

## **MANAPPURAM HOME FINANCE LIMITED**

### **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS IN SECURITIES OF MANAPPURAM HOME FINANCE LIMITED**

*(Modified on 24<sup>th</sup> May 2021 & Reviewed on 10.05.2023)*

#### **1. PREAMBLE**

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") mandates a listed company to formulate code of conduct to regulate, monitor and report trading by its Connected Persons and the Designated Persons. Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Manappuram Home Finance Limited (the "Company") and all persons associated with it. The objective of this code is preservation of confidentiality of Unpublished Price Sensitive Information, to prevent misuse of such information and to prohibit a Designated Person and his/her Immediate Relatives from Trading in the Securities of the Company while in possession of Unpublished Price Sensitive Information (UPSI).

The Company has zero tolerance policy towards any act of Insider Trading or any similar or allied unlawful security related trade practices while in possession of UPSI.

#### **2. Interpretation**

Words and expressions not defined in this Policy shall have the same meaning as specified in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations), Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

#### **3. Applicability**

☑ This Code is applicable to all the Insiders as defined under this Code. Every Insider should have an understanding about the code and must review this code.

☑ 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

#### **4. EFFECTIVE DATE**

This Code was adopted vide resolution of the Board of Directors of the Company on 28<sup>th</sup> February 2020

## 5. 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.
- B) 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. There fore the Company may require Connected Persons to make disclosures of their holdings and trading.

## 6. Definitions

1. **'Act'** means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
2. **'Audit Committee'** means the Audit Committee of the Board of Directors constituted under Section 177 of the Companies Act, 2013
3. **'Board'** or **'Board of Directors'** shall mean the board of directors of the Company.
4. **'Chief Investor Relationship Officer [CIRO]'** is the person responsible for managing the organization's investment portfolios, here the Company Secretary of the Company is designated as the Chief Investor Relationship Officer [CIRO].
5. **'Code'** shall mean this **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in Securities of Manappuram Home Finance Limited**, as amended from time to time.
6. **Code of Fair Disclosure'** shall mean the Code of Practices and Procedures for Fair Disclosure of UPSI.
7. **'Company'** or **'the Company'** means Manappuram Home Finance Limited.
8. **'Compliance Officer'** means the Company Secretary of the Company is designated as the Compliance Officer (Insider Trading)
9. **'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. Designated Persons; or
  - b. an Immediate Relative of Connected Persons specified above; or
  - c. a holding company or associate company or subsidiary company; or
  - d. an intermediary as specified in section 12 of the Securities and Exchange Board of India Act or an employee or director thereof; or
  - e. an investment company, trustee company, asset management company or an employee or director thereof; or
  - f. an official of a stock exchange or of clearing house or corporation; or
  - g. 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
  - h. 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
  - i. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - j. a banker of the Company; or
  - k. 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;
10. **'Contra Trade'** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
11. **'Designated Persons'** 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 holding Company;

- d. All employees in the Secretarial, Finance & Accounts and employees from the grade of AGM and above.

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

12. **'Director'** shall mean and include a member of the Board of Directors of the Company.
13. **'Generally Available Information'** means information that is accessible to the public on a nondiscriminatory basis. Information available on the website of stock exchanges, where the securities of the Company are listed, would ordinarily be considered as Generally Available.
14. **'Immediate Relative'** means a spouse of a person, and includes parents, siblings, and children 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;
15. **'Insider'** means any person who is:
- a. A Connected Person; or
  - b. In possession of or having access to Unpublished Price Sensitive Information;
16. **'Key Managerial Personnel'** shall have the meaning assigned to it under Section 2(51) Companies Act, 2013 and the rules issued thereunder or any modification thereof.
17. **'Leak of UPSI'** shall refer to such act / circumstance(s) by virtue of which a UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or else before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.
18. **Legitimate purpose** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations
19. **'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;
20. **'SEBI'** means the Securities and Exchange Board of India.
21. **'SEBI Insider Trading Regulations'** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
22. **'SEBI LODR Regulations'** means the Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

