

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure to present the 24th Annual Report of the Company together with the Audited Balance Sheet and statement of Profit and Loss and the report of the Auditors for the financial year ended March 31st, 2017.

1. Financial Results

Sl No	Description	Year ended March 31st, 2017 (in Rs.)	Year ended March 31st, 2016 (in Rs.)
1	Income from Operations	41,16,33,511	39,90,14,492
2	Total Expenditure	30,88,79,610	32,20,81,004
3	Profit Before Tax	10,27,53,901	7,69,33,488
4	Tax expense	3,20,35,630	2,59,44,918
5	Profit After Tax	7,07,18,271	5,09,88,570
6	Earnings Per Share	2.84	3.21
	• Basic & Diluted	2.84	3.21

2. Financial performance and state of affairs

Financial year 2016-17 is a successful and important year for the Company. The Company recorded revenue of Rs.41.16 crore and the expenditure is Rs.30.89 crore as against Rs.39.90 crore revenue and Rs.32.21 crore expenditure during the previous year. The Profit before Tax is Rs.10.27 crore as against Rs.7.69 crore during the previous year. After considering tax expense of Rs.3.20 crore, the profit for the year stands at Rs.7.07 crore against Rs.5.10 crore in the previous year.

Extract of Annual return relating to FY 2016-17 is attached as Annexure -1 in the Annual report.

No material changes and commitments have occurred after the close of the year till the date of this report, affecting the financial position of the Company.

3. Meetings of the Board

The Board had met four times in the last financial year 2016-17, on 14th May 2016, 12th August 2016, 28th November 2016, and 27th February 2017.

4. Capital and Reserves

During the year 2016-17, the Company has allotted 16,465 Equity Shares of Rs.10/- each. Consecutively the paid-up equity share capital of the Company stood as on 31st March 2017 at Rs. 24.89 crore. The Reserves and surplus of the Company as on 31st March 2017 is Rs. 14.52 crore.

5. Changes in the provisioning norms for Assets

Your company has been following the statutory provisions as per Nidhi Rules 2014. Company has a right to make provisions exceeding the percentages specified in the Nidhi Rules 2014. To detect early signs of NPAs, and to take effective steps, with the recommendations of Audit Committee, your Board has adopted new provisioning norms for assets which is more stringent than the existing statutory provisions. During the year,

the books of accounts are prepared in adherence with the new provisioning norms. By adopting new provisioning norms profit for the year stands reduced, i.e. Rs.2.41 Crore reduction, in comparison with the provisioning norms followed in the previous year i.e. Minimum percentages specified in the Nidhi Rules 2014.

Had the erstwhile provisioning norms for assets been adopted, the Profit before Tax for the FY 2016-17 would have been as Rs. 12.68 Crore.

6. Business Segment

Consistent with its past performance, your Company has achieved healthy growth across various operating and financial parameters in the last financial year. This performance reflects the strength and diversity of three primary businesses- Deposit, Gold loan and Mortgage Loan.

7. Business milieu and prospects

From a macro perspective, the rollout of the much-awaited Goods and Services Tax, the radical step to demonetise high-value currency, the large-scale mobilization of Jan Dhan Yojana, the Direct Benefit Transfer Scheme, the rapid progress in highways and electrification are undoubtedly examples of inspired action towards progress. The spirit of competitive federalism has also spurred State Governments to closely examine the ease of doing business. This in turn should positively impact the investment climate.

(1) Loan Against Property

While the progress we've made in the business is encouraging, navigating through the fiscal has not been without challenges posed by the external environment. Our strategy had to quickly evolve to respond to changing dynamics in the marketplace, and our execution had to be elevated to a higher level of efficiency. We realized that in this task, the Management would be better supported through a more engaged and a fully aligned Board. Accordingly, as an adaptive measure, an increased spread, and a fast track disbursal policy was adopted to meet the needs of prospective applicants. As on 31st March 2017 loans against property is Rs.17.03 crore as against Rs.22.96 crore as on 31st March, 2016. The Company is poised for rapid growth in Loan against Property segment during the current financial year being at the cutting edge of technology and exercising a focused approach.

(2) Loans Against Gold Jewellery

This offers members a reliable source of credit facility in times of need. In the absence of this product, members might be unable to access credit or alternatively might avail of credit at much higher rates in the form of unsecured loans from money lenders. Gold loans provide an alternate source of funds by monetizing the household gold. Your Directors see good prospects for the Company in the years to come as the Company can offer maximum LTV (i.e.80%) in compliance with the Nidhi Rules 2014. As on 31st March 2017 loan against gold jewellery is Rs.140 crore.

Your Directors give much concern for increasing efficiency and enhancing credibility so as to improve customer satisfaction and thereby providing enhanced Customer delight.

