

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of **Maben Nidhi Limited** will be held on Saturday, 28<sup>th</sup> September 2019 at 10.30 A.M. at Latha Convention Centre (formerly Anugraha Auditorium) Valapad, Thrissur, Kerala - 680567 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31<sup>st</sup> March 2019 and the audited Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Remesh Kumar Kuruppath, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, Rule 19 of the Nidhi Rules 2014 and other applicable provisions, if any, of the Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), M/s. Mohandas and associates, Chartered Accountants, Firm Reg.No. 02116S, Press Club Road Thrissur-1 be and is hereby appointed as the Statutory Auditors of the Company and to hold office from the conclusion of this (26<sup>th</sup>) Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

## **SPECIAL BUSINESS:**

### **4. Amendment of Memorandum of Association to be in adherence with Nidhi (Amendment) Rules, 2019.**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the Draft Memorandum of Association submitted to this meeting in substitution and to the entire exclusion of the clauses contained in the existing Memorandum of Association be approved and adopted as the Memorandum of Association of the Company with immediate effect.

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

### **5. Enhancement of Authorized capital of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 of the Companies Act 2013, and Articles of Association of the Company, the authorized Share Capital of the Company be and hereby increased from Rs 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 60,00,00,000/- (Rupees sixty Crore Only) divided into 6,00,00,000 (Six crore) Equity Shares of Rs 10/- (Rupees Ten Only) each by further creation of 3,00,00,000 (Three crore) Equity Shares of Rs 10/- (Rupees Ten Only) each to rank pari-passu in all respect with existing equity shares in the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

### **6. Alteration of Capital Clause of Memorandum of Association.**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13, and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the existing Clause V of Memorandum of Association of the Company be substituted with the following text:

*“V. The authorized share capital of the Company is Rs 60,00,00,000/- ( Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore ) Equity Shares of Rs 10/- (Rupees ten Only) each.”*

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

#### **7. Issue of Bonus Shares.**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (or any amendment or re-enactment thereof) and the Articles of Association of the Company, consent be and is hereby accorded to the Company for capitalization of a sum not exceeding Rs.24.921 crore (Rupees twenty four crore ninety two one lakh ten thousand only) from the General Reserves of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- for every 1 (One) fully paid-up Equity Share of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the ‘Record Date.’”

**RESOLVED FURTHER THAT** Board of Directors, Managing Director, Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**8. Variation of terms and conditions in remuneration of Managing Director of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 196(4) and other applicable provisions, if any of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and Schedule V thereto, the variation of terms of appointment of Smt. Jyothy Prasanna, Managing Director with effect from 1<sup>st</sup> April 2019, on the following terms and conditions, which was duly approved by the Board of Directors of the Company on the basis of recommendation made by the Nomination and Remuneration Committee, be and is hereby approved and ratified.

Salary not exceeding Rs. 2,50,000/- per month with an annual increment of 10%.  
Dearness Allowance/Leave encashment: As per the rules of the Company.  
Other Benefits/Reimbursement: Provident Fund, Superannuation, Gratuity, Bonus and Reimbursement of Medical expense as per rules of the Company.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 197 and 198 of the Companies Act 2013, the quantum whereof to be determined by the Board of Directors subject to norms framed by the Board.

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be fixed after taking such necessary approval as required under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and Schedule V thereto.

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**9. Re-appointment of Dr. SanthaKumar. K as an Independent Director of the Company:**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under the consent of the members be and is hereby accorded for the re-appointment of Dr. Santha Kumar.K (DIN:00595286) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from the conclusion of 26<sup>th</sup> Annual General Meeting, as per recommendation of Nomination and Remuneration Committee”

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**10. Re-appointment of Adv.Venugopalan.K.S as an Independent Director of the Company:**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed there under the approval of the members be and is hereby accorded for the re-appointment of Adv.Venugopalan K.S.(DIN: 06963027) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from the conclusion of 26<sup>th</sup> Annual General Meeting as per the recommendation of Nomination and Remuneration Committee

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**11. Appointment of Shri. V.S. Prasannan as Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Sri. V.S.Prasannan (DIN: 02460606), as a Director of the company for a period of five years from the conclusion of this Annual General Meeting.

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**For and on behalf of the Board**

**Place : Valapad  
Date : 25.07.2019**

Sd/-  
**Anoop.P**  
Company Secretary

## **NOTES:**

- a) Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No.4 to 11 are annexed hereto and forms part of this notice.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
- c) The attendance slip duly signed by the member or proxy should be deposited at the venue of the meeting.
- d) The Members/Proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof to attend the meeting.
- e) The Register of Directors and Key Managerial Personnel with their shareholding, maintained under the Act, will be available for inspection by the members at the AGM.
- f) Multiple Folios - Any member holding more than one folio for the same set of names, may please immediately intimate to the Registered Office so that his/ her holding can be consolidated into one folio.
- g) The Notice of the 26<sup>th</sup> Annual General Meeting along with Annual Report 2018-19, attendances slip and proxy forms are available on the website of the Company, "[www.maben.in](http://www.maben.in)" and also at all Branch offices of the Company. The financial statements with enclosures are affixed at the notice Board of the Company. Members who require physical copy of the same may please approach our Branches or write/mail to us at "[acs@maben.in](mailto:acs@maben.in)."
- h) Members are requested to intimate changes if any, in the registered address or contact details to the Company.
- i) Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 3 days before the Annual General Meeting to enable the Company to prepare suitable replies to such questions.
- j) Appointment / Re-appointment of Director U/S. 152 of the Companies Act 2013 (Item No:2),- At the ensuing Annual General Meeting Sri.Remesh Kumar Kuruppath (DIN: 01789719) retire by rotation and being eligible, offers himself for re-appointment. Sri.Remesh Kumar Kuruppath aged 55 years (DOB. 1/02/1964) holds Bachelor degree of Technology, Electronics & Communication

Engineering from College of Engineering Trivandrum, Master of Technology in Computer Engineering from Indian Institute of Technology, Kharagpur and Master of Business Administration, Marketing & Finance from University of California, Davis and he started his career with Tata Consultancy Services in Pune as an Assistant Systems Analyst, where he continued for 4 years. Thereafter he had been working as a Systems Analyst, Online Resources, in Orlando, Florida, USA for a period of 1 year and Senior Software Engineer, in DST Output in California, USA for a period of 17 years. Presently he is Director of Jaldee Soft Pvt Limited and Netvarth Technologies Pvt Ltd in Kerala. Sri.Remesh Kumar Kuruppath joined the company on 25/09/17 and holds 10 equity shares of Rs.10/- each of the Company. During the financial year he attended 5 Board Meetings and drawn rupees seventy five thousand as sitting fee and five lakh as Commission from the Company. None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in the said resolution.

- k) Appointment of Statutory Auditors and to fix their remuneration (Item No.3), The Statutory Auditors M/s. Manikandan & Associates, has completed second term of five consecutive years and will retire at the 26<sup>th</sup> Annual General Meeting of the Company. As per Section 139 of the Companies Act 2013 and Rule 19 of the Nidhi Rules 2014, the Company has to appoint a new Statutory Auditor. The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 25<sup>th</sup> July, 2019 recommend to the members the appointment of M/s. Mohandas Associates, Chartered Accountants, Firm Reg.No. 02116S, Thrissur-1, as the Statutory Auditors of the Company for five years, from the conclusion of 26<sup>th</sup> Annual General Meeting to the conclusion of 31<sup>st</sup> Annual General Meeting on the remuneration to be decided by the Board of Directors in consultation with the Auditors. M/s. Mohandas Associates is having a vast experience in the field of auditing with the team of highly qualified professionals. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 3 of the Notice of the AGM as an Ordinary Resolution.

### **Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item No.4.**

It is proposed that the Memorandum of Association of the company may be aligned with the Nidhi Amendment Rules 2019. Accordingly a new set of Memorandum of Association, in line with Companies Act 2013, and Nidhi (Amendment) Rules 2019 and in complete exclusion and replacement of the old have been prepared and submitted to the members for being adopted as the Memorandum of Association of the Company.

The Board recommends passing the Resolutions at Item No. 4 as Special Resolutions.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolutions and of the notice except to the extent of their shareholding in the Company.

### **Item No. 5 and 6**

At present, the authorized Share Capital of the Company is Rs.30 Crore and paid-up capital of the Company is Rs. 24.92 Crore. The company intends to issue Bonus Shares and for issue further shares to the Shareholders; it is pertinent to increase the authorized Share Capital.

Hence the Board of Directors of the Company propose to increase the authorized Share Capital of the Company from Rs. 30 Crore divided into 3,00,00,000 equity shares of Rs. 10/- each to Rs. 60 Crore divided into 6,00,00,000 equity shares of Rs.10/- each. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the Shareholders of the Company must accord their consent to the proposed increase in the authorized Share Capital. The Board therefore seeks approval for the same.

In order to reflect increase in the authorized Share Capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association must be amended.

Hence the Board recommends passing the Resolutions in Item No 5 as an ordinary Resolution and Item No. 6 as a Special Resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolutions and of the notice except to the extent of their shareholding in the Company.

### **Item No. 7**

The 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 the General Reserves of the Company is Rs.29.74 Crore. In these circumstances with a view to encourage the participation of small investors, the Board in its meeting held on July 25, 2019 considered and approved 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 of equity shares, increase in authorized Share Capital and alteration of relevant clauses of the Memorandum of Association of the Company are subject to Members' approval in terms of Sections 13, 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the resolution at Item No.7 of the Notice seek Members' approval for capitalization of the amount standing to the credit of General Reserve and issue of Bonus Shares on the terms and conditions set out in the resolution and the Directors recommend passing of the resolution as an Special Resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolutions and of the notice except to the extent of their shareholding in the Company.



