

SAI JEEVADHARA FINANCE LIMITED



24th Annual Report 2012 - 2013



SAI JEEVADHARA FINANCE LIMITED

BOARD OF DIRECTORS

Sri. R. Alaghentren
(Chairman and Managing Director)
Sri. A. Rajkumar – Additional Director
Smt. Sweda Rajkumar – Additional Director
Sri. R. Milton Amalraj – Director
Sri. M.K. Balaji – Director
Sri. M. Vijayakumar – Director
Sri. J. Moses Edward – Director

AUDITORS

M/s. P.T. Ponnaiah & Co.,
Chartered Accountants,
Chennai - 600 010.

BANKERS

M/s. City Union Bank Limited,
Madurai - 625 001.

REGISTERED OFFICE

No. 4, Annai Indira Street,
Opp. Kilpauk Cemetery,
Kilpauk,
Chennai - 600 010.

BRANCH

Chennai.



SAI JEEVADHARA FINANCE LIMITED

1

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Kilpauk, Chennai - 600 010.

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of the Company will be held on Saturday, the 21st September 2013 at 2.00 P.M. at the Indra Sabha Hall, Hotel Palmgrove, No.5, Kodambakkam High Road, Chennai – 600 034 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R.Milton Amalraj who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. J.Moses Edward who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration. M/s.P.T.Ponnaiah & Co., Chartered Accountants, Chennai retire and are eligible for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr.A.Rajkumar who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 9, 2013 and who holds office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

6. To consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mrs.Sweda Rajkumar who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 9, 2013 and who holds office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

On behalf of the Board of Directors

Place : Chennai
Date : 15th July, 2013

R. ALAGHENTREN
Chairman



SAI JEEVADHARA FINANCE LIMITED

2

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Kilpauk, Chennai - 600 010.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Register of Members and share transfer books of the Company will remain closed from 19th September 2013 to 21st September 2013 (both days inclusive) under section 154 of the Companies Act, 1956.

3. Members are requested to notify change of address, if any, to the Company immediately.

4. If you are attending the Annual General Meeting in person, please bring the printed attendance slip sent to you along with the Balance Sheet.

5. Members / Proxies are requested to bring their copies of the Annual Report to the meeting.

6. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2012 -13, through electronic mode, to those members who have registered their e-mail address with the Company and have opted to receive the aforesaid documents in electronic form.

7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Registered Office of the company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

8. Securities and Exchange Board of India (SEBI), vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009, has informed that in respect of Securities Market transactions and off-market/private transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferees to furnish copy of PAN card to the Company/Registrars and Transfer Agents for registration of such transfer of shares. In view of the above circular dated 20-05-2009, all requests for transfer of shares received after 20.05.2009 will be processed only if the requests are accompanied by a copy of the PAN card.

INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING IN RESEPECT OF RESOLUTION NO.2 and 3 ABOVE (In accordance with Clause 49 VI of the Listing Agreement)

01	Name	Mr. R. Milton Amalraj
A	Date of Birth	03.09.1981
B	Date of Appointment	19.07.2010
C	Qualifications	B.Sc.
D	Expertise	
E	Other Directorships	---
	<u>Name of the Company</u>	
02	Name	Mr. J. Moses Edward
A	Date of Birth	06.08.1980
B	Date of Appointment	19.07.2010
C	Qualifications	B.Com.
D	Expertise	
E	Other Directorships	---
	<u>Name of the Company</u>	



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3

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

As required by Section 173 of the Companies Act, 1956, the following explanatory statements sets out all materials facts relating to the items of Special Business mentioned under item Nos.5 to 6 of the accompanying Notice dated July 15, 2013.

ITEM NO.5

Mr.A.Rajkumar was appointed as Additional Director of the Company on May 9, 2013. As per the provisions of Section 260 of the Companies Act, 1956 Mr.A.Rajkumar holds office up to the date of forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a Member under Section 257 of the Companies Act, 1956 in respect of Mr.A.Rajkumar, proposing his appointment as a Director of the Company, along with the requisite deposit

ITEM NO.6

Mrs.Sweda Rajkumar was appointed as Additional Director of the Company on May 9, 2013. As per the provisions of Section 260 of the Companies Act, 1956 Mrs.Sweda.Rajkumar holds office up to the date of forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a Member under Section 257 of the Companies Act, 1956 in respect of Mrs.Sweda Rajkumar, proposing her appointment as a Director of the Company, along with the requisite deposit.

The above two additional directors were appointed at the Board Meeting held on 09.05.2013 for the purpose of expanding the scope of business. Their appointments requires to be made permanent for the benefit of the Company. None of the directors other than the above two additional directors is interested in the resolution.