8. Resources/ Deposits

Your Company is a Nidhi Company notified under Section 620A of the Companies Act, 1956 and accordingly accepts deposits viz. savings, recurring and fixed deposits as per the Nidhi Rules 2014. Deposits outstanding as on 31st March, 2017 amounts to Rs.137.88 crore. The Company has not made any default in repayment of deposits or payment of interest during the year. The details regarding deposits as per rules have been attached as note 6 & 8 of the financial statements.

9. Regulatory Compliance

Your Company has complied with all the regulatory provisions framed by the Ministry of Corporate Affairs Government of India, and the Reserve Bank of India so far it is applicable to it. The Company has also complied with the requirements of all notifications issued by the MCA.

10. Human Resources - most valuable of all assets

The Company had harmonious employee relations throughout the year and it will be the endeavour of your Company to continue to maintain an atmosphere of healthy inter-personal relationship. The Company has a total employee strength of 280 as on 31st March 2017.

11. Conservation of energy, Technology Absorption & Foreign Exchange earnings and outgo:-

The company is engaged in the financial services / Nidhi business and therefore conservation of energy etc...have a limited application. However the company follows a practice of purchasing and using energy efficient electrical or electronic equipments and gadgets for its operations. Also there is no foreign exchange transaction causing foreign exchange earnings or outgo.

12. Directors' Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Board of Directors hereby declare that:-

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the statement of profit and loss of the Company for that period.
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors had prepared the Annual Accounts for the year 2016-17 on a 'going concern' basis and
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Declaration from Independent Directors

The Company has received necessary declaration from each Independent Director of the Company as per Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

14. Policy on Board Composition and Compensation

The Board of Directors has adopted a policy on Directors appointment and remuneration for directors, Key Managerial Personnel and other senior management team members as laid down Nomination and Remuneration Committee of the Board in compliance with the provisions of Sec.149 and 178 of the Companies Act 2013. The policy can be viewed at our website, www.maben.in and is also annexed to this report as Annexure – III.

15. Directors and Key Managerial Personnel, changes if any:

Smt. Shelly Ekalavyan Director, is to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered herself for re-appointment.

Smt. Jyothy Prasannan Managing Director, Shri.David Romy Jose P CEO, Shri. Anoop.P, Company Secretary, and Shri. Shanto Paul CFO are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

No changes in Directors or Key Managerial Personnel during the financial year 2016-17.

16. Corporate Social Responsibility

Manappuram Foundation, which is a Trust registered under the Indian Trust Act, 1882, has been appointed by the Company as the Agency for conducting CSR activities under the provisions of Section 135 of the Companies Act, 2013 in accordance with the CSR Policy of the Company. Manappuram Foundation has been successfully conducting CSR activities on behalf of the Company during the last two years.

During the financial year, the Company has contributed an amount of Rs. 13.95 Lakhs (i.e. 2% of the average net profit of the Company for the previous three financial years) to Manappuram Foundation for conducting CSR activities, out of which, in 2016-17, an amount of Rs. 13.75 Lakhs had been spent for various CSR activities.

In addition, during the financial year an amount of Rs. 13.72 Lakhs was utilized towards the CSR Activities, which was transferred/brought forward from the financial year 2015-2016. The details of CSR activities are attached as Annexure- IV of the Directors Report.

17. Contract and agreements with related parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Your Directors draw attention of the members to Annexure-II of the Directors Report and Note 31 of the financial statement which set out related party disclosures.

18. Managerial Remuneration

As prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 there is no employee in the Company who draws a remuneration exceeding the amount prescribed. The particulars of top 10 employees as required under Rule 5(2) of the said Rule is given in Annexure-V

19. Credit Rating

ICRA has reaffirmed/pronounced the long term rating for the Line of Credit (LOC) at “(ICRA)BBB-”.

20. Statutory Auditors

M/s. Manikandan & Associates, Chartered Accountants, Firm Registration Number- 008520S, IInd Floor, Suprabha Complex, South Junction, Chalakudy, Thrissur, Kerala- 680 307 were appointed as statutory auditors for a period of five years at the 21st AGM subject to ratification by shareholders at every AGM. Their appointment is proposed to be ratified in the ensuing AGM. The Company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the prescribed limits.

21. Internal Audit

Your Board appointed M/s. Manappuram Comptech and Consultants Limited as internal auditors of the Company. M/s. Manappuram Comptech and Consultants Limited regularly conducted internal audit and have submitted the internal audit report to the Audit Committee and the same has been forwarded to the Board of Directors of the Company with their comments. The Company has the internal financial control system commensurate with the size of the Company and no material weaknesses in the design or operation was observed.

