



MANAPPURAM FINANCE LIMITED

Make Life Easy

Ref: Sec/SE/ 170/2023-24
August 10,2023

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

Sub: Security Cover under Regulation 54(2) & 54(3)

Enclosing herewith the Independent Auditor's Report on Security Cover as at June 30, 2023 pursuant to Regulation 54 of the Listing Regulations read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

Kindly take the same on record.

Thanking you

Yours Faithfully,

For Manappuram Finance Limited

MANOJKUMA

R V R

Digitally signed by MANOJKUMAR V R
DN: c=IN, cn=PERSONAL, title=SRSA,
pseudonym=c5f23f7795104ee39aca7608fa2c68e0,
2.5.4.20=f0bf67ed683c3b9e797b6bf0d2aee41840b347cc40
913daf5c810c6217107, postalCode=680581, st=Kerala,
serialNumber=c0b0762d06a8987a844d46d23761b1c13f03d
66989437cb6348bc1a592cc87, cn=MANOJKUMAR V R
Date: 2023.08.10 12:50:59 +05'30'

Manoj Kumar V.R

Company Secretary



MANAPPURAM FINANCE LIMITED

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August 09, 2023

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Sub: Security Cover under Regulation 54(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("SEBI (LODR)")

This is to certify that the Company has maintained requisite asset cover (100% or above, as the case may be) for its Secured Listed Non-Convertible Debentures as at June 30, 2023 as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, by way of creation of floating charge on book debts and other encumbered assets of the Company sufficient to discharge the principal amount and the interest thereon at all times for the non-convertible debt securities issued.

Kindly take the same on record.

Thanking you

Yours Faithfully,

For Manappuram Finance Limited

V P Nandakumar

MD & CEO

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

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



To,
The Board of Directors,
Manappuram Finance Limited

Independent Auditor's Certificate on maintenance of security cover including compliance with all the financial covenants in respect of listed non-convertible debt securities issued by Manappuram Finance Limited for the quarter ended June 30, 2023

1. We, S K Patodia & Associates, Chartered Accountants, Firm Registration Number 112723W (“us” or “we”) have been requested as Statutory Auditors via mail dated July 31, 2023, by Manappuram Finance Limited (the “Company”) having its registered office at IV/470A (Old) W/638A (New) Manappuram House Valapad, Thrissur, Kerala - 680 567, to issue a certificate on maintenance of security cover including compliance with all the financial covenants in respect of listed non-convertible debt securities issued by Manappuram Finance Limited for the quarter ended June 30, 2023. The certificate is issued in accordance with the terms of the Engagement Letter dated September 13, 2022.
2. The accompanying Statement of compliance showing ‘Security Cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed and compliance with Financial Covenants’ for Listed Secured Non-Convertible Debentures (NCD’s) issued by Manappuram Finance Limited (the “Company”) which were outstanding as at June 30, 2023 (the “Statement”), is prepared and signed by the Management of the Company for the purpose of submission to Catalyst Trusteeship Limited (“the Debenture Trustee”), as per the terms of the offer document/ Information memorandum and/ or Debenture Trust Deed as at June 30, 2023, in accordance with terms of Securities And Exchange Board Of India (the “SEBI”) circular reference no. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter referred as the “SEBI Circular”) and in accordance with terms of regulation 56(1) (d) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred as the “SEBI Regulations”). The accompanied statement attached herewith by us for identification purpose only.

Management's Responsibility

3. The Management of the Company is responsible for the maintenance of the Security Cover and compliance with the covenants of debt securities, including the preparation of Statement and preparation and maintenance of all accounting and other records and documents supporting such compliance. This responsibility includes the design, implementation, and maintenance of internal control relevant to such compliance with the SEBI Regulation and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances. Management is also responsible for the allocation of loans/receivables or any other asset offered as security as per the format for security cover is enclosed at Annexure I- Format of Security Cover.

