



Manipal Finance Corporation Ltd.

Regd. Office: "Manipal House"- Manipal – 576 104

Udupi Dist., Karnataka

Ph: 0820-2570741

Website: www.mfgroupco.com

Email: investor@mfgroupco.com

CIN : L65910KA1984PLC005988

Ref:MFCL/HO/SEC/95/2019

May 30, 2019

Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Regd. Office: Floor 25
P J Towers, Dalal Street
Mumbai – 400 001

Security ID : MNPLFIN Security Code : 507938

Dear Sir,

Sub: Board Meeting of the Company as on 30th May, 2019

The Board at its meeting held today has taken on record the Audited Financial Results for the quarter and year ended 31st March, 2019. Pursuant to Regulation 33 of SEBI (Listing obligation and Disclosure requirements) Regulations, 2015, we enclose the following:-

1. Unaudited/Audited Financial Results for the quarter/year and year ended 31st March, 2019.
2. Independent Audit Report on Audited Financial Results together with Form B (For Audit Report with modified opinion on Annual Financial Statements)

The meeting of the Board commenced at 4.00 p.m. and concluded at 4.30 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,

Yours faithfully,
For Manipal Finance Corporation Ltd.

For MANIPAL FINANCE CORPORATION LTD.


(T Narayan M Pai)
Managing Director
[DIN 00101633]



MANIPAL FINANCE CORPORATION LIMITED
MANIPAL HOUSE, MANIPAL 576104
CIN: L65910KA1984PLC005988

(Rs in lacs)

Statement of Audited Financials Results for the Quarter ended 31st March, 2019

	Particulars	Stand Alone				
		Quarter ended			Year ended	
		31-Mar-19 (Audited)	31-Dec-18 (Unaudited)	31-Mar-18 (Audited)	31-Mar-19 (Audited)	31-Mar-18 (Audited)
1	Income from operations					
	(a) Net sales/income from operations (net of excise duty)	-	-	4.68	-	4.68
	(b) Other operating Income	-	-	-	-	-
	Total income from operations (net)	-	-	4.68	-	4.68
2	Expenses					
	(a) Cost of materials consumed	-	-	-	-	-
	(b) Purchases of stock in trade	-	-	-	-	-
	(c) Changes in inventories	-	-	-	-	-
	(d) Employee benefits expense	3.07	3.13	1.98	10.42	7.89
	(e) Depreciation and amortisation expense	1.62	1.64	1.63	6.50	6.50
	(f) Legal and Professional charges	1.78	1.51	1.95	5.24	6.72
	(g) Registration & Licence fees	(0.34)	0.05	0.11	2.98	3.60
	(h) Other expenses	1.41	2.65	3.55	9.33	6.81
	Total expenses	7.54	8.98	9.22	34.47	31.52
3	Profit/(Loss) from operations before other income, Finance Costs and exceptional items (1-2)	(7.54)	(8.98)	(4.54)	(34.47)	(26.84)
4	Other Income	4.61	4.57	4.08	22.55	26.23
5	Profit/(Loss) from ordinary activities before finance costs and exceptional items {3 +(-)4}	(2.93)	(4.41)	(0.46)	(11.92)	(0.61)
6	Finance Costs	1.93	0.25	29.86	5.28	30.29
7	Provision/Write offs (net of excess provision written back) (refer Item A below) (Income (Net) given within brackets)	21.52	0.10	(35.75)	(60.55)	(119.50)
8	Profit/(Loss) from ordinary activities after finance costs but before exceptional items {5 +(-)6+(-)7}	(26.38)	(4.76)	5.43	43.35	88.60
9	Exceptional items (Refer Item B below)Income	26.71	-	20.32	26.71	20.32
10	Profit/(Loss) from ordinary activities before tax {8+(-)9}	0.33	(4.76)	25.75	70.06	108.92
11	Tax expense	-	-	-	-	-
12	Net Profit/(Loss) from ordinary activities after tax {10+(-)11}	0.33	(4.76)	25.75	70.06	108.92
13	Extraordinary items (net of expense Rs.Nil)	6.79	0.89	38.51	14.05	53.04
14	Net Profit/(Loss) for the period {12+(-)13}	7.12	(3.87)	64.26	84.11	161.96
15	Share of profit / (loss) of associates	-	-	-	-	-
16	Minority interest	-	-	-	-	-
17	Net Profit/(Loss) after taxes, minority interest and share of profit/(loss) of associates {14+(-)15+(-)16}	7.12	(3.87)	64.26	84.11	161.96
18	Paid up equity share capital (Face value of Rs 10 per share)	838.10	838.10	838.10	838.10	838.10
19	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year (Refer Item C Below)	(3,402.22)	(3,417.36)	(3,539.41)	(3,402.22)	(3,539.41)
20 i	Earnings per share (before extra ordinary items) (of Rs 10/ each) (not annualised):					
	(a) Basic	0.004	(0.06)	0.31	0.84	1.30
	(b) Diluted	0.004	(0.06)	0.31	0.84	1.30
20 ii	Earnings per share (after extra ordinary items) (of Rs 10/ each) (not annualised):					
	(a) Basic	0.08	(0.04)	0.77	1.00	1.93
	(b) Diluted	0.08	(0.04)	0.77	1.00	1.93

