

SAI JEEVADHARA FINANCE LIMITED



27th Annual Report 2015 – 2016



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.43-E, II Floor
New Avadi Road,
Kilpauk,
Chennai - 600 010.

BRANCH

Chennai



SAI JEEVADHARA FINANCE LIMITED

Registered Office : 43-E, II Floor, New Avadi Road,
Kilpauk, Chennai - 600 010.

CIN-L65921TN1989PLC054075

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NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held on Saturday, the 24th September 2016 at 12.00 Noon at Hotel Sabari, No.29, Thirumalai Pillai Road, T.Nagar, Chennai - 600 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2016 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.SwedaRajkumar who retires by rotation and being eligible, offers herself for re-appointment
4. To appoint an Auditor or Auditors for Current Financial year and fix his or their remuneration and to pass the following resolution as "Ordinary Resolution" The retiring Auditors, M/S. P.T. PONNAIAH & CO., Chartered Accountants, have submitted resignation as per the Provisions of the Companies Act, 2013 requiring rotation of Auditors and one of the Shareholders has given Notice for appointing the new Auditor by passing the following Resolution:

RESOLVED that M/s. John & Julian, Chartered Accountants, 'Rainbow Vikas', IV Floor, No. 9, Varadharaju Street, Egmore, Chennai -600 008 be and are hereby appointed as the Statutory Auditors of the Company for the Financial Year 2016-17 from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on a remuneration to be decided by the Directors at the Board Meeting of the Company.

All the Shareholders are requested to attend the Meeting.

On behalf of the Board of Directors

Place : Chennai
Date : 15th July, 2016

R. ALAGHENTREN
Chairman



SAI JEEVADHARA FINANCE LIMITED

Registered Office : 43-E, II Floor, New Avadi Road,
Kilpauk, Chennai - 600 010.

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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 17th September 2016 to 24th September 2016 (both days inclusive) as per Companies Act, 2013.
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 2015-16, 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 GENEAL MEETING IN RESEPCT OF RESOLUTION NO. 2 and 3 ABOVE (In accordance with Clause 49VI 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	
D	Other Directorships	
E	<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	
D	Other Directorships	
E	<u>Name of the Company</u>	



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DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in submitting their Twenty Seventh Annual Report of the Company together with the audited statements of accounts for the year ended 31st March 2016

1.FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars for the Year ended 2015-2016

(Rs. In Lakhs)

Particulars:	Current Year	Previous Year
Revenue from Operations:	-	-
Other Income:	0.85	3.14
TOTAL INCOME:	0.85	3.14
Less: Interest & Expenses	6.01	3.39
Profit before Depreciation:	(5.16)	(0.25)
Less: Depreciation	0.50	0.50
Profit before Tax:	(5.66)	(0.75)
Less: Current Tax:	-	-
Less: Deferred Tax:	-	-
Profit after Tax:	(5.66)	(0.75)
Add: Opening Surplus		
Balance for apportionment		
Less: Dividend (incl. Dividend Distribution Tax)		
Less: Transfer to General Reserve		
Balance carried over	(5.66)	(0.75)

Earnings per Share:

Basic	-	-
Diluted	-	-

2. DIVIDEND

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

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There is no unclaimed dividend with the company and hence, this is not applicable.



4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors are in the process of regularizing the strength of the company and there are recoveries to some extent and the future potentiality to improve business after realizing the Income-tax Refunds is also bright

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company during the financial year to which these financial statements relate on the date of this report and there is no change in the nature of Business.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has taken all possible steps concerning development and implementation of Risk Management for the Development of the Company in the long run and is proposing to commence the activities after stabilizing the financial status of the company.

8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 186 are NIL.

11. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The remarks of the Auditor under emphasis of matter about the heavy losses incurred by the Company and about the remedial action required by the management, we are taking effective steps to regularize the position. The company's Financial strength was affected due to the Income-tax cases pending against the company and steps taken by the Income-tax Department by freezing the Company's Funds. The cases have been decided by the Honourable High Court of Madras in favour of the Company and the position shall get improved after receiving the Refund. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.