Head Office : Sunil Patodia Tower, J B Nagar, Andheri East, Mumbai - 400 099
Tel.: +91 22 6707 9444 | Email : info@skpatodia.in

Offices : New Delhi | Jaipur | Ahmedabad | Kolkata | Bengaluru | Raipur | Hyderabad | Patna | Bhopal | Ranchi | Guwahati

4. The Company's management is also responsible for preparation and maintenance of financial covenants list and compliance with such covenants on a continuous basis as per the debenture trust deed and to ensure compliance with the requirements of Debenture Trust Deed and provide all relevant information to the Debenture Trustee.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the Companies Act, 2013, SEBI Act, 1992 and other relevant circulars and guidelines as applicable to the Company and for providing all relevant information to the Debenture Trustee.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Regulations and SEBI Circular, it is our responsibility to provide a limited assurance and form an conclusion as to whether, based on our examination of the unaudited books and records of the Company as at and for the quarter ended June 30, 2023, the Company is in compliance with maintenance of the security cover including the compliance with all the Financial covenants as mentioned in the Debenture Trust Deed.
7. For the purpose of the report we have performed the following procedures:
 - a) Traced and agreed the principal amount of the listed NCDs outstanding as on June 30, 2023 on test check basis;
 - b) Verified the asset cover details as per the Debenture Trust Deed / Information Memorandum and the unaudited books and records of the Company on test check basis;
 - c) Verified the arithmetical accuracy of the Security Cover ratio computation;
 - d) Verified the financial covenants on test check basis as per the Debenture Trust Deed/ Information Memorandum and the term sheet of NCD's issued by the Company; and
 - e) Obtained written representations from the Management wherever required in this regard.
8. The books and records referred to in paragraph 6 above are subject to audit pursuant to the requirements of the Companies Act, 2013.
9. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, as mentioned in paragraph 7 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
10. We conducted our examination of the Statement, on a test check basis, in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the ICAI (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

12. Based on the procedure performed by us as mentioned in paragraph 7 above, to the best of our knowledge and according to the information, explanations and representation given to us, nothing has come to our attention that causes us to believe that;
 - i) The book value of assets charged against the listed NCDs issued by the Company mentioned in the accompanying Statement are not in agreement with the unaudited books and records maintained by the Company as at June 30, 2023 produced for our examination; and
 - ii) The Company has not complied with all the financial covenants as mentioned in the Debenture Trust Deed.

Restriction on Use

13. This report is addressed to the Board of Directors of the Company, pursuant to our obligations under the Engagement letter for onward submission of this report to the Debenture Trustee as per the SEBI Regulation and SEBI Circular and should not be used by any other person or for any other purpose. S K Patodia & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment.
14. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S K Patodia & Associates
Chartered Accountants
ICAI Firm Registration No. 112723W

Sandeep Mandawewala
Membership No.: 117917
UDIN: 23117917BGWFRL2557

Place: Mumbai
Date: August 10, 2023

A. Annexure 1

Security Cover Certificate June -2023

(All amounts are in millions, unless otherwise stated)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Debt for which this certificate being issued *	Other Secured Debt **	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)	Assets not offered as Security ***	debt amount considered more than once (due to exclusive plus pari passu charge)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSKA market value is not applicable)	Market Value for Pari passu charge Assets ^{iv}	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSKA market value is not applicable)	Total Value=(K+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment														
Capital Work-in- Progress			22.44				3,594.00							
Right of Use Assets							182.21		3,616.44					
Goodwill							4,938.47		182.21					
Intangible Assets									4,938.47					
Intangible Assets under Development														
Investments							125.83							
Loans									125.83					
	Standard Loan Receivables													
Inventories														
Trade Receivables		2,835.00			3,030.96		14,458.01		17,488.97					
Cash and Cash Equivalents						216,994.55			258,974.55		2,894.87		256,139.55	2,894.87
Bank Balances other than Cash and Cash Equivalents					1,974.89				1,974.89				1,974.89	1,974.89
Others					1,561.78		10,255.23		11,817.02				1,561.78	1,561.78
Total		2,837.44			39,205.00	223,502.18	37,477.07		303,041.68					



