

ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED



FOURTEENTH ANNUAL REPORT 2006 - 2007

REGISTERED OFFICE

“CAPITAL PLACE”

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

CORPORATE WEBSITE : www.afslindia.com

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



ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

<u>BOARD OF DIRECTORS</u>	:	Mr. K. V. Aiyappan	- Chairman
		Mrs. Abiraami Arunachalam	- Director
		Mr. Teckchand Vaswani	- Director
		Mr. AR. Annamalai	- Director
		Mr. L. V. Anantram	- Director
		Mr. R. Varadarajan	- Independent Director
		Mr. T.V. Srinivasan	- Independent Director
		Mr. V.G. Suresh Kumar	- Independent Director
		Mr. P. Sankaran	- Executive Director

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

AUDITOR : **Mr. K. C. Sthalasayanam**
Chartered Accountant
87, Kutchery Road
Mylapore, Chennai 600 004

BANKERS : **M/s Lakshmi Vilas Bank Ltd.,**
Cathedral Road Branch, Chennai.
M/s Indian Overseas Bank
(Formerly Bharat Overseas Bank Ltd.)
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 SHARE HOLDERS:**

NOTICE is hereby given that the Fourteenth 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 600 017 on Friday the 22nd June, 2007 at 12.15 p.m. to transact the following Business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2007 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditor thereon.
- 2 To elect directors:
 - (a) To appoint a Director in the place of Mr. Teckchand Vaswani who retires by rotation and being eligible offers himself for re-appointment.
 - (b) To appoint a Director in the place of Mr. P. Sankaran, who retires by rotation and being eligible offers himself for re-appointment.
- 3 To consider and, if thought fit, to pass with or without modifications the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT Mr. K. C. Sthalasayanam, Chartered Accountant 87, Kutchery Road, Mylapore, Chennai - 600 004 be and is hereby re-appointed as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

- 4 To Consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution :

"RESOLVED THAT Mr.T.V.Srinivasan who holds office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the company, be and is hereby appointed as director to retire by rotation".



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

“RESOLVED THAT Mr.V.G.Sureshkumar who holds office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the company, be and is hereby appointed as director to retire by rotation”.

- 6 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 19-06-2007 on the following terms and conditions: -

(a) Salary Rs. 15,500/- per Month.

(b) Conveyance Allowance Rs. 3,500/- per Month.

(c) Perquisites In addition to salary and conveyance allowance, Mr.P.Sankaran will also be entitled to other benefits and reimbursement of expenses on one residential Telephone as per company's 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”.

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

“RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956, the Company hereby approves that the Register of Members, Index of Members and



copies of all returns prepared under Sections 159 and 160 of the Companies Act, 1956, as also the copies of the certificates and documents required to be annexed thereto under Sections 160 and 161 of the Companies Act, 1956 and all other statutory registers be kept at the Registrars and Share transfer Agents office at M/s.Cameo Corporate Services Ltd, No.1 Club House Road, Chennai 600 002 instead of being kept at the Registered Office of the Company.

“RESOLVED FURTHER THAT Mr.P.Sankaran, Executive Director/ Mr.J.Narassimhan, Company Secretary be and are hereby individually authorised to file the required forms with the Registrar of Companies and carry out such other related activities in this regard.”

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 special business set out under item No.4, 5, 6 & 7 is annexed hereto.
3. The Register of Members and Share Transfer Books of the company will remain Closed from 20th June to 22nd June 2007 (Both days inclusive).
4. As per Section 205A of the Companies Act, 1956 the Company is bound to transfer Unpaid/Unclaimed Dividend to Investor Education Protection Fund. Members wishing to claim dividends, which remain unclaimed for the financial year 1999-2000 & 2000-2001, are requested to correspond with the company immediately.
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 statements 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
Date : 23-04-2007

P. SANKARAN
Executive Director



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

Item No.4:

The Board in accordance with Clause 122 of the Articles of Association and Section 260 of the Companies Act, 1956 appointed Mr.T.V.Srinivasan as Additional cum Independent Director effective from 24-06-2006 to strengthen the board as well as to meet the requirements of Corporate Governance. Mr.T.V.Srinivasan will hold office till the conclusion of the Annual General Meeting and is eligible for re-appointment. Your approval is now required for the resolution.

