

## DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting the 26<sup>th</sup> 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 31<sup>st</sup>, 2019.

### **1. Business Perspective**

The World Bank in its 'Global Economic Prospects' report presented a somewhat dismal outlook for the world economy. India, however, stood out for its growth promise. With a projection of 7.5% growth per annum in GDP over the next three years, India is expected to retain its mantle as the fastest growing major economy in the world. The World Bank believes that India's growth prospects remain solid, supported by improved confidence, slowing inflation, as well as robust investments spurred by a fresh policy impetus. Downside risks, however, remain in terms of the impact of a global slowdown, volatility in crude oil prices and the vagaries of monsoon.

India is expected to emerge as the world's fifth largest economy in the near future. The World Economic Forum together with Bain & Company estimates that India could become the world's third largest consumer market by 2030. Consumer spending in India is expected to grow exponentially to \$6 trillion from \$1.5 trillion today, with private consumption accounting for 60% of GDP. Notwithstanding the recent slowdown in consumer uptake, structural drivers of growth are in place. Given the Government's strong policy direction, demand can be expected to pick up over time. While this portends well for the country's future, India also mirrors the global socio-economic challenges that can impede progress.

Despite being independent for the past seven decades a large majority of the Indian populace lives under the pressure of financial coercion which is mainly due to lack of proper access to the formal banking system.

The Financial Sector was at a crossroads during the year 2018-19. While it continued to support India's economic growth it also grappled with challenges that tested its strength and resilience. It is, however, expected that with the Government initiating appropriate policy measures, some stability will seep into India's Financial Sector.

A key factor driving the growth of the nation is mobilisation of formal financial resources at the grassroots level. This is where your Company is committed to make a difference and also contribute to improving the lives of those who have no or limited access to banks.

Your Company has been founded with a conscious mission to transform the lives of its customers by enabling them with access to organised financial sector thereby furthering financial inclusion and last-mile delivery of financial services.

## 2. Financial Results

Sl. No.	Description	Year ended March 31 <sup>st</sup> , 2019 (in Rs.)	Year ended March 31 <sup>st</sup> , 2018 (in Rs.)
1	Income from Operations	46,83,70,731	40,63,16,139
2	Total Expenditure	31,78,59,408	34,76,24,639
3	Profit Before Tax	15,05,11,323	5,86,91,500
4	Tax expense	4,39,54,959	16,527,745
5	Profit After Tax	10,65,56,364	4,21,63,755
6	Earnings Per Share	4.28	1.69
	• Basic & Diluted	4.28	1.69

## 3. Financial performance and state of affairs

Financial year 2018-19 is a successful and important year for the Company. The Company recorded revenue of Rs.46.83 crore and expenditure of Rs.31.78 crore as against Rs.40.63 crore revenue and Rs.34.76 crore expenditure during the previous year. The Profit Before Tax is Rs.15.05 crore as against Rs.5.86 crore during the previous year. After considering tax expense of Rs.4.39 crore, profit for the year stands at Rs. 10.65 crore against Rs.4.21 crore of the previous year.

Extract of Annual return relating to FY 2018-19 is attached as Annexure -I 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.

## 4. Bonus Issue

Company had a successful financial year ended 31<sup>st</sup> March 2019, during which it has recorded Net Profit of Rs.10.65 Crore and total Reserves and Surplus of the Company is Rs. 29.74 Crore. The meeting of the Board of Directors held on 25<sup>th</sup> July 2019 considered, approved and recommended a bonus issue of one equity share for every equity share held (i.e.1:1) as on a Record date to be determined by the Board. The said bonus shares shall rank *Pari passu* with the existing equity shares. The bonus issue is subject to approval of the members at the ensuing Annual General Meeting.

## 5. Meetings of the Board

The Board had met five times in the last financial year 2018-19, on 8<sup>th</sup> June 2018, 22<sup>nd</sup> August 2018, 13<sup>th</sup> November 2018, 8<sup>th</sup> February 2019 and 25<sup>th</sup> March, 2019.