22. Audit Committee

The Board has constituted an Audit Committee as required under Section 177 of the Companies Act 2013. The Committee has three members eminently qualified to handle accounts, finance, audit and legal matters. They are Dr. CA. Santha Kumar. K (Chairman), Adv.Venugopalan K.S, Independent Directors and Mrs. Jyothy Prasannan, Managing Director. The Company Secretary acts as Secretary of the Audit Committee. During the financial year the Committee had met four times viz 17th June 2016, 12th August 2016, 22nd October 2016 and 25th January 2017. All the recommendations made by the Audit Committee were accepted by the Board.

23. Whistle Blower Policy / Vigil Mechanism

The Company has adopted a Whistle Blower/ Vigil Mechanism Policy pursuant to which employees of the Company can raise their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. Details of complaints received and the action taken are reviewed by the Audit Committee. The functioning of the Whistle Blower mechanism is reviewed by the Audit Committee from time to time.

24. CSR Policy

The CSR policy indicating the activities to be undertaken by the Company has been formulated by the Board based on the recommendations of the Corporate Social Responsibility Committee. The CSR policy is published on the Company's Website.

25. Risk Management Policy

The Company has a Risk Management Policy, wherein all material risks likely to be faced by the Company Viz. Credit Risk, Operational Risk, Price and Interest rate Risk, Strategic Risk, Financial Risk, Regulatory Risk, Liquidity Risk, IT and Legal Risk are identified and assessed. Risk management department is headed and managed by competent professionals for identification, assessment and managing/mitigating the risk.

26. Internal Financial Control

Your Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating efficiently.

27. Nomination and Remuneration Committee

The Nomination and Remuneration Committee constituted to ensure that eminent and experienced persons are appointed as Directors and to determine the Company's policies on remuneration package for Directors and KMPs and other employees. The Committee has chaired by an Independent Director Adv.Venugopalan K.S. Dr.Santha Kumar K and Mrs. Jyothy Prasannan are other members. The Committee had met one time during the financial year 2016-17 viz. 10th August 2016.

28. CSR Committee

The CSR Committee constituted as per Section 135 of the Companies Act 2013, under the chairmanship of Adv. Venugopalan K.S, and Dr.Santha Kumar K, and Mrs. Jyothy Prasannan as other members of the

Committee. The CSR committee had met on 10th August 2016 and 1st November 2016 during the financial year 2016-17.

29. Stake Holders Relationship Committee

The Company has constituted Stakeholders Relationship Committee to monitor investor complaints/ grievances pertaining to non receipt of share certificate, dividend, annual report etc. The Stake Holders Relationship Committee consists Dr. CA. Santha Kumar K as Chairman, Mrs. Shelly Ekalavyan and Mrs. Jyothy Prasannan as other members. The Committee had met two times during the year viz 22nd October 2016 and 31st March, 2017.

30. Internal Complaints Committee

The Internal Complaints Committee constituted as per Section 4 of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act 2013 with reputed Social Worker Mrs. Sheeba Ameer along with other members, Mrs. Bindu V.H, Mrs. Manjusha C.S. and Mr.Sreejesh .U.V, Chief Manager (HR) of the Company. During the year the Committee had met two times viz 21st October 2016 and 31st March 2017.

31. Operation Committee and Share Allotment Committee

The Operation Committee was constituted to authorize its officers of the Company for opening and operating various bank accounts of the Company and to represent before Government, Judicial or Quasy-Judicial bodies, and other operational activities. The Committee had met six times during the financial year 2016-17 viz 7th May 2016, 25th May 2016, 12th July 2016, 19th November 2016, 3rd January 2017 and 9th February 2017. Mrs. Jyothy Prasannan, Adv.Venugopalan K S and Mrs. Shelly Ekalavyan are the members of the Committee. The Share Allotment Committee of the Board had met eight times during the year to allot shares to applicants, viz 26th May 2016, 1st July 2016, 26th August 2016, 30th September 2016, 16th November 2016, 31st December 2016, 16th February 2017 and 31st March 2017. The Committee had allotted 16,465 Equity Shares to 14,343 members during the financial year 2016-17.

32. Explanation on Statutory Auditors' Report

The Auditors M/S. Manikandan and Associates, Chartered Accountants have submitted the Audit report along with certificate as per Rule 22 of Nidhi Rule 2014. The Auditors Report does not contain any qualifications, reservations or adverse remarks or disclaimers.

The notes and financial statements referred in the audit report are self –explanatory and do not call for any further comments.

33. Acknowledgement

The Directors would like to express their sincere appreciation for the support and co-operation received especially from Members and well-wishers, Ministry of Corporate Affairs, Registrar of Companies, and Reserve Bank of India, Government Departments, Banks and other Financial Institutions during the year under review. Your Directors acknowledge the dedicated services rendered by the Employees of the Company at all levels.