## **Item No. 8**

The Board of Directors of the Company in its meeting held on 20<sup>th</sup> July, 2015 appointed Smt. Jyothy Prasannan, (DIN: 00044371) aged 64 years (DOB: 20/05/1957) as Managing Director of the Company w.e.f. 1<sup>st</sup> August 2015 for a period of five years. She has significant expertise and rich experience across a wide spectrum of functional areas such as Finance, Banking, Administration and Company Affairs. In the past she had been the Managing Director of Manappuram Asset Finance Ltd. (from November 2007 to July 2015). She has been holding directorship in various companies such as, Manappuram Jewellers Limited, Manappuram Chits Fund Company Private Limited, Manappuram Chits (Karnataka) Private Limited, Manappuram Chits(India)Limited, and Manappuram Insurance Brokers Private Limited. She has more than 15 years of rich experience and wide range of knowledge in managing the affairs of NBFC's. She holds of Masters Degree in Science and Bachelors Degree in Education. She holds 2000 equity shares of Rs 10 each fully paid-up in the Company. During the financial year she attended five Board meetings of the Company.

The Members of the Company at their 25<sup>th</sup> Annual General Meeting revised the terms and conditions in remuneration of Smt. Jyothy Prasannan, Managing Director, such as - salary Rs. 2,25,000/- per month with an annual increment of 10% in salary. Dearness Allowance/Leave encashment: As per the rules of the Company. Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 197 and 198 of the Companies Act 2013, the quantum whereof to be determined by the Board of Directors subject to norms framed by the Board. Other benefits/Reimbursement: Provident Fund, Superannuation, Gratuity and Re-imburement of Medical expense as per the rules of the Company. In the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be the minimum remuneration. Any excess over the limits prescribed under the Companies Act, 2013 shall become payable with the approval of the Central Government wherever so required.

The Nomination and Remuneration Committee, recommended and the Board of Directors in its meeting held on 25<sup>th</sup> March 2019 approved the increase of remuneration of Smt. Jyothy Prasannan Managing Director of the Company with effect from 1<sup>st</sup> April 2019 subject to the approval of the Members in the General Meeting. The altered terms and conditions are mentioned below,

Salary not exceeding Rs. 2,50,000/- per month with an annual increment of 10%. Dearness Allowance/Leave encashment: As per the rules of the Company. Other Benefits/Reimbursement: Provident Fund, Superannuation, Gratuity, and Reimbursement of Medical expense as per rules of the Company.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 197 and 198 of the Companies Act 2013, the quantum whereof to be determined by the Board of Directors subject to norms framed by the Board. In the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be fixed after taking such necessary approval as required under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and Schedule V thereto.

Approval of the share holders is sought for ratification of remuneration including commission paid and approval for remuneration payable to Smt. Jyothy Prasannan as Managing Director of the Company.

Smt. Jyothy Prasannan Director be deemed to be concerned or interested in the resolution to the extent of remuneration paid/payable under the resolution.

Considering her vast experience in financial sector and the meritorious service she is rendering to the Company, the Board of Directors consider it desirable to approve ratification and approval of remuneration payable to Smt.Jyothy Prasannan and the Board recommends the relevant resolution for your consideration and approval as Ordinary Resolution.

None of the Directors except Smt. Jyothy Prasannan is concerned or interested in the resolution.

### **Item No. 9**

21<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September 2015 has appointed Dr. Santha Kumar.K (DIN: 00595286) as an Independent Director of the Company for a period of five years from the conclusion of 21<sup>st</sup> Annual General Meeting of the Company. The Board meeting held on 31<sup>st</sup> August 2014 has appointed Dr. Santha Kumar as a Non – executive Independent Chairman of the Board of Directors of the Company and is Continuing.

Dr. Santha Kumar K, aged 64 years ( DOB.14/05/55), is Fellow Member of the Institute of Chartered Accountants of India (ICAI), and member of The Institute of Internal Auditors, Florida, US. He holds degree in Law and MBA in finance. Presently he is the Senior Partner of the Firm SKV & Associates with Offices at Cochin & Thrissur and undertaking audit and tax consultancy for various companies, firms, societies both under private and public sectors. He was the president of Trichur Management Association and senior VP of ASSOCHAM. President of all India Professionals’ Congress, Thrissur District and State Committee Member of Indo-American Chamber of Commerce. He has presented several papers on Taxation, Finance, IT, Company Law and Management topics and published several articles on these subjects at various forums and is a visiting faculty to various institutions.

Dr. Santha Kumar K has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act.

He joined the company on 1<sup>st</sup> July, 2014 as Additional Director of the Company and hold 2000 equity shares of Rs. 10 each fully paid-up in the Company. During the financial year he attended five Board Meetings, Three Audit Committee meetings and ensures 100 percent attendance in all committee meetings. He also drawn rupees one lakh twenty thousand as sitting fees and five lakh rupees as commission.

The Nomination and Remuneration Committee recommended and the Board is of the opinion that his continuance on the Board will be in the best interest of the Company and its share holders. Further, in the opinion of the Board, Dr. Santha Kumar K fulfills

the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

Except Dr. Santha Kumar K none of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the said resolution.

The Board recommends the resolution set-forth in Item No.9 for approval of the Members by way of Special Resolution.

### **Item No. 10**

Adv. Venugopalan K.S (DIN 06963027) was appointed at the 21<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September 2014 as a Director in the Category of Non- Executive Independent Director and is continuing as Independent Director of the Company. He can hold office up to the conclusion of 26<sup>th</sup> Annual General Meeting.

Adv. Venugopalan.K.S aged 62 years, DOB.20/11/1957, is a member of Bar Association of Thrissur and one of the prominent lawyers in Kerala. He started his career as an employee in The Nedungadi Bank Ltd. He has significant professional expertise and rich experience across a wide spectrum of functional areas such as Corporate Laws, Finance, Banking and Labour Laws etc.

Adv. Venugopalan.K.S has confirmed compliance with the criteria of Independence as provided under Section 149(6) of the Act.

He joined the company on 1<sup>st</sup> August, 2014 as Additional Director of the Company and hold 2000 equity shares of Rs.10/- each fully paid up in the Company. During the financial year he attended five Board Meetings, Three Audit Committee meetings and ensured 100 percent attendance in all committee meetings, as ought to be expected from a member of the Committee. He has also drawn rupees one lakh twenty thousand as sitting fee and five lakh rupees as commission from the Company.

The Nomination and Remuneration Committee of the Board held on 20<sup>th</sup> July 2019 recommended for Re-appointing Adv. Venugopalan K.S as an Independent Director of the Company to hold office for a second term of five years. The Board is of the opinion that his continuance on the Board will be in the best interest of the Company and its Members. Further, in the opinion of the Board, Adv. Venugopalan K.S fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management.

Except Adv. Venugopalan K.S none of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the said resolution.

The Board recommends the resolution set-forth in Item No.10 for approval of the Members by way of Special Resolution.

## **Item No. 11**

The Company has received a notice in writing pursuant to Section 160 of the Companies Act 2013 together with requisite deposit amount from Sri.V.S.Prasannan (DIN. 02460606) aged 77 years, born on 30/04/1942, a member signifying his intention to be appointed as a Director of the Company. The Company has also received a declaration from Sri. V.S. Prasannan confirming that he is not disqualified from being appointed as a Director in terms of Sec.164 of the Companies Act and has given his consent to act as a Director of the Company. Sri.V.S Prasannan holds 2000 Equity Shares of Rs.10/- each of the Company.

Sri.V.S Prasannan, a Civil Engineer by profession, has been holding the post of Managing Director of Manappuram Asset Finance Limited since August 2015. He was the former Managing Director of Maben Nidhi Limited during the period from April 2012 to July 2015. Considering his rich experience in the financial services especially in Nidhi business and wide range of knowledge in managing the affairs of financial companies, the Nomination and Remuneration Committee held on 20<sup>th</sup> July 2019 considered his appointment and recommended the same.

As per the policy on Board Composition and Compensation, Non Executive Director is eligible for fixed amount of sitting fees for attending Board/Committee meetings at such rate as may be approved by the Board from time to time.

The Board recommends passing the Resolution at item No. 11, appointment Shri.V.S Prasannan as Director of the Company as an Ordinary Resolution.

Sri.V.S Prasannan is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in the said Resolution.

The Resolution has set out in item No. 11 of this notice is accordingly commended for your approval.

**For and on behalf of the Board**

**Place : Valapad**  
**Date : 25.07.2019**

Sd/-  
**Anoop.P**  
Company Secretary

**MABEN NIDHI LIMITED**

REGD. OFFICE: FIRST FLOOR,JP MART, NEAR HIGH SCHOOL JUNCTION, VALAPAD,  
THRISSUR-680567, CIN: U65991KL1993PLC007584, PH: 9497490005, EMAIL:  
mail@maben.in WEBSITE: www.maben.in

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**ATTENDANCE SLIP**

(Please sign this slip and hand it over at the entrance of the meeting hall.)

