



## **ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

### **BOARD OF DIRECTORS :**

<i>Mr. K.V. Aiyappan</i>	- <i>Chairman</i>
<i>Mr. Teckchand Vaswani</i>	- <i>Director</i>
<i>Mr. L.V. Anantram</i>	- <i>Director</i>
<i>Mr. T.V. Srinivasan</i>	- <i>Independent Director</i>
<i>Mr. V.G. Suresh Kumar</i>	- <i>Independent Director</i>
<i>Mr. U.K. Selvathilak</i>	- <i>Independent Director</i>
<i>Mr. J.Viswanathan</i>	- <i>Independent Director</i>
<i>Mr. K.M. Narasimhan</i>	- <i>Independent Director</i>
<i>Mr. P. Sankaran</i>	- <i>Executive Director</i>

**COMPANY SECRETARY** : *Mr. J. Narassimhan*

**AUDITOR** : *R. Bhaskar & Co.  
Chartered Accountants,  
D.C. Towers, No.17, 3rd Floor,  
F 37-38, Second Avenue, Anna Nagar,  
Chennai-600102.*

**BANKERS** : *M/s. Lakshmi Vilas Bank Ltd.,  
Cathedral Road Branch, Chennai.*

*M/s. Indian Overseas Bank  
Cathedral Road Branch, Chennai.*

*M/s. Canara Bank  
T.Nagar Branch, Chennai.*

**REGISTERED OFFICE** : *“CAPITAL PLACE”  
New No.16 (Old No. 50), South Boag Road  
T. Nagar, Chennai 600 017.*



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### **NOTICE TO SHAREHOLDERS :**

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of the company will be held at the Registered Office of the company at “Capital Place”, No.16/50 South Boag Road, T.Nagar, Chennai 600017 on Monday the 18<sup>th</sup> July 2011 at 10.00 A.M. to transact the following business:

#### **ORDINARY BUSINESS:**

##### **1. Adoption of Accounts:-**

To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March 2011 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

##### **2. Re-Appointment of Directors Retiring By Rotation:-**

- (a) To appoint a Director in the place of Mr.L. V. Anantram who retires by rotation and being eligible offers himself for re-appointment.
- (b) To appoint a Director in the place of Mr. Teckchand Vaswani who retires by rotation and being eligible offers himself for re-appointment.
- (c) To appoint a Director in the place of Mr. P.Sankaran who retires by rotation and being eligible offers himself for re-appointment.

##### **3. Re-Appointment of Auditors:-**

To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** R.Bhaskar & Co, Chartered Accountants, D.C.Towers, No.17, 3rd Floor, F 37 & 38, Second Avenue, Anna Nagar, Chennai-600102 be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may be determined by the Board of Directors”.



## **SPECIAL BUSINESS:**

### **4. Appointment of Directors:-**

- (a) To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** Mr.J.Viswanathan, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 read with Article 122 of the Articles of Association of the Company and who holds office till the conclusion of this Annual General Meeting and in respect of whom the company has received a notice from a member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company liable to retire by rotation”.

- (b) To consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** Mr.K.M.Narasimhan, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 read with Article 122 of the Articles of Association of the Company and who holds office till the conclusion of this Annual General Meeting and in respect of whom the company has received a notice from a member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company liable to retire by rotation”.

### **5. Re-Appointment of Executive Director:-**

To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, Schedule XIII and other applicable provisions if any, of the Companies Act, 1956, Mr.P.Sankaran be and is hereby re-appointed as Executive Director of the Company for a period of One Year with effect from 19-06-2011 on the following terms and conditions: -

- (a) Salary : ₹ 21,000/- per month.



(b) Perquisites : In addition to salary, Mr.P.Sankaran is entitled to other benefits and perquisites as may be Provided to other executives of the company and re-imbursement of expenses on one residential Telephone as per company rules”.

**“RESOLVED FURTHER THAT**, the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution”.

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company. Proxies in order to be effective should be lodged with the company not later than 48 hours before the commencement of the Meeting.
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of appointment of special business set out under item Nos. 4 & 5 is annexed hereto.
3. The Register of Members and Share Transfer Books of the company will remain Closed from 13th July, 2011 to 18th July, 2011 (Both days inclusive).
4. There is no unpaid/unclaimed dividend for transfer to Investor Education Protection Fund.
5. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
6. All documents referred to in the above notice/explanatory statement are open for inspection by any members at the Registered Office of the Company during business hours of the company on any working day up to the last date of the Annual General Meeting.

Place: Chennai - 17  
Date : 21-04-2011.

