

Manipal Finance Corporation Ltd.

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

Udupi Dist., Karnataka

Ph: 0820-2570741

CIN: L65910KA1984PLC005988

Ref:MFCL/HO/SEC/45/2018 May 30, 2018

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

SECURITY CODE 507938 ID: MNPLFIN

Dear Sir,

Sub: Board Meeting of the Company as on 30th May, 2018

The Board at its meeting held today has taken on record the Audited Financial Results for the quarter and year ended 31st March, 2018. 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,2018.
- 2. Independent Audit Report on Audited Financial Results together with Form B (For Audit Report with modified opinion on Annual Financial Statements)

We further inform that the Company has appointed Mr. Basthi Ashok Pai (DIN: 08136975) as an additional Director with effect from 30.05.2018, a copy of the Board resolution is enclosed herewith.

Pursuant to SEBI Circular No.CIR/CFD/CMD/4/2015 dated 9th September, 2015 we furnish the brief Profile in respect of the appointment of additional Director for a period of 5 years required under Regulation 30 of the SEBI (LODR) Regulations, 2015:

FOR MANIPAL FINANCE COMPORATION LTD.

Managing Director

Profile of Sri Basthi Ashok Pai, Director:

Sri Basthi Ashok Pai is B.B.M. graduate having rich experience in financial industry. He has extensive knowledge of Company's operations and vast experience and expertise in managing the affairs of the Company.

He does not hold any shares individually or with his relatives in the Company. None of the Director and Key Managerial Personal is related to him.

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,

For Manipal Finance Corporation Ltd.

(T Narayan M Pai)

Managing Director

DIN: 00101633

Encl: As above

MANIPAL FINANCE CORPORATION LIMITED MANIPAL HOUSE, MANIPAL 576104

CIN: L65910KA1984PLC005988

(Rs in lacs)

Statement of Audited Financials Results for the Quarter ended 31st March, 2018 Stand Alone Quarter ended Year ended **Particulars** 31-Mar-18 31-Dec-17 31-Mar-17 31-Mar-18 31-Mar-17 (Audited) (Unaudited) (Audited) (Audited) (Audited) Income from operations (a) Net sales/income from operations 4.68 4.68 (net of excise duty) (b) Other operating Income 109.30 109.30 Total income from operations (net) 4 68 109.30 4.68 109.30 Expenses (a) Cost of materials consumed (b) Purchases of stock in trade (c) Changes in inventories 22.75 22.75 (d) Employee benefits expense 1.98 1.67 1.73 7.89 6.90 (e) Deprecition and amortisation expense 1.63 1.62 (0.86)6.50 6.50 (f) Legal and Professional charges 1.95 1.40 1.15 6.72 4.82 (g) Registration & Licence fees 0.11 0.04 0.08 3.60 3.44 (h) Other expenses 3.55 1 51 0.82 6.81 7.43 Total expenses 9.22 6.24 25.67 31.52 51.84 Profit/(Loss) from operations before other income, Finance Costs 3 and exceptional items (1-2) (4.54) (6.24)83.63 (26.84) 57.46 Other Income 4.08 10.31 8.03 26.23 25.37 Profit/(Loss) from ordinary activities before finance costs and 5 exceptional items {3 +(-)4} (0.46)4.07 91.66 (0.61) 82.83 6 Finance Costs 29.86 0.40 1.33 30.29 4.73 Provision/Write offs (net of excess provision written back) (refer Item A below) (Income (Net) given within brackets) (35.75)(65.86)(6.32)(119.50)(14.84)Profit/(Loss) from ordinary activities after finance costs but before exceptional items {5 +(-)6+(-)7} 5.43 69.53 96.65 88.60 92.94 Exceptional items (Refer Item B below)Income 20.32 20.32 0.98 Profit/(Loss) from ordinary activities before tax {8+(-)9} 25.75 69.53 96.65 108.92 93.92 11 Tax expense 12 Net Profit/(Loss) from ordinary activities after tax {10+(-)11} 25.75 69.53 96.65 108.92 93.92 13 Extraordinary items (net of expense Rs.Nil 38.51 6.64 12 55 53.04 33.05 14 Net Profit/(Loss) for the period {12+(-)13} 64.26 76.17 109.20 161.96 126.97 15 Share of profit /(loss) of associates Minority interest 16 Net Profit/(Loss) after taxes, minority interest and share of 17 profit/(loss) of associates {14+(-)15+(-)16) 64.26 76.17 109.20 161.96 126.97 Paid up equity share capital (Face value of Rs 10 per share) . 838.10 838.10 838.10 838.10 838.10 Reserve excluding Revaluation Reserves as per balance (3,539.41)(3,657.64)(3,822.17)(3,539.41)(3,822.17)sheet of previous accounting year (Refer Item C Below) Earnings per share (before extra ordinary items) (of Rs 10/ each) (not annualised): (a) Basic 0.31 0.83 1.15 1.30 1.12 (b) Diluted 0.31 0.83 1.15 1.30 1.12 Earnings per share (after extra ordinary items) (of Rs 10/ each) (not annualised): (a) Basic 0.77 0.91 1.30 1.93 1.51 (b) Diluted 0.77 0.91 1.30 1.93 1.51 Item A:- Details regarding items as per SI No.7 (as above) is given as below. 1. Provision for doubtful debts written back (199.10)(65.86)(196.83)(282.85)(205.35)2.. Bad debts written off 163.35 190.51 163.35 190.51 Provision/Write offs (net of excess provision written back) (35.75)(65.86)(6.32)(119.50)(14.84)Item B:- Details regrding exceptional itmes given as below (SI No.9 above) (refer Note No.8 of the notes) 1. Bad Debt Recovered 20.32 20.32 0.98 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 53.97 38.90 24.79 120.80 78.93 written back Notes forming part of this financial results: annexed herewith. For & on behalf of the Board of Directors ANNULU . NAIDU TERED Place: Manipal T Naravan M Pai Date: 30.05.2018 **Managing Director Chief Finance Officer**