For and on behalf of the Board of Directors

Sd/

Valapad
28th July 2017

Dr. CA. Santha Kumar.K

Chairman

ANNEXURE - I**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: U65991KL1993PLC007584
- ii) Registration Date: 20th December 1993
- iii) Name of the Company: Maben Nidhi Limited
- iv) Category / Sub-Category of the Company: Nidhi Company
- v) Address of the registered office and contact details: Maben Nidhi Limited.
Building No: V/421,
Near High School Junction,
Valapad, Thrissur - 680567
- vi) Whether listed company : No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: - NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY.

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/ Service	% total turnover of the Company
1.	Gold Loan	Gold Loan	90
2.	Loan against property	Loan against property	10

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NA

-	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding - NA**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Individuals	-	2,48,72,849	2,48,72,849	100	-	2,48,89,314	2,48,89,314	100	.07

(ii) Shareholding of Promoters-

Shareholder's Name	Shareholding at the beginning of the year.				Shareholding at the end of the year			
	Demat	Physical	Total No of Shares held	% of Total Shares	Demat	Physical	Total No.of shares held	% of Total shares
Mr.VP. Nandakumar	-	9960280	9960280	40.04	-	9960280	9960280	40.02
Mrs.Shelly Ekalavyan	-	2000	2000	0.01	-	2000	2000	0.01
Mrs.Jyothy Prasannan	-	2000	2000	0.01	-	2000	2000	0.01
Mrs.Sheela Amarsing	-	80	80	0.00	-	80	80	0.00
Mrs.Sushama Nandakumar	-	2096000	2096000	8.43	-	2096000	2096000	8.42
Mr.Suhas Nandan	-	1600000	1600000	6.43	-	1600000	1600000	6.43
Mr.Sooraj Nandan	-	524000	524000	2.11	-	524000	524000	2.11
Mrs.Sumitha Nandan	-	524000	524000	2.11	-	524000	524000	2.11

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholders Name	Shareholding at the beginning of the year as on 01 st April 2016.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year. 31 st March 2017	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the company.
1	Mr.V.P. Nandakumar	9960280	40.04	0.02 (decrease caused by dilution due to further issue of shares)	9960280	40.02
2	Mrs.Shelly Ekalavyan	2000	0.01	Nil	2000	0.01
3	Mrs. Jyothy Prasannan	2000	0.01	Nil	2000	0.01
4	Mrs.Sheela Amarsing	80	0.00	Nil	80	0.00
5	Mrs.Sushama Nandakumar	2096000	8.43	0.01 (decrease caused by dilution due to further issue of shares)	2096000	8.42
6	Mr.Suhas Nandan	1600000	6.43	Nil	1600000	6.43
7	Mr.Sooraj Nandan	524000	2.11	Nil	524000	2.11
8	Mrs.Sumitha Nandan	524000	2.11	Nil	524000	2.11

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholders Name	Shareholding at the beginning of the year as on 01 st April 2016.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year 31 st March 2017	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the company.
1	Mr.K.Govindan	4002	0.02	Nil	4002	0.02
2	Mr.I.Unnikrishnan	4000	0.02	Nil	4000	0.02
3	Mr.B.N Raveendra Babu	4000	0.02	Nil	4000	0.02
4	Mr.N.R Bahuleyan	4000	0.02	Nil	4000	0.02
5	Mr.P.Manomohanan	2000	0.01	Nil	2000	0.01
6	Dr.V.M.Manoharan	2000	0.01	Nil	2000	0.01
7	Mr.C.V.Varghese	2000	0.01	Nil	2000	0.01
8	Mr.Devi Deepkumar	2000	0.01	Nil	2000	0.01
9	Mr. V.S.Prasannan	2000	0.01	Nil	2000	0.01
10	Mr.Vyasababu	2000	0.01	Nil	2000	0.01

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Directors /KMP	Shareholding at the beginning of the year as on 01 st April 2016.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year. 31 st March 2017	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the company.
1.	Dr.Santha Kumar K	2000	0.01		2000	0.01
2.	Mrs.Jyothy Prasannan	2000	0.01		2000	0.01
3.	Mrs.Shelly Ekalavyan	2000	0.01		2000	0.01
4.	Adv.Venugopalan K.S	2000	0.01		2000	0.01
5.	Mr. Shanto Paul	2	0.00		2	0.00