23. **‘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;
24. **‘Securities laws’** means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), provisions of the Companies Act, 2013 and the relevant provisions of any other law to the extent it is administered by the Board and the relevant rules and regulations made thereunder;
25. **‘Structured Digital Database (SDD)’** means a digital database created, updated and maintained by the Company as per the provisions of the Insider Regulations for assisting the Compliance Officer in maintaining a Digital Database containing information of all the Insiders of the Company as per the provisions laid under the Regulations and names of persons with whom UPSI is shared including the PAN or any other identifier of the person (where PAN is not available). Structural Database allows Designated Persons to apply for Preclearance Request, Trading Plan Request, Disclosures etc. as per the provisions of Insider Trading Regulations.
26. **‘Trading’** means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell, pledge, dealing in any Securities and “trade” shall be construed accordingly;
- Explanation:* Exercise of ESOPs and sale of shares acquired under ESOP shall not be considered as Trading except for the purpose of disclosures under this Code. Further, “dealing in securities” includes pledging etc. when in possession of UPSI.
27. **‘Trading Day’** means a day on which recognized stock exchanges are open for trading.
28. **‘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.
29. **‘Unpublished Price Sensitive Information’** means any information, relating 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;

## **7. 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.sreedivya@manappuramhomefin.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 gautam@pachira.com.

- d. Compliance Officer shall set forth procedures and formats as required under the PIT Regulations for obtaining declarations from various types of Insiders and ensuring compliance 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.
- f. Compliance Officer shall monitor trades by the Designated Persons verify, approve or reject trading plans, seek disclosures [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 pre-clearance norms, trading window closure norms and restrictions on contra trades shall not be applicable for trades undertaken in accordance with trading plan.
- h. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre clearance of trades.
- i. Compliance Officer shall obtain reports of Trades from intermediaries for tracking trades of Insiders and requiring them to undertake compliances under this Code in case they have not done the same.
- j. 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.
- k. 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.

- l. Any violations of the Code shall be reported by reported by the Compliance Officer to the Audit Committee or Board of Directors, upon becoming aware of the same, based on the nature of the violation.
- m. The Compliance Officer shall seek written explanation from the Insider who has been identified for violation of the Code.
- n. The Compliance Officer shall act as a focal point for intimations to Stock Exchange/SEBI, in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code,
- o. The Compliance Officer shall, for the purpose of granting approvals, be authorized to seek declarations from the Designated Persons and Connected Persons as may be required to ensure and verify whether designated persons are in possession of UPSI and the compliance officer shall have reasonable cause to believe that the declaration will not be rendered inaccurate and is in compliance with this Code and SEBI Insider Trading Regulations.
- p. The Compliance Officer shall make timely intimations to Stock Exchanges and SEBI of receipt of declarations disclosures and violations under this Code of Conduct.

## **8. Role of Chief Investor Relationship Officer [CIRO]**

- i. 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.
- ii. 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.

## **9. Disclosure by Insiders**

- a. Every disclosure under this Code shall be made in such form as may be specified by the Company.
- b. 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.
- c. Every Designated Person shall furnish their transaction in Securities of the Company in the Structured Digital Database within two trading days from the date of transaction.
- d. Every Designated Persons shall furnish the information regarding their immediate relatives and Changes of such information (if any) in the Structured Digital Database.
- e. Every Designated Persons shall disclose the details of persons with whom Designated Person(s)/ shares a material financial relationship under the Regulations shall furnish such information in the Structured Digital Database.

## **10. Disclosure of holding in securities of the Company and Trades therein**

1. 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.
2. Every Promoter, member of promoter group, key managerial personnel, director, 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 (10) lakh rupees. This disclosure shall be in Form C.
3. 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.
5. 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.

## **11. Prohibition on communicating or procuring UPSI**

An Insider shall not –

- 11.1. communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or
- 11.2. No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to:

- in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non- disclosure agreements being executed; or
- in the event the Board of Directors directs or causes the sharing of UPSI in the best interest of the Company; or



- within the company on a need to know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations in compliance with Chinese wall procedures.

if such persons have been identified and secluded within a “Chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become generally available.

## **12. Prohibition on Insider Trading**

An Insider shall not, directly or indirectly, –

- Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.
- provide advise/ tips to any third party on trading in Company’s securities, irrespective of whether trading is carried out or not by third party, while in possession of UPSI.

