

**ANNUAL REPORT
OF
MANAPPURAM
INSURANCE BROKERS
LIMITED**

MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED

1st Floor, IV/470 (Old) W638A(New), Manappuram House

Valapad, Thrissur 680 567

CIN: U66010KL2002PTC015699

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of **Manappuram Insurance Brokers Private Limited** (the “Company”) will be held on **Tuesday, August 08, 2017 at 12:00 P.M.** at the registered office of the Company at IV/470 (Old) W638A(New), Manappuram House, Valapad, Thrissur 680 567, to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the audited balance sheet of the Company as at March 31, 2017, and the profit and loss account for the financial year ended March 31, 2017, notes to accounts and along with the director’s and auditor’s report thereon.**

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2017 and the report of the directors and auditors thereon, including annexure thereto as recommended by the board of directors for adoption by the members of the Company be and are hereby approved and adopted.

“**RESOLVED FURTHER THAT**, Mr. V.P. Nandakumar (DIN: 00044512) or Mrs. Jyothy Prasannan (DIN: 00044371) directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto including but not limited to filing of necessary forms with the Registrar of Companies, Kerala and to comply with all other requirements in this regard under Companies Act, 2013 and the rules and regulations made there under and such other law as may be applicable.”

2. **Re-appoint Mr. Sooraj Nandan (DIN: 02459469) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

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 Section 152 of the Companies Act, 2013 Mr. Sooraj Nandan, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company whose period of office will be liable to be retire by rotation .

RESOLVED FURTHER THAT Mrs. Jyothi Prasannan, ((DIN: 00044371)) be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

3. **Re-appoint Mr. B.N. Raveendra Babu (DIN: 00043622) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.**

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

MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED

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“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act,2013 Mr. B.N. Raveendra Babu, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company whose period of office will be liable to be retire by rotation .

RESOLVED FURTHER THAT Mrs. Jyothi Prasannan, ((DIN: 00044371) be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

4. Re-appoint Mr. V.P. Nandakumar (DIN: 00044512) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

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 Section 152 of the Companies Act,2013 Mr. B.N. Raveendra Babu, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company whose period of office will be liable to be retire by rotation .

RESOLVED FURTHER THAT Mrs. Jyothi Prasannan, ((DIN: 00044371) be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

5. Re-appointment of Statutory Auditors.

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for upcoming 5 financial year from F.Y. 2017-18 to F.Y. 2021-22.

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. P.K. Vijayakumar (DIN: 07757158) as Independent 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 Mr. P.K. Vijayakumar (DIN: 07757158), who was appointed as an Additional Director with effect from March 14, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing,

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Valapad, Thrissur 680 567

CIN: U66010KL2002PTC015699

under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the company.”

**For and on behalf of the Board of,
Manappuram Insurance Brokers Private Ltd**

**Sd/-
Jyothy Prasanann
Director
DIN: 00044371**

Place: Valapad, Thrissur

Date: May 23rd, 2017

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no (3) is annexed hereto and forms part of notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

Explanatory Statement under Section 102(1) of the Companies Act, 2013:

SPECIAL BUSINESS

ITEM 6:

Mr. P.K. Vijayakumar (DIN: 07757158), was appointed as an Additional Director w.e.f. March 14, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013

Further Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. P.K. Vijayakumar (DIN: 07757158), candidature for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. P.K. Vijayakumar on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

None of the Directors, except Mr. P.K. Vijayakumar and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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Shareholders recommends resolutions under Item No. 6 to be passed as an ordinary resolution

**For and on behalf of the Board of
Manappuram Insurance Brokers Private Limited**

Sd/-

Jyothy Prasanann

Director

DIN: 00044371

Place: Valapad, Thrissur

Date: May 23rd, 2017

DIRECTORS REPORT

To
The Members of
MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED

Your Directors are pleased to present the 15th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. PERFORMANCE OF THE COMPANY/ SUMMARY OF FINANCIAL RESULTS:

The financial results for the year ended 31st March, 2017 and the corresponding figures for the last year are as under:-

Financial Results (Amount in Rs)

Sl. No.	Description	As on March 31, 2017	As on March 31, 2016
1	Income from Operations	19,846,774	17473852.50
2	Other Income	437,640	1511107.77
3	Total Expenditure	27,234,511	19233825.24
4	Profit Before Tax	(7,652,451)	(248864.97)
5	Tax Expenses (including deferred tax)	446,317	(1614751.00)
6	Profit/(loss) for the year	(8,098,768)	1365886.03

2. RESERVES AND SURPLUS:

During the year Company has not transferred any amount to the General Reserve. The total balance of reserves and surplus stands at Rs. (571,958) as on 31st March 2017.

3. STATE OF COMPANY'S AFFAIRS:

We are glad to inform you that, your Company has performed in a satisfactory manner during the Financial Year 2016-17 and the growth of the company was at average level. The revenue from operations of the Company was Rs. 19,846,774 and there was loss of Rs 8,098,768 during the financial year 2016-17. During the corresponding period of the previous year the revenue from operations of the Company was Rs. 17473852.50 and Net Profit was Rs. 1365886.03. Keeping the major focus on operation of business, your Company is looking into various opportunities that may be available considering the growth prospects.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business during the current financial. No material changes/commitments, affecting financial position of the Company have occurred between the year ended 31/03/2017 up to the date of this receipt.

5. DIVIDEND :

To strengthen the financial position of the Company and to augment working capital your directors has not recommended any dividend for the F.Y. 2016-17.

6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company comprises of well qualified and experienced persons in their respective areas.

- a) During the Financial Year 2016-17, the Company held 6 board meetings as summarized below. The provisions of Secretarial Standards and the Companies Act, 2013 were adhered to while considering the time gap between two meetings.

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	04/05/2016	6	6
2.	16/06/2016	6	5
3.	05/08/2017	6	5
4.	07/11/2017	6	6
5.	06/02/2017	6	6
6.	14/03/2017	7	6

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- a) One director was appointed at the Board Meeting held on 14th March 2017. The appointment was made after getting necessary approvals from IRDA:
1. Mr. P.K. Vijayakumar (Independent Director) till the conclusion of forth coming Annual General Meeting.

8. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES :

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company. But adhering good corporate Governance Company has formed Nomination and Remuneration Committee under Section 178(1). Committee consists of 2 Independent Director and 1 Non-Executive Director. Nomination and Remuneration Committee identifies persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES :

The provisions Corporate Social Responsibility is not applicable to the company.