6.	Mr.David Romy	2	0.00		2	0.00
7.	Mr. Anoop. P	20	0.00		20	0.00

V.INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Prinipal Amount	10,00,00,000		1,57,12,97,624	1,67,12,97,624
ii)interest due but not paid	2,61,444			2,61,444
iii)interest accrued but not due			5,75,68,706	5,75,68,706
Total (i+ii+iii)	10,02,61,444		1,62,88,66,330	1,72,91,27,774
Change in Indebtedness during the financial year				
· Addition	24,71,80,960			24,71,80,960
· Reduction			20,55,12,643	20,55,12,643
Net Change	24,71,80,960		(20,55,12,643)	4,16,68,317
Indebtedness at the end of the financial year				
i)Prinipal Amount	34,71,80,960		1,37,88,12,018	1,72,59,92,978
ii)interest due but not paid	6,49,547			6,49,547
iii)interest accrued but not due			4,45,41,669	4,45,41,669
Total (i+ii+iii)	34,78,30,507		1,42,33,53,687	1,77,11,84,194

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

*A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(in lakh)*

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mrs.Jyothy Prasannan	Mrs.Shelly Ekalavyan	
1	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) Income- tax Act,1961	21.70 Nil Nil	4.00 Nil Nil	25.70
2	Stock Option	Nil	Nil	
3	Sweat Equity	Nil	Nil	
4	Commission - as % of profit - others, specify....	Nil Nil	Nil Nil	

5	Others, please specify	Nil	Nil	
	Total (A)	21.70	4.00	25.70
	Ceiling as per the Act			

B. Remuneration to other directors:

(in lakh)

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
		Dr.Santha Kumar.K	Adv.Venu Gopalan. K.S	
	1. Independent Directors			
	• Fee for attending board committee meetings	0.70	0.70	1.40
	• Commission	2.00	2.00	4.00
	• Others, please specify	Nil	Nil	
	Total (1)	2.70	2.70	5.40
	2. Other Non- Executive Directors			
	• Fee for attending board committee meetings	-	-	0
	• Commission	-	-	0
	• Others, please specify	-	-	Nil
	Total (2)	-	-	
	Total (B)= (1+2)	2.70	2.70	5.40
	Total Managerial Remuneration (A+B)			31.10
	Overall Ceiling as per the Act			

C. Remuneration to key managerial personnel other than MD/ Manager/ WTD

(in lakh)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		David Romy	Anoop. P	Shanto Paul	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.88	8.08	12.88	33.84
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,				

	1961				
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	12.88	8.08	12.88	33.84

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE - II
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
(a)	Name (s) of the related party & nature of relationship	NA
(b)	Nature of contracts/arrangements/transaction	NA
(c)	Duration of the contracts/arrangements/transaction	NA
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
(e)	Justification for entering into such contracts or arrangements or transactions'	NA
(f)	Date of approval by the Board	NA
(g)	Amount paid as advances, if any	NA
(h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name of the related party	Nature of Relationship	Nature of Contract/Arrangement	Duration of the Contract	Salient Terms of the Contract	Date of Approval by the Board.*	Amount paid as advance
Manappuram Comptech And Consultants Ltd	Associate	Technical and Consultancy Services	12 Months (Automatically renewed and will continue in force until it is terminated)	Provides Infrastructure support services & Consultancy services. Total amount paid during the year Rs. 191.17 Lakhs	29-09-12 23-02-13	Rs. 60 Lakhs
Manappuram Constructions & Properties Ltd	Associate	AMC and other charges	12 Months (Automatically renewed and will continue in force until it is terminated)	Amount paid during the year Rs. 2.74 Lakhs.	23-2-13	-
Manappuram foundation(charitable trust)	Associate	Contribution towards CSR activities.	12 Months Automatically renewed and will continue in force until it is terminated)	Amount paid during the year Rs. 13.95 Lakhs	22-12-15	-
Manappuram Agro Farms Ltd.	Associate	Lease Agreement for 1000 Sqft of land.	For a period of 1 years (Automatically renewed and will continue in force until it is terminated)	Amount paid during the year Rs.0.79 Lakhs	12-8-16	-

* Date of the Board Meeting at which the Contract/arrangements is first approved. Date of approval for subsequent additions/modifications is not mentioned.

Annexure III

MABEN NIDHI LIMITED

Policy on Board composition and Compensation.

(As approved by the Board on 25th March 2015)

We, at Maben Nidhi Limited, believe that an enlightened Board consciously creates a culture of leadership to provide a long term vision and policy approach to improve the quality of Governance. We also believe that the synergy of versatile individuals with diversified skill sets at the Board level will contribute a lot in improving the performance of the Company. Towards this, we ensure constitution of a Board of Directors with appropriate composition, size, diversified expertise, experience and commitment to discharge their duties and responsibilities effectively and efficiently. In line with the statutory requirement under sections 149 and 178 of the Companies Act, 2013 the following policies are adopted for the time being to act as the guiding principles in the appointment of Directors and the matters connected therewith.