Item A:- Details regarding items as per SI No.7 (as above) is given as below.

1. Provision for doubtful debts written back	(52.70)	0.10	(199.10)	(134.77)	(282.85)
2.. Bad debts written off	74.22	-	163.35	74.22	163.35
Provision/Write offs (net of excess provision written back)	21.52	0.10	(35.75)	(60.55)	(119.50)

Item B:- Details regarding exceptional items given as below (SI No.9 above) (refer Note No.8 of the notes)

1. Bad Debt Recovered	26.71	-	20.32	26.71	20.32
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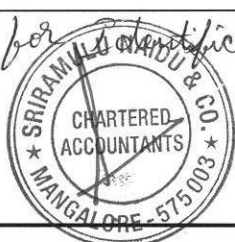
Item C-Amount transferred to Capital Reserve is as below: (as detailed in Note No.4 of the notes)

Amount transferred to Capital Reserve Viz. Principal Portion written back	8.02	5.91	53.97	53.08	120.80
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Notes forming part of this financial results: annexed herewith.

Signed for identification purpose

For & on behalf of the Board of Directors

Place : Manipal
Date: 30.05.2019T Narayan M Pai
Managing Director
DIN - 00101633T Sanjay Pai
Chief Finance Officer

MANIPAL FINANCE CORPORATION LTD
 Regd. Office: "Manipal House", Manipal 576 104. Karnataka
 Annexure IX
AUDITED STATEMENT OF ASSETS & LIABILITIES AS OF 31ST MARCH 2019

(Rs. in lakhs)

Standalone statement of Assets and Liabilities	As at (current year end)	As at
Particulars	(31/03/2019)	(31/03/2018)
	Audited	Audited
A. EQUITY AND LIABILITIES		
1. SHAREHOLDERS' FUNDS:		
(a) Share capital	1,133.10	1,133.10
(b) Reserves and Surplus	(3,402.22)	(3,539.41)
(c) Money received against share warrants	-	-
Sub-Total-shareholders funds	(2,269.12)	(2,406.31)
2. Share application money pending allotment	-	-
3. Minority interest	-	-
4. Non-current liabilities		
(a) Long-term borrowings	-	-
(b) Deferred tax liabilities (net)	-	-
(c) Other long-term liabilities	520.78	518.22
(d) Long-term provisions	0.94	1.04
Sub-total- non-current liabilities	521.72	519.26
5. Current liabilities		
(a) Short term borrowings	-	-
(b) Trade payables	3.41	2.70
(c) Other current liabilities	1,974.88	2,131.49
(d) Short-term provisions	-	-
Sub-total-Current liabilities	1,978.29	2,134.19
TOTAL-EQUITY AND LIABILITIES	230.89	247.14
B. ASSETS		
1. Non-current assets		
(a) Fixed assets	89.88	94.34
(b) Goodwill on consolidation	-	-
(c) Non-current investments	93.69	95.73
(d) Deferred tax assets (net)	-	-
(e) Long-term loans and advances	-	-
(f) Other non-current assets	10.58	10.01
Sun-total – Non-current assets	194.15	200.08
2. Current assets		
(a) Current investments	-	-
(b) Inventories	0.01	0.01
(c) Trade receivables	-	-
(d) Cash and cash equivalents	19.33	20.49
(e) Short-term loans and advances	16.41	24.21
(f) Other current assets	0.99	2.35
Sub-total-Current assets	36.74	47.06
TOTAL ASSETS	230.89	247.14