## **6. Capital and Reserves**

During the year 2018-19, the Company has allotted 14,663 Equity Shares of Rs.10/- each. Consecutively the paid-up equity share capital of the Company stood as on 31<sup>st</sup> March 2019 at Rs. 24.91 crore. The Reserves and surplus of the Company as on 31<sup>st</sup> March 2019 is Rs. 29.74 crore.

## **7. Establishing New Branches**

In the year under review your Company has opened four new branches with the approval of Ministry of Corporate Affairs. The branches are opened in following places viz . Thanur, Manjeri, Puthanathani and Chevayur.

Your company further plans to establish more branches in different places for the benefit of members residing at such places. This will make easy access to the services of our Company. Approval for establishing such branches has been obtained from Ministry of Corporate Affairs, vide letter dated 28<sup>th</sup> October 2013 F.No:2/K 11485/12.

## **8. Changes in the provisioning norms for Assets**

Your company has been following the statutory provisions as per Nidhi Rules 2014. To detect early signs of NPAs, and to take effective steps, with the recommendations of Audit Committee, your Board had adopted new provisioning norms during the financial year 2016-17 for assets which is more stringent than the provisioning norms under Nidhi Rules 2014.

The books of accounts are prepared in adherence with the new provisioning norms. By adopting new provisioning norms, profit for the year stands reduced by Rs 0.66 Crore when compared with the Minimum percentage provisioning norms as specified in the Nidhi Rules 2014.

Had the erstwhile statutory provisioning norms (i.e.Nidhi Rules) for assets been adopted, Profit After Tax for the FY 2018-19 would have been Rs. 11.31.Crore.

## **9. 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 namely, Deposit, Gold loan and Mortgage Loan.

## **10. Business milieu and prospects**

From a macro perspective, the rollout of the much-awaited Goods and Services Tax, the outcomes of radical step to demonetize 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 have 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 more efficient disbursement policy was adopted to meet the needs of prospective applicants. As on 31<sup>st</sup> March 2019 loans against property is Rs.17.87 crore as against Rs.11.59 crore as on 31<sup>st</sup> March, 2018.

**(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/pawn brokers. Gold loans provide an alternate source of funds by monetizing the household gold. Your Directors see better prospects and a comparative advantage for your Company as the Company can offer maximum LTV (i.e.80%) in compliance with the Nidhi Rules 2014. As on 31<sup>st</sup> March 2019 loan against Gold Jewellery is Rs.186.53 crore as against Rs.153.66 crore in the previous year 31<sup>st</sup> March, 2018.

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

**11. 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 31<sup>st</sup> March, 2019 amounts to Rs. 94.12 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, 9 &10 of the financial statements.

**12. 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.

**13. 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 total employee strength of 331 as on 31<sup>st</sup> March 2019.

#### **14. 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 and hence do not have any information to be published regarding Technology Absorption. 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.

#### **15. Directors' Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them your Directors make the following statements in terms of Section 134(3)(c) of the Act, 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 2018-19 on a 'going concern' basis.
- 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.

#### **16. 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).

#### **17. 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](http://www.maben.in)" and is also annexed to this report as Annexure – III.

#### **18. Directors and Key Managerial Personnel, changes if any:**

Sri. Remesh Kumar K 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 himself for re-appointment.

Smt. Jyothy Prasanna Managing Director, Shri.David Romy Jose P Chief Executive Officer, Shri. Anoop.P, Company Secretary, and Shri. Besto Joseph Chief Financial Officer 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.

Dr. Shantha Kumar. K and Adv. Venugopalan K.S have been appointed as Independent directors of the company for the period of five years from 25<sup>th</sup> September 2014 and retire at the ensuing Annual General Meeting of the Company. As per the Companies Act 2013 and Nidhi Rules 2014 both are eligible to re-appointment for the term of 5 years. They have significant professional expertise and rich experience in Nidhi business. Your Directors consider their continuous service will be an added advantage. The Company has received a notice in writing pursuant to Section 160 of the Companies Act 2013 from Sri. V.S.Prasanna, a member signifying his intention to be appointed as a Director of the Company.