I) Definitions

Unless the context otherwise requires, the following words and expressions shall have the meaning provided herein:

- i. **Act** - means the Companies Act, 2013 including any amendments and reenactments as the case may be from time to time
- ii. **Board**- means the collective body of Directors of the Company
- iii. **Committee**- means the committees of Directors constituted by the Board
- iv. **Director**- means a Director appointed on the Board of the Company
- v. **Independent Director**- means an independent Director referred to in sub-section (5) of section 149 of the Companies Act, 2013.
- vi. **Nomination Committee**- means the Nomination and Remuneration Committee of the Board.

II) Policy statements

1. Board Diversity

- 1.1 The Board of Directors of the Company should have a fair combination of executive and non-executive Directors with not less than 40 percent being non- executive Directors.
- 1.2 The Company shall maintain the ratio of independent Directors as per the present requirement is one third of the total strength of the board.
- 1.3 The Board shall have at least one woman Director.
- 1.4 The independent Director to be appointed on the Board shall not hold Directorships in more than one Nidhi companies.
- 1.5 The vacancy caused by the demitting of office by an independent Director in any manner shall be filled within a period of 6 months. However, this requirement will not be applicable in cases where the vacancy will not affect the minimum required strength

of independent Directors set under this policy or as per the statutory provisions/ regulatory requirements.

1.6 The Company shall appoint Directors keeping in mind an ideal diversity in knowledge or expertise that could add value to the overall performance of the Board and of the company. The desired diversity may be fixed by the Nomination and Remuneration Committee based on the nature of business of the Company from time to time. The diversity of the total Board may include the following;

Expertise in;

- i. Banking, Finance, Accountancy, Taxation
- ii. Governance, Regulatory background, Law and practice
- iii. Management, Administration (including Civil Service)
- iv. Engineering, Human resource, Subject of social relevance
- v. IT, Marketing

1.7 On selection of an independent Director, the Chairman of the Board/ Managing Director shall issue a letter of appointment to the Director and he shall also accepted the terms and conditions mentioned in the appointment letter.

2. Familiarization & Skill enhancement program for Directors

2.1 The Board may on the recommendation of the Nomination and Remuneration Committee devise a familiarization program for Directors so as to give a fair understanding about the company, its business and the general industry environment in which the Company and its subsidiaries are operating. This may be arranged by way of interactive sessions with Chairman of the Board, senior Directors, Managing Director and other Key management personnel of the company. In addition, Board may put in place an induction manual for Directors as it may deem fit.

2.2 A newly appointed non- executive Directors may be given the opportunity to familiarize with the company.

2.3 In addition to the familiarization program, the Board may, if it think so, organize Director's skill refreshment programs or workshop on topics relevant to the Directors/Company or nominate to programs organized by industry associations or professional bodies.

3. Assessment of independence & Fit and proper criteria.

3.1 While considering the appointment of an independent Director, the Nomination and Remuneration Committee and the Board shall ensure that the incumbent satisfies the test of independence as provided under the Companies Act. The Board shall on a continuous basis ensure that the independent Directors continue to maintain their independence during their tenure on the board.

3.2 To achieve the above objectives, the Board may obtain proper declarations from the appointee/ Directors at the time of appointment and at such intervals as the Board may deem fit.

4. Age and tenure of independent and non-executive Directors.

4.1 The independent Directors appointed in the Company will have tenure of 5 years. They can be re-appointed for another term of 5 years in compliance with the applicable provisions of the Companies Act and Nidhi Rules.

4.2 The Company shall select only persons in the age group between 30 and 70 years for appointments to the position of non-executive Directors.

5. Review of performance of independent Directors

5.1 The Nomination and Remuneration Committee and the Board shall put in place a mechanism for the review of performance of each independent Director and other non-executive Directors.

5.2 The review of performance shall be undertaken once in a financial year preferably before the Annual General Meeting.

5.3 Based on the review of performance, the Board may recommend for the continuance, re-appointment or removal of Directors.

6. Compensation of Executive and Non- executive Directors.

6.1 On the recommendation of the Nomination and Remuneration Committee, the Board will fix the remuneration of non-executive Directors (including independent Directors)

6.2 The non- executive Directors other than nominee Directors shall be entitled for sitting fees for attending board/ committee meetings at such rate as may be approved by the Board from time to time.

6.3 In addition to the sitting fees, the Company will bear or reimburse the normal travelling, boarding and lodging expenses of Directors incurred for the purpose of attending board/ committee meetings or for attending any other duties on behalf of the company.

6.4 Subject to the compliance with the provisions of Companies Act, 2013, the Board may on the recommendation of the Nomination and Remuneration Committee after taking into account the profitability of the Company for each financial year approve the payment of an annual commission payable to each non-executive(other than nominee Directors) / independent Directors of the Company for each financial year or part thereof.