By the order of the Board

PLACE: Manipal

DATE : 30th May 2019

Signed for Identification Purpose



[Signature]

T Narayan M Pai
 Managing Director
 DIN - 00101633

[Signature]

T Sanjay Pai
 Chief Finance Officer

Notes to Audited Financial Results for the quarter ended 31st March 2019 (as submitted to Bombay Stock Exchange Under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

- 1 The figures of the last quarter ending March 31st, 2019 are the balancing figures between the audited figures in respect of the full financial year upto March 31st 2019 and the unaudited year to date figures upto December 31st, 2018 being the third quarter of the Financial Year which were subjected to limited review.
These figures are to be read together with the Notes to Financial statements and accounting policies as per the audited Financial Statements as at March 31st 2019 and audit report thereto.
The above results were reviewed by the Audit Committee of Directors, thereafter taken on record by the Board of Directors in their meeting held on 30.05.2019 and a Limited Review of the same has been carried out by the Statutory Auditors of the Company.
- 2 The Company has not recognised Deferred Tax Assets in excess of Deferred Tax Liabilities, as a matter of prudence.
- 3 The Company has stopped (i) repayment of matured debentures & subordinated debts and (ii) payment of interest on debentures & subordinated debts from 1st July 2002 and proposed a scheme of arrangement before the Honorable High Court of Karnataka for restructuring its liabilities (which since withdrawn and the Company is exploring the possibility of presenting a new scheme of arrangement). Further the Company has also stopped repayment of deposits matured for repayment and interest thereon, from aforesaid date. All debts of the Company i.e. debentures, subordinated debts and deposits are matured for repayment.
There are also many instances of settlement of debentures, debts and public deposits at the discounted rates with partial / full waiver of interest, which has been done with mutual consent. The remaining depositors/ debenture holders/ debt holders have approached the Company for settlement of the dues and the company is in the process for the same. Due to such settlements, the total liabilities as aforesaid, of the company is reduced from Rs. 10744.26 lakhs (as on 31st March 2002) to Rs. 1687.58 lakhs as on 31st March 2019.
Considering the above facts, the company has provided for interest on deposits/ debentures/ debts upto 30.06.2002 and not thereafter.
Various consumer courts (including Appellate authorities / courts acting under the Consumer Protection Act) have passed the orders for the repayment of certain deposits / debentures/ debts with interest and other costs. The Company has settled the dues of such customers in many cases, which also includes settlement at discounted rates with partial / full waiver of interest and many of the remaining persons have approached the company for repayment.
Accordingly, it is not feasible for the company to ascertain accurately its liability on any given date.
- 4 Interest write back on Deposits/Debentures/Debt on settlement with depositors/Debenture/Debt holders for the three month ending 31st March 2019 is considered in the above statement as extraordinary item and details are given against Sl.No.13 of the statement. The principal portion written back on such settlement is being directly taken to Balance Sheet as Capital Reserve as detailed in item No.C of the statement. (Given at the bottom of the statement).
- 5 The Company has been incurring losses for the last many years mainly on account of provision against non performing assets. The accounts have been prepared on a going concern basis, as the Company's management is hopeful of recovery of dues from Non-performing accounts as well as other debtors and also in view of the fact that the Company is exploring the possibility of presenting a new scheme of restructure of debts before the Honourable High Court of Karnataka.
- 6 The Company does not foresee any diminution in the value of investments.
- 7 Since the Company does not have business in more than one segment, segment-wise reporting on Revenue, Results and Capital Employed is not applicable.
- 8 The present activity of the Company is being restricted to recovery of the dues and repayment of the debts. Accordingly the income of the company depends upon the recoveries made during the period, which varies substantially on year to year basis. Therefore the Company has disclosed the amount of Bad debts recovered, if any under the head "Exceptional Item".
- 9 During the quarter/year ending 31st March 2019 the Company has earned profit mainly on account of "Interest write back" as detailed in Note 4 above, Bad Debts recovered as detailed in Sl No 9 read with Item B of the statement & provision write back as detailed in Sl. No. 7 read with item A of the Statement, the result of the Company for the Current Three months/Twelve Months Period is positive. Therefore this should not be taken as indicator of Company's performance during forthcoming periods. The Company would have incurred loss for the Three/Twelve months period under review, if the income as aforesaid were not earned.
- 10 The Classification/Disclosure of items in the statement are in accordance with the Schedule III of the Companies Act, 2013.
- 11 The Audited Statement of assets and liabilities as of 31st March 2019 given as annexure.
- 12 The figures for the previous period are regrouped, rearranged and reclassified wherever necessary.