10. RISK MANAGEMENT POLICY:

Considering the size and number of transaction during the year, the Company has adequate risk management plan and board has a sufficient control over various risks of the Company. Risk management plan is periodically reviewed by the top management and significant risks are being reported to the Board.

11. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY :

The Company does not have any Subsidiary / Joint Ventures / Associate Companies. The Company is a wholly owned subsidiary of M/s. Manappuram Finance Limited

12. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

13. CHANGES IN SHARES CAPITAL

The Board meeting held on 07th November 2016 had approved to convert MAIBRO from Private Limited Company to Public Company and to meet the statutory requirement of minimum 7 members it was proposed to transfer registered ownership of 5 equity shares held by MAFIL in the name of below proposed shareholders:

1. Mr. V.P. Nandakumar
2. Mrs. Sushma Nandakumar
3. Dr. Sumitha Nandan Jayasankar
4. Mr. Sooraj Nandan
5. Mr. Suhas Nandan.

With respect to which request for split of shares was received from MAFIL in the following manner.

Particulars	Number of Shares
Certificate 1	395
Certificate 2	1
Certificate 3	1
Certificate 4	1
Certificate 5	1
Certificate 6	1

Share Certificate were split in the above manner and original certificates were issued under common seal of the company in the presence of two directors and Company Secretary.

The beneficial interest in these shares will be held by MAFIL and registered in the name of proposed shareholders. Approval for Name change of the Company from Manappuram Insurance Brokers Private Limited to Manappuram Insurance Brokers Limited, conversion from Private Limited to Public company and Share Transfer was approved by IRDA vide its letter dated 17th March 2017. Transfer of 5 (Five) Equity shares held by Manappuram Finance along with duly filled in transfer deeds and share certificate in original were received by the Company.

Board approved to the transfer of 5(Five) Equity Shares of Rs. 10 each as per the transfer deed duly received in the following manner:

Folio Number of Transferor	Name of the Transferor	Folio Number of Transferee	Name of the Transferee	Distinctive Number/Share Certificate No.	Number of Share Transferred	Total Consideration
18	Manappuram Finance Limited	20	Mr. V.P Nandakumar (For and on behalf of Manappuram Finance Limited)	26B (769996-769996)	1	Nil

18	Manappuram Finance Limited	21	Mrs. Sushma Nandakumar (For and on behalf of Manappuram Finance Limited)	26C (769997-769997)	1	Nil
18	Manappuram Finance Limited	22	Dr. Sumitha Nandan Jayasankar (For and on behalf of Manappuram Finance Limited)	26D (769998-769998)	1	Nil
18	Manappuram Finance Limited	23	Mr. Sooraj Nandan (For and on behalf of Manappuram Finance Limited)	26E (769999-769999)	1	Nil
18	Manappuram Finance Limited	24	Mr. Suhas Nandan (For and on behalf of Manappuram Finance Limited)	26F (770000-770000)	1	Nil

14. STATUTORY AUDITORS:

M/s. Deloitte Haskins & Sells LLP was appointed as Statutory Auditors of the Company in the 14th AGM held on 05th August 2016 and the term was till 15th AGM. In the 15th AGM Statutory Auditors will be appointed for a term of 5 years from F.Y. 2016-17 to F.Y. 2021-22. They have issued necessary certificate and confirmation to us in respect of their obligation as prescribed under Sec 139 - 141 of Companies Act 2013.

15. AUDITORS' REPORT :

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any future comments.

16. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT-9 as a part of this Annual Report.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

The Company has not given any loans, made investment, gave guarantee or provided security as per the provisions of Section 186 of the Companies Act, 2013.

18. DEPOSIT :

The Company has neither accepted nor renewed any deposits during the year under review.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

The Company had entered into related party transaction during the current year. The Company presents all related party transactions before the Board specifying the nature, value, and terms and conditions of the transaction. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority.

FORM AOC- 2 giving details about the related party transaction during the year is attached as annexure of Board Report

20. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2016-17.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREGIN EXCHANGE EARNING AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earning and outgo are as follows:

Conservation Of Energy

(i)	the steps taken or impact on conservation of energy	Company's operation does not consume significant amount of energy.
(ii)	the steps taken by the company for utilizing alternate sources of energy.	Not applicable, in view of comments in clause (i)
(iii)	the capital investment on energy conservation equipment's	Not applicable, in view of comments in clause (i)

Technology Absorption

		The Company has adopted BRP system for smooth running of its business and better completion Implementation –Online based insurance policy issuance through the Company website is in process in order to attract tech customers and to give better comparison of various insurance products of various insurance companies.
(i)	the effort made towards technology absorption	
(ii)	the benefits derived like product improvement cost reduction product development or import substitution	These technology brings more business to the Company with lesser man power inception and will be cost-effective
(iii)	in case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Nil

Foreign exchange earnings and outgo

During the year, the total foreign exchange used was Rs. Nil and the total foreign exchange earned was Rs. Nil

22. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF)

23. DIRECTORS'S RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
2. they have 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 profit of the Company for that period;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. they have prepared the annual accounts on a going concern basis;
5. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. DECLARATION BY INDEPENDENT DIRECTOR UNDER SECTION 149 (6)

The Company has appointed Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 during the FY 2016-17. Necessary declarations were been obtained at the beginning of F.Y. 2016-17

25. ACKNOWLEDGEMENTS

The Directors acknowledge the dedicated service rendered by all employees and support rendered by the employees of holding Company and customers. The directors specially thank the auditors, bankers and all stakeholders for their contribution to the growth of the company. The Directors also pay their homage to the patrons behind this initiative who have sought eternal abode.