6.5 Where a Director has left the Company before the completion of a financial year or before approving the payment of commission by the board, the Board may in its absolute discretion sanction such amount as commission to such Director for his services during the period for which the commission was fixed.

6.6 Remuneration of executive Directors shall be fixed by the Board on the basis of recommendation of the Nomination and Remuneration Committee. The remuneration of the executive Directors shall be a combination of fixed monthly salary in terms of their appointment as approved by the board/ shareholders and a performance based annual commission to be decided by the Board on the recommendation of the Nomination and Remuneration Committee.

6.7 The performance parameters to be applicable to the executive Directors, the minimum and maximum amount of commission payable in line with the achievement of various targets/ parameters will be decided by the Nomination and Remuneration Committee from time to time.

7. Succession planning for appointment to Board and senior management positions.

7.1 The Board may identify suitable persons to be appointed to the Board positions for filling up vacancies.

7.2 The vacancies caused by the exit of an independent Director may be filled by the appointment of an independent Director. However, if the vacancy does not affect the strength of minimum required independent Directors, the Board may fill the vacancy as it may deem fit.

7.3 Suitable candidates may be identified by the Directors from reputable references or from data banks maintained by industry associations, professional bodies or non-governmental organizations or by inviting applications through any media.

7.4 Vacancies in senior positions in the Company may be filled by a system of promotion of existing employees based on appropriate screening procedures set by the Nomination and Remuneration Committee from time to time.

7.5 Company may identify critical positions and shall devise a system of proper mentoring to identify officers of the Company to take up the senior positions wherever a vacancy is caused to ensure the business continuity in the best interest of the company.

8. Compensation plan for Key Management personnel (KMPS) and other senior management team members

8.1 The compensation structure of KMPs and senior team members shall consists of fixed salary components (including variable dearness allowances) at par with the industrial standards and a performance linked incentive/ bonus payment to be approved by the Nomination and Remuneration Committee.

8.2 The compensations structure shall be devised in a manner that will help the Company to attract and retain top talents to run the Company efficiently with a long term perspective.

8.3 The compensation structure may also include stock options targeting employee participation in ownership of the Company and to ensure the retention of potential talents for the future growth and diversity of the company.

III) Applicability of Laws/ regulations/ guidelines:

Change in underlying laws/ regulations may supersede the provisions of this policy. At any time if there is any amendment to the applicable laws or regulations or guidelines affecting the provisions of this policy, the policy shall be deemed as amended to the extend applicable and the amended provisions will take effect from the date of change in the underlying laws/regulations or guidelines.

IV) Applicability of the Policy

The Policy shall become effective from the date on which it is approved by the Board.

V) Amendment to the Policy

The Provisions of this policy may be amended by the Board at any time on the recommendation of the Nomination and Remuneration Committee.

Annexure IV
**FORMAT OF THE ANNUAL REPORT ON CSR ACTIVITIES TO BE
INCLUDED IN THE BOARD'S REPORT**

Sl. No	Particulars	Remarks
1.	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and project or programs.	The CSR policy of the Company is available on our website www.maben.in . Major Activities Identified for CSR activities are as follows, *Promotion of health care *Promotion of Education *Old Age homes facilities for Senior Citizens * Empowerment of women etc.
2.	The Composition of the CSR Committee.	The Committee is constituted with the following members, Adv.Venugopalan. K.S. Dr.CA. Santha Kumar. K Smt. Jyothy Prasannan
3.	Average net profit of the Company for last three financial years.	Rs.6,97,77,630/-
4.	Prescribed CSR Expenditure (two percent. Of the amount as in item 3 above.)	Rs.13,95,600/-
5.	Details of CSR spent during the financial year: a) Total amount to be spent for the year. b) Amount unspent, if any; c) Manner in which the amount spent during the financial year is detailed below	a) The total amount to be spent for the year 2016-17 is Rs. 27.68 lakhs (Rs.13.72 lakhs contribution from 2015-16 carried over to 2016 -17 and Rs.13.95 lakhs contribution for the year 2016-17) b) An amount of Rs 0.20 Lakh is unspent which is carried over to 2017-18 for implementation of projects. c) Company has transferred the funds to Manappuram Foundation, a charitable Trust registered under the Trust Act, identified by the Company to do CSR activities. During the financial year 2016-17 Company had spent an amount of Rs. 27.44 lakhs for various CSR activities- Details of activities given below;

S. No	CSR project or activity identified	Sector in which the project is Covered.	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
1	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the clean Ganga Fund setup by the central Government for rejuvenation of river Ganga:	Environmental sustainability	Local area at Kanimangalam for the promotion of the environmental activities by Salim Ali Foundation	12	12	12	Amount Spent by Implementing Agency Manappuram Foundation through Salim Ali Foundation.

