# ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED



# **TWENTY NINTH ANNUAL REPORT 2021 – 2022**

# **REGISTERED OFFICE**

"CAPITAL PLACE"

NEW NO.16 (OLD NO.50), SOUTH BOAG ROAD, T NAGAR, CHENNAI - 600 017.

**CORPORATE WEB SITE: www.afslindia.in** 

E-MAIL ID: abicompliance@afslindia.in abi@afslindia.in



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

# **BOARD OF DIRECTORS**

Mr. K. V. Aiyappan - Chairman

**Mr.P. Sankaran** - Whole Time Director

Mrs. Muthulakshmi Ganesh - Director

Dr. M.G. Bhaskar - Independent Director

Mr. Arunachalam Kanaga Sabesan - Independent Director

Mrs. Revathi Sureshkumar - Independent Director

#### **KEY MANAGERIAL PERSONNEL**

Mrs Chitra Sivaramakrishnan - Chief Financial Officer
Mr. A.S.Arul Saravanan - Company Secretary

# **AUDITOR**

## M/s TSG & ASSOCIATES

Chartered Accountants, Plot C-36B, F6, Nanchil Crown Apartments, Thiruvalluvar Nagar Main Road, Alandur, Chennai - 600 016.

## **BANKERS**

## M/s Indian Overseas Bank

Cathedral Road Branch, Chennai - 600 086.

# M/s Canara Bank

T.Nagar Branch, Chennai - 600 017.

## **REGISTRARS AND TRANSFER AGENTS**

# M/s. Cameo Corporate Services Limited

1, Club House Road, Chennai – 600 002. Phone No. (044) 28460390–6 lines, 2846 0084 Fax No. (044) 28460129 E-Mail ID: cameo@cameoindia.com

# **REGISTERED OFFICE**

CAPITAL PLACE"

New No.16(Old No.50), South Boag Road,
T.Nagar, Chennai - 600 017.

E-Mail ID: abicompliance@afslindia.in
Phone No. (044) 24356224



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#### **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Abirami Financial Services (India) Limited will be held on Thursday, the 15th Day of September 2022, at 03.00 PM IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as **Ordinary Resolution:**-
  - **"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2022, together with the Reports of the Board of Directors and Auditors thereon, for the year ended 31st March, 2022, be and are hereby considered and adopted."
- 2. To appoint a Director in place of Mrs. Muthulakshmi Ganesh (DIN: 00286658), Director, who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as **Ordinary Resolution:** 
  - **"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Muthulakshmi Ganesh (DIN:00286658), who retires by rotation at this Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
- **3.** To consider re-appointment of Statutory Auditors and if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution:** 
  - "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules,2014, as amended from time to time, M/s. TSG & ASSOCIATES, Chartered Accountants (Firm Registration No. 013133S) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the thirty-fourth AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

#### **SPECIAL BUSINESS:**

4. TO APPOINT Mrs. CHITRA SIVARAMAKRISHNAN AS WHOLE-TIME DIRECTOR:

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 approval of the members of the Company be and are hereby accorded to appoint Mrs.Chitra Sivaramakrishnan, as Whole Time Director (designated as "Executive Director") of the Company for a period of Three Years with effect from 01/08/2022 to 31/07/2025, or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."



**RESOLVED FURTHER THAT** the remuneration payable to Mrs.Chitra Sivaramakrishnan, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

#### 5. TO AMEND THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

**"RESOLVED THAT** pursuant to Section 4 & 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 [including any statutory modification(s)] thereof consent of the Members be and are hereby accorded for amending the object Clause of the Memorandum of Association of the company in the following manner:-

- 1. In accordance with Table A of Schedule I of the Act, the existing Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed respectively as under:
  - a. Clause III (A) The objects to be pursued by the Company on its incorporation are:
  - b. Clause III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
- 2. The entire Clauses 1-24 of Clause III (B) of the Memorandum of Association ("MOA") of the Company be and is hereby altered by substituting new set of clauses 1-26 in line with the Companies Act 2013.
- 3. In line with Companies Act, 2013, it is proposed to delete the other businesses, which were earlier stated as "Other Objects" in Clause III (c)

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things to give effect to this resolution."