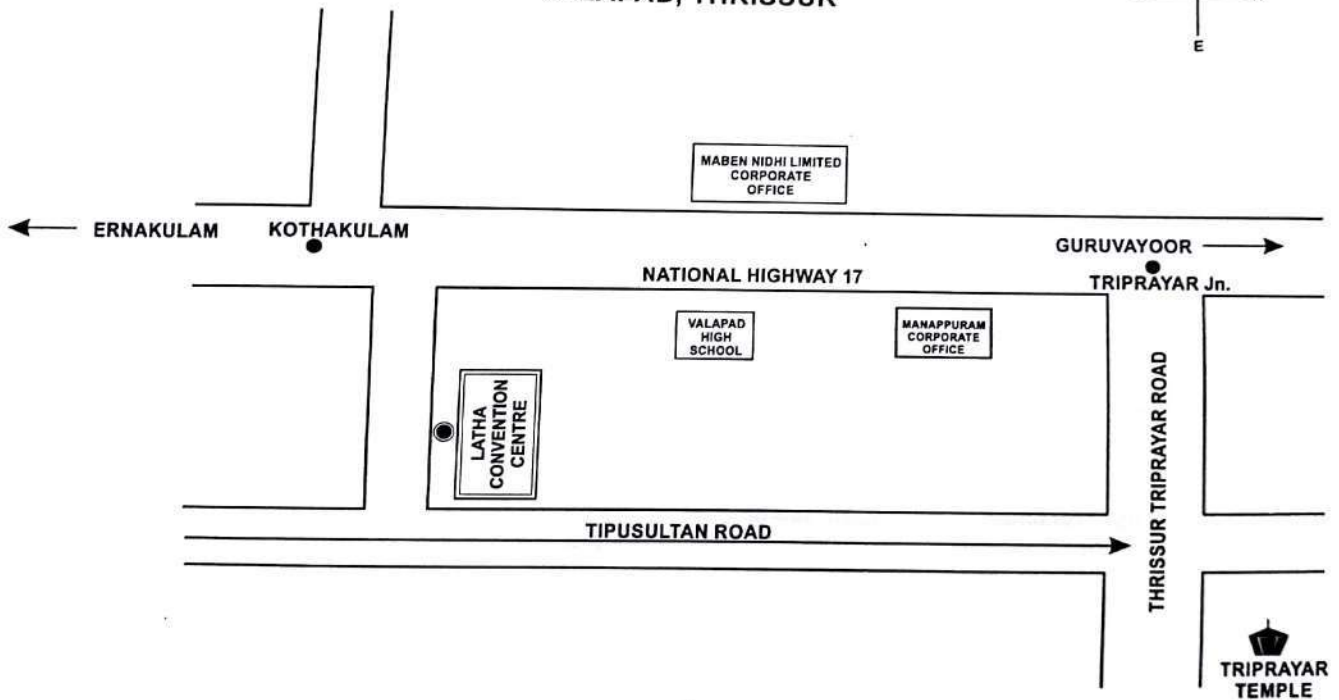
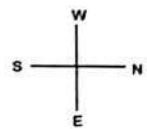
Folio No/ Client Id :  
Number of Shares :  
Name and address of the Member :  
(in BLOCK LETTERS)

Name and address of the Proxy :  
(in BLOCK LETTERS)

I hereby record my presence at the 26th Annual General Meeting of the Members of Maben Nidhi Limited held on Saturday, 28<sup>th</sup> September 2019 at 10.30 am at Latha Convention Centre, Valapad, Thrissur, Kerala - 680567.

Member's/ Proxy's Signature: \_\_\_\_\_

**ROUTE MAP  
TO THE VENUE OF THE AGM  
LATHA CONVENTION CENTRE (ANUGRAHA AUDITORIUM)  
VALAPAD, THRISSUR**



## MABEN NIDHI LIMITED

REGD. OFFICE:FIRST FLOOR,JP MART, NEAR HIGH SCHOOL JUNCTION, VALAPAD,  
THRISSUR-680567, CIN: U65991KL1993PLC007584, PH: 9497490005, EMAIL: mail@maben.in  
WEBSITE: www.maben.in

Form No. MGT-11

### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

26<sup>th</sup> Annual General Meeting –28<sup>th</sup> September 2019 at 10:30 am at Latha Convention Centre, Valapad.

Name of the Member	
Registered Address	
E mail ID	
Folio No/ Customer Id	

I/we, being the Member(s) of Maben Nidhi Limited, holding ..... shares(s), hereby appoint

1. Name : .....  
Address: .....  
E-mail ID : .....  
Signature: ..... or failing him/her
2. Name : .....  
Address: .....  
E-mail ID : .....  
Signature: ..... or failing him/her
3. Name : .....  
Address: .....  
E-mail ID : .....  
Signature: .....

as my proxy to attend and vote (on a poll) for me and on my behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 28<sup>th</sup> September 2019 at 10:30 am at Latha Convention Centre, Valapad, Thrissur, Kerala - 680567 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolutions
Ordinary Business:	
1.	To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31 <sup>st</sup> March 2019 and the audited Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2.	To appoint a Director in place of Shri.Remesh Kumar Kuruppath who retires by rotation and being eligible, offers himself for re-appointment
3.	To appoint Auditors and to fix their remuneration
Special Business:	
4.	Amendment Memorandum of Association to be in adherence with Nidhi(Amendment) Rules,2019.
5.	Enhancement of Authorized capital of the Company.

6.	Alteration of Capital Clause of Memorandum of Association.
7.	Issue of Bonus Shares
8.	Variation of terms and conditions in remuneration of Managing Director
9.	Appointment of Dr. Santha Kumar K as an Independent Director of the Company.
10.	Appointment of Adv.Venugopalan K.S. as an Independent Director of the Company.
11.	Appointment of Sri..V.S. Prasannan as Director of the Company.

Signed this ..... day of September 2019

Signature of Shareholder:

Signature of Proxy holder:

Affix Revenue Stamp of Re.1
--------------------------------------

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26<sup>th</sup> Annual General Meeting.
3. Please Complete all details of members in the above box before submission.



## **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**

<b>Sl. No.</b>	<b>Description</b>	<b>Year ended March 31<sup>st</sup>, 2019 (in Rs.)</b>	<b>Year ended March 31<sup>st</sup>, 2018 (in Rs.)</b>
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 -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.

## **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 disbursal 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 Prasannan 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.Prasannan, 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- 1 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 Quasi-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)Prinipal 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:

(in lakh)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mrs.Jyothy Prasannan (MD)	
1	Gross salary	27.75	27.75
	(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	Nil	Nil
	(c)Profits in lieu of salary under section 17(3) Income-tax Act,1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	5.00	5.00
	- others, specify....	Nil	Nil
5	Others, please specify	Nil	Nil
	<b>Total (A)</b>	<b>32.75</b>	<b>32.75</b>
	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 committee 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 committee 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 III

### **MABEN NIDHI LIMITED**

#### ***Policy on Board Composition and Compensation.***

***(As approved by the Board on 25<sup>th</sup> 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.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;

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, agro forestry, 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 Vellangallur for the promotion of the environmental activities by Salim Ali Foundation	15	12	12	Amount Spent by Implementing Agency Manappuram Foundation through Salim Ali Foundation.



2	Promoting Gender equality, empowering women ,setting up homes and hostels for women and orphans :,setting up old age 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 Thalikulam vikas trust-In Thalikulam of Thrissur District Kerala State	10.07	9	9	Amount Spent by Implementing Agency Manappuram Foundation.
			Total	25.07	21	21	

\*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.

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 Receive.	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 whith in the meaning of close (iii)of sub rule 2	Relative of any Director Or Manager of the company
1	Jyothy Prasannan	Managing Director	3275,000	Contractual	M.Sc	01-08-2015	62	-	Y
2	David Romy Jose P	CEO	1638,656	Appointment as per Rules.	MBA,CAIIB	01-01-2015	43	-	N
3	Besto Joseph	CFO	1317,123	Appointment as per Rules.	B.Com, CA	16-08-2017	32	-	N
4	Anoop P	CS	1203,656	Appointment as per Rules.	B.Com, L.L.B, ACS	04-05-2013	36	-	N
5	Nini.Raj	AVP	1200,000	Appointment as per Rules.	B.Sc, MBA	01-09-2015	31	-	N
6	Shelly Ekalavyan	AVP	675,000	Appointment as per Rules.	BA	01-4-2008	53	-	Y
7	Divakara N .	Asst Gen Mgr	691,344	Appointment as per Rules.	B.Com, MBA	20-05-2015	36	-	N
8	Sreejesh U.V	Asst Gen Mgr	595,392	Appointment as per Rules.	BA, MBA	01-11-2012	35	-	N
9	Sijesh A.M	Sr.Manager	548,736	Appointment as per Rules.	BA,MBA	24-01-2007	36	-	N
10	Rajesh.S	Sr.Manager	494,172	Appointment as per Rules.	B.Com	15-10-2017	46	-	N



# **INDEPENDENT AUDITOR'S REPORT**

The Members of  
**MABEN NIDHI LIMITED**

## **Opinion**

We have audited the standalone financial statements of **Maben Nidhi Limited**, which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss, and Statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of affairs of the Company as at March 31, 2019, and its Profit/Loss, and its Cash flows for the year ended on that date.

## **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Material Uncertainty Related to Going Concern**

There is no material uncertainty related to going concern

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Other Matters**

Nil

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of The Companies Act 2013, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c. In our opinion, the company has no independent branches and hence there is no need to prepare report on the accounts of Branch Office of the company audited under sub section (8).
  - d. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us.
  - e. In our opinion the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f. In our opinion, the comments or observations don't have any adverse effect on functioning of the company.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

- i. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2”.

With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) the Company does not have any pending litigations which would impact its financial position
- ii) the Company does not have any long-term contracts requiring a provision for material foreseeable losses.
- iii) The Company does not have any amounts required to be transferred to the Investor Education and Protect

**For, MANIKANDAN & ASSOCIATES**

**(PARTNER)**

**CHARTERED ACCOUNTANTS**

**MEMBERSHIP No. 232105**

**FIRM.No.008520S**

Chalakydy

Dated 25-07-2019



**Annexure 1 to the Independent Auditors' Report of  
Maben Nidhi Limited As of and for the year ended March 31, 2019  
(referred to in our report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) The title deed of immovable property is held in the name of the company.
- (ii) The Company has no inventory and hence Para 3 (ii) of the Companies (Auditors Report) order, 2016 is not applicable to the company .
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The company has not granted any loans, investments, guarantees, and security covered under the provisions of section 185 and 186 of the Companies Act, 2013 and hence this clause is not applicable to the company.
- (v) Since company is a Nidhi Company, section 73 to 76 of the Companies Act are not applicable to the company. The Company has accepted deposit from its members which are in accordance with Nidhi Rules 2014.
- (vi) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any services rendered by the company.
- (vii) (a) According to the information and explanations given to us, the Company has been regular in depositing undisputed statutory dues.
- (b) According to the information and explanations given to us, there are no dues outstanding of Income tax, Sales tax, Customs duty, Service tax, Excise duty and cess on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowing to financial institutions or banks.
- (ix) The company has not raised any money by way of public offer or further public offer including debt instruments and term loans and hence this clause is not applicable.