DIN - 00101633

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MANIPAL FINANCE CORPORATION LTD

Regd. Office: "Manipal House", Manipal 576 104. Karnataka

Annexure IX

AUDITED STATEMENT OF ASSETS & LIABILITIES AS OF 31ST MARCH 2018

(Rs. in lakhs)

		(Rs. in lakhs
Standalone statement of Assets and Liabilities	As at (current year end)	As at
Particulars	(31/03/2018)	(31/03/2017)
	Audited	Audited
A. EQUITY AND LIABILITIES		5.0
1. SHAREHOLDERS' FUNDS:		
(a) Share capital	1,133.10	1,133.1
(b) Reserves and Surplus	(3,539.41)	(3,822.17
(c) Money received against share warrants	-	
Sub-Total-shareholders funds	(2,406.31)	(2,689.07
2. Share application money pending allotment		
3. Minority interest	-	,
4. Non-current liabilities		
(a)Long-term borrowings	-	
(b)Deferred tax liabilities (net)	S =	
(c) Other long-term liabilities	518.22	503.87
(d) Long-term provisions	1.04	4.41
Sub-total- non-current liabilities '	519.26	508.28
5.Current liabilities		
(a)Short term borrowings		
(b)Trade payables	-	
(c) Other current liabilities	2,134.19	2,423.73
(d)Short-term provisions	2,23 1.13	2,423.73
Sub-total-Current liabilities	2,134.19	2,423.73
TOTAL-EQUITY AND LIABILITIES	247.14	242.94
B.ASSETS	277.127	242.34
Non-current assets		
(a) Fixed assets	94.34	98.80
(b) Goodwill on consolidation	54.54	30.80
(c) Non-current investments	95.73	97.77
(d) Deferred tax assets (net)] .	97.77
(e) Long-term loans and advances		
(f) Other non-current assets	10.01	11 42
Sun-total – Non-current assets	200.08	11.42 207. 99
2. Current assets	200.08	207.99
(a) Current investments		
(b) Inventories	0.01	0.55
(c) Trade receivables	0.01	0.55
(d) Cash and cash equivalents	20.49	0.00
(e) Short-term loans and advances		8.83
(f) Other current assets	24.21	23.52
Sub-total-Current assets	2.35	2.05
TOTAL ASSETS	47.06	34.95
IOTAL ASSETS	247.14	242.94

By the order of the Board

PLACE: Manipal

DATE: 30th May 2018

signed for identification

purpose V AIDI

T Narayan M Pai Managing Director

DIN - 00101633

T Sanjay Pai

Chief Finance Officer

MANIPAL FINANCE CORPORATION LIMITED, MANIPAL - 576104

Notes to Audited Financial Results for the quarter ended 31st March 2018 (as submittted to Bombay Stock Exchange Under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

The figures of the last quarter ending March 31st, 2018 are the balancing figures between the audited figures in respect of the full financial year upto March 31st 2018 and the unaudited year to date figures upto December 31st, 2017 being the third quarter of the Financial Year which where 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

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 30.05.2018 and a Limited Review of the same has been carried out by the Statutory Auditors of the Company.