Necessary resolutions for the above appointment/re-appointments have been placed in the notice convening the 26<sup>th</sup> Annual General Meeting. Your Board of directors recommends the above appointments /reappointments.

There are no other changes in Directors or Key Managerial Personnel during the financial year 2018-19.

#### **19. 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 four years.

During the financial year, the Company has contributed an amount of Rs. 15.56 Lakh (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 2018-19, an amount of Rs.11.49 Lakh have been spent for various CSR activities.

In addition, during the financial year an amount of Rs. 9.50 Lakh was utilized towards the CSR Activities, which was transferred / brought forward from the financial year 2017-2018. The details of CSR activities are attached as Annexure- IV of the Directors Report.



## **20. 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 32 of the financial statement which sets out related party disclosures.

## **21. 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

## **22. Credit Rating**

CARE has reaffirmed/pronounced the long term rating for the Line of Credit (LOC) at "(CARE) BBB".

## **23. Statutory Auditors**

The statutory Auditors M/s Manikandan & Associates, Chartered Accountants, Firm Registration Number- 008520S, IInd Floor, Suprabha Complex, South Junction, Chalakudy, Thrissur, Kerala- 680 307, has completed second term of five consecutive years and will retire at the ensuing Annual General Meeting of the Company. As per section 139 of the Companies Act 2013 and Nidhi Rules the Company has to appoint a new statutory auditor, hence your Board of Directors recommends M/s. Mohandas and associates, Chartered Accountants, Firm Reg. No. 02116S, Press Club Road Thrissur- I as Statutory Auditors of the company. M/s. Mohandas Associates is having a vast experience in the field of auditing with the team of highly qualified professionals.

## **24. 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 nature of business and no material weaknesses in the design or operation was observed by the Auditors.

## **25. 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 three times viz 24<sup>th</sup> July

2018, 13<sup>th</sup> November 2018 and 7<sup>th</sup> February 2019. All the recommendations made by the Audit Committee were accepted by the Board.

#### **26. Whistle Blower Policy / Vigil Mechanism**

Pursuant to provision of section 177 of the Act, 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.

#### **27. 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.

#### **28. Business Risk Management**

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. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting evaluating and resolving risk associated with the Business.

#### **29. Internal Financial Control**

Your Directors have laid down adequate system of internal control to safeguard its assets and protect them from loss, unauthorized use or disposition and such internal financial controls are adequate and are operating efficiently. All the transactions are properly authorized, recorded and reported to the Management.

#### **30. 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 Prasanna are other members. The Committee had met three times during the financial year 2018-19 viz. 1st April 2018, 20<sup>th</sup> July 2018 and 25<sup>th</sup> March, 2019.



### **31. CSR Committee**

The CSR Committee constituted as per Section 135 of the Companies Act 2013, under the chairmanship of Adv. Venugopalan K.S, Dr.Santha Kumar K, and Mrs. Jyothy Prasannan as other members of the Committee. The CSR committee had met on 1st August, 2018 during the financial year 2018-19.

### **32. 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, Mr. Remesh kumar K and Mrs. Jyothy Prasannan as other members. The Committee had met one time during the year ie. on 11<sup>th</sup> March, 2019.

### **33. 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, Smt. Nini Suhas, Smt. Seena V.P. and Adv. Arun Lal of the Company. During the year the Committee had met once ie. on 30<sup>th</sup> March 2019.

