

ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED



**TWENTY THIRD ANNUAL REPORT
2015 – 2016**

REGISTERED OFFICE

"CAPITAL PLACE",

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

CORPORATE WEB SITE: www.afslindia.com

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



ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

BOARD OF DIRECTORS : Mr K V Aiyappan - Chairman
Mrs Muthulakshmi Ganesh - Director
Mr K M Narasimhan - Independent Director
Mr TV Srinivasan - Independent Director
Dr M G Bhaskar - Additional Director
Mr P Sankaran - Executive Director

AUDITOR : M/s R Bhaskar & Co.
Chartered Accountants,
D.C.Towers, No.17, 3rd Floor,
F 37-38, Second Avenue, Anna Nagar,
Chennai – 600 102.

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.
E-mail: abi@afslindia.com



CONTENTS

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Third 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 Thursday, 15th Day of September, 2016 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 2016 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

2. Declaration of Dividend:-

To declare dividend on Equity shares.

3. Appointment of Directors Retiring By Rotation:-

To appoint a Director in the place of Mrs.Muthulakshmi Ganesh who retires by rotation and being eligible offers herself for re-appointment.

4. Appointment of Auditors:-

To consider, and if thought fit, to pass, with or without modification(s) 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 are hereby 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:

5. Re-appointment of Mr.P.Sankaran, as Whole time Director of the Company.

To Consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL 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 and Article 120 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr.P.Sankaran, as Whole Time Director (designated as "Executive Director") of the Company for a period of One Year with effect from 19/06/2016 as well as to the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between him and the Board of Directors.

RESOLVED FURTHER THAT the remuneration payable to Mr.P.Sankaran, 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.

6. Appointment of Dr.M.G.Bhaskar as Independent Director

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

“RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (SEBI - LODR) Regulations, 2015, Dr.M.G.Bhaskar, who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr.M.G.Bhaskar as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office and whose office shall not be liable to retire by rotation.”

7. Re-Appointment of Mr.T.V.Srinivasan as Independent Director

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

“RESOLVED THAT pursuant to Sections 149 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (LODR) Regulations, 2015, approval of the members of the Company be and is hereby accorded to re-appoint Mr.T.V.Srinivasan, as Independent Director of the company.

RESOLVED FURTHER THAT Mr.T.V.Srinivasan has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment as Independent Director of the Company and he shall hold office for a term of five years and whose office shall not be liable to retire by rotation.”

8. Re- Appointment of Mr.K.M.Narasimhan as Independent Director

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

“RESOLVED THAT pursuant to Sections 149 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (LODR) Regulations, 2015, approval of the members of the Company be and is hereby accorded to re-appoint Mr.K.M.Narasimhan, as Independent Director of the company.

RESOLVED FURTHER THAT Mr.K.M.Narasimhan has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment as Independent Director of the Company and he shall hold office for a term of five years and whose office shall not be liable to retire by rotation.”

BY THE ORDER OF THE BOARD

Place: Chennai - 17
Date : 20/06/2016

(Sd/-)
P SANKARAN
EXECUTIVE DIRECTOR

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 102 of the Companies Act, 2013, in respect of appointment of special business set out under item No. 5, 6, 7 & 8 is annexed hereto.
3. The Register of Members and Share Transfer Books of the company will remain Closed from 12th day of September 2016 to 14th day of September 2016(Both days inclusive).
4. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
5. 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 AGM.
6. Subject to the provisions of Companies Act 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration to those members whose names appear on the register of members as on 12th day of September 2016.
7. In compliance with Section 108 of the Companies Act 2013, and Rule 20 of the Companies (Management & Administration) Rules 2014, Substituted by Companies (Management & Administration) Amendment Rules 2015, and Regulation 44 of SEBI (LODR) Regulations, 2015, the company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL / CDSL. The facility for voting, through ballot paper, will be made available at the AGM and the members attending the AGM who have not already cast their votes by e-voting shall exercise their rights at the AGM through ballot papers.
8. Details pursuant to Regulation 26 of SEBI (LODR) Regulations, 2015 in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto for Items No. 3, 5, 6, 7 and 8 of the Notice
9. In line with the Green Initiative of the Ministry of Corporate Affairs, your Company has decided to send all correspondence like notices of general meetings, abstracts, audited financial statements (Annual Reports) through electronic means to the registered e-mail addresses of the Shareholders. Shareholders are requested to note that the said documents would also be available on the Company's website www.afslindia.com from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to send an e-mail to abi@afslindia.com quoting DP Id and Client Id Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form. Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s) if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent of the Company, if the shares are held in physical form.
10. Voting through electronic means