// BY ORDER OF THE BOARD //

Place : Valapad
Date: 23rd May 2017

Sd/-
V.P. Nandakumar
Chairman
DIN : 00044512

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
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions?	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

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

SL. No.	Particulars	Details							
1.	Name (s) of the related party & nature of relationship	Manappuram Finance Limited						Manappuram Comptech Consultants Limited	Manappuram Travels
2.	Nature of contracts /arrangements /transaction	(1) Repairs and Maintenance	(2) Borrowings	(3) Rent Expense	(4) Finance Cost	(5) Repayment of Borrowings	(6) Loans advances	Technical and Consultancy Services	Travelling Expense
3.	Duration of the contracts /arrangements/ transaction	For 5 years	24 months	5 years	24 months	24 months	For 5 years	For 1 year	Once in a month
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	MAIBRO shall pay MAFIL proportionate amount towards charges for electricity,	Principal – Equal Monthly Instalments with one month moratorium. Interest – Monthly @ 13%	MAIBRO shall pay Monthly proportionate amount towards monthly interest.	Interest – Monthly @ 13% per annum on the principal outstanding. And Process	The Borrower shall pay interest and principal on monthly basis	Lessee shall pay to Lessor a sum as interest free advance rent of 6 months and the same shall be adjusted towards/ appropriated towards monthly rents payable by the	MACOM agrees to provide its pre-developed software, which includes various modules applicable for Insurance Broking Business	Reimbursement of Flight Booking charges.

		water, broadband and house-keeping	per annum on the principal outstanding.		ing fee shall be 1% of the Facility amount plus applicable Taxes (to be paid prior to the Disbursement Date)		Lessee or repayable by the lessor to the lessee on expiry of the lease period, or on termination of the lease or on termination of the lease even before the expiry of the lease in which case the lessee may demand the lessor to adjust the deposit amount towards rent for the notice period and to refund the balance amount, if any.		
5.	Date of approval by the Board	07 th November 2016	05 th August 2016	07 th November 2016	05 th August 2016	05 th August 2016	06 th February 2016	04 th May 2016	05/08/2017 07/11/2017 06/02/2017
6.	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL	Rs. 34,644/-	NIL	NIL

Place : Valapad
Date: May 23rd, 2017

Sd/-
V.P. Nandakumar
Chairman
DIN : 00044512

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	
Institutions a) Bodies Corp. i) Indian ii) Overseas b) Individuals i) Individual shareholders holding nominal share capital upto Rs. 1 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others (specify) Sub-total (B)(2):- Total Public Shareholding (B) = (B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
Grand Total (A+B+C)	NIL	770000	770000	100%	NIL	770000	770000	100%	

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	V.P. Nandakumar (On behalf of Manappuram)	0 Shares	0%	NIL	1Share	0.00013 %	NIL	+0.00013 %

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
	Finance Limited)							
2	Sushama Nandakumar (On behalf of Manappuram Finance Limited)	0 Shares	0%	NIL	1Share s	0.00013 %	NIL	+0.00013 %
3	Sumitha Jayasankar (On behalf of Manappuram Finance Limited)	0 Shares	0%	NIL	1Share s	0.00013 %	NIL	+0.00013 %
4	I Unnikrishnan	0 Shares	0%	NIL	NIL	NIL	NIL	
5	B.N Raveendra Babu (On behalf of Manappuram Finance Limited)	1Shares	0.00013 %	NIL	1Share s	0.00013 %	NIL	0%
6	Jyothy Prasannan	0 Shares	0%	NIL	0 Shares	0%	NIL	0
	Total		100%					

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
V.P. NANDAKUMAR (On behalf of Manappuram Finance Limited)					
1	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	1 shares	0.00013%	1 shares	0.00013%
	At the End of the year	1 shares	0.00013%	1 shares	0.00013%
SUSHMA NANDAKUMAR(On behalf of Manappuram Finance Limited)					
2	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	1 shares	0.00013%	1 shares	0.00013%
	At the End of the year	1 shares	0.00013%	1 shares	0.00013%
B.N RAVEENDRA BABU(On behalf of Manappuram Finance Limited)					
3	At the beginning of the year	1 shares	0.00013%	0 shares	0%
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	1 shares	0.00013%	1 shares	0.00013%
	At the End of the year	1 shares	0.00013%	1 shares	0.00013%

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
MANAPPURAM FINANCE LIMITED					
1	At the beginning of the year	769999	99.99%	769999	99.99%
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	-4 Shares	-0.0005%	769995	99.99%
	At the End of the year (or on the date of separation, if separated during the year)	769995	99.99%	769995	99.99%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
V.P.Nadakumar (On behalf of Manappuram Finance Limited)					
	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	+1 share	+0.00012%	1 share	0.00012%
	At the End of the year	1 share	0.00012%	1 share	0.00012%
Sooraj Nandan(On behalf of Manappuram Finance Limited)					
	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	+1 share	+0.00012%	1 share	0.00012%
	At the End of the year	1 share	0.00012%	1 share	0.00012%
Jyothi Prasannan					
	At the beginning of	0 shares	0%	0 shares	0%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 shares	0%	0 shares	0%
	At the End of the year	0 shares	0%	0 shares	0%
B.N. Raveendra Babu(On behalf of Manappuram Finance Limited)					
	At the beginning of the year	1 share	0.00012%	1 share	0.00012%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 shares	0%	1 share	0.00012%
	At the End of the year	1 share	0.00012%	1 share	0.00012%
Adv. V.R. Ramachandran					
	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase / Decrease in Share holding during the year specifying the	0 shares	0%	0 shares	0%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	0 shares	0%	0 shares	0%
M.N. Gunavardhanan					
	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 shares	0%	0 shares	0%
	At the End of the year	0 shares	0%	0 shares	0%
P.K. Vijayakumar					
	At the beginning of the year	0 shares	0%	0 shares	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 shares	0%	0 shares	0%
	At the End of the year	0 shares	0%	0 shares	0%

Sl. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year		
	the year				

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	18,00,000	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)			NIL	NIL
Change in Indebtedness during the financial year	15,00,000	(18,00,000)	NIL	NIL
• Addition				
• Reduction				
Net Change	+1500000	-18,00,000	NIL	NIL
Indebtedness at the end of the financial year	15,00,000	0	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	15,00,000	0	NIL	15,00,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2.	Stock Option					

3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
	3. Independent Directors	M.N. Gunavar dhanan	P.K. Viayyak umar	Adv. Ram achandra n	
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	Rs. 3,85,000	Rs. 40,000	Rs. 4,65,000	Rs. 8,90,000
	Total (1)				
	4. Other Non-Executive Directors	B.N. Raveendr a Babu	Jyothy Prasann an	Soor aj Nandan	
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	Rs. 4,25,000	Rs. 2,65,000	Rs. 3,05,000	Rs. 9,95,000
	Total (2)				
	Total (B) = (1 + 2)				Rs. 18,85,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD-

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	(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				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					

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. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED

We have audited the accompanying financial statements of **MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") 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 prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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 31st March, 2017, and its loss and its cash flows for the year ended on that date.