### **34. 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 four times during the financial year 2018-19 viz 2<sup>nd</sup> June 2018, 3<sup>rd</sup> August 2018, 25<sup>th</sup> September 2018, 9<sup>th</sup> February 2019, Mrs. Jyothy Prasannan, Adv.Venugopalan K S and Mr. Remesh Kumar K are the members of the Committee. The Share Allotment Committee of the Board had met seven times during the year to allot shares to applicants, viz 30<sup>th</sup> May 2018, 25<sup>th</sup> July 2018, 22<sup>nd</sup> September 2018, 20<sup>th</sup> November 2018, 31<sup>st</sup> December 2018, 1<sup>st</sup> March 2019, and 30<sup>th</sup> March 2019. The Committee had allotted 14,663 Equity Shares to 11,836 members during the financial year 2018-19.

### **35. Commission to Directors.**

Based on the performance evaluation of Non-Executive Directors including Independent Directors, basis of satisfied and improved performance of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, the Board has approved payment of Commission of Rs 5,00,000 (Five lakh) each to Dr. Santhakumar K, Adv. Venugopalan K.S. and Mr. Remesh Kumar K.

The Managing Director has also received Commission of Rs.5,00,000/- which has recommended by the Nomination and Remuneration Committee based on the performance of the company for the financial year 2018-19.

### **36. 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.

### **37. Acknowledgement**

Moving forward your Company will look to expand growing its presence and prudently expanding geographic reach to create greater market impact. Our diversified teams and a well-entrenched distribution network keep us poised to meet our customers' aspirations and that of other stakeholders. This along with an experienced and capable management enables us to grow at a healthy pace.

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, Reserve Bank of India, Government Departments, Banks and other Financial Institutions during the year under review. The Board acknowledges your confidence and continued support and looks forward to receiving the same in future as well.

Your Directors acknowledge the dedicated services rendered by the Employees of the Company at all levels. Finally I would like to mention that it has been a real privilege for me to serve you all as your Company's Chairman. I remain confident that the Board and all the employees will continue to work with dedication.

**For and on behalf of the Board of Director**

Valapad

25<sup>th</sup> July 2019

**Sd/  
Dr. CA. Santha Kumar.K**

**Chairman**

**ANNEXURE - I**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2019  
[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: 20<sup>th</sup> 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.  
First Floor, JP Mart  
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	-	2,49,01,283	2,49,01,283	100	-	2,49,15,946	2,49,15,946	100	0.05

##### (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	40.00	-	9960280	9960280	40.00
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	8.42	-	2096000	2096000	8.41
Mr.Suhas Nandan	-	1600000	1600000	6.43	-	1600000	1600000	6.42
Mr.Sooraj Nandan	-	524000	524000	2.10	-	524000	524000	2.10
Mrs.Sumitha Nandan	-	524000	524000	2.10	-	524000	524000	2.10

##### (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 <sup>st</sup> April 2018.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year 31 <sup>st</sup> March 2019.	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the company.

1	Mr.V.P. Nandakumar	9960280	40.00	0.02 (decrease caused by dilution due to further issue of shares)	9960280	40.00
2	Mrs.Shelly Ekalavyan	2000	0.01	Nil	2000	0.01
3	Mrs. Jyothy Prasanna	2000	0.01	Nil	2000	0.01
4	Mrs.Sheela Amarsing	80	0.00	Nil	80	0.00
5	Mrs.Sushama Nandakumar	2096000	8.42	0.01 (decrease caused by dilution due to further issue of shares)	2096000	8.41
6	Mr.Suhas Nandan	1600000	6.43	Nil	1600000	6.42
7	Mr.Sooraj Nandan	524000	2.10	Nil	524000	2.10
8	Mrs.Sumitha Nandan	524000	2.10	Nil	524000	2.10

**(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 <sup>st</sup> April 2018.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year 31 <sup>st</sup> March 2019.	
		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.Manomohan	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.V.S.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 <sup>st</sup> April 2018.		Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	Cumulative Shareholding during the year: 31 <sup>st</sup> March 2019.	
		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.David Romy	2	0.00		2	0.00
6	Mr. Anoop. P	20	0.00		20	0.00
7	Mr.Besto Joseph	1	0.00		1	0.00

**V.INDEBTEDNESS**

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

(in Rs.)

