

MANAPPURAM FINANCE LIMITED (MAFIL)

DIVIDEND DISTRIBUTION POLICY

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Reviewed by : **Policy Review Committee**

Approved by : **Board of Directors**

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1. Introduction

Manappuram Finance Limited ('MAFIL' or 'The Company') believes in conduct of its affairs in a fair and transparent manner by adopting highest standards of Corporate Governance Practices and duly complying with applicable laws from time to time for its business. The Company focusses on enhancement of long term shareholder value without compromising on ethical and governance standards. Pursuant to the provisions of Regulation 43A of SEBI and (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted vide SEBI Notification No. SEBI/ LAD-NRO/GN/2016-17/008 dated July 08, 2016 through SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 and other applicable RBI guidelines, Dividend Distribution Policy is adopted to act as a guiding parameter in declaration of dividend in addition to applicable provisions of the Companies Act, 2013, rules made thereunder and SEBI regulations.

Dividends refers to that portion of a firm's net earnings which are paid to shareholders. It is the portion of corporate profits paid out to stockholders which are usually settled on a cash basis, and shares in the company (either newly-created shares or existing shares bought in the market.) Further, many public companies offer dividend reinvestment plans, which automatically use the cash dividend to purchase additional shares for the shareholder. The dividends are decided by the firm's Board of Directors and paid to the shareholders who are registered on the "record date".

2. Applicable RBI Guidelines on distribution of Dividend:

Any dividend declared by MAFIL shall be in accordance with the RBI Circular No RBI/2021-22/59 DOR.ACC.REC.No.23/21.02.067/2021-22 dated June 24, 2021 captioned 'Declaration of dividends by NBFCs' ('RBI Circular'). In line with the said RBI Circular, MAFIL shall comply with the following minimum prudential requirements to be eligible to declare dividend:

Declaration of Dividend: Minimum Prudential Requirements

Sl. No.	Parameter	Requirement
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1.	Capital Adequacy	<p>MAFIL shall have to meet the following applicable regulatory capital requirement for each of the last three¹ financial years including the financial year for which the dividend is proposed.</p> <ul style="list-style-type: none"> MAFIL shall maintain a minimum capital ratio consisting of Tier I and Tier II capital which shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items MAFIL being an NBFCs primarily engaged in lending against gold jewellery (being gold loans comprising 50 percent or more of our financial assets) shall maintain a minimum Tier I capital of 12 percent.
2.	Net NPA	The net NPA ratio shall be less than 6 per cent in each of the last three years, including as at the close of the financial year for which dividend is proposed to be declared.
3.	Other criteria	<p>(a) MAFIL shall comply with the provisions of Section 45 IC of the Reserve Bank of India Act, 1934 and ensure that the Company <i>have created a reserve fund and have transferred therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.</i></p> <p>(b) MAFIL shall be compliant with the prevailing regulations/ guidelines issued by the Reserve Bank. The Reserve Bank shall not have placed any explicit restrictions on declaration of dividend.</p>

Quantum of Dividend Payable: Upon being eligible to declare dividend, MAFIL may pay dividend subject to the following additional conditions as mentioned in the RBI Circular:-

- The ceilings on dividend pay-out ratios as applicable to MAFIL to declare dividend are as under:

Sl. No.	Type of NBFC	Maximum Dividend Payout Ratio (percentage)
1.	Other NBFCs	50

- Dividend Pay-out Ratio shall be taken as the ratio between the amount of the dividend payable in a year and the net profit as per the audited financial statements for the financial year for which the dividend is proposed.
- The Proposed dividend shall include both dividend on equity shares and compulsorily convertible preference shares eligible for inclusion in Tier 1 Capital.
- In case the net profit for the relevant period includes any exceptional and/or extra-ordinary profits/ income or the financial statements are qualified (including 'emphasis of matter') by the statutory auditor that indicates an overstatement of net profit, the same shall be reduced from net profits while determining the Dividend Pay-out Ratio.

3. Details of dividend declared during the financial year

Upon declaration of dividend, MAFIL shall furnish a report within a fortnight to the RBI Thiruvananthapuram Office, being the Regional Office of the Department of Supervision of the Reserve Bank, under whose jurisdiction the Company is registered, as per the format mentioned in the Annexure A to this policy.