Other Matter

The financial statements of the Company for the year ended 31st March, 2016, were audited by another auditor whose report dated 4th May, 2016 expressed an unmodified opinion on those statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report, to the extent applicable 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 purposes 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.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.

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- f) 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company did not have any holdings or dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)



Shrenik Baid
Partner
Membership No. 103884

Place: Valapad
Date: May 23, 2017



ANNEXURE "B" TO THE AUDITOR'S REPORT OF MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company is in the process of maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under clause (i)(c) of the Companies (Auditor's Report) Order, 2016 ("CARO 2016") is not applicable.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the CARO 2016 is not applicable.
- (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, made investments or provided guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. The Company did not have any unclaimed deposit.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) of CARO 2016 is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2017, for a period of more than six months from the date they became payable.



(c) Details of dues of Income-tax which have not been deposited as on 31st March, 2017 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs.)	Amount Unpaid (Rs.)
Income tax Act, 1961	Income-tax	Commissioner of Income-tax (Appeals)	2012-13	229,010	229,010

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the CARO 2016 Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)



Shrenik Baid
Partner
Membership No. 103884

Place: Valapad
Date: May 23, 2017



**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

Report on the Internal Financial Controls Over Financial Reporting 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 **MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the 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. 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, the 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.

Auditor's 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with 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 the assessed risk. The procedures selected depend on the auditor's judgement, 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 generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2017, 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 issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)



Shrenik Baid
Partner
Membership No. 103884

Place: Valapad
Date: May 23, 2017

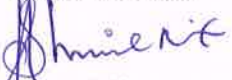


MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2017

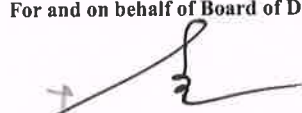
Particulars	Note No.	As at	As at
		March 31, 2017	March 31, 2016
		Amount in Rs.	Amount in Rs.
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	4	7,700,000	7,700,000
(b) Reserves and surplus	5	(571,958)	7,526,810
2 Non-current liabilities			
(a) Long-term borrowings	6	375,000	-
(b) Long-term provisions	7	101,000	-
3 Current liabilities			
(a) Short-term borrowings	8	-	1,800,000
(b) Trade payables			
(i) Total outstanding dues of Micro and Small Enterprises		-	-
(ii) Total outstanding dues of creditors other than Micro and Small Enterprises	9	3,628,252	865,763
(c) Other current liabilities	10	1,283,093	869,063
(d) Short-term provisions	11	33,000	-
TOTAL		12,548,387	18,761,636
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Property, plant and equipment	12A	1,310,686	1,396,579
(ii) Intangible assets	12B	48,896	195,585
(b) Deferred tax assets (net)	31	-	446,317
(c) Long-term loans and advances	13	5,325,660	5,830,800
2 Current assets			
(a) Trade receivables	14	3,624,490	7,140,897
(b) Cash and cash equivalents	15	1,734,655	3,294,984
(c) Short-term loans and advances	16	413,770	426,931
(d) Other current assets	17	90,230	29,543
TOTAL		12,548,387	18,761,636


See accompanying notes forming part of the financial statements.

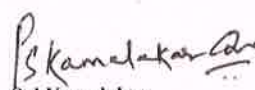
In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants


Shrenik Baid
Partner
Membership No. : 103884

For and on behalf of Board of Directors


V. P. Nandakumar
(Chairman)
DIN : 00044512


Jyothi Prasanna
(Director)
DIN : 00044371


Sai Kamalakar
(Executive Vice President)


K. M. Rajesh
(Principal Officer)

Valapad,
Date : May 23, 2017

Valapad,
Date : May 23, 2017



MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Particulars		Note No.	For the year ended	For the year ended
			March 31, 2017	March 31, 2016
			Amount in Rs.	Amount in Rs.
I.	Revenue from operations	18	19,846,774	17,473,853
II.	Other income	19	437,640	1,511,108
III.	Total revenue (I + II)		20,284,414	18,984,961
IV.	Employee benefits expense	20	17,252,972	7,364,500
V.	Finance costs	21	105,061	1,725
VI.	Depreciation and amortisation expense	12C	547,004	5,897,453
VII.	Other expenses	22	9,329,474	5,970,147
VIII.	Total expenses (IV + V+ VI + VII)		27,234,511	19,233,825
IX.	Loss before extraordinary items & tax (III- VIII)		(6,950,097)	(248,864)
X.	Prior period expenses	33	702,354	-
XI.	Loss before tax (IX- X)		(7,652,451)	(248,864)
	Tax expense:			4,774
	(1) Current tax expense	31	446,317	(1,619,525)
	(2) Deferred tax			
XII.	Net tax expense		446,317	(1,614,751)
XIII.	(Loss) / Profit for the year (XI -XII)		(8,098,768)	1,365,887
	Earnings per share (of Rs. 10/- each) :	30		
	(a) Basic		(10.52)	1.77
	(b) Diluted		(10.52)	1.77


See accompanying notes forming part of the financial statements.

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants



Shrenik Baid
Partner
Membership No. : 103884

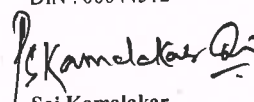
For and on behalf of Board of Directors



V. P. Nandakumar
(Chairman)
DIN : 00044512



Jyothi Prasannan
(Director)
DIN : 00044371



Sai Kamalakar
(Executive Vice President)