For and on behalf of Board of Directors





Place: Manipal
Date: 30/05/2019*Signed for Identification Purpose*

T Narayana M Pai
T Narayana M Pai
Managing Director
DIN- 00101633

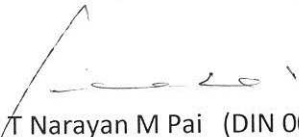
T Sanjay Pai
T Sanjay Pai
Chief Finance Officer

FORM B

(For Audit Report with modified opinion on Annual Financial Statements)

1.	Name of the Company	Manipal Finance Corporation Ltd CIN : L65910KA1984PLC005988
2.	Annual financial statements for the year ended	31 st March 2019
3.	Type of Audit qualification	Qualified Opinion
4.	Frequency of qualification	Same as qualified last year. (Sl.No.1 of the annexure is repetitive since 1999-2000 and Sl.No.2 of the annexure is repetitive since 2003-04 with some modifications on year to year basis).
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the Directors Report.	Reference to Notes to Accounts: Note 24.02 & 5.2.01 of Notes to Accounts of the Audited Financial Statement for the year ended 31 st March, 2019.
6.	Additional comments from the board/audit committee chair	-do-
7.	To be signed by <ul style="list-style-type: none"> • CEO/ Managing Director • CFO • Auditor of the company • Audit Committee Chairman 	<div style="display: flex; flex-direction: column; align-items: flex-start;"> <div style="margin-bottom: 10px;">✓ </div> <div style="margin-bottom: 10px;">✓ </div> <div style="margin-bottom: 10px;">✓ </div> <div style="margin-bottom: 10px;">✓ </div> </div>

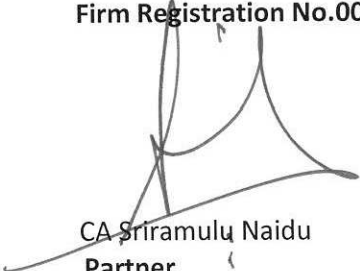
For Manipal Finance Corporation Limited


T Narayan M Pai (DIN 00101633)
Managing Director


Chairman of Audit Committee / CFO

For Sriramulu Naidu & Co.

Chartered Accountants
Firm Registration No.008975S


CA Sriramulu Naidu
Partner
Membership No. 018244

Place : Manipal
Date : 30/05/2019

Place: Manipal
Date: 30/05/2019

Annexure

Extract from Auditors Report to the Members of Manipal Finance Corporation Ltd.