#### 6. TO AMEND THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

**"RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder, the existing Clause IV of the Memorandum of Association ("MOA") of the Company be and is hereby altered by replacing and substituting the same with the following new clause;

"The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them"

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things to give effect to this resolution."

#### 7. TO AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder, the existing Clause V of the Memorandum of Association ("MOA") of the Company be and is hereby altered by replacing and substituting the same with the following new clause;

"The Authorised Share Capital of the Company is Rs.12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each."



**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things to give effect to this resolution."

#### 8. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, including any statutory modifications or reenactment thereof from time to time, the new set of Articles of Association pursuant to Table F of Schedule I of Companies Act, 2013 be and is hereby approved and adopted as the Articles of Association of the Company in place of existing Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things to give effect to this resolution."

BY THE ORDER OF THE BOARD

(Sd/-) MUTHULAKSHMI GANESH Director DIN: 00286658

Place: Chennai Date: 29/07/2022

#### **NOTES:**

- 1. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item nos. 3 to 8 of the Notice, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM are also annexed.
- 2. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 read with circular dated May 5, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- 3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4. Institutional/Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Company by e-mail to abi@afslindia.in.
- 5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.



- 6. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report for the FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2021-22 will also be available on the Company's website www.afslindia.in., website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com
- 7. For receiving all communication (including Annual Report) from the Company electronically:
  - i) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at \_ abi@afslindia.in
  - ii) Members holding shares in electronic form are requested to intimate immediately any change in theire-mail ID / contact number/ address / bank mandates to the Depository Participants with whom they are maintaining their demat accounts.
- 8. The Register of Members and the Share Transfer books of the Company will remain closed from **Friday, September09**, **2022 to Thursday, September15**, **2022** (both days inclusive) for the purpose of ensuing AGM of the Company.
- 9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the time of AGM. Members can inspect the same by sending an email to abi@afslindia.in
- 10. The Board of Directors has appointed Mrs. Sindhuja Porselvam, Practicing Company Secretary(CP No.23622) as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner.
- 11. The Scrutinizer shall submit her report to the Chairman of the meeting, on the votes cast in favour or against, after scrutiny.
- 12. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.afslindia.in. The results shall simultaneously be communicated to the Stock Exchange(s).
- 13. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period.
- 14. As per Regulation 40 of SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- 15. Members may note that SEBI vide circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of



- securities certificate; consolidation of securities certificates/folios; transmission and transposition. Hence, issue of share certificates in physical form is not permissible.
- 16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single folio.
- 17. Facility of joining the AGM through VC / OAVM shall be kept open 15 minutes before and after the time scheduled for the AGM and will be available for members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Shareholders and Investor Grievance Committee, Auditorsetc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 19. Members having any query or desiring any information pertaining to Annual Accounts are requested to write to the Company at abi@afslindia.in, at an early date to enable the Company to answer Members' queries at the Meeting.

#### PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- 1. Voting through electronic means
  - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - b. Any person, who acquires the shares of the Company and becomes a Member after the Company emails the Notice of the 29th AGM and holds the shares as on the **cut-off date of 8th September 2022**, may follow the instructions given below for participating in the AGM and casting their vote through remote e-Voting or through e-Voting during the AGM.
  - c. A person, whose name is recorded in the Register of Members or whose name appears as the beneficial owner in the records of the depositories as on the cut-off date alone can avail the facility of remote e-voting or cast vote through e-voting during the AGM.
  - d. The remote voting period begins on Monday, 12th September, 2022 at 09.00 AM and ends on Wednesday, 14th September, 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, may cast their vote electronically. The cut-off date (record date) of Thursday, 8th September 2022. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - e. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - f. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,



- listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
- g. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- h. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- j. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest arehttps://web. cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	<ul> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companieswhere the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system ofall e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.</li> </ul>
	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com
Demat mode with <b>CDSL</b>	or contact at 1800225533.