K. M. Rajesh
(Principal Officer)

Valapad,
Date : May 23, 2017

Valapad,
Date : May 23, 2017

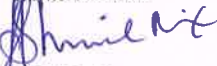


MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax for the year	(7,652,451)	(248,864)
<u>Adjustments for:</u>		
Depreciation and amortisation expense	547,004	5,897,453
Loss on sale of property, plant and equipment	-	75,793
Interest income	(380,694)	(229,323)
Finance costs	105,061	1,725
Provision for employee benefits	134,000	-
Provision for doubtful loans and advances	794,509	-
Operating (loss) / profit before working capital changes	(6,452,571)	5,496,784
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	3,516,407	(6,049,404)
Long-term loans and advances	(210,644)	-
Short-term loans and advances	13,161	-
Other current assets	(60,687)	1,335,349
	3,258,237	(4,714,055)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	2,762,489	(86,272)
Other current liabilities	(335,970)	17,046
	2,426,519	(69,226)
Cash used for operations	(767,815)	713,503
Net income tax refund / (paid) [Including interest income]	152,619	(1,705,317)
Net cash flow used in operating activities (A)	(615,196)	(991,814)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on property, plant and equipment	(314,422)	(294,853)
Bank balances not considered as cash and cash equivalents		
- Placed	(2,000,000)	(1,655,161)
- Matured	2,000,000	-
Proceeds from sale of property, plant and equipment	-	377,233
Interest received	149,350	229,323
Net cash flow used in investing activities (B)	(165,072)	(1,343,458)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowings	1,500,000	-
Repayment of long-term borrowings	(375,000)	-
Proceeds from short-term borrowings	-	1,800,000
Repayment of short-term borrowings	(1,800,000)	-
Finance costs	(105,061)	(1,725)
Net cash flow (used in) / from investing activities (C)	(780,061)	1,798,275
Net decrease in cash and cash equivalents (A) + (B) + (C)	(1,560,329)	(536,997)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,639,823	2,176,820
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	79,494	1,639,823
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents (Refer note 15)	1,734,655	3,294,984
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements:		
(i) In other deposit accounts		
- original maturity more than 3 months	1,655,161	1,655,161
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	79,494	1,639,823

See accompanying notes forming part of the financial statements.

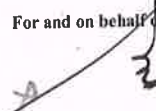
In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants


Shrenik Baid
Partner
Membership No. : 103884

Valapad,
Date : May 23, 2017



For and on behalf of Board of Directors


V. P. Nandakumar
(Chairman)
DIN : 00044512


Jyothi Krasunnan
(Director)
DIN : 00044371


Sri Kamalakar
(Executive Vice President)


K. M. Rajesh
(Principal Officer)

Valapad,
Date : May 23, 2017



MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1 Corporate information

Manappuram Insurance Brokers Private Limited (the "Company") was incorporated on October 17, 2002 vide certificate of incorporation U66010KL2002PTC015699 issued by the Registrar of Companies, Kerala. The Company is an Insurance Regulatory and Development Authority of India ("IRDAI") registered Broker in the category "Direct" for Life and General Insurance Business. The Company has renewed its IRDAI Licence for a period of 3 years from November 2, 2015 to November 1, 2018.

The Company is in the process of obtaining necessary approvals from the IRDAI and Registrar of Companies for conversion of its status from "Private Limited Company" to "Public Limited Company".

2 Basis of accounting and 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") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention except otherwise stated. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except otherwise stated.

3 Significant accounting policies

3.1 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3.2 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.3 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.4 Depreciation and amortisation

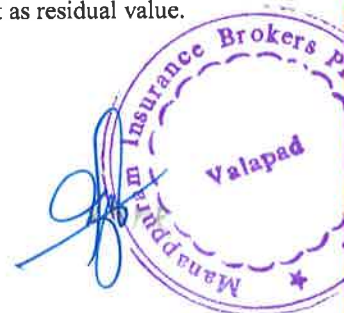
Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 and retaining 5% of original cost as residual value.



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

<u>Nature of Assets</u>	<u>Useful Life in Years</u>
Furniture & Fittings	10
Computer Equipments	3
Computer Server	6
Office Equipments	5

Computer software is amortised on straight-line method from the date they are available for use, over the useful life of the asset (5 years), as estimated by the management.

All assets individually costing less than Rs. 5,000 are depreciated at 100%.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

3.5 Revenue recognition

- (i) The Company earns brokerage from Insurance Companies on insurance policies placement and revenue thereof is recognised from the risk start date when the policy placement is substantially completed and accepted and the ultimate collection thereof is reasonably certain. Income is stated net of service tax.
- (ii) Interest income is accounted on accrual basis.

3.6 Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

3.7 Intangible assets

Intangible assets comprising of computer software are stated at cost of acquisition, including any cost attributable for bringing the same to its working condition for its intended use, less accumulated amortization and impairment. These are amortized over the period of five years.

Subsequent expenditure incurred on existing assets is expensed out except where such expenditure increases the future economic benefits from the existing assets, in which case the expenditure is amortized over the remaining useful life of the original asset.

3.8 Employee benefits

Employee benefits include provident fund, employee state insurance, gratuity and compensated absences.

(i) Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(ii) Defined benefit plans

For defined benefit plans in the form of gratuity fund and compensated absences are determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

3.9 Borrowing costs

Borrowing costs attributable to the acquisition of qualifying assets are capitalised as a part of the cost of the asset. Borrowing costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

3.10 Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

3.11 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.12 Taxes on income

- (i) Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.
- (ii) Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

3.13 Operating Cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.14 Impairment of assets

The carrying values of assets at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

3.15 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events 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 (excluding retirement benefits) are not discounted to their present value and are determined based on the best 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 best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 4: Share Capital

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Authorised				
Equity Shares of Rs 10/- each with voting rights	1,000,000	10,000,000	1,000,000	10,000,000
	1,000,000	10,000,000	1,000,000	10,000,000
Issued				
Equity Shares of Rs10/- each with voting rights	770,000	7,700,000	770,000	7,700,000
	770,000	7,700,000	770,000	7,700,000
Subscribed and fully paid up				
Equity Shares of Rs10/- each with voting rights	770,000	7,700,000	770,000	7,700,000
	770,000	7,700,000	770,000	7,700,000
Total	770,000	7,700,000	770,000	7,700,000

Notes:

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Equity shares of Rs. 10/- each with voting rights				
Outstanding at the beginning of the year	770,000	7,700,000	770,000	7,700,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	770,000	7,700,000	770,000	7,700,000

b. Rights, preferences and restrictions attached to the equity shares:

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. 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.

c. Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Rs. 10/- each with voting rights Manappuram Finance Ltd *	770,000	100	770,000	100

* 6 equity shares (Previous year: 1 equity share) are held by directors of the Company beneficiary being Manappuram Finance Limited

d. Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Rs. 10/- each with voting rights Manappuram Finance Ltd *	770,000	100	770,000	100

* 6 equity shares (Previous year: 1 equity share) are held by directors of the Company beneficiary being Manappuram Finance Limited



MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 5: Reserves and Surplus

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
General reserve		
Opening balance	600,000	600,000
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	600,000	600,000
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	6,926,810	5,560,924
Add: (Loss) / Profit for the year	(8,098,768)	1,365,886
Closing balance	(1,171,958)	6,926,810
Total	(571,958)	7,526,810

Note 6: Long-term borrowings

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Secured		
Loans and advances from related parties (Refer note 6.1, 6.2 and 6.3 below and note 28)	1,125,000	-
Less: Amount disclosed under "Other current liabilities (Refer note 10)"	750,000	-
Total	375,000	-

Note 6.1: Repayment schedule of Loans and advances from related parties

Repayment details	Amount to be repaid	Other current liabilities	Repayment year
12 monthly installments aggregating	-	750,000	FY 17-18
6 monthly installments aggregating	375,000	-	FY 18-19

Note 6.2:

The loans and advances from related parties amounting Rs. 1,125,000 is secured by first charge on the receivables of the Company.