- (x) As more fully discussed in Note 36 to the financial statements and as informed by the management, we report that during the year there have been certain instances of Fraud on the company by outsiders by way of spurious gold pledging and some instances of theft gold pledging aggregating to Rs 24.91 lakhs. The company is taking appropriate legal actions to recover the same.
- (xi) Managerial Remuneration had been paid by the company during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to Companies Act.
- (xii) The company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and the Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability.
- (xiii) All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in financial statements, as required by the applicable Accounting Standards.
- (xiv) Since the company is a Nidhi company, section 42 of the Companies Act 2013 is not applicable to the Company
- (xv) The company has not entered into any non cash transactions with Directors or persons connected with him.
- (xvi) The Company was notified as a Nidhi Company under section 620A of the Companies Act, 1956 and accordingly exempted from registration under the provisions of Section 451A of the Reserve Bank of India Act, 1934.

**For, MANIKANDAN & ASSOCIATES**

**VAN.I.C.R  
(PARTNER)**

**CHARTERED ACCOUNTANTS  
MEMBERSHIP No.232105  
FIRM.No.008520S**

Chalakudy  
Dated 25-07-2019

## **Annexure 2 to The Independent Auditor's Report Of Even Date On The Financial Statements Of Maben Nidhi Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub Section 3 of section 143 of the Companies Act,2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Maben Nidhi Limited ("the company") as of 31<sup>st</sup> March, 2019 in conjunction with our Audit of the standalone financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act,2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note ) and the standards on Auditing ,issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act,2013,to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

Purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company,(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls , material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance may with the policies or procedures may deteriorate.

### **Opinion**

In our opinion , the company , has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2019 ,based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accountants of India.

**For, MANIKANDAN & ASSOCIATES**

**VANI.C.R**

**(PARTNER)**

**CHARTERED ACCOUNTANTS**

**MEMBERSHIP No.232105**

**FIRM.No.008520S**

**Chalaky**

**Dated 25-07-2019**

**STATUTORY AUDITORS CERTIFICATE**

(Pursuant to Rule 22 of Nidhi Rules, 2014)

This is to certify that, on the basis of books of accounts and other relevant documents verified by us and as per explanations given to us by the management, **MABEN NIDHI LIMITED** has complied with all the provisions contained in Nidhi Rules – 2014, and have not contravened any of the provisions contained in the said rules.

**For, MANIKANDAN & ASSOCIATES**

**Chalakudy**  
**Dated 25-07-2019**

**VAN.I.C.R**  
**(PARTNER)**  
**CHARTERED ACCOUNTANTS**  
**MEMBERSHIP No.232105**  
**FIRM.No.008520S**



**MABEN NIDHI LIMITED**  
**Balance Sheet as at 31st March 2019**

Particulars	Note No.	As at Mar 31, 2019 <i>Amount in ₹</i>	As at Mar 31, 2018 <i>Amount in ₹</i>
<b>I. <u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' funds</b>			
(a) Share capital	4	24,91,59,460	24,90,12,830
(b) Reserves and surplus	5	29,74,42,345	19,08,85,981
		<b>54,66,01,805</b>	<b>43,98,98,811</b>
<b>Non-current liabilities</b>			
(a) Long-term borrowings	6	14,97,39,511	18,93,79,402
(b) Other Long term liabilities	7	53,84,106	69,41,597
(c) Long-term provisions	8	5,72,107	3,09,084
		<b>15,56,95,724</b>	<b>19,66,30,083</b>
<b>Current liabilities</b>			
(a) Short-term borrowings	9	91,95,99,554	66,32,88,451
(b) Trade Payables (total outstanding dues of creditors other than MSME)		1,16,67,562	75,37,176
(c) Other current liabilities	10	74,16,24,997	61,98,35,269
(d) Short-term provisions	12	70,27,539	25,52,915
		<b>1,67,99,19,652</b>	<b>1,29,32,13,811</b>
<b>TOTAL</b>		<b>2,38,22,17,181</b>	<b>1,92,97,42,705</b>
<b>II. <u>ASSETS</u></b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment			
(i) Tangible Assets	13	7,46,72,051	6,70,00,210
(ii) Capital Work in Progress		1,36,14,289	
(b) Deferred tax assets (net)	14	22,31,555	19,81,091
(c) Long-term loans and advances	15	20,66,61,009	14,96,98,795
		<b>29,71,78,904</b>	<b>21,86,80,096</b>
<b>Current assets</b>			
(a) Cash and Bank Balances	17	12,92,66,095	11,36,34,080
(b) Short-term loans and advances	15	1,89,27,26,317	1,54,61,08,000
(c) Other current assets	16	6,30,45,865	5,13,20,529
		<b>2,08,50,38,277</b>	<b>1,71,10,62,609</b>
<b>TOTAL</b>		<b>2,38,22,17,181</b>	<b>1,92,97,42,705</b>

As per our Report of even date attached

For and on behalf of the Board

For Manikandan & Associates

Santhakumar K  
(Chairman)

Jyothy Prasannan  
(MD)

Besto Joseph  
(CFO)

Anoop P  
(CS)

Vani C R  
(Partner)

Place: Valapad  
Dated: 25-07-2019

Chartered Accountants  
Membership No: 232105  
Firm Reg. No: 008520S

**MABEN NIDHI LIMITED****Statement of Profit and Loss for the year ended 31st March 2019**

Particulars	Note No.	Year Ended	Year Ended
		31st March 2019	31st March 2018
		<i>Amount in ₹</i>	<i>Amount in ₹</i>
<b>I Income</b>			
Revenue from operations	18	39,09,58,006	32,58,33,124
Other income	19	7,74,12,725	8,04,83,015
<b>Total Revenue</b>		<b>46,83,70,731</b>	<b>40,63,16,139</b>
<b>II Expenses</b>			
Employee benefits expenses	20	8,27,72,134	7,41,25,355
Finance costs	21	13,95,49,496	10,30,54,081
Depreciation and amortization expense	22	57,84,344	60,50,068
Other expenses	23	8,97,53,434	16,43,95,135
<b>Total Expenses</b>		<b>31,78,59,408</b>	<b>34,76,24,639</b>
<b>III Profit Before Tax</b>		<b>15,05,11,323</b>	<b>5,86,91,500</b>
<b>IV Tax expense</b>			
(1) Current tax		4,42,05,423	1,19,66,521
(2) Mat Credit entitlement		-	(18,02,368)
(3) Tax for earlier years		-	1,20,430
(4) Deferred tax		(2,50,464)	62,43,162
<b>Total Tax Expense</b>		<b>4,39,54,959</b>	<b>1,65,27,745</b>
<b>V Profit for the year</b>		<b>10,65,56,364</b>	<b>4,21,63,755</b>
<b>VI Earnings per Equity Share:</b>			
(1) Basic	24	4.28	1.69
(2) Diluted		4.28	1.69

As per our Report of even date attached

For and on behalf of the Board

For Manikandan &amp; Associates

Santhakumar K  
(Chairman)Jyothy Prasannan  
(MD)Besto Joseph  
(CFO)Anoop P  
(CS)Vani C R  
(Partner)Place: Valapad  
Dated: 25-07-2019Chartered Accountants  
Membership No: 232105  
Firm Reg. No: 008520S



**MABEN NIDHI LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019**

Particulars	As at Mar 31, 2019	As at Mar 31, 2018
	Amount in ₹	Amount in ₹
<b>A. Cash flow from operating activities</b>		
Net profit before taxation	15,05,11,323	5,86,91,500
Depreciation and amortization	57,84,344	60,50,068
Interest income	(69,80,972)	(1,02,11,044)
Interest expense	13,50,80,954	10,11,44,782
Profit/(Loss) on sale of fixed assets	(63,968)	(30,942)
Increase/(Decrease) in provision for NPA	42,79,103	(2,40,38,691)
<b>Operating profit before working capital changes</b>	<b>28,86,10,784</b>	<b>13,16,05,673</b>
Movements in working capital :		
Decrease / (Increase) in short-term loans and advances	(34,66,18,317)	(13,20,84,405)
Decrease / (Increase) in other current assets	(61,63,702)	19,27,517
Decrease / (Increase) long-term loans and advances	(5,69,62,214)	4,90,03,050
Increase / (Decrease) in non-current liabilities	(69,41,597)	(1,22,24,358)
Increase / (Decrease) in current liabilities and provisions	(90,64,704)	(2,33,44,606)
<b>Cash generated from operations</b>	<b>(13,71,39,750)</b>	<b>1,48,82,871</b>
Direct taxes paid (net of refunds)	(4,32,61,243)	(1,20,86,951)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(18,04,00,993)</b>	<b>27,95,920</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(2,71,05,168)	(26,92,669)
Proceeds from sale of fixed assets	98,660	83,083
Decrease/(increase) in other bank deposits	(85,69,875)	6,20,32,119
Interest received	14,19,340	52,60,288
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(3,41,57,043)</b>	<b>6,46,82,821</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issuance of share capital	1,46,630	1,19,690
Proceeds from Short term Bank Borrowings (net)	29,23,63,305	18,17,29,600
Deposits received / (repaid)	4,16,34,830	(47,80,50,006)
Interest paid	(11,25,24,589)	(7,81,03,835)
Dividend paid	Nil	Nil
Tax on dividend paid	Nil	Nil
<b>Net cash flow from/ (used in) financing activities (C)</b>	<b>22,16,20,176</b>	<b>(37,43,04,551)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A + B + C)</b>	<b>70,62,140</b>	<b>(30,68,25,810)</b>
Cash and cash equivalents at the beginning of the year	2,14,40,446	32,82,66,256
<b>Cash and cash equivalents at the end of the year</b>	<b>2,85,02,586</b>	<b>2,14,40,446</b>

**Components of cash and cash equivalents:**

Cash and cheques on hand	1,57,04,707	1,15,39,286
With banks		
- on current account	1,27,97,879	99,01,160

As per our Report of even date attached  
For Manikandan & Associates

For and on behalf of the Board

Santhakumar K      Jyothy Prasanna      Besto Joseph      Anoop P  
(Chairman)      (MD)      (CFO)      (CS)

Vani C R  
(Partner)

Place: Valapad  
Dated: 25-07-2019

Chartered Accountants  
Membership No: 232105  
Firm Reg. No: 008520S



## **MABEN NIDHI LIMITED**

### **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

*(All amounts are in Indian Rupees, unless otherwise stated)*

#### **1 Corporate information**

The Company incorporated on 20<sup>th</sup> December 1993 vide Certificate of Incorporation No. 09-07584 issued by the Registrar of Companies, Kerala. The main objective of the Company is to encourage and afford all facilities for cultivating thrift, saving habits and to render all financial assistance to its members by receiving long and short term deposits and in particular recurring, fixed, saving and other deposits and to lend or advance monies only to its members with security and to provide for the repayment of the same from the members as are allowed by the Ministry of Corporate Affairs vide their notification GSR.555(E) dated 27<sup>th</sup> July 2001 and its subsequent amendments. The company however, is not doing banking business as defined in Banking Regulation Act, 1949. On 10<sup>th</sup> January 1996, the Company was notified as a Nidhi Company under section 620A of the Companies Act, 1956 and accordingly exempted from registration under the provisions of Section 45IA of the Reserve Bank of India Act, 1934. As on date, the Company has 55 branches all over Kerala and has approval from Ministry of Corporate Affairs.