**P. SANKARAN**  
**Executive Director**



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

**Item No.4:**

- (a) Mr.J.Viswanathan was appointed as Additional cum Independent Director by the Board of Directors at their meeting held on 23/07/2010. As per Section 260 of the Companies Act, 1956 and Clause 122 of the Articles of Association of the company, he holds the office of director till the conclusion of this Annual General Meeting and is eligible for re-appointment. A notice under section 257 of the Companies Act, 1956, along with the requisite deposit has been received from a shareholder signifying the intention to propose his candidature for appointment as a director of the company liable to retire by rotation. Your approval is required for the resolution.

INTEREST OF DIRECTORS:-

None of the Directors of the company are interested in the resolution except Mr.J.Viswanathan.

- (b) Mr.K.M.Narasimhan was appointed as Additional cum Independent Director by the Board of Directors at their meeting held on 20-01-2011. As per Section 260 of the Companies Act, 1956 and Clause 122 of the Articles of Association of the company, he holds the office of director till the conclusion of this Annual General Meeting and is eligible for re-appointment. A notice under section 257 of the Companies Act, 1956, along with the requisite deposit has been received from a shareholder signifying the intention to propose his candidature for appointment as a director of the company liable to retire by rotation. Your approval is required for the resolution.

INTEREST OF DIRECTORS:-

None of the Directors of the company are interested in the resolution except Mr.K.M.Narasimhan.



**Item No.5:**

Your Directors would like to inform you that the term of office of the Executive Director Mr. P.Sankaran is expiring on 18/06/2011. In order to recognize the hard work and good performance of Mr.P.Sankaran, the Board of Directors at their meeting held on 21/04/2011 re-appointed him as Executive Director for a further period of one year on the terms and conditions as detailed in the special resolution. The remuneration committee at its meeting held on 15/04/2011 approved his remuneration and recommended the same to the Board of Directors.

Your approval is required for the re-appointment of Mr.P.Sankaran as Executive Director as well as for payment of remuneration to him.

**INTEREST OF DIRECTORS:-**

Mr.P.Sankaran is interested in the resolution since it relates to his re-appointment and payment of remuneration. No other director is interested in the resolution.



INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE-49 OF THE LISTING AGREEMENT:

As required under the Listing Agreement, the particulars of the Directors who are proposed to be appointed /re-appointed are given hereunder:

Item no. 2 (a) of the Notice

Name : Mr.L.V.Anantram  
Age : 87 years  
Qualification : Bachelor of Science  
Date of Appointment : 19<sup>th</sup> July, 1995  
Occupation : Retired Senior Official from A.G.Office-  
Government of India.  
No. of Shares held by him : NIL  
Expertise :

He has got experience of over 35 years in accounts and audit in A.G. Office. His vast experience coupled with reasoned views in every aspect of the company affairs are the best guidance in the performance of the company.

Details of other Directorships / Committee Membership held by him are as follows:-

Sl. No.	Name of the company	Position	Committee Membership	
			Chairman	Member
1.	Yoha Securities Limited	Director	-----	Share Transfer Committee
2.	Ashwin Commodities Private Limited	Director	-----	-----





**INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE-49 OF THE LISTING AGREEMENT:**

As required under the Listing Agreement, the particulars of the Directors who are proposed to be appointed /re-appointed are given hereunder:

Item no.2 (b) of the Notice

Name : Mr. Teckchand Vaswani  
Age : 81 Years  
Qualification : B.A.  
Date of Appointment : 19<sup>th</sup> April, 1993  
Occupation : Industrialist  
No. of Shares held by him : 10, 80,000  
Expertise :

He has wide experience in international business for the past 4 decades. He has business interest in Hong Kong, Taiwan and U.K.

Details of other Directorships / Committee Membership held by him are as follows:

Sl. No.	Name of the company	Position	Committee Membership	
			Chairman	Member
1.	Yoha Securities Limited	Director	-----	-----
2.	Ess Tee United Traders (HK) Limited, Hong Kong	Managing Director	-----	-----
3.	Ess Tee United Traders (Thailand) Limited	Managing Director	-----	-----
4.	Ess Tee United Traders, Spain	Managing Director	-----	-----
5.	Ess Tee United Traders (London) Limited	Managing Director	-----	-----



INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE-49 OF  
THE LISTING AGREEMENT:

As required under the Listing Agreement, the particulars of the Directors who are proposed to be appointed /re-appointed are given hereunder:

Item no.4 (a) of the Notice

Name	:	Mr. J.Viswanathan
Age	:	64 Years
Qualification	:	B.Com; CAIIB (PI)
Date of Appointment	:	23 <sup>rd</sup> July 2010.
Occupation	:	Retired Chief Manager from I.O.B.
No. of Shares held by him	:	NIL.
Expertise	:	

Mr.J.Viswanathan is an experienced Banker. He joined Indian Overseas Bank in the year 1967 and retired in 2008 as Chief Manager. During his tenure of 41 years in I.O.B. he held various positions in different parts of India. He also served as Independent Manager in one of the Hong Kong branches of I.O.B.

Details of other Directorships / Committee Membership held by him are: - NIL