECUTED ON
THIS DATE OF ____AND AT_____.

By : _____
Name : [●]

Designation : [●]

Witness:

1. By : [●]
   Name : [●]
   Designation : [●]

2. By : [●]
   Name : [●]
   Designation : [●]

(Note: Strike off whichever is not applicable)

Disclosure by the Insider

Date: [●]

From:

Mr. [●]

To

Manappuram Finance Limited
Valapad, Thrissur.

Dear Sirs,

Sub: Continual Disclosures under Insider Trading Regulations.

Pursuant to the provisions of SEBI (Prohibitions of Insider Trading) Regulations, 2015, continual Disclosure is enclosed to this letter.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,

Signature : [●]

Name : [●]

FORM I

Date: [●]

To

Compliance Officer – Insider Trading
Manappuram Finance Limited
Valapad, Thrissur.

Dear Sir,

Sub: Trading plan for approval.

Pursuant to the procedure laid down for the dealing in Securities of the Company, I hereby submit following Trading plan for your approval.

1) Name of Director/Employee	
2) Emp. ID	
3) Designation and Department	
4) Nature of trade (S/P)	
5) Reason for sale / purchase	
6) No. of Shares proposed to be sold/ purchased or value of trade to be affected	
7) Tranches of proposed trade and calendar for one year (after the plan is published)	
8) Class of shares	Equity
9) The interval or dates on which the trade shall be effected	
10)Depositary Participant ID	
11) Client ID/ Folio No.	

Further, I undertake that this Trading plan is in compliance with regulation 5 (2) of SEBI (Prohibition of Insider Trading) Regulation, 2015. I confirm that I have read the Company's Insider Trading Code and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your approval to enable me to execute this Trading plan.

_____
Signature

Name :

Designation :
(Note: Strike off whichever is not applicable)

FORM J

Date: [●]

To

Compliance Officer – Insider Trading
Manappuram Finance Limited
Valapad, Thrissur.

Dear Sir,

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

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 Director/Employee	
2) Emp. ID	
3) Designation and Department	
4) Date of Pre-Clearance Approval	
5) No. of Shares sold / purchased	
6) Class of shares	Equity
7) Depositary Participant ID	
8) Client ID/ Folio No.	
9) 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)

ANNEXURE - A

I. List of Immediate Relatives

1. Father (including step-father) _____
2. Mother (including step-mother) _____
3. Son (including step-son) _____
4. Daughter (including step daughter) _____
5. Brother (including step-brother) _____
6. Sister (including step-sister) _____
7. Spouse _____

II. List of Dependents

01.

02.

ANNEXURE - B
POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018] Forming part of Manappuram Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITION

a) "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations**:**

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners

13. Any other person with whom UPSI is shared

b) "Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

4. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information

6. 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.

7. APPROVED AND ADOPTED

This Policy has been approved and adopted by the Board on Wednesday, March,20,2019.

Annexure C

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board 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 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' / financers' 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 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 Securities and Exchange Board of India ("SEBI") promptly.

(v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (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, 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' / financers' 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 Insider, Employee & Designated Persons 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 the Code of Practices Fair Disclosure 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 unpublished price sensitive information.

(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) Periodical financial results of the Company;
b) Intended declaration of dividends (Interim and Final);

c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;

d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;

e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
f) Changes in key managerial personnel;

g) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

h) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

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. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information 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 **"Annexure D"** to this policy.

7. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the COMPLIANCE OFFICER shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **"Annexure E"** to this policy.

8. 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.

9. 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 thereon.

10. 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, support staff or any other known or un-know 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:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

11. 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.

Annexure D

FORMAT FOR 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 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

Annexure E

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

Dear Sir / Madam,

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

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 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) 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 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