

ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED



TWENTY FIFTH ANNUAL REPORT 2017 – 2018

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*
Mr T V Srinivasan - *Independent Director*
Mr K M Narasimhan - *Independent Director*
Mr P Sankaran - *Whole Time Director*
Mrs Muthulakshmi Ganesh - *Director*
Dr M G Bhaskar - *Independent Director*

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 Lakshmi Vilas Bank Ltd.,**
Cathedral Road Branch, Chennai - 600 086.
M/s Indian Overseas Bank
Cathedral Road Branch, Chennai - 600 086.
M/s Canara Bank
T.Nagar Branch, Chennai - 600 017.

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



CONTENTS	PAGE No.
Notice to Shareholders	3
Board's Report	9
Auditor's Report	35
Balance Sheet	40
Profit and Loss Account	41
Notes / Schedules	42
Notes on Accounts	48
Cash Flow Statement	50
Auditor's Certificate	51

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Fifth 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, 27th Day of September, 2018 at 10.00 A.M. 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, 2018, together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:-

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2018, together with the Reports of the Board of Directors and Auditors thereon, for the year ended 31st March, 2018, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of 0.30 paise per equity share of Rs.10/- (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the Financial Year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended 31st March, 2018."

3. To appoint a Director in place of Mrs. Muthulakshmi Ganesh (DIN 00286658), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, pass the following resolution as an **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."

SPECIAL BUSINESS:

4. **Voluntary Delisting of Equity Shares of the Company from BSE:**

To consider and, if thought fit, to pass, the following resolution as Special Resolutions:

"RESOLVED THAT subject to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, the Listing Agreement entered into by the Company with the Stock Exchange where the equity shares of the Company are listed, and in accordance with Regulation of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI Delisting Regulations") and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchange, as may be necessary and subject to such conditions or modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to seek voluntary delisting of the equity shares of the Company from Bombay Stock Exchange Limited (BSE) where the equity shares of the Company are presently listed, in terms of the SEBI Delisting Regulations and other applicable provisions of Law.

RESOLVED FURTHER THAT the Board, be and is hereby, authorized to do all such acts, deeds, matters and things including appointment of merchant banker, making application to BSE for seeking their in-principle approval and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s)/ authorized representative(s) of the Company, to give effect to this resolution.”

BY THE ORDER OF THE BOARD

Place: Chennai
Date : 14/08/2018

(Sd/-)
P SANKARAN
(00404210)

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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the Resolution is annexed hereto
3. The Register of Members and Share Transfer Books of the company will remain Closed from 21st day of September 2018 to 27th day of September 2018 (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 20th day of September 2018.
7. 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 Item No. 3 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

- a. 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).
- b. The voting period begins on 24/09/2018 at 9.00 a.m. and ends on 26/09/2018 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 20th day of September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- c. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

- 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).
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- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of Abirami Financial Services (India) Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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 Corporate.
 - 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.
- xix. 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
- 10. The Board of Directors have appointed Mr. G. Porselvam, Practicing Company Secretary as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner.
- 11. 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.
- 12. 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 and the same can be communicated to the Stock Exchanges.

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

Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Secretarial Standards on General Meeting (SS-2)

Item no. 3 of the Notice – Information of Mrs. Muthulakshmi Ganesh

Name : Mrs. Muthulakshmi Ganesh

DIN : 00286658

Age : 65 Years

Qualification : Master of Science.

Date of Appointment : 31/03/2015

Occupation : Business

No. of Shares held in the company : NIL.

Expertise : A person with marketing and trading experience takes keen interest in whatever assignment she takes up.

Details of other Directorships / Committee Membership:

S.No	Company	Position	Committee Membership	
			Chairman	Member
1.	Uma Apparels Private Limited	Director	--	--
2.	Yoha Securities Limited	Whole time Director	--	--
3.	Sumeru Media And Communications Private Limited	Director	--	--
4.	Ashwin Commodities Private Limited	Director	--	--

ITEM NO. 4

The Company's Equity Shares are presently listed with Bombay Stock Exchange (BSE). There has been no trading of the equity shares of the Company in the BSE in the last few years. Further, the Promoters/Promoter Group of the Company wish to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Board thought that no purpose is served in continuing the listing of Company's equity shares with the Stock Exchanges. The Company can also save the cost and time for compliance with various Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this respect, Promoter/ Promoter Group have expressed their intention to the Board of Directors to make a voluntary delisting of the equity shares of the Company from BSE and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009.

Under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, a Company is permitted to delist its securities from all the Stock Exchanges where its securities are listed subject to the prior approval of the shareholders and provided an exit opportunity has been given to the investors. The Board of Directors in their meeting held on 14th August, 2018 has subject to the approval of the members of the Company and such other approvals/ sanctions as may be required in this connection, approved the proposal for voluntary delisting of equity shares of the Company from the Stock Exchange.

The Company is therefore, seeking your approval as required under the provision of Regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations, 2009 by way of a Special Resolution.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company as the voluntary delisting by the Promoters will provide an exit opportunity to the public shareholders in accordance with the SEBI Delisting Regulations and hence, recommends the above resolution for your approval as a special resolution.

The passing of the Special Resolution would be enabling in nature and it will allow the promoters (if they so choose) to proceed with the Delisting Proposal within one year of passing of the Special Resolution as allowed under SEBI Delisting Regulations. If the promoters decide to proceed with their Delisting Proposal, they will make an offer to acquire shares from the public shareholders of the Company in accordance with SEBI Delisting Regulations.

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

1 FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Rs. in lakhs)

Particulars	2017-2018	2016-2017
Gross Income	69.36	56.20
Profit Before Interest and Depreciation	34.62	21.48
Finance Charges	0.05	0.91
Gross Profit	34.57	20.57
Provision for Depreciation	12.54	13.76
Net Profit Before Tax	22.03	6.80
Provision for Tax	5.08	1.29
Net Profit After Tax	16.94	5.51
Surplus carried to Balance Sheet	16.94	5.51

2 Events Subsequent To The Date Of Financial Statement, that affect the substance and figures given in the Statement:-

The board of directors at their meeting held on 14th August, 2018 have decided to go for voluntary delisting and the proposal for the same in being transacted as Item No. 4 of said notice.

3 Change in the Nature of Business, if any,

NIL

4 Declaration of dividend:-

The board recommends dividend at the rate of 3% i.e. 0.30 paise per equity shares of Rs. 10/- each for the year under review.

5 BOARD MEETINGS:

The Board of Directors duly met 4 times during this financial year on the following dates
17/05/2017, 28/07/2017, 15/11/2017 and 31/01/2018.

6 DIRECTORS AND KEY MANAGERIAL PERSONNEL:

None of the Director or Key managerial person resigned from Directorship during the year under review.

As per the provisions of Section 152 of the Companies Act, 2013, Mrs. Muthulakshmi Ganesh shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. Your Directors recommend the same for your approval.

7 DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Independent directors have submitted their disclosure to the Board confirming that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, hereinafter referred to