#### **2 Basis of preparation of Financial Statements**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention and on an accrual basis except for interest and discounts on non performing assets which are recognized on realization basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

#### **3 Significant Accounting Policies**

##### **a) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In a situation where management believes that the recovery of interest is uncertain due to change in the price of the gold or otherwise, the Company recognizes income on such loans only to the extent it is confident of recovering interest from its customers through sale of underlying security or otherwise.

Interest income on loans given is recognized under the internal rate of return method. Such interests, where installments are overdue in respect of non-performing assets are recognized on realization basis. Any such income recognized and remaining unrealized after the installments become overdue with respect to non performing assets is reversed.

Locker rent is accounted on receipt basis, due to uncertainty of collection. Interest on KML security is recognized on cash basis. Interest on deposit is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Interest income represents net of interest loss on auction or interest waived if any.

c) **Inflation**

Assets and Liabilities are recorded at historical cost to the company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

d) **Property, Plant & Equipment**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use.

e) **Depreciation**

Depreciation on Fixed Assets has been provided on Straight Line Method in the manner prescribed in Schedule II to the Companies Act, 2013 by adopting the useful lives prescribed as part C of schedule II to the Companies Act, 2013 and retaining 5% of the original cost as residual value.

f) **Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any.

g) **Impairment of Assets**

A Substantial portion of the company's asset comprise "Financial Assets" to which Accounting Standard 28 on impairment of Asset issued by the Institute of Chartered Accountants of India is not applicable. In the opinion of the company the Fixed assets possessed by the company are in the nature of "corporate Assets" and are not cash generating unit as defined by the said Accounting standard and there is no impairment of any Fixed Asset.

h) **Employee Benefits**

1. Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
2. Gratuity liability is defined benefit obligation and the company has taken Group Gratuity-Cum-Life Insurance policy from Life Insurance Corporation of India (LIC) for employees. Accordingly, the company accounts for liability for future Gratuity Benefits based on actuarial valuation at the end of the financial year.
3. Benefits in the form of vesting and non vesting compensated absence are accounted for on actuarial valuation determined at the year end.
4. Retirement benefits in the form of Provident Fund are defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the fund maintained by the Central Government is due. There are no other obligations other than the contribution payable to the respective trusts.

i) **Taxes on Income**

Income taxes are accounted for in accordance with Accounting standard (AS-22)-"Accounting for taxes on income", issued by the Institute of Chartered Accountants of India.

j) **Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split, if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

k) **Related Party Disclosure**

Disclosures are made as per the requirements of the Accounting Standard 18 read with the clarifications issued by The Institute of Chartered Accountants of India.

l) **Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases.

Operating leases: Lease rentals in respect of premises taken on operating lease during the year ended March 31st, 2019 amounts to Rs. 1,98,55,764 /- (Previous Year Rs. 1,74,44,729 )

The company has entered into lease / license agreements in respect of immovable properties with different parties. Some of the agreements contain escalation clause related to lease rentals/ license fees from 5% to 25%.

The total of future minimum lease payments of the company are as follows:

Not later than 1 year	2,10,03,089.30
Later than 1 year and not later than 5 years	8,49,62,137.58
Above 5 years	4,41,34,251.41
<b>TOTAL</b>	<b>15,00,99,478.30</b>

m) **Provisions**

1. A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

2. **Provision policy for gold loan & other loan Port folios:**

Under Notification No. G.S.R 258(E), Dt.24-01-2013, Every company declared as Nidhi or Mutual benefit Society under section 406 of the companies Act 2013 shall adhere to the prudential norms:

a) Gold Loan Prudential Norms/policy

The aggregate outstanding amount of loan granted against the security of gold jewellery etc, should be either recovered or renewed within next three months after the due date of repayment specified at the time of grant of such loans. If not recovered or not sold should make 100% provision against current year's Profit and Loss Account to the extent of

unrealized amount or aggregate outstanding amount of loan as applicable. No income shall be recognized on such loans outstanding after the expiry of 3 months period or sale of jewellery, whichever is earlier.

b)Mortgage Loan Norms/Policy

The installments which are overdue for ninety days and above are classified as NPA

The company has following provisioning norms with respect to Mortgage Loan :

Asset Classification	Dues	Rate of provision
Standard Asset	Up to 3 Dues	0.40%
Sub-Standard asset	>3 and=5 dues	15%
Doubtful-I	>5 and=<12 dues	25%
Doubtful-II	>12 and=<18 dues	100%
Doubtful-III	>18 and=<24 dues	100%
Loss Assets	>24 dues	100%

### 3. Provisions and Contingencies

Net profit is arrived at after provisions for contingencies, which include provision for Non performing Advances and Taxation in accordance with statutory requirements. Adequate provision for diminution is made as per regulatory guidelines applicable to Non Performing Advances and the provisioning policy of the company in respect of loans.

4. There is adequate security coverage and hence no provision for MTM loss is required.

#### n) Segment Reporting

The company is engaged in business of providing loan against pledge of Gold, Government Saving Certificates, Own Deposits and assignment of Life Insurance Policies. The company primarily operates in business of gold loan & accordingly no segment reporting is applicable.

#### o) Cash &Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

p) **CSR Expense**

a) Gross amount required to be sent by the company during the year is Rs. 15,56,700.00  
(Previous year Rs.19,04,500).

b) Amount spend during the year on

		Paid	Yet to be paid	Total
(i)	Construction/acquisition of any asset	Nil	Nil	Nil
(ii)	on purpose other than above	Nil	Nil	Nil
(iii)	Contribution to Manappuram Foundation	Rs. 15,56,700.00	Nil	Rs. 15,56,700.00



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

**NOTE No. 4**

**Share Capital**

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number	Amount in ₹	Number	Amount in ₹
<b>Authorised shares</b>				
Equity Shares of ₹10/- each	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
	<b>3,00,00,000</b>	<b>30,00,00,000</b>	<b>3,00,00,000</b>	<b>30,00,00,000</b>
<b>Issued, subscribed and fully Paid-up shares</b>				
Equity Shares of ₹10/-each fully paid up	2,49,15,946	24,91,59,460	2,49,01,283	24,90,12,830
<b>Total issued, subscribed and fully Paid-up shares</b>	<b>2,49,15,946</b>	<b>24,91,59,460</b>	<b>2,48,89,314</b>	<b>24,88,93,140</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity Shares	As at 31 March 2019		As at 31 March 2018	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	2,49,01,283	24,90,12,830	2,48,89,314	24,88,93,140
Fully paid shares issued during the year	14,663	1,46,630	11,969	1,19,690
Bonus shares issued during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>2,49,15,946</b>	<b>24,91,59,460</b>	<b>2,49,01,283</b>	<b>24,90,12,830</b>

**b. Terms/ rights attached to equity shares**

The Company has issued only one class of equity shares having a face value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors are subject to the approval of the share holders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

No Dividend has been declared during the year ended 31st March 2019

**c. Details of shareholders holding more than 5% shares in the company**

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	No.of Shares held	% of Holding	No.of Shares held	% of Holding
Mr. V.P Nandakumar	99,60,280	39.98%	99,60,280	40.00%
Mrs. Sushama Nandakumar	20,96,000	8.41%	20,96,000	8.42%
Mr. Suhas Nandan	16,00,000	6.42%	16,00,000	6.43%

**d. In the period of five years immediately preceding March 31, 2019**

(A) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.	Nil
(B) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares.	During the F.Y 2015-16, a sum of ₹12,43,16,780 (1,24,31,678 Nos of equity shares @ ₹10 per share) was capitalized by paying as fully paid up of ₹10/- per equity share.
(C) Aggregate number and class of shares bought back	Nil

**MABEN NIDHI LIMITED**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

Amount in ₹

NOTE No. 5		
Reserves and Surplus		
	As at 31 March 2019	As at 31 March 2018
<b>a. General Reserves</b>		
Opening Balance	7,61,96,999	7,61,96,999
(-) Amount utilized for issuance of bonus shares	-	-
(+) Transferred from surplus in Statement of Profit and Loss	-	-
<b>Closing Balance [A]</b>	<b>7,61,96,999</b>	<b>7,61,96,999</b>
<b>b. Surplus</b>		
Opening balance	11,46,88,982	7,25,25,227
(+) Profit/(Loss) for the year	10,65,56,364	4,21,63,755
<b>Closing Balance [B]</b>	<b>22,12,45,346</b>	<b>11,46,88,982</b>
<b>TOTAL [A+B]</b>	<b>29,74,42,345</b>	<b>19,08,85,981</b>