An insider who has ceased to be associated with the Company shall continue to be in the structural database of the company for a period of 6 months from the date of Cessation. During the such Connected Person shall not carry out any transaction with securities of the Company while in possession of UPSI. Any Designated Person while resigning/ceased to be a Designated Person from the Company shall submit their Exit Declaration with the Compliance Officer containing their contact details, permanent address and email id through which they can be contacted.

### **Trading in Securities of other companies.**

No Insider may, while in possession of unpublished price sensitive information about any other Listed public company gained in the course of employment within the Company,

- trade in the securities of the other Listed public company;
- ‘tip’ or disclose such material non-public information concerning that company to anyone;
- give trading advice of any kind to anyone concerning the other Listed public company.

No Insider may take positions in derivative transactions in the securities of the Company at any time.

The restriction in 12 (i) above may not apply to:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information. And

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv). the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders:

- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

- (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (vi) the trades were pursuant to a trading plan set up in accordance with regulation 5.

### **13. Trading Window**

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:

13.1. The Compliance Officer shall notify a 'trading window closure' during which the Designated Persons shall not Trade in the Company's securities till the end of 48 hours after which UPSI becomes GAI

13.2. The trading window for every Insiders shall remain closed from the end of every quarter till 48 hours after the declaration of financial results. Non Receipt of Communication with respect to window

closure after the end of quarter till 48 hours after the declaration of financial results will not be treated as a justification for violation committed during window closure period.

13.3. The compliance officer shall close the trading window where he determines that designated persons or class of designated persons are reasonably expected to be in possession of UPSI. The closure of trading window shall be promptly informed to designated persons or class of designated persons

13.4. The Compliance officer shall close the trading window in the event of leak or suspected leak of UPSI. The trading window shall be opened after the inquiry into leak or suspected leak is completed;

13.5. The Compliance Officer shall intimate the closure of trading window to all the Specified persons 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.

13.6. No Designated person and specified person shall refute against the non-communication of trading window closure as they have already executed declaration of understanding of the code. In case of internal control failure resulting in non-receipt of emails intimating the same. The posting on the website of company shall be sufficient to presume that designated persons are aware of trading window closure.

13.7. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

13.8. The trading window restriction shall not apply for below cases;

- a. off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- b. transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- c. transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e. trades executed as per the trading plan set up in accordance with the policy.
- f. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre- clearance by the compliance officer.

Provided that declaration shall be obtained from the concerned insider that such pledge is for bona fide purpose setting out the facts and reasons of such pledge of securities and the same is not motivated by any UPSI

- g. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy- back offer, open offer, delisting offer.

#### **14. Pre-clearance of Trading**

- 14.1. All Designated Persons and Specified Persons intending to execute trades either singly or a series of transactions in a calendar quarter in excess of Rs.5,00,000 (Rs. Five Lakhs) when the Trading window is open shall obtain preclearance through Structured Digital Database for executing such transaction or transactions from the Compliance Officer.
- 14.2. Designated Person shall make an application to Compliance Officer for preclearance of the deals indicating therein the estimated number of Securities that the Designated Persons or Specified persons intend to deal through the Structured Digital Database. The Compliance Officer after verification shall approve/reject the application for pre-clearance.
- 14.3. Every Designated Person in the Depository Department shall get Preclearance from the Compliance Officer before transacting with Securities of any Companies.
- 14.4. The compliance officer may give pre-clearance to execute trade for a period of maximum 7 trading days.
- 14.5. 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 preclearance approval is given by the Compliance Officer.
- 14.6. If the trades are not executed within seven Trading days, after the pre-clearance approval is given. The reasons of not executing trade pursuant to obtaining preclearance shall be disclosed in Structured Digital Database within Two Trading days from the expiry of pre-clearanceperiod.
- 14.7. All Designated Persons and Specified persons shall take pre-clearances, for each subsequent transactions over and above the first pre-clearance obtained for transcending threshold limit of Rs.5 lakhs.
- 14.8. All / Designated Persons and Specified persons who has bought or sold 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.
- 14.9. No Pre-clearance is required in case of exercise of options under ESOP, except for sale of exercised options.

## **15. Establishment of Chinese Wall Procedures**

1. 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 establish appropriate “Chinese Wall Procedures” in consultation with Compliance Officer.
2. To prevent the unauthorised communication access and unwarranted of UPSI, the Company shall maintain “Chinese Walls” and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which UPSI are ordinarily available. Public areas refer to those areas where any UPSI are not ordinarily available, and to which any outside person may have allowed access.
3. 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”.
4. The Designated Persons within the Chinese Walls 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 Compliance Officer immediately.
5. There shall be a review of the Chinese Wall procedures by the Compliance officer once in a year.
6. CISO 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.