2 (a)	Promoting Education ,including Special education,and employment enhancing vocation skills especially among children ,women,elderly ,and differently abled and lively hood ehancement projects	Promotion of Education	Local area at Edamuttam for academic financial support for ten students belongs to BPL family.	1.23	1.23	1.23	Amount Spent by Implementing Agency Manappuram Foundation.
2 (b)	Promoting Education ,including Special education,and employment enhancing vocation skills especially among children ,women,elderly ,and differently abled and lively hood ehancement projects	Promotion of Education	Local area at Thalikulam Block Panchyat for felicitation of A+ holder in Plus 2 & SSLC.	0.1	0.1	0.1	Amount Spent by Implementing Agency Manappuram Foundation.
2(c)	Promoting Education ,including Special education,and employment enhancing vocation skills especially among children ,women,elderly ,and differently abled and lively hood ehancement projects	Promotion of Education	Local area at Kurukkanpara, Kunnamkulam for the education and promotion of students of Chaithanya Special school	0.36	0.36	0.36	Amount Spent by Implementing Agency Manappuram Foundation through Bala Sahaya Samithi

2(d)	Eradicating Hunger,Poverty and Malnutrition,promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set -up by the Central Government for the promotion of sanitation and making available safe drinking water	Preventive Health Care	Preventive health care, eradicating poverty. Palliative Care Edamuttom Thrissur dist- Kerala State	3	3	3	Through Alpha Pain Clinic and Palliative care clinic.
2(e)	Eradicating Hunger,Poverty and Malnutrition,promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set -up by the Central Government for the promotion of sanitation and making available safe drinking water	Preventive Health Care	Free dialysis to Poor patients In Local Area with Manappuram Foundation and Peringottukara Association Thrissur dist Kerala State	4	4	4	Through Peringottukara Association Dialysis Center.

2(f)	Eradicating Hunger,Poverty and Malnutrition,promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set -up by the Central Government for the promotion of sanitation and making available safe drinking water	Preventive Health Care	Free dialysis to Poor patients through Shanti Information Center Guruvayur-Thirssur Local area Kerala State	0.75	0.75	0.75	Through Shanti Medical Information Center Guruvayur.
3	Promoting Gender equality,empowering women ,setting up homes and hostels for women and orphans ;,setting up oldage homes ,daycare centre,and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	Setting up of old age homes,daycare centre and such other facilities for senior citizens	Pakal Veedu with Thalikulamvikas trust-In Thalikulam of Thrissur District Kerala State	3	3	3	Amount Spent by Implementing Agency Manappuram Foundation.

4	Training to promote rural sports, nationally recognised sports,paralympic sports and olympic sports	Promotion of Rural sports	Local area at valapad for the promotion of valapad football academy.	3	3	3	Amount Spent by Implementing Agency Manappuram Foundation.
			Total	27.44	27.44	27.44	

*Give details of implementing agency:

1. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board Report

2. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Mr.David Romy Jose .P	Adv. Venugopalan. K.S.
(Chief Executive Officer)	(Chairman CSR Committee)

Annexure V

The particulars of top 10 employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Rule 2014

Sl. No	Name	Designation	Remuneration Received.	Nature of Employment whether Contractual or otherwise	Qualifications/ Experience	Date of Commencement of Employment	Age	The %of Equity shares held by the employee in the company which in the meaning of close (iii) of sub rule 2	Relative of any Director Or Manager of the company
1	Jyothi Prasannan	Managing Director	2170000	Contractual	M.Sc	01-08-2015	59	-	Y
2	David Romy Jose P	CEO	1288378	Appointment as per Rules.	MBA,CAIIB	01-01-2015	40	-	N
3	Shanto Paul	CFO	1288378	Appointment as per Rules.	B.Com, CA	15-02-2014	38	-	N
4	Anoop P	CS	808378	Appointment as per Rules.	B.com, LL.B, ACS	04-05-2013	34	-	N
5	Nini.Raj	AVP	1200000	Appointment as per Rules.	Bsc, MBA	01-09-2015	28	-	N
6	Divakara N	Asst Gen Mgr	561540	Appointment as per Rules.	B.com, MBA	20-05-2015	33	-	N
7	Sreejesh U.V.	Chief Manager	445880	Appointment as per Rules.	BA,MBA	01-11-2012	33	-	N
8	Sijesh A.M	Sr.Manager	401140	Appointment as per Rules.	BA,MBA	16-10-2006	34	-	N
9	Suresh Babu U.K	Manager	334340	Appointment as per Rules.	B.com,MBA	31-10-2006	35	-	N
10	Najibudheen.P	Dy.Manager	261430	Appointment as per Rules.	B.com	11-01-2016	35	-	N