NOTE No. 6		
Long Term Borrowings		
	As at 31 March 2019	As at 31 March 2018
<b>Secured</b>		
	NIL	NIL
	-	-
<b>Unsecured</b>		
<b>(a) Deposits</b>		
Term deposits #	14,59,77,120	18,44,74,310
Recurring deposits #	37,62,391	49,05,092
	<b>14,97,39,511</b>	<b>18,93,79,402</b>
<b>Total</b>	<b>14,97,39,511</b>	<b>18,93,79,402</b>

# Details of Long-term borrowings - Term Deposits and Recurring Deposits are given under Note No.34

NOTE No. 7		
Other Long Term Liabilities		
	As at 31 March 2019	As at 31 March 2018
<b>Others</b>		
Interest accrued but not due	53,84,106	67,63,898
Rent equalisation	-	1,77,699
<b>Total</b>	<b>53,84,106</b>	<b>69,41,597</b>

NOTE No. 8		
Long Term Provisions		
	As at 31 March 2019	As at 31 March 2018
<b>(a) Others</b>		
Contingent Provision against standard assets	5,72,107	3,09,084
<b>Total</b>	<b>5,72,107</b>	<b>3,09,084</b>





MABEN NIDHI LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

<b>NOTE No. 9</b>		
<b>Short Term Borrowings</b>		
	<b>As at 31 March 2019</b>	<b>As at 31 March</b>
<b>Secured</b>		
Cash Credit #	82,19,23,412	52,95,60,107
	82,19,23,412	52,95,60,107
<b>Unsecured</b>		
<b>(a) Deposits</b>		
Savings deposits	9,64,70,140	13,28,23,344
Cheque sent for collection	12,06,002	9,05,000
	9,76,76,142	13,37,28,344
<b>Total</b>	<b>91,95,99,554</b>	<b>66,32,88,451</b>

# Details of cash credit is given under Note No.34A

<b>NOTE No. 10</b>		
<b>Other Current Liabilities</b>		
	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>(i) Current Maturities of Long Term Deposits</b>		
(a) Term deposits	67,50,53,626	55,96,97,481
(b) Recurring deposits	1,99,32,563	1,79,61,785
<b>(ii) Trade payables</b>		
(a) Sundry creditors for expenses	1,16,67,562	75,37,176
<b>(iii) Other payables</b>		
(a) Interest accrued but not due on borrowings	1,71,72,259	1,62,77,049
(b) Statutory dues payable	37,14,828	28,94,654
(c) Auction surplus payable	66,70,656	71,16,289
(d) Employee related payables	1,76,30,944	1,46,40,416
(f) Other liabilities	14,50,121	12,47,595
<b>Total</b>	<b>75,32,92,559</b>	<b>62,73,72,445</b>

**NOTE No : 11**

There is no Micro and Small enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st march 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

<b>NOTE No. 12</b>		
<b>Short Term Provisions</b>		
	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
<b>(a) Provision for employee benefits</b>		
Provision for gratuity	-	4,85,636
<b>(a) Others</b>		
Contigent Provision against standard assets	13,290	1,00,421
Provision for NPA	60,70,069	19,66,858
Provision for Taxation	9,44,180	
<b>Total</b>	<b>70,27,539</b>	<b>25,52,915</b>

**The movement in Provisions for Loan Assets during the year:**

<b>Particulars</b>	<b>Standard Assets</b>	<b>NPAs</b>	<b>Total</b>
Opening Balance	4,09,505	19,66,858	23,76,363
Reversed during the year	2,31,717	19,50,000	21,81,717
Charged during the year	4,07,609	60,53,211	64,60,820
Net Charged during the year	1,75,892	41,03,211	42,79,103
<b>Closing Balance</b>	<b>5,85,397</b>	<b>60,70,069</b>	<b>66,55,466</b>



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

**NOTE No. 13**  
**PROPERTY, PLANT & EQUIPMENT**

	Land	Building	Furniture & Fittings	Office equipment	Electrical equipments	Computer	Electrical fittings	Generator	Motor Car	Transformer	TOTAL
<b>Cost</b>											
<b>At 1 April 2017</b>	4,33,67,478.00	11,58,924.00	3,07,18,147.00	32,47,515.00	20,54,508.00	1,89,28,627.00	38,83,656.00	6,29,108.00	18,15,023.00	13,14,930.00	10,71,17,916.00
Additions	-	-	13,54,473.00	1,67,559.00	18,115.00	11,52,522.00	-	-	-	-	26,92,669.00
Deletions	-	-	2,17,919.00	56,675.00	5,700.00	7,93,308.00	1,206.00	-	-	-	10,74,808.00
<b>At 31 March 2018</b>	<b>4,33,67,478.00</b>	<b>11,58,924.00</b>	<b>3,18,54,701.00</b>	<b>33,58,399.00</b>	<b>20,66,923.00</b>	<b>1,92,87,841.00</b>	<b>38,82,450.00</b>	<b>6,29,108.00</b>	<b>18,15,023.00</b>	<b>13,14,930.00</b>	<b>10,87,35,777.00</b>
<b>Cost</b>											
<b>At 1 April 2018</b>	4,33,67,478.00	11,58,924.00	3,18,54,701.00	33,58,399.00	20,66,923.00	1,92,87,841.00	38,82,450.00	6,29,108.00	18,15,023.00	13,14,930.00	10,87,35,777.00
Additions	-	-	1,06,19,341.00	2,40,152.00	-	23,09,043.00	3,22,343.00	-	-	-	1,34,90,879.00
Deletions	-	-	1,77,923.00	-	6,000.00	5,33,635.00	1,930.00	-	-	-	7,19,488.00
<b>At 31 March 2019</b>	<b>4,33,67,478.00</b>	<b>11,58,924.00</b>	<b>4,22,96,119.00</b>	<b>35,98,551.00</b>	<b>20,60,923.00</b>	<b>2,10,63,249.00</b>	<b>42,02,863.00</b>	<b>6,29,108.00</b>	<b>18,15,023.00</b>	<b>13,14,930.00</b>	<b>12,15,07,168.00</b>
<b>Accumulated Depreciation</b>											
<b>At 1 April 2017</b>	-	76,854.00	1,62,08,035.00	23,27,939.00	4,88,021.00	1,44,49,614.00	17,26,678.00	57,638.00	4,05,676.00	9,67,711.00	3,67,08,166.00
Charges for the year	-	36,811.00	25,55,272.00	3,99,769.00	2,19,182.00	20,80,344.00	3,67,685.00	39,844.00	2,15,534.00	1,35,627.00	60,50,068.00
Disposals	-	-	2,08,104.00	48,581.00	5,700.00	7,59,076.00	1,206.00	-	-	-	10,22,667.00
<b>At 31 March 2018</b>	-	<b>1,13,665.00</b>	<b>1,85,55,203.00</b>	<b>26,79,127.00</b>	<b>7,01,503.00</b>	<b>1,57,70,882.00</b>	<b>20,93,157.00</b>	<b>97,482.00</b>	<b>6,21,210.00</b>	<b>11,03,338.00</b>	<b>4,17,35,567.00</b>
<b>Accumulated Depreciation</b>											
<b>At 1 April 2018</b>	-	1,13,665.00	1,85,55,203.00	26,79,127.00	7,01,503.00	1,57,70,882.00	20,93,157.00	97,482.00	6,21,210.00	11,03,338.00	4,17,35,567.00
Charges for the year	-	36,811.00	28,86,097.00	2,38,537.00	1,87,523.00	16,92,866.00	3,51,506.00	39,843.00	2,15,534.00	1,35,627.00	57,84,344.00
Disposals	-	-	1,73,011.00	-	4,968.00	5,06,504.00	311.00	-	-	-	6,84,794.00
<b>At 31 March 2019</b>	-	<b>1,50,476.00</b>	<b>2,12,68,289.00</b>	<b>29,17,664.00</b>	<b>8,84,058.00</b>	<b>1,69,57,244.00</b>	<b>24,44,352.00</b>	<b>1,37,325.00</b>	<b>8,36,744.00</b>	<b>12,38,965.00</b>	<b>4,68,35,117.00</b>
<i>Net Block at 31 March 2018</i>	<i>4,33,67,478.00</i>	<i>10,45,259.00</i>	<i>1,32,99,498.00</i>	<i>6,79,272.00</i>	<i>13,65,420.00</i>	<i>35,16,959.00</i>	<i>17,89,293.00</i>	<i>5,31,626.00</i>	<i>11,93,813.00</i>	<i>2,11,592.00</i>	<i>6,70,00,210.00</i>
<b>Net Block at 31 March 2019</b>	<b>4,33,67,478.00</b>	<b>10,08,448.00</b>	<b>2,10,27,830.00</b>	<b>6,80,887.00</b>	<b>11,76,865.00</b>	<b>41,06,005.00</b>	<b>17,58,511.00</b>	<b>4,91,783.00</b>	<b>9,78,279.00</b>	<b>75,965.00</b>	<b>7,46,72,051.00</b>



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

*Amount in ₹*

<b>NOTE No. 14</b>		
<b>Deferred Tax Assets (Net)</b>		
	As at 31 March, 2019	As at 31 March, 2018
<b>Deferred tax asset</b>		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting.	15,39,558	12,77,383.00
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	-	-
Provision for advances	6,91,997	7,03,708.00
	22,31,555	19,81,091.00
<b>Total</b>	<b>22,31,555</b>	<b>19,81,091.00</b>