Note 6.3:

The rate of interest in respect of Loans and advances is 13% per annum.

Note 7: Long-term provisions

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Provision for compensated absences	101,000	-
Total	101,000	-

Note 8: Short-term borrowings

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Unsecured		
Loans and advances from related parties (Refer note 28)	-	1,800,000
Total	-	1,800,000



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 9: Trade payables

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Total outstanding dues of Micro and Small Enterprises (Refer note 23)	-	-
Total outstanding dues other than Micro and Small Enterprises (Refer note 28)	3,628,252	865,763
Total	3,628,252	865,763

Note 10: Other current liabilities

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Current maturities of long-term debt	750,000	-
Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Service Tax, etc.)	533,093	812,117
(ii) Retention money	-	56,946
Total	1,283,093	869,063

Note 11: Short-term provisions

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Provision for compensated absences	33,000	-
Total	33,000	-

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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 12: Fixed Assets

Amount in Rs.

Particulars	Gross Block					Accumulated Depreciation/Amortisation Expense					Net Block			
	Balance as at April 1, 2016	Additions	Disposals	Impairments (Refer note 34)	Other adjustments during the year**	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation / amortisation expense / Adjustments for the year	On disposals	Impairment losses recognised (Refer note 34)	Other adjustments during the year**	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
12A Property, plant and equipment														
Computers	2,371,770 (2,371,770)	236,238 (-)	- (-)	- (-)	255,000 (-)	2,353,008 (2,371,770)	2,174,915 (497,319)	109,531 (1,677,596)	- (-)	- (-)	242,250 (-)	2,042,196 (2,174,915)	310,812 (196,855)	
Office Equipment	- (-)	70,875 (-)	- (-)	- (-)	749,315 (-)	820,190 (-)	- (-)	161,752 (-)	- (-)	- (-)	362,631 (-)	524,383 (-)	295,807 (-)	
Furniture and Fittings	1,723,029 (6,265,082)	7,309 (294,853)	- (613,363)	- (4,223,543)	494,315 (-)	1,236,023 (1,723,029)	523,305 (882,912)	129,032 (4,024,272)	- (160,336)	- (4,223,543)	120,381 (-)	531,956 (523,305)	704,067 (1,199,724)	
Total (A)	4,094,799 (8,636,852)	314,422 (294,853)	- (613,363)	- (4,223,543)	- (-)	4,409,221 (4,094,799)	2,698,220 (1,380,231)	400,315 (5,701,868)	- (160,336)	- (4,223,543)	- (-)	3,098,535 (2,698,220)	1,310,686 (1,396,579)	
12B Intangible assets														
Computer Software*	977,925 (977,925)	- (-)	- (-)	- (-)	- (-)	977,925 (977,925)	782,340 (586,755)	146,689 (195,585)	- (-)	- (-)	- (-)	929,029 (782,340)	48,896 (195,585)	
Total (B)	977,925 (977,925)	- (-)	- (-)	- (-)	- (-)	977,925 (977,925)	782,340 (586,755)	146,689 (195,585)	- (-)	- (-)	- (-)	929,029 (782,340)	48,896 (195,585)	
Total (A + B)	5,072,724 (9,614,777)	314,422 (294,853)	(613,363) (613,363)	(4,223,543) (4,223,543)	(-) (-)	5,387,146 (5,072,724)	3,480,560 (1,966,986)	547,004 (5,897,453)	(160,336) (160,336)	(4,223,543) (4,223,543)	(-) (-)	4,027,564 (3,480,560)	1,359,582 (1,592,164)	

Notes:

- (i) The figures in bracket are the corresponding figures for the previous year.
(ii) The Accounting Standard (AS) 10 'Property, Plant and Equipment' amended by the Central Government, has become applicable to the Company from 1 April, 2016. In accordance with the transitional provisions prescribed in the said AS, the Company has adopted the cost model as its accounting policy.

*There are no internally generated Computer Software.

**Due to regrouping of certain assets from Computers having a gross block of Rs. 255,000 (Accumulated depreciation Rs. 242,250) and Furnitures and Fittings having a gross block of Rs. 494,315 (Accumulated depreciation Rs. 120,381) to Office Equipments.



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 12C: Depreciation and ammortisation expenses

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Depreciation on property, plant and equipment	400,315	5,701,868
Amortisation on intangible assets	146,689	195,585
Total	547,004	5,897,453

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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 13: Long-term loans and advances (unsecured, considered good, unless otherwise specified)

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Security deposits (Refer note 28)	364,644	154,000
Balances with government authorities: TDS receivable	4,961,016	5,676,800
Total	5,325,660	5,830,800

Note 14: Trade receivables (unsecured, considered good, unless otherwise specified)

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Other trade receivables	3,624,490	7,140,897
Total	3,624,490	7,140,897

Note 15: Cash and cash equivalents

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Cash on hand	2,400	5,902
Cheques, drafts on hand	-	-
Balances with banks (Refer note (i) below)		
In current accounts	77,094	1,633,921
In earmarked accounts		
- Deposit marked as lien with IRDA	1,655,161	1,655,161
Total	1,734,655	3,294,984

Note (i):

Of the above, the balances that does not meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is Balances with banks - Other earmarked accounts includes Rs. 1,655,161 (Previous year Rs. 1,655,161) which have restriction on repatriation.