Basis for the qualified opinion:

1. We draw attention to Note No.24.02 of the financial statements. The Company has incurred losses and its majority of funds are blocked in Non Performing Assets, raising a doubt about the Company to continue as a going concern. The Company has presented a scheme of arrangement for restructure of liabilities as detailed in Note No.5.2.01 of the financial statements and subsequently withdrawn the same, for reasons given therein. The Company is exploring the possibility of presenting the new scheme of arrangement, as detailed in the aforesaid Notes. The account, however have been prepared on a "going concern basis" in view of management perception as detailed in Note No.24.02 as aforesaid. However we are unable to comment on the ultimate reliability of Company's assets including the Fixed Assets under lease. Accordingly we are also unable to comment on the Company's ability to settle its debts/liabilities (including Deposits, Subordinated debts and Secured Redeemable Debentures.)

2. We draw the attention to Note 5.2.01 of the Financial Statements. The Company has stopped (i) repayment of matured debentures & matured subordinated debts and (ii) payment of interest on debentures and subordinated debts from 1st day of July 2002 and proposed a scheme of arrangement before the Hon'ble High Court of Karnataka, as referred to in the aforesaid Note (which is since withdrawn and we are informed that the Company is exploring the possibility of presenting a new scheme of arrangement) .Further the Company has also stopped repayment of deposits matured for repayment from the aforesaid date. All the debts of the Company i.e. debentures, subordinated debts and deposits are matured for repayment. The Company has provided for interest on deposits/debentures/debts upto 30th June 2002 and not thereafter.

There are also many instances of settlement of debentures, debts and public deposits at the discounted rates with partial/full waiver of interest, which has been done with mutual consent. We are also informed that the remaining depositors/ debenture holders / debt holders have approached the Company for settlement of the dues and the Company is in the process for the same.

As per the information given to us various consumer courts (including the Appellate Authorities/Courts acting under the Consumer Protection Act) have passed the orders, for the repayment of certain deposits/debentures/debts with interest and other costs. The detailed information on these orders have not been made available to us. However we are informed that the Company has settled the dues of such customers in many cases, which also includes settlement at discounted rates with partial/full waiver of interest and many of the remaining such persons have approached the Company for settlement,

We draw the attention to the Statement made by the Management of the Company in note no. 5.2.01 of the Financial Statement which is as follows: "Considering the facts that the Company has settled the dues of depositors/debenture holders/debt holders at the discounted rates as stated above, that the remaining customers have approached the Company for settlement of their dues, that the orders issued by the various consumer courts including the appellate authorities/courts therein, that the Company has settled the many of such consumer court cases, that the total debts of the Company have reduced considerably because of settlement as aforesaid and that the Company is exploring the possibility of framing the new scheme of arrangement, it is not feasible for the Company to ascertain accurately its liability on any given date".

Considering all the facts as given above, we qualify our opinion that it is not feasible for us to ascertain accurately the liability of the Company as on the date of the Balance Sheet.

Signed for Identification Purpose

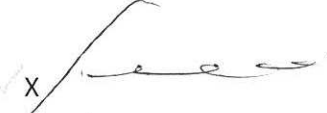





ANNEXURE 1

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results – (Standalone and Consolidated separately)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019.
[See Regulations 33/52 of the SEBI (LODR) Regulations (Amendment), 2016]

Name of the Company: MANIPAL FINANCE CORPORATION LTD
(CIN: L65910KA1984PLC005988)