<b>NOTE No. 15</b>				
<b>Loans and advances</b>				
	Non-current		Current	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
<b>A) Loans and Advances to related parties</b>	NIL	NIL	NIL	NIL
<b>B) Others</b>				
<b>Secured</b>				
Portfolio Loan				
Gold	-	-	1,86,53,44,207	1,53,66,96,497
Loan against deposits	34,23,884	63,85,069	1,80,56,663	43,64,633
Loan against property	17,87,77,844	11,59,75,809	64,82,271	-
	<b>18,22,01,728</b>	<b>12,23,60,878</b>	<b>1,88,98,83,141</b>	<b>1,54,10,61,130</b>
<b>Unsecured and considered good</b>				
Advances recoverable in cash or kind	-	-	22,82,932	6,05,195
Rental and Electricity Deposits	1,28,72,428	1,06,04,085	2,25,613	8,58,854.00
Other security deposits	65,32,804	65,32,804	1,89,830	4,84,443
Income tax refund receivable (net of provisions for taxation and tax deducted at source FY 17-18)	50,54,049	1,13,75,747	-	-
Mat Credit Entitlement			-	18,02,368
GST/Service tax and other tax recoverable	-	-	1,44,801	1,21,291
	2,44,59,281	2,73,37,917	28,43,176	50,46,870
<b>Total</b>	<b>20,66,61,009</b>	<b>14,96,98,795</b>	<b>1,89,27,26,317</b>	<b>1,54,61,08,000</b>
a) Loans and Advances due by directors or officers of them either severally or jointly with others	Nil	Nil	Nil	Nil
b) Loans and Advances due by firms or private companies in which any director is a partner or a director or a member.	Nil	Nil	Nil	Nil



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

<b>NOTE No. 16</b>				
<b>Other assets</b>				
	<b>Non-current</b>		<b>Current</b>	
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>31 March 2019</b>	<b>31 March 2018</b>
<b>Non-current bank deposits</b>	-	-	-	-
<b>Interest accrued:</b>				
Loan Portfolio	-	-	5,74,84,233	4,63,69,773
Fixed Deposit	-	-	55,61,632	49,50,756
	-	-	-	-
	-	-	<b>6,30,45,865</b>	<b>5,13,20,529</b>
<b>Total</b>	-	-	<b>6,30,45,865</b>	<b>5,13,20,529</b>

<b>NOTE No. 17</b>				
<b>Cash and Bank Balances</b>				
	<b>Non-current</b>		<b>Current</b>	
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>31 March 2019</b>	<b>31 March 2018</b>
i). Cash & Cash equivalents:				
a. Balances with banks	Nil	Nil		
- on current accounts			1,27,97,879	99,01,160
- on deposit accounts			-	-
b. Cheques, drafts on hand			12,06,002	9,05,000
c. Cash on hand			1,44,98,705	1,06,34,286
ii). Other Bank Balances	Nil	Nil		
- on security deposits (Staff)			65,63,509	58,93,634
- on statutory deposits #			9,42,00,000	8,63,00,000
	-	-	-	-
<b>Total</b>	-	-	<b>12,92,66,095</b>	<b>11,36,34,080</b>

# Break up of Statutory Deposits are as follows:

<b>Name of the Bank</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Yes Bank			7,27,00,000	4,75,00,000
Esaf Small Finance Bank	Nil	Nil	44,00,000	Nil
Axis Bank			75,00,000	Nil
Bandhan Bank			96,00,000	3,88,00,000
<b>Total</b>	-	-	<b>9,42,00,000</b>	<b>8,63,00,000</b>

**MABEN NIDHI LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019***Amount in ₹*

<b>NOTE No: 18</b>		
<b>Revenue from operations</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Interest Income:		
- Gold loans and other loans	37,05,00,751	27,45,60,769
- Loan against property	2,04,57,255	5,12,72,355
<b>Total</b>	<b>39,09,58,006</b>	<b>32,58,33,124</b>

<b>NOTE No: 19</b>		
<b>Other Income</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Interest income on Deposits	69,80,972	1,02,11,044
Service Charges received	4,95,72,371	3,39,52,723
Documentation Charges Received	41,75,819	35,22,223
Recovery of Expenses	1,09,30,141	75,43,797
Bad Debts recovered	51,75,857	8,61,000
Other non-operating income	32,624	2,96,544
Profit on Sale of Assets	70,821	56,993.0
Interest on Income Tax refund	4,74,120	
Excess Provision for NPA Reversed	-	2,40,38,691
<b>Total</b>	<b>7,74,12,725</b>	<b>8,04,83,015</b>

<b>NOTE No: 20</b>		
<b>Employee benefit expenses</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
(a) Salaries, Wages and Bonus	7,50,74,908	6,42,33,815
(b) Contributions to provident and other funds	57,53,587	67,84,791
(c) Gratuity expense	19,43,639	31,06,749
<b>Total</b>	<b>8,27,72,134</b>	<b>7,41,25,355</b>

**MABEN NIDHI LIMITED**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

*Amount in ₹*

<b>NOTE No: 21</b>		
<b>Finance Costs</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Interest expense		
- on Deposits	7,30,86,948	8,61,73,910
- on Bank Borrowings (Cash Credit)	6,19,94,006	1,49,70,872
Bank and other charges	44,29,491	19,09,299
Interest - others	39,051	-
<b>Total</b>	<b>13,95,49,496</b>	<b>10,30,54,081</b>

<b>NOTE No: 22</b>		
<b>Depreciation and amortization expense</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Depreciation of tangible assets	57,84,344	60,50,068
	<b>57,84,344</b>	<b>60,50,068</b>

<b>NOTE No: 23</b>		
<b>Other expenses</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Rent	1,98,55,764	1,74,44,729
Electricity	31,62,609	35,04,973
Insurance	5,28,571	8,85,017
Travel and conveyance	47,67,449	21,95,972
Communication expenses	86,51,811	77,08,095
Advertisement	26,28,484	12,77,136
Director's sitting fees	3,15,000	1,92,900
Repairs and maintenance - Vehicles	2,48,997	2,05,227
Repairs and maintenance - Others	27,40,646	31,73,680
IT support cost	1,46,40,004	1,48,64,629
Annual maintenance charges	6,08,678	6,38,793
Legal and professional fees	80,67,933	87,09,526
Security charges	32,48,000	32,57,712
GST Input Reversed	37,63,610	31,46,232
Rates and taxes	4,14,339	4,83,749
Printing and stationery	21,21,698	19,85,079
Office expenses	15,14,627	10,73,366
Brokerage & Commission	52,300	14,000
Bad debts	34,57,017	9,02,68,882
Provision for loans and advances	42,79,103	Nil
Loss on Sale of Assets	6,853	26,051
CSR Expense	15,56,700	19,04,500
Meeting Expenses	3,48,336	1,91,171
Rent and Electricity Deposit Write off	3,07,200	1,71,548
Commission to Directors	20,00,000	6,29,000
Miscellaneous expenses	4,67,705	4,43,168
<b>Total</b>	<b>8,97,53,434</b>	<b>16,43,95,135</b>

**MABEN NIDHI LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019****Amount in ₹**

<b>Legal and professional charges include payment to auditors:</b>		
as auditor:		
a. audit fee	5,50,000	5,00,000
b. for taxation matters	75,000	75,000
c. for company law matters		
c. for management services	25,000	25,000
e. for other services		
f. for reimbursement of expenses		
<b>Total</b>	<b>6,50,000</b>	<b>6,00,000</b>

<b>NOTE No:24</b>		
<b>Earnings per share (EPS)</b>		
	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Net profit/(loss) for calculation of basic EPS	10,65,56,364	4,21,63,755
Weighted average number of equity shares in calculating basic EPS (Nos.)	2,49,07,187	2,48,94,131
Weighted average number of equity shares in calculating diluted EPS (Nos.)	2,49,07,187	2,48,94,131
Basic EPS (₹)	4.28	1.69
Diluted EPS (₹)	4.28	1.69



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

<i>Amount in ₹</i>		
<b>25) Employment benefits disclosures</b>		
As per Accounting Standard 15 “Employee Benefits”, Disclosures of employee benefits as defined in the accounting standards are given below:		
<b>Profit &amp; Loss Account</b>		
<b>Net Employee Benefit Expense</b>	<b>As on</b>	<b>As on</b>
<b>(Recognized in Personal Expenses)</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Current Service Cost	16,76,135	14,22,395
Interest Cost on Benefit Obligation	5,68,674	4,23,760
Expected Return on Plan Assets	-3,02,464	-5,26,207
Net Actuarial (gain)/ loss recognised in the year	16,18,458	13,40,340
Net (Benefit) / Expense	35,60,803	26,60,288
<b>Balance Sheet</b>		
<b>Reconciliation of Present value of the Obligation</b>	<b>As on</b>	<b>As on</b>
<b>and the fair value of plan assets</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Defined Benefit obligation	95,38,696	73,96,422
Fair Value of Plan Assets	96,30,556	69,10,786
Assets/ (Liability) recognised in the balance sheet	91,860	-4,85,636
<b>Changes in present value of obligations</b>		
	<b>As on</b>	<b>As on</b>
	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Present value of obligations as at beginning of the year		52,97,006
Interest Cost	5,68,674	4,23,760
Current Service cost	16,76,135	14,22,395
Benefits Paid		-10,87,079
Actuarial (gain) / loss on obligations	16,18,458	13,40,340
Present value of obligations as at end of year	38,63,267	73,96,422



	<b>As on 31-Mar-19</b>	<b>As on 31-Mar-18</b>
<b>Changes in the fair value of plan assets</b>		
Fair value of plan assets at beginning of the year	69,10,784	74,71,657
Expected return on plan assets	3,02,464	5,26,206
Contributions	41,38,299	
Benefits Paid	-17,20,991	-10,87,079
Actuarial Gains / (Losses)	NIL	NIL
<b>Closing Fair Value of Plan Assets</b>	<b>96,30,556</b>	<b>69,10,784</b>

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

Gratuity premium is paid to LIC of India under gratuity scheme of LIC. The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The estimate of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the Employment market.

The above information is as certified by LIC of India and relied upon by auditors.