12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is governed by Nomination and Remuneration Committee in guidance of various sections under Companies Act 2013 and its rules. The Company has not paid any Remuneration to the Directors in the absence of Income.

13. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure I** and is attached to this Report.

14. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had conducted 4 Board meetings on 15.07.2015, 31.07.2015, 31.10.2015 and **30.01.2016** during the financial year under review.

15. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with provisions of Section 134(5) of the Companies Act 2013, the Board hereby submits its responsibility statement

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.



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17. DEPOSITS

The Company has not accepted any Deposits during the year. The amount of unclaimed deposits and interest were deposited in escrow account with City Union Bank Ltd., and the amount payable as at 31.03.2016 is Rs.38000. (Previous Year Rs.38000)

18. DIRECTORS

There is no change in the Board of Directors of the Company.

19. DECLARATION OF INDEPENDENT DIRECTORS

There is no Independent Director in the company and Mrs. Sweda Rajkumar is a women director in the Board.

20. STATUTORY AUDITORS

M/s. P.T.Ponnaiah and Co, Chartered Accountants, the existing Auditors, retire at the ensuing Annual General Meeting and has submitted their Resignation as per the provisions of the Companies Act, 2013 requiring rotation of Auditors and the new Auditors are proposed to be appointed and a Notice from one of the Shareholders has been received and the Proposed Resolution for Appointment is placed for approval.

21. RISK MANAGEMENT POLICY, AUDIT COMMITTEE, VIGIL MECHANISM, ETC.

The Company has got defined Risk Management Policy developed over a period of years and once the operations are resumed, the same shall be improved to comply with all the statutory requirements.

22. SHARES

During the year, the Company has not issued any shares.

23. MANAGERIAL REMUNERATION:

There is no Managerial Remuneration paid by the Company.

24. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, consultants, and various Government Authorities for their continued support extended to your Company. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : CHENNAI
Date : 15.07.2016

**CHAIRMAN AND
MANAGING DIRECTOR**

DIRECTOR



SAI JEEVADHARA FINANCE LIMITED

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Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L65921TN1989PLC054075
REGISTRATION DATE	26.10.1989
NAME OF COMPANY	SAI JEEVADHARA FINANCE LIMITED
CATEGORY	COMPANY LIMITED BY SHARES,
SUB-CATEGORY	INDIAN NON GOVERNMENT COMPANY
ADDRESS OF THE REGISTERED OFFICE AND CONTACT DETAILS	NO 43-E, II FLOOR, NEW AVADI ROAD, KILPAUK CHENNAI: 600 010. PHONE : 044-2644 9535 EMAIL:sjflcni@gmail.com
WHETHER LISTED COMPANY	YES
DETAILS OF REGISTRAR AND TRANSFER AGENT IF ANY	IN HOUSE

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	NBFC: FINANCE COMPANY	64990	—

III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.	NIL				



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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% Change during the year
	*ALL SHARE HOLDERS HOLD SHARE PHYSICALLY AND NOT THROUGH				
	PHYSICAL	TOTAL %	PHYSICAL	TOTAL %	
A. PROMOTERS CONSISTING INDIAN INDIVIDUAL ONLY	967660	19.35%	967660	19.35%	0
NO FOREIGN PROMOTERS					
TOTAL SHAREHOLDING OF PROMOTER	967660	19.35%	967660	19.35%	0

PUBLIC SHARE HOLDING

Institutions	NA				
Indian Individuals Holding Rs. 1,00,000 or more of nominal share	253200	5.06%	253200	5.06%	0
Indian Individuals Holding upto Rs. 1,00,000	3779140	75.59%	3779140	75.59%	0
Other categories and sub categories Not Applicable					
Total Public Shareholding	4032340	80.65%	4032340	80.65%	0
C. Shares held by Custodian for GDRs & ADRs	NA				
Grand Total	5000000	100%	5000000	100%	0