Note 16: Short-term loans and advances (unsecured, considered good, unless otherwise specified)

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Security deposits	225,000	426,931
Prepaid expenses	188,770	-
Total	413,770	426,931

Note 17: Other current assets

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount (Rs.)	Amount (Rs.)
Interest accrued on deposits	29,338	29,543
Receivables from employees	60,892	-
Total	90,230	29,543



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 18: Revenue from operations

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Brokerage income	19,846,774	17,473,853
Total	19,846,774	17,473,853

Note 19: Other income

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Interest from banks on deposits	149,350	229,323
Interest on income tax refund	231,344	1,281,785
Retention money written back	56,946	-
Total	437,640	1,511,108

Note 20: Employee benefits expense

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Salaries and wages	16,077,786	6,767,123
Contributions to provident funds	974,136	456,948
Gratuity (Refer note 26)	(67,000)	76,461
Staff welfare expenses	268,050	63,968
Total	17,252,972	7,364,500

Note 21: Finance costs

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Interest expense on borrowings	88,647	-
Processing fees	15,000	-
Bank charges	1,414	1,725
Total	105,061	1,725



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 22: Other expenses

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Power and fuel	1,296	275,355
Rent including lease rentals (Refer note 24)	1,787,767	1,616,265
Repairs and maintenance	382,960	56,050
Rates and taxes	145,736	210,065
Communication expenses	489,701	977,292
Travelling and conveyance	825,817	1,682,214
Printing and stationery	37,577	85,502
Legal and professional charges	702,000	240,330
Payments to auditors (Refer Note (i) below)	1,176,000	152,500
Loss on sale of Property, plant and equipment	-	75,793
Provision for doubtful TDS receivable	794,509	-
Information technology support cost	600,000	150,000
Licensing fee	102,369	67,190
Directors sitting fees	1,885,000	10,000
Training expenses	142,045	147,837
Software expenses	200,000	-
Miscellaneous expenses	56,698	223,754
Total	9,329,475	5,970,147

Note : (i) Payments to the auditors comprise (net of service tax input credit, where applicable):

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
To statutory auditors:		
For audit	575,000	115,000
For taxation matters	75,000	25,000
For other services	480,000	12,500
Reimbursement of expenses	46,000	-
Total	1,176,000	152,500







Note 23:

There are no micro and small enterprises to whom the company owes dues which are outstanding as at the balance sheet date. The disclosure regarding micro and small enterprises have been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the statutory auditors.

Note 24: Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at March 31, 2017	As at March 31, 2016
Income tax demand for AY 2012 - 13	229,010	229,010

The Company has pending litigation arising out of matter relating to Income-tax and the Company has preferred an appeal against the same.

MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 25: Foreign currency transactions

During the year ended March 31, 2017, the company does not have any earnings or expenditure in foreign currency. As at the balance sheet date there are no foreign currency outstanding that are hedged by any derivative instruments or otherwise.

Note 26: Employee benefits expense

I. Defined contribution plan

During the year, the Company has recognised the following amounts in the statement of profit and loss as expense under defined contribution plan:

Amount recognised in the Statement of Profit and Loss	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
Employer's contribution to Provident Fund	974,136	456,948
Employer's contribution to Employees' State Insurance Corporation	180,830	63,968
Total	974,136	456,948

II. Defined benefit plan*

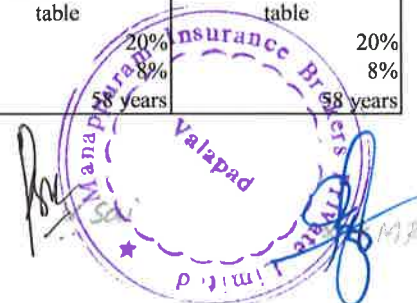
(i) The details of gratuity plan are as follows:

Description	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
1. Reconciliation of opening and closing balances of obligation		
a. Opening obligation	1,656,000	1,062,705
b. Current service cost	210,000	250,753
c. Interest cost	92,000	85,016
d. Actuarial gain	(244,000)	(419,275)
e. Benefits paid	(107,000)	-
f. Closing obligation	1,607,000	979,199
2. Reconciliation of opening and closing fair value of plan assets		
a. Fair value of plan assets at the beginning of the year	1,656,000	1,477,788
b. Contributions during the year	42,000	-
c. Benefits paid	(107,000)	-
d. Expected return on plan assets	166,000	123,395
e. Actuarial losses	(41,000)	-
f. Fair value of plan assets at the end of the year	1,716,000	1,601,183
3. Expense recognised in the Statement of Profit and Loss		
a. Current service cost	210,000	250,753
b. Interest cost	92,000	85,016
c. Expected return on Plan Assets	(166,000)	(123,395)
d. Actuarial losses/(gain)	(203,000)	(419,275)
e. Expense recognised in the year	(67,000)	(413,802)
4. Amount recognised in Balance Sheet		
a. Fair value of plan assets as at the period end	1,716,000	1,601,183
b. Present value of obligation as at the period end	1,607,000	979,199
c. Asset recognised in Balance Sheet	109,000	621,984
5. Actuarial Assumptions		
a. Discount rate (p.a.)	6.60%	8.15%
b. Mortality base	Indian Assured Lives Mortality (2006-08) Ult table	Indian Assured Lives Mortality (2006-08) Ult table
c. Turnover rate	20%	20%
d. Salary escalation rate	8%	8%
e. Normal retirement age	58 years	58 years



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Description	For the year ended March 31, 2017
	Amount in Rs.
6. Experience Adjustments	
a. Present value of obligation	1,607,000
b. Experience adjustment on plan liabilities	_*
c. Experience adjustment on plan assets	_*

* In the current year, the Company has obtained actuarial valuation for Gratuity from an Independent Actuary. In the previous year, the actuarial valuation was done by Life Insurance Corporation (LIC) which also manages the plan assets of the Company. The Company had not recognised an asset for the excess of plan assets over the present value of obligation in the previous year. Thus the opening balance of the present value of obligation in the current year is considered at par with the plan assets by the Independent Actuary. In the previous year, the Company has not considered the fair value of the plan assets for both the funds maintained by the Company resulting into a difference of Rs. 54,817 in the opening balance of fair value of plan assets which has been considered by the Independent Actuary in the current year.

(ii) Compensated absences:

Compensated absences which are not expected to occur within twelve months after the end of the year in which an employee renders the related service are recognized as liability at the present value of defined benefit obligation as at the Balance Sheet date. Accordingly an amount Rs. 134,000/- has been charged to the Statement of Profit and Loss for the year ended March 31, 2017 (Previous year: NIL).

Note 27: Segment reporting

The Company is in the business of Insurance Broking which in the context of Accounting Standard 17 'Segment Reporting' constitutes a single reportable business segment.

