



SAI JEEVADHARA FINANCE LIMITED

BOARD OF DIRECTORS

Sri.R.Alaghentren
(Chairman and Managing Director)
Sri.A.Rajkumar – Director
Smt.Sweda Rajkumar – 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 Cemetry,
Kilpauk,
Chennai – 600 010.

BRANCH

Chennai



SAI JEEVADHARA FINANCE LIMITED

Registered Office: 4, Annai Indira Street Opp. Kilpauk Cemetery,
Kilpauk, Chennai – 600 010.

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NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of the Company will be held on Saturday, the 6th September 2014 at 12.30 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 2014 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.A.Rajkumar who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Mrs.Sweda Rajkumar who retires by rotation and being eligible, offers herself 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.

On behalf of the Board of Directors

Place : Chennai
Date : 15th July, 2014

R.ALAGHENTREN
Chairman



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Registered Office : 4, Annai Indira Street, Opp. Kilpauk Cemetery,
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 2nd September 2014 to 6th September 2014 (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 2013 -14, 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.A.Rajkumar
A	Date of Birth	11.04.1970
B	Date of Appointment	09.05.2013
C	Qualifications	M.B.A (U.K.)
D	Expertise	
E	Other Directorships	
	<u>Name of the Company</u>	

02	Name	Mrs.Sweda Rajkumar
A	Date of Birth	17.12.1979
B	Date of Appointment	09.05.2013
C	Qualifications	M.Com.
D	Expertise	
E	Other Directorships	
	<u>Name of the Company</u>	

**DIRECTORS' REPORT**

Your Directors hereby submit the Twenty Fifth Annual Report with Audited Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

	2013-14	2012-13
	(Rupees in Lakhs)	
Profit/(Loss) before Interest , Depreciation, Tax, Bad Debts and Provision for Non-Performing Assets	(3.90)	(2.84)
Less : Depreciation	0.55	0.60
Profit/(Loss) before Tax, Bad Debts & Other Provisions	(4.45)	(3.44)
Less : Bad Debts Written off	—	—
Provision for Diminution in Investments	(0.60)	(1.30)
Provision for Non-Performing Assets	—	—
Profit / (Loss) after Tax	(3.85)	(2.14)

APPROPRIATION

Transfer to Special Reserve Fund (As per RBI Act)	—	—
Balance carried to Balance Sheet	—	—
	—	—

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 2014 balance outstanding in the Escrow Account was Rs.0.38 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, Sri.M.K.Balaji, Sri.M.Vijayakumar and Sri.J.Moses Edward have resigned from the directorship on 16.06.2014.

Sri.A.Rajkumar, retires by rotation and being eligible, offers himself for re-election. .

Smt.Sweda Rajkumar retires by rotation and being eligible, offers herself for re-election. .

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 2014 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 2014 and the loss for the year ended on that date ;
- c) 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 2014 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 accounts and recovering the same, in spite of the fact that the cases relating to Income Tax matters are pending with Honorable High Court, Madras and the cases have been decided in favour of the Company. The Income Tax Department has recovered a sum of Rs.46.31 lacs so far from the Company and the Company is entitled to received the Refund. This recovery has affected financial liquidity of the Company and its earnings.

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, 2014

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 Three members out of which two are Independent Directors. Sri R. Alaghentren is the Chairman and Managing Director.

II. BOARD MEETING

During the financial year ended 31.03.2014, 5 Board Meetings were held on the following dates.

Sl.No	Date of meeting
1	09.05.2013
2	15.07.2013
3	31.07.2013
4	30.10.2013
5	31.01.2014

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, 2014 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	5	5	Yes	3	—
A.Rajkumar	5	4	Yes	1	—
Sweda Rajkumar	5	4	Yes	1	—
R.Milton Amalraj	5	1	—	—	—
M.K.Balaji	5	1	—	—	—
M.Vijayakumar	5	1	—	—	—
J.Moses Edward	5	1	—	—	—

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.A.Rajkumar was appointed as Chairman of the Audit Committee during the year under review.



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❖ Brief description of terms of reference

The Committee reviews the quarterly, half-yearly and annual financial statements before they are submitted to the Board.

Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other services.

Composition of committee:

A.Rajkumar	-	Chairman
R.Alaghentren	-	Member
Sweda Rajkumar	-	Member

❖ Meetings and attendance of members during the year

Director	Held	Attended
A.Rajkumar	4	4
R.Alaghentren	4	4
Sweda Rajkumar	4	4

IV. REMUNERATION OF DIRECTORS

The Managing Director does not receive any remuneration from the Company. The Directors are being paid sitting fees and they are being reimbursed travelling and conveyance expenses for attending the Board Meeting.

V. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE

Composition of committee:

R.Alaghentren	-	Chairman
A.Rajkumar	-	Member
Sweda Rajkumar	-	Member

Sri.R.Alaghentren, Chairman and Managing Director is the Compliance Officer. During the year under review, the Company has received 5 correspondence from Shareholders, which have been attended to and there were no grievances remaining unresolved as on 31st March, 2014.



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VI. ANNUAL GENERAL MEETING

The date, time and venue of the last three Annual General Meetings are given below :

Year	Date	Time	Location
2013	21.09.2013	2.00 P.M.	Hotel Palmgrove, 5 Kodambakkam High Road, Chennai – 600 034.
2012	17.09.2012	3.30 P.M.	Hotel Palmgrove, 5 Kodambakkam High Road, Chennai – 600 034.
2011	30.09.2011	12.00 Noon	Hotel Palmgrove, 5 Kodambakkam High Road, Chennai – 600 034.

VII. GROUP DISCLOSURE

The Related Party Disclosures as per Accounting Standard 18 during the year 2013-14 is given below :

As on 31.03.2014

Name of the Company	(Rupees)	Nature of Transactions
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It has been disclosed in Auditor's Report, Accounting policies & Notes on accounts

VIII. MEANS OF COMMUNICATION

The Quarterly / Half yearly Un-Audited Financial Results and the Annual Audited Financial results are published in Trinity Mirror and Makkal Kural.

Shareholder's Information:

Financial Year	01.04.2013 to 31.03.2014
Board Meeting for consideration of Accounts	15.07.2014
Posting of Annual Reports along with notice of A.G.M	on or before 15.08.2014
Book Closure Dates	02.09.2014 to 06.09.2014
Last date for receipt of Proxy Forms	04.09.2014
Board Meetings to take on record (tentative)	
Financial Results for the quarter ended 30.6.2014	Last Week of July 2014
Financial Results for the quarter ended 30.9.2014	Last Week of October 2014
Financial Results for the quarter ended 31.12.2014	Last week of January 2015
Financial Results for the quarter / year ended 31.3.2015	Last week of April 2015, in case of Un-Audited Quarterly results or alternatively last week of May 2015 in case of Audited results for the year

The Company has paid the listing fees for the financial year 2013-14 to Bombay Stock Exchange.

Share transfers were processed and share certificates despatched within 30 days from the date of lodgement in accordance with the stock exchange listing agreement.