In compliance with the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015,, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL)

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 12/09/2016 at 9.00 a.m. and ends on 14/09/2016 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of 12th day of September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on Shareholders.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of Abirami Financial Services (India) Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
20. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s)/folio numbers for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- II. Shri.G.Porselvam, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- IV. The Results shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.afslindia.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.5:

Mr.P.Sankaran, who was appointed Whole time Director (Designated as Executive Director) by the members to hold office upto 18th June, 2016 and he had crossed the of 70 years. As per the provisions of Section 196 continuation of his employment as Whole time Director requires approval of members by way of a Special Resolution at their meeting.

Keeping in view that Mr.P.Sankaran has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue his employment.

Mr.P.Sankaran is a B.com & CAIIB (PI) graduate and Retired Senior Manager from Indian Overseas Bank. He has more than 3 decades of Banking Service with experience in Finance, Inspection, Vigilance & Staff Management Portfolios. Mr.P.Sankaran guided the Company for nearly 14 years.

The nomination and remuneration committee at its meeting held on 20/06/2016 approved his remuneration and recommended the same to the Board of Directors. The Board of Directors of the Company passed a resolution 20/06/2016 approving re-appointment of Mr.P.Sankaran, as Whole Time Director (designated as "Executive Director") of the Company for a further period of one years with effect from 19th June, 2016.

The details of remuneration payable to Mr.P.Sankaran and the terms and conditions of the re-appointment are given below:

- (a) Salary : Rs.25,000/- 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".

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

The board recommend passing of the resolution as set out in Item No. 5 of this notice

Memorandum of Interest:-

None of the Directors are interested or concerned in passing of the Resolutions, except Mr.P.Sankaran, Present Executive Director.

ITEM NO.6

Dr.M.G.Bhaskar was appointed as additional director on 20th June, 2016. A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Dr.M.G.Bhaskar as a candidate for the office of Independent Director.

Dr.M.G.Bhaskar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI - LODR for appointment as Independent Director and is independent of the Management.

Your approval is required for the appointment of Dr.M.G.Bhaskar as Independent Director of the company

The board recommend passing of the resolution as set out in Item No. 6 of this notice

Memorandum of Interest:-

Except Dr.M.G.Bhaskar, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in passing of the resolution.

ITEM NO.7 & 8

Mr.T.V.Srinivasan and Mr.K.M.Narasimhan was appointed as Independent Directors since 2011. Mr.T.V.Srinivasan and Mr.K.M.Narasimhan are industrialist and they possesses expertise in marketing and trading.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an independent director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for reappointment on passing a special resolution and they are not liable to retire by rotation

Both of them are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, both of them fulfill the conditions specified in the Act and the rules made thereunder and also under the SEBI (LODR), 2015 for appointment as Independent Directors and are independent of the Management.

To reappoint Mr.T.V.Srinivasan and Mr.K.M.Narasimhan your approval by way of special resolution is required

The board recommend passing of the resolution as set out in Item No. 7 & 8 of this notice

Memorandum of Interest:-

Except Mr.T.V.Srinivasan and Mr.K.M.Narasimhan, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in passing of the resolution.

Profile of director being appointed / reappointed

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below:

Item no. 3 of the Notice

Name	:	Mrs.Muthulakshmi Ganesan
Age	:	62 Years
Qualification	:	Master of Science.
Date of Appointment	:	30/03/2015