Note 28: Related party disclosures

Related party disclosure as required by Accounting Standard (AS) 18 - Related Party Disclosures:

(a) Details of related parties where control exists:

Description of relationship	Names of related parties
(i) Holding Company	Manappuram Finance Limited (w.e.f January 1, 2016)
(ii) Key Management Personnel (KMP)	Mr. V.P. Nandakumar (Chairman) Mr. Romin Farooq (Chief Executive Officer and Principal Officer) w.e.f April 1, 2016 upto January 31, 2017 Mr. Sai Kamalakar (Chief Executive Officer) w.e.f April 24, 2017 Mr. K. M. Rajesh (Principal Officer) upto March 31, 2016 and w.e.f February 1, 2017
(iii) Relatives of KMP	Mrs. Sumitha Jayasankar Mrs. Sushma Nandakumar Ms. Shelly Eklavyan
(iv) Entities in which KMP / Relatives of KMP can exercise significant influence	Manappuram Chits (India) Limited Manappuram Chits India Manappuram Comptech & Consultants Limited Manappuram Constructions & Properties Private Limited Manappuram Jewellers Limited Maben Nidhi Limited Manappuram Asset Finance Limited Manappuram Chits Fund Company Private Limited Manappuram Chits Fund Company (Karnataka) Private Limited Manappuram Health Care Limited Manappuram Agro Farm Limited Manappuram Foundation (Charitable Trust) Manappuram Travels MAGRO Farms



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**MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017**

(b) Details of related party transactions during the year ended March 31, 2017 and balances outstanding as at March 31, 2017:

Particulars	Holding Company		Key Managerial Personnel		Entities in which KMP / relatives of KMP can exercise significant influence		Total	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Income/Expenses								
(i) Repairs and maintenance								
Manappuram Finance Limited	123,552	21,399	-	-	-	-	123,552	21,399
Manappuram Constructions & Properties Limited	-	-	-	-	-	40,000	-	40,000
(ii) Fees for technical and consultancy services								
Manappuram Comptech & Consultants Limited	-	-	-	-	600,000	270,000	600,000	270,000
(iii) Travelling expenses								
Manappuram Travels	-	-	-	-	297,673	-	297,673	-
(iv) Rent expenses								
-	1,089,759	48,000	-	-	-	-	1,089,759	48,000
(v) Finance Costs								
-	103,647	-	-	-	-	-	103,647	-
(vi) Managerial Remuneration								
Mr. Romin Farooq	-	-	1,978,621	-	-	-	1,978,621	-
Mr. K. M. Rajesh	-	-	197,210	1,176,787	-	-	197,210	1,176,787
Borrowings								
Manappuram Finance Limited	1,500,000	-	-	-	-	-	1,500,000	-
Mr. V. P. Nandakumar	-	-	-	1,800,000	-	-	-	1,800,000
Repayment of Borrowings								
Manappuram Finance Limited	375,000	-	-	-	-	-	375,000	-
Mr. V. P. Nandakumar	-	-	1,800,000	-	-	-	1,800,000	-
Loans and Advances								
Payment of Security deposits	34,644	-	-	-	-	-	34,644	-
Receipt of Security deposits	20,000	-	-	-	-	-	20,000	-
Balances outstanding at the end of the year:								
Security deposits	34,644	-	-	-	-	-	34,644	-
Trade payables	-	-	28,250	-	420,000	-	448,250	-
Borrowings	1,125,000	-	-	1,800,000	-	-	1,125,000	1,800,000

Notes:

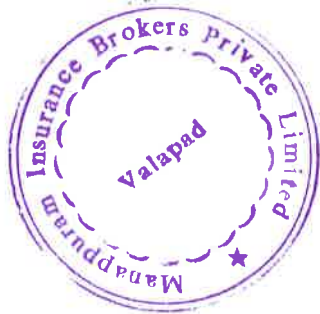
- (a) In respect of the outstanding balances recoverable as at the year end, no provision for doubtful debt is required to be made.
(b) During the year, there were no amounts written off and written back from the related parties.
(c) Excludes the accrual of gratuity and compensated absences as it is accrued for the Company as a whole.

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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 29: Operating leases

The Company has entered into operating lease arrangements for office premises. Lease rentals recognised in the Statement of Profit and Loss in respect of non - cancellable operating leases are Rs. 1,787,767 (Rs 1,616,265 in PY 2015-16)

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount in Rs.	Amount in Rs.
Future minimum lease payments		
not later than one year	465,424	48,000
later than one year and not later than five years	969,433	180,000
later than five years	-	-

Note 30: Earnings per share

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
	Amount in Rs.	Amount in Rs.
(Loss) / profit for the year attributable to the equity shareholders	(8,098,768)	1,365,887
Weighted average number of equity shares - for Basic Earnings per share	770,000	770,000
Weighted average number of equity shares - for Diluted Earnings per share	770,000	770,000
Par value per share	10	10
Earnings per share - Basic	(10.52)	1.77
Earnings per share - Diluted	(10.52)	1.77

Note 31: Deferred tax

Deferred tax assets in respect of timing differences have not been recognised during the year because it is not considered probable that future taxable profit will be available against which it can be realised. The Company had recognised deferred tax asset aggregating Rs. 446,317 during the previous year which has been written off during the year.

Note 32: Specified Bank Notes (SBN)

Disclosure pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated March 30, 2017 relating to disclosure of Specified Bank Notes:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	-	7,358	7,358
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	133	133
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on December 30, 2016	-	7,225	7,225

Note 33: Prior period items

The Company in the current year has adjusted Income tax refund for FY 2011-12 aggregating Rs. 702,354 (Previous Year: Nil) with TDS receivables which was considered as Other income in the previous year.

Note 34: Impairment

During the previous year, the Company had closed down 10 branches. Consequently there was an impairment loss of Rs. 3,300,298 charged to the Statement of Profit and Loss for Furniture and Fixtures comprising interior furnishing, electrical works, etc for which there was no realizable value.



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MANAPPURAM INSURANCE BROKERS PRIVATE LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Note 35: Previous year regrouping

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of Board of Directors



V. P. Nandakumar
(Chairman)
DIN : 00044512



Sai Kamalakar
(Executive Vice President)

Valapad,
Date : May 23, 2017



Jyothi Prasannan
(Director)
DIN : 00044371



K. M. Rajesh
(Principal Officer)



THANK you