On behalf of the Board of Directors

Place : Chennai
Date : 15th July, 2013

R. ALAGHENTREN
Chairman

**DIRECTORS' REPORT**

Your Directors hereby submit the Twenty Fourth Annual Report with Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS :

2012-13 **2011-12**
(Rs. in Lakhs)

Profit / (Loss) before Interest, Depreciation, Tax, Bad Debts and Provision for Non-Performing Assets	(2.84)	(0.29)
Less : Depreciation	0.60	0.66
Profit / (Loss) before Tax, Bad Debts & Other Provisions	(3.44)	(0.95)
Less : Bad Debts Written Off	---	54.23
Provision for Diminution in value of Investments	(1.30)	(54.55)
Provision for Non-Performing Assets	--	---
Profit / (Loss) after Tax	<u>(2.14)</u>	<u>(0.63)</u>

APPROPRIATION

Transfer to Special Reserve Fund (As per RBI Act)	---	---
Balance carried to Balance Sheet	---	---
	<u>---</u>	<u>---</u>

BUSINESS OUTLOOK

Your Company's strategy, as in the past will be to focus on profitable growth, leveraging its intimate knowledge of the market and customer relationships that have been built on a strong foundation of personalized service.

DEPOSITS

All the outstanding Public Deposits as on 15th September 2004 Rs.10.25 Lakhs and their accrued interest upto 31st March 2004, Rs.20.47 Lakhs was transferred to an Escrow Account on 22nd September, 2004 with M/s.City Union Bank Limited, Madurai. As on 31st March 2013 balance outstanding in the Escrow Account was Rs.1.45 Lakhs.

The Company has not accepted any fixed deposit during the year under review.

DIVIDEND

Your Directors regret their inability to recommend dividend in view of accumulated losses.

ADVANCES

Total disbursements during the year under Hire Purchase Loan was Rs.NIL.



MANAGING DIRECTOR'S REMUNERATION

The Managing Director has not received any remuneration during the current year.

PARTICULARS OF EMPLOYEES IN TERMS OF SECTION 217 (2A) OF THE COMPANIES ACT, 1956.

None of the employees fall within the purview of the above Section and the Rules framed there under.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

Parts A, B and C of the above rules does not apply to the Company.

DIRECTORS

Sri. R.Milton Amalraj, retires by rotation and being eligible, offers himself for re-election. .

Sri. J.Moses Edward, retires by rotation and being eligible, offers himself for re-election. .

Sri.A.Rajkumar and Smt.Sweda Rajkumar who were co-opted Additional Directors of the Company with effect from 09.05.2013 under Section 260 of the Companies Act, 1956 and they held office up to date of the forthcoming Annual General Meeting, but are eligible for re-appointment.

RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 the Directors confirmed that :

- a) in the preparation of the annual accounts for the year ended 31st March 2013 applicable accounting standards have been followed with no material departure ;
 - b) your Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2013 and the loss for the year ended on that date ;
 - a) *your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ; and*
 - d) the accounts for the year ended 31st March 2013 have been prepared on a going concern basis.
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CORPORATE GOVERNANCE

A detailed report on corporate governance together with a certificate from the Statutory Auditors, in compliance with clause 49 of the Listing Agreement, is attached as part of this report.

AUDITORS

M/s. P.T.Ponnaiah & Co., Chartered Accountants, Chennai retires at this Annual General Meeting and are eligible for re-appointment.

REPLY TO AUDITOR'S REPORT

The qualification in the Auditor's Report are considered and the Directors are taking steps to improve the position.

However Company's strategy, has been thwarted by the steps taken by Income Tax Department by freezing the Company's funds, kept in their account and recovering the same, in spite of the fact that the cases relating to Income Tax matters are pending with Honorable High Court, Madras. Income Tax Department, have recovered a sum of Rs.46.31 lacs so far, from the Company. This has affected financial liquidity of the Company.

ACKNOWLEDGEMENT

Your Directors thank the Bankers, Shareholders and Customers for their continued support and co-operation to the Company. Your Directors also appreciate the employees of the Company for their good work.

For and on behalf of the Board of Directors

Place : Chennai.
Date : 15th July, 2013

R. ALAGHENTREN
Chairman



REPORT ON CORPORATE GOVERNANCE

I. BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS :

The Company has complied with the Corporate Governance norms in terms of constitution of the Board with a good combination of Independent Directors. The Board comprises of Seven members out of which six are Independent Directors. Sri R. Alaghentren is the Chairman and Managing Director.

II. BOARD MEETING

During the financial year ended 31.03.2013, 4 Board Meetings were held on the following dates.

Sl.No	Date of meeting
1	23.06.2012
2	28.07.2012
3	30.10.2012
4	30.01.2013

The attendance of each director at the Board Meetings, the last Annual General Meeting and number of other directorship held by them as on 31st March, 2013 are as under :

Name of the Director	No. of Board Meetings held	No. of Board Meetings attended	Whether Last Annual General Meeting Attended	Directorship (other than SJFL)	Member of Committee in other Companies
R. Alaghentren	4	4	Yes	3	---
R.Milton Amalraj	4	4	Yes	--	---
M.K.Balaji	4	4	Yes	---	---
M.Vijayakumar	4	4	Yes	---	---
J.Moses Edward	4	4	Yes	--	---

III. AUDIT COMMITTEE

As per the requirement of Part II of Clause 49 of the Listing Agreement the Company has formed an Audit Committee. Sri.R.Milton Amalraj was appointed as Chairman of the Audit Committee during the year under review.