The Company has not recognised Deferred Tax Assets in excess of Deferred Tax Liabilities, as a matter of prudence.

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. 1925.38 lakhs as on 31st March 2018. Considering the above facts, the company has provided for interest on deposits/ debetures/ debts upto 30.06.2002 and not thereafter.

Various consumer courts (including Appellate authorties / 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 2018 is considered in the above statement as extraordinary item and details are given against SI.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).

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-peforming 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

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 ending 31st March 2018 the Company has earned profit mainly on account of "Interest write back" as detailed in Note 4 above, Bad Debts recovered as detailed in SI No 9 read with Item B of the statement & provision write back as detailed in SI. 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 2018 given as annexure.

12 During the current year, the Company has decided to classify Freehold Buildings generating rental income as well as Unquoted shares held as stock-in-trade under the head 'Non-Current Investments' as Investment Properties and Long Term Investments respectively, in view of better presentation. The previous year figures have been reclassified accordingly.

13 The figures for the previous period are regrouped, rearranged and reclassified wherever necessary.

NAIDI

For and on behalf of Board of Directors

Place: Date:

Manipal 30/05/2018

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

Saniav 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	31st March 2018
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 & 5.01 of Notes to Accounts of the Audited Financial Statement for the year ended 31st March, 2018.
6.	Additional comments from the board/audit committee chair	-do-
7.	To be singed by CEO/ Managing Director CFO Auditor of the company	
	Audit Committee Chairman	1/

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 SKTRAMULU NAIDU

Partner

Membership No. 18244

Place: Manipal Date: 30/05/2018 Place: Manipal Date: 30/05/2018

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.5.01of 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 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.)
- 2. We draw the attention to Note 5.01 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 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 up to 30th June 2002 and not thereafter.

There are alsomany 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 havenot 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. 5.01 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 to ascertain accurately the liability of the Company as on the date of the Balance Sheet.

Managing Director

CHARTERED

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, 2018. [See Regulations 33/52 of the SEBI (LODR) Regulations (Amendment), 2016]

Name of the Company: MANIPAL FINANCE CORPORATIN LTD

(CIN: L65910KA1984PLC005988)

I.	Sl.No.	Particulars	Audited Figures (as reported	Adjusted Figures (audited figures
			before adjusting for qualifications)	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. Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: Enclosed
- b. Type of Audit Qualification: Qualified Opinion
- 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).
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management Views: Not Applicable.
- e. For Audit Qualification(s) where the impact is not quantified by the auditor:
 - (i) Management's estimation on the impact of audit qualification: Not Applicable.
 - (ii) If Management is unable to estimate the impact, reasons for the same: Not Applicable.

 (refer Note 24.02 and 5.01 of Notes to Accounts of the Audited Financial Statement for the year ended 31st march, 2016.)
 - (iii) Auditors' Comments on (i) or (ii) above: Notes to audited financial statement as stated by the Management in (ii) above is self-explanatory.

III.	Signatories:		
	*.	CEO/Managing Director	X
	•	CFO Joneyall	X
	*•	Audit Committee Chairman	Х

Place: Manipal



13-12-1394/51

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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 Limited

We have audited the quarterly financial results of Manipal Finance Corporation Ltd. ('the Company') for the quarter ended 31st March 2018 and the year to date financial results for the period 1st April 2017 to 31st March 2018 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 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.



13-12-1394/51

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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 2018 and the year to date results for the period 1st April 2017 to 31st March 2018.

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 2018 is considered in the above Statement as extraordinary item and details are given against SI 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 2018 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. During the current year, the Company has reclassified certain items of assets as detailed in Note No. 12 of the Financial Results, in view of better presentation. Our opinion is not qualified in this matter.
- d. 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 Limited on this 30th May 2018 at Manipal

Place: Mangalore Date: 30.05.2018

CA Sriramulu Naidu

For SRIRAMULU NAIDU & CO.

Chartered Accountants

FRN 008975S

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Partner Membership No.18244