



MANAPPURAM[®] FINANCE LIMITED



Make Life Easy

Ref: No/Sec/ 395 /2015-16
10th July, 2015

The Manager
Department of Corporate Services,
Bombay Stock Exchange Limited
Floor 25, PJ Towers, Dalal Street
Mumbai

Dear Sir,

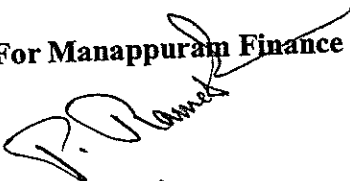
Sub: Disclosure of Corporate Governance reg..
[Company code 531213]

We enclose herewith the required disclosure on corporate governance standards for the quarter ended 30th June 2015. We request you to take on record the same.

Thanking you.

Yours faithfully

For Manappuram Finance Limited


Ramesh Periasamy
Company Secretary

Copy to:

National Stock Exchange Limited
5th Flr, Exchange Plaza
Bandra East, Mumbai 400051

Madras Stock Exchange Limited
PB No.183, New No.30 (Old: 11)
Second Line Beach, Chennai – 600 001.

1



India's First Listed and Highest Credit Rated Gold Loan Company

Corporate Office : (CIN-L65910KL1992PLC006623) IV/470A (old) W638A(New), Manappuram House, Valappad, Thrissur, Kerala - 680 567, India

DISCLOSURE ON CORPORATE GOVERNANCE STANDARDS

Name of Company: MANAPPURAM FINANCE LIMITED

Quarter ending on : 30.06.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II) /		
(A) Composition of Board	49(IIA) /	Yes /	There are 11 directors with 2 Executive directors viz; Managing Director & CEO, and Executive Director, 5 Independent Directors, 1 Additional Director (Women Director) 2 Nominee Directors. 1 Non Executive Director
(B) Independent Directors	49 (IIB) /	Yes	Composition as per the provisions of clause 49 (IIB) and Companies Act,2013 /
(C) Non-Executive Directors' Compensation & Disclosures	49 (IIC)	Yes /	Requirements are complied as per the provision of Clause 49 (IIC)
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The Board meets on a quarterly basis. Meetings are also called to discuss important issues arising in between Committee membership of the Directors is within the limits.
(E) Code of Conduct	49 (IIE)	Yes	Code of conduct is Posted on the web site of the company. Declaration that the Board and senior management shall affirm compliance with the code of conduct is made in the Annual Report of the company.
(F) Whistle Blower Policy	49 (IIF)	Yes	Effective Whistle Blower Policy is in place and disclosed in website. /



III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Audit Committee is headed by an independent director. There are Five members who are directors (including chairman) in the committee of which four are independent. All members are financially literate. Company secretary act as the secretary of the committee.
(B) Meeting of Audit Committee	49(III B)	Yes	Audit committee regularly meets on a quarterly basis. Meetings are also held to discuss matters arising in between and which requires Audit Committee's approval. Quorum as per the clause 49 (IIIC)
(C) Powers of Audit Committee	49 (IIIC)	Yes	The committee is empowered to do those acts which are detailed in clause 49 (IIIC) of the listing Agreement.
(D) Role of Audit Committee	49 (IIID)	Yes	Role of Audit Committee is as provided in clause 49 (IIID)
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit Committee reviews all mandatory information as detailed in clause 49 (III E)
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The requirements are Complied. Terms of reference has been revised as per the companies Act 2013 and revised listing agreement
V. Subsidiary Companies	49 (V)	Yes	The requirements are complied as per the provision of Clause 49 (V). There is no material Subsidiary.
VI. Risk Management	49(VI)	Yes	Requirements are complied as per the provision of Clause 49 (VI)
VII. Related Party Transactions	49 (VII)	Yes	Complied with provisions of Clause 49 (VII) . The policy on materiality of related party transactions and also on dealing with related



For Manappuram Finance Limited

Ramesh Periasamy
Ramesh Periasamy
Company Secretary

			party transactions has been formulated.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There is no Material Transactions
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	If a treatment different from that prescribed in Accounting Standard has been followed in the preparation of financial statements, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction shall be given in the Corporate Governance Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	All the disclosures will be made in Annual report.
(D) Management	49 (VIII D)	Yes	Company's Annual report has a separate division titled Management discussion and Analysis Report and additional information will be complied in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Complied as per the provision of Clause 49 (VIII E)
(F) Proceeds from Public issues, rights issue , preferential issue etc	49 (VIII F)	Yes	Complied as per the provisions of Clause 49 (VIII F)
IX. CEO/CFO Certification	49 (IX)	Yes	Complied as per the provision of Clause 49 (IX)
X. Report on Corporate Governance	49 (X)	Yes	Complied as per the provision of Clause 49 (X)
XI. Compliance	49 (XI)	Yes	Complied as per the provision of Clause 49 (XI)

For Manappuram Finance Limited

4



R. Periasamy
R. Periasamy
Company Secretary