Interest of Directors: Mr.T.V.Srinivasan is interested in the resolution since it relates to his appointment. No other director is interested in the resolution.

Item No.5:

The Board in accordance with Clause 122 of the Articles of Association and Section 260 of the Companies Act, 1956 appointed Mr. V.G.Suresh Kumar as Additional cum Independent Director effective from 01-09-2006 to strengthen the board as well as to meet the requirements of Corporate Governance. Mr. V.G.Suresh Kumar will hold office till the conclusion of the Annual General Meeting and is eligible for re-appointment. Your approval is now required for the resolution.

Interest of Directors: Mr.V.G.Suresh Kumar is interested in the resolution since it relates to his appointment. No other director is interested in the resolution.

Item No.6:

Your Directors wish to inform you that the term of office of the Executive Director Mr. P.Sankaran is expiring on 18-06-2007. In order to recognize the hard work as well as the involvement of Mr.P.Sankaran, the Board of Directors at their meeting held on 23-04-2007 re-appointed him as Executive Director for a further period of one year on the terms and conditions as detailed in the special resolution.



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

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.

Item No.7:

Your Directors would like to inform you that your company's shares have been dematerialized effective from 13th April 2007. Your company has appointed M/s.Cameo Corporate Services Limited as Registrars and Share Transfer Agents for providing physical transfer work and depository services through NSDL and CDSL. In view of the same, the Registrar of Members, Index of Members and copies of all returns prepared under Sections 159 and 160 of the Companies Act, 1956, as also the copies of the certificates and documents required to be annexed thereto under Sections 160 and 161 of the Companies Act, 1956 and all other statutory registers have to be kept at M/s.Cameo Corporate Services Ltd, No.1 Club House Road, Chennai 600 002 instead of being kept at the Registered Office of the Company.

As per the requirements of the Companies Act, 1956, approval of the shareholders is required for keeping the Statutory Registers in a place other than the registered office. Hence, your approval is required for the Special Resolution.

Interest of Directors: None of the Directors are interested in the Special Resolution.



NOTICE UNDER SECTION 302 OF THE COMPANIES ACT, 1956

Regarding the Re-appointment and Payment of Remuneration to Executive Director

Abstract of the Terms of Re-appointment:

Name of the Director : Mr.P.Sankaran

Date of Re-appointment : 19-06-2007

Designation : Executive Director

Period of Appointment : One Year from 19-06-2007

Terms of Appointment : (a) Salary : Rs. 15,500/- per Month.
(b) Conveyance Allowance : Rs. 3,500/- per Month.

(c) Perquisites : In addition to salary and conveyance allowance Mr.P.Sankaran will also be entitled to other benefits and reimbursement of expenses on one residential telephone as per company's rules".

Interest of Directors : Mr.P.Sankaran is interested since it relates to his re-appointment and remuneration. None of the other directors are interested in the re-appointment.

Place: Chennai
Date : 23-04-2007

L.V.ANANTRAM
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/reappointed are given hereunder :

Item No. 2 (a) of the Notice

Name : Mr. Teckchand Vaswani

Age : 78 years

Qualification : Bachelor of Arts

Date of appointment : 12th April 1993

Expertise : International Business

No. of Shares held by him : 10,80,000

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

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

Sl. No.	Company	Position	Committee Membership	
			Chairman	Member
1	Yoha Securities Ltd.	Director	—	—
2	Ess Tee United Traders (HK) Ltd. Hongkong	Managing Director	—	—
3	Ess Tee United Traders (Thailand) Ltd.	Managing Director	—	—
4	Ess Tee United Traders Spain	Managing Director	—	—
5	Ess Tee United Traders (London) Ltd.	Managing Director	—	—
6	Ess Tee United Traders (HK) Ltd. China	Managing Director	—	—