	Secured Loans excluding deposits	Unsecured	Deposits	Total
		Loans		Indebtedness
Indebtedness at the beginning of the financial year				
i)Prinipal Amount	52,95,60,107.00		89,98,62,012.00	142,94,22,119.00



ii)Interest due but not paid				
iii)Interest accrued but not due			2,30,40,947.00	2,30,40,947.00
<b>Total (i+ii+iii)</b>	<b>52,95,60,107.00</b>		<b>92,29,02,959.00</b>	<b>145,24,63,066.00</b>
Change in Indebtedness during the financial year:				
• Addition	29,23,63,305.00		79,02,66,742.58	108,33,87,012.59
• Reduction			74,94,17,496.58	75,01,74,761.59
<b>Net Change</b>	<b>29,23,63,305.00</b>		<b>4,08,49,246.00</b>	<b>33,32,12,551.00</b>
Indebtedness at the end of the financial year				
i)Principal Amount	82,19,23,412.00		94,11,95,840.00	176,31,19,252.00
ii)Interest due but not paid				
iii)Interest accrued but not due			2,25,56,365.00	2,25,56,365.00
<b>Total (i+ii+iii)</b>	<b>82,19,23,412.00</b>		<b>96,37,52,205.00</b>	<b>178,56,75,617.00</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mrs.Jyothy Prasannaan (MD)	
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	27.75  Nil  Nil	27.75  Nil  Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify....	5.00 Nil	5.00 Nil
5	Others, please specify	Nil	Nil
	Total (A)	32.75	32.75
	Ceiling as per the Act	77.64	77.64

**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	Remesh Kumar.K	
	1. Independent Directors				
	• Fee for attending board meetings	1.20	1.20	0.75	3.15
	• Commission	5.00	5.00	5.00	15.00
	• Others, please specify	Nil	Nil	Nil	
	Total (1)	6.20	6.20	5.75	18.15
	2. Other Non- Executive Directors				
	• Fee for attending board meetings	-	-	-	0
	• Commission	-	-	-	0
	• Others, please specify	-	-	-	Nil
	Total (2)	-	-	-	
	Total (B)= (1+2)	6.20	6.20	5.75	18.15
	Total Managerial Remuneration (A+B)				50.90
	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	Besto Joseph	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.38	12.03	13.17	41.58
	(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	16.38	12.03	13.17	41.58

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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. 197.27 Lakh.	29-09-12 23-02-13	Rs. 60 Lakh
Manappuram Constructions & Properties Ltd	Associate	Capital Work etc.	7 Months.	Amount paid during the year Rs.136.14 Lakh.	08-02-19	-
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 Rs15.56 Lakh.	25-03-15	-
Manappuram Agro Farms Ltd.	Associate	Lease Agreement for 1000 Sqft of land and materials purchased	For a period of 1 year (Automatically renewed and will continue in force until it is terminated)	Amount paid during the year Rs.1.14 Lakh out of which 0.24 lakh spend for materials purchased.	12-08-16	-
Manappuram Travels	Associate	Various Travel requirements	12 months.	Amount paid during the year Rs.18.80 Lakh	10-03-18	-
Manappuram Healthcare Limited	Associate	Materials purchased	12 months	Amount paid during the year Rs.1.18 Lakh	10-03-18	-

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

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 <a href="http://www.maben.in">www.maben.in</a> . 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.7,78,34,040/-
4.	Prescribed CSR Expenditure (two percent. of the amount as in item 3 above.)	Rs. 15,56,700/-
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 2018-19 is Rs. 25.06 lakh ( Rs.9.52 lakh carry forwarded from financial year 2017-18 and Rs.15.56lakh contribution for the financial year 2018-19) b) An amount of Rs 4.07 Lakh is unspent which is carried over to 2019-20 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 2018-19 Company had spent an amount of Rs.21 lakh for various CSR activities- Details of activities given below;