I.	Sl.No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover/ Total income	Not Applicable	Not Applicable
	2.	Total Expenditure	Not Applicable	Not Applicable
	3.	Net Profit/(Loss)	Not Applicable	Not Applicable
	4.	Earnings Per Share	Not Applicable	Not Applicable
	5.	Total Assets	Not Applicable	Not Applicable
	6.	Total liabilities	Not Applicable	Not Applicable
	7.	Net worth	Not Applicable	Not Applicable
	8.	Any other financial item(s) (as felt appropriate by the management)	Not Applicable	Not Applicable
II.	<p><u>Audit Qualification (each audit qualification separately):</u></p> <p>a. Details of Audit Qualification: Enclosed</p> <p>b. Type of Audit Qualification: Qualified Opinion</p> <p>c. Frequency of qualification: Same as qualified last year. (Sl.No.1 of the annexure is repetitive since 1999-2000 and Sl.No.2 of the annexure is repetitive since 2003-04 with some modifications on year to year basis).</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management Views: Not Applicable.</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: Not Applicable.</p> <p>(ii) If Management is unable to estimate the impact, reasons for the same: Not Applicable. (refer Note 24.02 and 5.2.01 of Notes to Accounts of the Audited Financial Statement for the year ended 31st March, 2019.)</p> <p>(iii) Auditors' Comments on (i) or (ii) above: Notes to audited financial statement as stated by the Management in (ii) above is self-explanatory.</p>			
III.	<p><u>Signatories:</u></p> <ul style="list-style-type: none"> • CEO/Managing Director <input checked="" type="checkbox"/>  • CFO <input checked="" type="checkbox"/>  • Audit Committee Chairman <input checked="" type="checkbox"/>  • Statutory Auditor <input checked="" type="checkbox"/>  			



SRIRAMULU NAIDU & CO.
CHARTERED ACCOUNTANTS

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Mangalore - 575 003
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E-mail : ramulunaidu@yahoo.com

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of Manipal Finance Corporation Ltd

We have audited the quarterly financial results of Manipal Finance Corporation Ltd. ('the Company') for the quarter ended 31st March 2019 and the year to date financial results for the period 1st April 2018 to 31st March 2019 attached herewith being submitted by the company pursuant to requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting –AS 25 prescribed, under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Basis for qualified opinion:

We draw attention to Note No.5.2 of the financial results. The Company has incurred losses over the years and its majority of funds are blocked in Non-Performing Assets, raising a doubt about the Company to continue as a going concern. The account, however have been prepared on a "going concern basis" in view of management perception as detailed in aforesaid note. However we are unable to comment on the ultimate realisability of Company's assets including the Fixed Assets under lease. Accordingly we are also unable to comment on the Company's ability to settle its debts/liabilities (including Deposits, Subordinated debts and Secured Redeemable Debentures.)

It is not feasible to ascertain accurately the liability of the Company as on any date, for the reasons as stated by the Management, vide Note 3 of the notes to the financial results.





SRIRAMULU NAIDU & CO.
CHARTERED ACCOUNTANTS

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E-mail : ramulunaidu@yahoo.com

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us these *except for the effect of the matter described in the Basis of Qualified Opinion paragraph*, quarterly financial results as well as the year to date financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the quarter ended 31st March 2019 as well as the year to date results for the period 1st April 2018 to 31st March 2019.

Other Matters:

- a. Interest write back on Deposits/Debentures/Debt on settlement with depositors/Debenture/Debt holders for the three/twelve months ending 31st March 2019 is considered in the above Statement as extraordinary item and details are given against Sl no. 13 of the financial results. The principal portion written back on such settlement is being directly taken to Balance Sheet as Capital Reserve as detailed in Item C of the results. Our opinion is not qualified in this matter.
- b. The results of the Company for the Quarter/Year ending 31st March 2019 shows profit on account of facts stated by the Management in Note No. 9 of the Financial Results. The Company would have incurred loss, for the year under review, if the income as aforesaid were not earned. Our opinion is not qualified in this matter.
- c. This report is furnished solely for the purpose of filing with Stock Exchanges (s) in India as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is not to be used for any other purpose or referred to any other document, or distributed to anyone.

Issued to the Board of Directors of Manipal Finance Corporation Ltd on this 30th May 2019 at Manipal

For SRIRAMULU NAIDU & CO.

Chartered Accountants
FRN 008975S

CA. Sriyamulu Naidu
Partner
Membership No.18244