	<b>As on 31-Mar-19</b>	<b>As on 31-Mar-18</b>
<b>26) Expenditure in foreign currency</b>	Nil	Nil
<b>27) Value of imports</b>	Nil	Nil
<b>28) Value of all imported raw material</b>	Nil	Nil
<b>29) Foreign remittance on account of dividends</b>	Nil	Nil
<b>30) Earnings in foreign exchange</b>	Nil	Nil
<b>31) Contingent liabilities</b>	Nil	Nil



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

32) As per accounting standard 18, the disclosures of transaction with the related parties as defined in the accounting standard are given below:

**I) List of related parties where control exists and related parties whom transaction have taken place and relationships.**

SI No	Name of the related party	Relationship
1	Manappuram Comptech And Consultants Ltd	Associate
2	Manappuram Foundations (charitable trust)	Associate
3	Manappuram Agro farms Ltd	Associate
4	Manappuram Constructions & Properties P Ltd	Associate
5	Manappuram Finance Limited	Associate
6	Manappuram Asset Finance Limited	Associate
7	Manappuram Healthcare Limited	Associate
8	Manappuram Jewellers Ltd	Associate
9	Manappuram Chit Funds Company Private Limited	Associate
10	Manappuram Chits(Karnataka) Private Limited	Associate
11	Manappuram Insurance Brokers Limited	Associate
12	Finance Industry Development Council	Associate
13	Asirvad Micro Finance Private Limited	Associate
14	Manappuram Home Finance Private Limited	Associate
15	Adlux Medicity and Convention Centre Private Limited	Associate
16	Prithvi Homes and Habitats Private Limited	Associate
17	Manappuram Travels	Associate
18	Manappuram chits	Associate
19	MAFIN Enterprises	Associate
20	Netvarth Technologies(India) Pvt Limited	Associate
21	C2RM Technologies Pvt .Ltd	Associate
22	Jaldee Soft Pvt Ltd	Associate
23	Manappuram Chits (India) Limited	Associate
24	Santhakumar K	Director/KMP
25	Jyothi Prasannan	Director/KMP
26	Venugopal K S	Director/KMP
27	Ramesh Kumar	Director/KMP
28	V.P.Nandakumar	Promotor
29	Sushama Nandakumar	Promotor
30	Sumitha Nandakumar	Promotor
31	Sooraj Nandakumar	Promotor
32	Shelly Ekalavyan	Promotor
33	Suhas Nandan V	Promotor
34	David Romy Jose	KMP
35	Besto Joseph	KMP
36	Anoop P	KMP
37	Athira Prasannan	Relative of KMP
38	Tittu Prasannan	Relative of KMP
39	P D Prasannan	Relative of KMP
40	V.S.Prasannan	Relative of KMP/Promoter
41	Adinath K R	Relative of KMP/Promoter
42	Parvathy Ekalavyan	Relative of KMP/Promoter
43	Ekalavyan P.K	Relative of KMP/Promoter
44	Lakshmi Ekalavyan	Relative of KMP/Promoter
45	Niniraj Suhas	Relative of KMP/Promoter
46	Sruthy Sooraj	Relative of KMP/Promoter
47	Amarsingh	Relative of KMP/Promoter

**II) Transactions during the year**

SI No	Particulars	Key Management Personnel/Director		Relative of Key Promoter/Director/Key Management Personnel		Enterprises owned or significantly influenced by key management person	
		31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>1</b>	<b>Remuneration to Directors</b>						
	Jyothi Prasannan	27,75,000	25,55,000				
	Shelly Ekalavyan		4,10,000				
<b>2</b>	<b>Remuneration to other KMPS</b>						
	David Romy Jose	16,38,656	14,53,452				
	Anoop P	12,03,656	9,88,452				
	Besto Joseph	13,17,123	7,51,347				
	Niniraj Suhas			12,00,000	12,00,000		
	Shelly Ekalavyan			6,75,000			
<b>3</b>	<b>Sitting fee to Directors</b>						
	Santhakumar K	1,20,000	80,000				
	Venugopal K S	1,20,000	80,000				
	Ramesh Kumar	75,000	30,000				
<b>4</b>	<b>Interest paid on deposit</b>						
	Jyothi Prasannan	1,70,043					
	Shelly Ekalavyan			11,492	65,184		
	Ramesh kumar	6,000	411				
	Ekalavyan P K			1,94,856	71,707		
	Suhas Nandan V			26,694.00	26,035		
	Niniraj Suhas			15,253	33,202		
	V.S.Prasannan			48,099			
	Prasannan P D			2,48,663	12,56,814		
	Sushama Nandakumar			60,769.00	85,104		
	Sumitha Nandakumar			310.00	85,104		
	Titu Prasannan			68,447	86,206		
	Adinath K R			56,534	12,653		
	Amarsingh				5,641		
	Parvathy Ekalavyan			12,256.00	82,515		
	Lakshmi Ekalavyan			52,301.00	25,701		
	Anoop.P	6,246	3,808.00				
	V.P .Nandakumar			155.00			
<b>5</b>	<b>Deposit Outstanding</b>						
	Jyothi Prasannan	23,25,367					
	Shelly Ekalavyan			5,31,168	15,29,306		
	Adinath K R			7,01,183	90,756		
	Ekalavyan P K			26,03,438	11,43,982		
	V.P .Nandakumar				2,00,00,000		
	Prasannan P D			37,67,277	2,04,14,794		
	Sushama Nandakumar			6,20,387	2,00,628		
	Sumitha Nandakumar			4,633	2,00,628		
	Suhas Nandan V			4,36,246	1,75,639		
	Niniraj Suhas			3,45,414	4,00,593		
	V.S.Prasannan			8,68,178			
	Lakshmi Ekalavyan			2,50,185	2,87,697		
	Parvathy Ekalavyan			7,77,046	12,41,462		
	Titu Prasanan			14,68,885	13,83,173		
	Ramesh Kumar K	1,06,379	2,00,511				
	Anoop P	1,11,893	38,345				
<b>6</b>	<b>Commission to Directors</b>						
	Jyothi Prasannan	5,00,000					
	SanthaKumar K	5,00,000	2,00,000				
	Venugopal K S	5,00,000	2,00,000				
	Ramesh Kumar	5,00,000	2,00,000				
<b>7</b>	<b>Fees for Technical and Consultancy Services</b>						
	Manappuram Comptech And Consultants Ltd					1,97,27,004	2,15,17,099
<b>8</b>	<b>AMC and other charges</b>						
	Manappuram Constructions & Properties Ltd						1,56,068
<b>10</b>	<b>Lease Agreement payment</b>						
	Manappuram Agro Farms Ltd					90,530	82,830
<b>11</b>	<b>CSR Expense</b>						
	Manappuram foundation (Charitable Trust)					15,56,700	19,04,500
<b>12</b>	<b>Capital Work In Progress</b>						
	Manappuram Constructions & Properties Ltd					1,36,14,289	
<b>13</b>	<b>Office Expense</b>						
	Manappuram Healthcare Limited					1,18,783	29,015
	Manappuram Agro Farms Ltd					24,892	18,532
<b>14</b>	<b>Travel Expense</b>						
	Manappuram Travels					18,80,964	20,918

Related parties have been identified on the basis of the declaration received by the management and other records available.



**MABEN NIDHI LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019**

Amount in ₹

33) Loan portfolio and Provision for Non Performing Assets for major categories of loan portfolio:						
	Gross loan outstanding		Provision for N P A		Net loan outstanding	
	2019	2018	2019	2018	2019	2018
a. Gold loan	1,86,53,44,207	1,53,66,96,497			1,86,53,44,207	1,53,66,96,497
b. Loan against deposit receipts	2,14,80,547	1,07,49,702	-		2,14,80,547	1,07,49,702
c. Loan against property	18,52,60,115	11,59,75,809	66,55,466	23,75,259	17,86,04,649	11,36,00,550
<b>TOTAL</b>	<b>2,07,20,84,869</b>	<b>1,58,67,58,932</b>	<b>66,55,466</b>	<b>2,64,15,054</b>	<b>2,06,54,29,403</b>	<b>1,66,10,46,749</b>

**34) Note 6: Contd . Long-term borrowings - Term Deposits and Recurring Deposits**

The Term/Recurring deposits original maturity tenure is more than 12 months.

**34A) Note 8: Contd . Cash credit facility from Banks**

Sl.No	Bank	Facility availed	Sanctioned Limit and Interest rate	Repayment terms	Primary and collateral security	Balance as at March 31, 2019	Balance as at March 31, 2018
1	South Indian Bank	CCBD	15 Crores floating MCLR+0.75%	Repayable on demand	Secured against the first pari passu charge on the current assets of the company. Further the loan has been guaranteed by personal guarantee of Mr. V.P.Nandakumar(Promoter), Mrs.Sushama Nandakumar(Promoter), Mrs.Jyothi Prasannan(Managing Director)	14,79,88,203	13,44,39,457
2	Dhanlakshmi Bank	CC	20 Crores floating MCLR+0.60%			19,97,49,833	9,58,12,260
3	Catholic Syrian Bank	ODBD	10 Crores floating MCLR+0.65%			9,94,77,159	9,97,08,469
4	The Federal bank Ltd	WCDL	10 Crores with Rate of interest @ 9.50%			10,00,00,000	
5	The Federal bank Ltd	WCDL	2.50 Crores with Rate of interest @ 10.50%			2,50,35,959	
6	Yes Bank Ltd	WCDL	10 Crores MCLR+1.80%			5,00,00,000	
7	State Bank of India	CC	20 Crores floating MCLR+1%			19,96,72,258	19,95,99,921

**35) Managerial remuneration under section 197 of the Companies Act 2013**

	Current Year	Previous Year
Jyothi Prasannan	32,75,000	25,55,000
Shelly Ekalavyan		4,10,000

36) There have been instances of fraud/theft gold on the company by outsiders amount aggregating to ₹ 24.91 lakh, out of this ₹ 24.91 lakhs is related to current year. The company has been taking appropriate legal actions to recover the same. The company has written off it in the profit and loss account.

37) Previous year figures have been regrouped/ reclassified ,where necessary , to conform to this year's classification.

As per our Report of even date attached

**For and on behalf of the Board**

**For Manikandan & Associates**

Santhakumar K  
(Chairman)

Jyothi Prasannan  
(MD)

Besto Joseph  
(CFO)

Anoop P  
(CS)

Vani C R  
(Partner)  
Chartered Accountants  
Membership No: 232105  
Firm Reg No: 008520S

Place: Valapad  
Dated: 25-07-2019