4. Types of Dividends:

1. Cash Dividends: These Dividends are paid in cash, usually quarterly.
2. Companies can declare both regular and "extra" dividends. Regular dividends usually remain unchanged in the future, but "extraordinary" or "special" dividends are unlikely to be repeated.
3. Stock dividend: Shareholders receive new stock in the corporation as a form of a dividend. Like a "stock split", the number of shares increases, but no cash changes hands.
4. An alternative way to distribute cash is with share repurchases. The firm buys back its own shares. This can be done:
 - ☐ On the Open Market
 - ☐ Tender offer
 - ☐ Buying stock from major shareholders.

Dividend refers to the decision to pay out earnings. The percentage of earnings paid out in form of cash dividend is known as dividend pay-out ratio. Dividend pay-out ratio can be calculated as under.

Dividend Payout ratio = *Dividend Paid*

Net income

The Company may retain some portion of its earnings for reinvestment purpose. Such percentage of earnings retained in the firm is called retention ratio. High dividend pay-out ratio means low retention ratio and vice versa.

Retention ratio is calculated as under:

Retention ratio= 1 - Dividend Paid out ratio

Or

$$= \frac{\text{Retained earnings}}{\text{Net income}}$$

There is always a relationship between earning per share and dividend declared by the company to its shareholder. Changes of earnings & dividends indicate broader changes for the company related to their profitability, their current position and future prospects and therefore company would always like to keep stable.

MAFIL has consistently paid the dividend throughout the many years which shows that company is much concerned about to give return to its shareholder as their part of profits. These provide good indication of the profitability and cash position of the company to the market.

5. Circumstances under which shareholders may or may not expect dividend:

- The company has reported a net loss for the year
- Cash flow from operations is negative
- The capital adequacy metrics of the company are weak
- The company has been prohibited from declaring dividends by any regulatory authority
- The company has implemented, or intends to implement, a share repurchase (buyback) scheme or any other alternative profit distribution measures
- Any other extraordinary circumstance

6. The financial parameters that shall be considered while declaring dividend

- Standalone / net operating profit after tax.
- Operating cash flow of the Company for the year.
- Liquidity position, aggregate Debt of the Company (both standalone and consolidated), debt service coverage position etc.
- Loan repayment and Working capital requirements;

- Capital expenditure requirements;
- Resources required for funding acquisitions, mergers and / or new businesses.
- Cash flow required for meeting tax demands and other contingencies.
- Regulatory (and growth requirement of) Capital Adequacy.
- Regulatory (and growth requirement of) Solvency. - Trend of dividends paid in the past years; - Dividend receipt from subsidiaries.
- Any windfall, extra-ordinary or abnormal gains made by the Company.
- Any other factor not explicitly covered above but which is likely to have a significant impact on the Company.

7. Internal and external factors that shall be considered for declaration of dividend

- Stability of Earnings should be considered
- Internal financing policy of the company influences the dividend policy of the company.
- Liquidity of Funds should be considered along with dividend payout.
- Dividend Policy of Competitive Concerns in the same industry.
- Past Dividend Rates of the company to maintain a consistency.
- Debt Obligations and Ability to Borrow funds with respect to Growth Needs of the Company.
- The board of directors will have to consider the legal restriction in companies Act 2013/RBI/SEBI Guidelines.
- Policy of Control and Corporate Taxation Policy
- Tax Position of Shareholders and Effect of Trade Cycle.

8. Policy as to how retained earnings shall be utilized

- Company will utilize retained earnings to buy new assets (like land, building, machinery etc.).
- Company will utilize Retained earnings for outside investment if reinvesting back into its own business is not as lucrative.
- Company will utilize its retained earnings for mergers and acquisition, as it may deem necessary from time to time.

9. Parameters that shall be adopted with regards to various classes of shares

- The Company has only one class of equity shareholders and does not have any issued preference share capital. However, in case Company issue different class of equity shares any point in time, the factors and parameters for declaration of dividend to different class of shares of the Company shall be same as covered above.

- The payment of dividend shall be based on the respective rights attached to each class of shares as per their terms of issue.
- The dividends shall be paid out of the Company's distributable profits and/or general reserves, and shall be allocated among shareholders on a pro rate basis according to the number of each type and class of shares held
- Dividend when declared shall be first paid to the preference shareholders of the Company if any as per the terms and conditions of their issue

10. Amendment of Policy:

- The Dividend Distribution Policy of the company may be amended at any time by the Board of Directors of the Company.

Annexure A- Reporting format for NBFCs/HFCs declaring dividend

Name of the NBFC – _____

Accounting period *	Net profit for the accounting period (₹ crore)	Rate of dividend (per cent)	Amount of dividend (₹ crore)	Dividend Pay out ratio (per cent)

* quarter or half year or year ended ----- as the case may be