## **16. Digital Database of recipient of UPSI**

As required under Regulation 3(5) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI;
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

## **17. Penalty for Contravention**

- a. Any Insider who deals in the securities of the Company in contravention of the provisions laid under this code, shall be held liable and guilty for the contravention.
- b. Any Insider who violates the provisions of the Code or SEBI Regulations shall be liable for the penal/disciplinary actions as fixed by the Audit committee & Board of the Company.

- c. The Audit Committee of the Board may receive reports quarterly 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.

### **18. 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: -

- a. 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.

- b. 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**

- a. 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.
- b. The Company shall make prompt disclosure to stock exchanges.
- c. The Company may also facilitate disclosure by posting on its website <http://www.manappuramhomefin.com/>
- d. Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- e. 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 M**

**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.**

**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 Key Managerial Personnel/Director/Promoter/Member 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 the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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
7	8	9	10	11	12

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

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  
Manappuram Home 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 Home 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 of the spouse, any of whom is either dependent financially on such person, or consults such person intaking decisions relating to Trading in Securities.

**Form F**

Certificate on reading and understanding the requirements of the Code

**Date:** [●]

To

Compliance Officer

Manappuram Home 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 Home 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

Manappuram Home 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 pre-clearance.

1)Name Designated Person/Specified Person	
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)Depository Participant ID	
8)Client ID/ Folio No.	

Further, I enclose the Undertaking as envisaged in the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company (Code)for your records. I confirm that I have read the 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 clearance to enable me to sell/purchase the Securities.

\_\_\_\_\_  
Signature

**Name:** [●]

**Designation:** [●]

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

## Form H

### Undertaking with respect to pre clearance

This UNDERTAKING is executed for Trading in Securities of Manappuram Home Finance Limited by Mr/Ms. \_\_\_\_\_ S/o / W/o / D/o\_\_residing at\_\_(hereinafter referred to as employee/director) In favour of Manappuram Home Finance Limited, a company incorporated under the Companies Act, 1956 and having its registered office at IV/470A (Old) W638A (New), Manappuram House House, Valapad, Thrissur, Kerala - 680567. (Hereinafter referred to as the "Company").

WHEREAS the Company has, in terms of Regulatory requirements, put in place the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company (Hereinafter referred to as the "Code"),

AND WHEREAS, the Code provides that the Designated Person or Specified 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. \_\_\_\_\_ (Designated person or Specified Person) of

Manappuram Home 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 or Member of Promoter group/ Connected Person/ Designated Person/Specified 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)*

**FORM I**

**Trading Plan for Approval**

Date: [●]

To

Compliance Officer

Manappuram Home 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 Designated Person/ Specified Person	
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) Depository 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) Regulations, 2015. I confirm that I have read the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company 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**

Reporting of trades executed / decided not to trade

Date: [●]

To

Compliance Officer

Manappuram Home 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) 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 Home 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:

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

**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 Home 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:

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

**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.	<b>Transaction details:</b>	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs.) (Date- wise)	

9.	<b>In case value of trade(s) is more than Rs 10 lacs in a calendar quarter-</b>	
	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.	

**Yours faithfully,**

**Date:**

**Place:**

**Name and signature of Compliance Officer**

**PAN:**

**Email id:**

**Mobile Number:**

## Annexure A

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

*[Under Regulation 9A 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 Home 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 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 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 [cs.sreedivya@manappuramhomefin.com](mailto:cs.sreedivya@manappuramhomefin.com) marked as "**CONFIDENTIAL**

– **WHISTLE BLOWER MECHANISM**” and also be marked to Chairman of Audit Commit. 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 suspect 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 thereon.

#### **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-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:**

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 clawback, 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 PhirozeJeejeebhoy 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.

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;

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

Request you to kindly take the aforementioned on your records.

Thanking you,  
Yours faithfully

For Manappuram Home 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.

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;

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

Request you to kindly take the afore mentioned on your records.

**Thanking you,  
Yours faithfully  
For Manappuram Home Finance Limited**

Compliance Officer