



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 R Varadarajan</i>	- <i>Independent 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 T S Ramakrishnan</i>	- <i>Independent Director</i>
<i>Mr A K Sabesan</i>	- <i>Independent Director</i>
<i>Mr P Sankaran</i>	- <i>Executive Director</i>

COMPANY SECRETARY : *Mr. J. Narassimhan*

AUDITOR : *Mr. K. C. Sthalasayanam*
Chartered Accountant
87/177, Kutchery Road
Mylapore, Chennai 600 004

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 Seventeenth 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 28th June 2010 at 10.15 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 2010 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditor thereon.

2. Re-Appointment of Directors Retiring by Rotation:

- (a) To appoint a Director in the place of Mr.K.V. Aiyappan who retires by rotation and being eligible offers himself for re-appointment.
- (b) To appoint a Director in the place of Mr.V.G. Sureshkumar who retires by rotation and being eligible offers himself for re-appointment.
- (c) To appoint a Director in the place of Mr.T.V. Srinivasan who retires by rotation and being eligible offers himself for re-appointment.

3. 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 600 102, be and is hereby appointed as Statutory Auditor of the company in the place of Mr. K.C. Sthalasayanam, 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 Director:

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

“RESOLVED THAT Mr. U.K. Selvathilak, 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 19-06-2010 on the following terms and conditions:-

- | | | |
|-----------------|---|--|
| (a) Salary | : | Rs.21,000/- per month. |
| (b) Perquisites | : | In addition to salary,
Mr.P. Sankaran is entitled for
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 new auditor and special business set out under item Nos. 3,4 & 5 is annexed hereto.
3. The Register of Members and Share Transfer Books of the company will remain closed from 23rd June 2010 to 28th June 2010 (Both days inclusive).
4. As per Section 205A of the Companies Act, 1956 the Company had already transferred all unclaimed /unpaid dividends to Investor Education Protection Fund. No further unpaid/unclaimed dividend are due for transfer.
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 member 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 : 24/04/2010

P. SANKARAN
EXECUTIVE DIRECTOR



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

Item No.3:

Mr.K.C. Sthalasayanam, Statutory Auditor sent a letter to the company informing that due to personal reasons he could not continue as statutory auditor of the company to conduct the audit for the financial year 2010-2011 and requested the company not to consider his name for the post of statutory auditor at the forthcoming Annual General Meeting. The company received a notice from a shareholder on 09/04/2010 proposing the name of R.Bhaskar & Co, Chartered Accountants for the post of Statutory Auditor in the place of Mr.K.C. Sthalasayanam. The Audit committee at its meeting dated 21st April 2010 recommended R. Bhaskar & Co, Chartered Accountants for the post of Auditor from the forthcoming A.G.M. Mr. R. Bhaskar & Co. in their letter to the company stated that if appointed the appointment will be in order.

Your approval is required for the resolution.

INTEREST OF DIRECTORS :

There is no interest of any director in the appointment of R.Bhaskar & Co as statutory auditors.

Item No.4:

Mr.U.K.Selvathilak was appointed as Additional cum Independent Director by the Board of Directors at their meeting held on 24-04-2010. 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. U.K. Selvathilak.



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 18-06-2010. In order to recognise the hard work and good performance of Mr. P. Sankaran, the Board of Directors at their meeting held on 24/04/2010 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 15/04/2010 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. K.V. Aiyappan
 Age : 60 Years
 Qualification : Master of Science
 Date of Appointment : 19th April 1993
 Occupation : International Business / Industrialist.
 No.of Shares held by him : 24,65,000
 Expertise :

He is an experienced banker having served more than a decade with Indian Overseas Bank in India & Hong Kong. He has got vast experience in the Banking, International Trade, Software development and Software trading. He has been guiding the management of the company since its inception and closely monitoring the crossing of each & every milestone. He has varied business interests in Hong Kong & Singapore.

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

Sl. No.	Company	Position	Committee Membership	
			Chairman	Member
1.	Yoha Securities Limited	Chairman	--	--
2.	Sumeru Soft Private Limited	Chairman	--	--
3.	Sumeru Media & Communication Private Ltd.,	Chairman	--	--
4.	Sumeru Logistics Private Limited	Chairman	--	--
5.	Sumeru Holdings Private Limited	Chairman	--	--
6.	Sumeru e-Technologies Private Limited	Chairman	--	--
7.	Uma Apparels Private Limited	Chairman	--	--
8.	Vaakya Technologies Private Limited	Director	--	--
9.	Sri Ranga Holdings Private Limited	Director	--	--
10.	Blue Banana Properties Private Limited	Director	--	--
11.	Waterside Properties Private Limited	Director	--	--
12.	Anvika Properties Private Limited	Director	--	--
13.	Fa Yuen Properties 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. V.G. Sureshkumar

Age : 42 Years

Qualification : Bachelor of Law

Date of Appointment : 01-09-2006

Occupation : Advocate

No.of Shares held by him : NIL.

Expertise :

He is an advocate practising at Chennai High Court for the past 18 years. He is also functioning as counsel for Indian Railways. He has got rich and wide experience in documentation, handling civil suits, writs, Arbitration matters and service matters both on original and appellate side. He is representing number of civil and arbitration matters of various corporate bodies.

Details of other Directorships / Committee Membership : NIL



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 (c) of the Notice

Name : Mr. T.V. Srinivasan

Age : 68 Years

Qualification : S.S.L.C

Date of Appointment : 24th June 2006

Occupation : Industrialist

No. of Shares held by him : NIL.

Expertise :

A person with marketing and trading experience takes keen interest in whatever assignment he takes up.

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

Sl. No.	Company	Position	Committee Membership	
			Chairman	Member
1.	Ramsri Marketing (P) Ltd.,	Director	--	--
2.	Arlak Spark (P) Ltd.,	Director	--	--