

# APPLE CREDIT CORPORATION LIMITED

---

## REGISTERED & CORPORATE OFFICE

Gokul Arcade, I Floor,  
2, Sadar Patel Road, Adyar,  
Chennai - 600 020.  
Ph : 24901603

## BOARD OF DIRECTORS

**Mr. Jayanty Ramakrishna Sarma**  
Director

**Mr. J.S. Narayana**  
Director

**Mr. K. Elangovan**  
Director

## Banker

State Bank of India

## Auditors

**M/s.Brahmayya & Co**  
Chartered Accountants

## Registrars & Transfer Agent

Integrated Enterprises (India) Ltd.,  
2nd Floor, "Kences Tower"  
1, Ramakrishnan Street,  
North Usman Road,  
T. Nagar, Chennai - 600 017.

Members are requested to bring their copy of the Annual Report along with them for the Annual General Meeting, as copies of the Report will not be distributed at the meeting.

**APPLE CREDIT CORPORATION LIMITED****APPLE CREDIT CORPORATION LIMITED**

Registered & Corporate Office:  
Gokul Arcade, I floor, 2, Sardar Patel Road, Adyar, Chennai 600 020.

**NOTICE CONVENING THE 25TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Wednesday the 18 September 2013 at 11.00 a.m. at The Hall of Ragaas, New No 2, Old No 47, Ist Avenue, Sastri Nagar, Adyar, Chennai 600 020 to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited statement of Accounts for the year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.
- 2) To elect a Director in the place of Mr. JRK Sarma, who retires by rotation and being eligible offers himself for re-election.
- 3) To appoint Auditors and fix their remuneration. The retiring Auditors M/s Brahmayya & Co., Chartered Accountants, Chennai being eligible offer themselves for re-appointment.

**SPECIAL BUSINESS:**

- 4) To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :

RESOLVED THAT pursuant to Companies Act 1956, or any amendment or modifications thereof, approval of the Company be and is hereby accorded to the appointment of Mr.D. Harold as the Manager of the Company u/s 269 of Companies Act 1956 for a period of one year with effect from 01.04.2013 on the terms and conditions set out in the Explanatory Statement annexed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or modify the terms and conditions of the said appointment, including salary from time to time, subject to the provisions of Schedule XIII and all other applicable provisions of the Companies Act, 1956.

For and on behalf of the Board

Place: Chennai  
Date: 30.05.2013

**JRK Sarma**  
Director

# APPLE CREDIT CORPORATION LIMITED

## NOTE:

1. **A Member entitled to attend and vote at the meeting is entitled , to appoint a proxy to attend and on a poll vote instead of the member and such proxy need not be a member of the Company.**
2. The Proxy Form, duly stamped and executed ,should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the commencement of the Meeting.
3. The Explanatory Statement under Section 173 of the Companies Act 1956 in respect of item 4 as set out above is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 12th September to 18th September 2013 (both days inclusive).
5. Members are requested to notify immediately to the Company any change in their address .
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting,

## **EXPLANATORY STATEMENT PURSUANT TO ARTICLE 100(2) OF THE ARTICLES OF ASSOCIATION READ WITH SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

### **Item No. 4**

Mr. D Harold of the Company was appointed as Manager of the Company u/s 269 of the Companies Act 1956 for a period of one year with effect from 01.04.2013. The Board of Directors have appointed him in their meeting held on 26.03.2013 on the following terms and conditions.

**PERIOD OF APPOINTMENT :** 1 Year from 01.04.2013 appointment subject to compliance with Schedule XIII and Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and also subject to approval of the shareholders in a General Meeting.

**REMUNERATION :** Payable with effect from 01.04.2013 subject to Schedule XIII limits

### **I Salary :**

Rs.24,300 per month with such changes /increments as may be decided by the Board from time to time , and other allowances of Rs.23,850 per month also subject to such changes /increments as may be decided by the Board from time to time.

### **II Perquisites :**

In addition to salary, the perquisites in respect of the following will be allowed:

- i) **Medical Reimbursement :** Reimbursement of Medical expenses and hospitalization for self and family subject to a ceiling of Rs.15,000/- per year.
- ii) **Leave Travel Concession:** As per the rules of the Company for self and family once in a year.

### **III Other Perquisites:**

- i) **Contribution to Superannuation Fund :**  
Contribution to the superannuation fund a sum of Rs.8000.00 p.m. respectively.
  - ii) The company shall reimburse actual entertainment and traveling expenses incurred in the course of the Company's business.
  - iii) D Harold will be entitled to privilege leave period of 12 days for every year of service during the period of the Agreement with full pay and perquisites. He will be entitled to sick leave and casual leave benefits as per the rules of the Company.
- IV. Mr. D. Harold shall keep the secrets of the Company.
- V. The appointment may be terminated by either party by giving one month's notice or by mutual consent. The Company shall also be entitled to terminate the appointment without requisite notice by making payment to Mr. D. Harold of one month's remuneration.
- VI. In the event of any modification made by the Government in the guidelines or ceilings on managerial remuneration during the period of Agreement, the remuneration payable to Mr. D.Harold shall be increased or decreased as the Board may deem fit, in accordance with such modified guidelines or ceilings.

None of the Directors except is interested in this Resolution.

Your Directors recommend the Resolution for your approval.

For and on behalf of the Board

Place: Chennai  
Date : 30.05.2013

**JRK Sarma**  
Director

# APPLE CREDIT CORPORATION LIMITED

## DIRECTORS' REPORT

**To  
THE MEMBERS OF APPLE CREDIT  
CORPORATION LIMITED**

Your Directors present herewith the 25th Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2013.

### Management Discussion and Analysis:

The financial highlights for the year under review are as follows:

(Rupees in lacs)

	Year Ended 31st March 2013	Year Ended 31st March 2012
Profit / Loss before Int., Depreciation and Tax	(42.93)	141.99
Less: : Depreciation	0.30	5.39
Profit / Loss before Tax	(42.63)	136.60
Add : Provision for Non Performing assets	NIL	Nil
Less : Fringe Benefit Tax	NIL	Nil
Profit / Loss after Int., Depreciation and Tax	(42.63)	136.60
Balance in Profit & Loss Account b/f (Loss)	(29713.02)	(29849.62)
Balance in Profit & Loss Account c/f (Loss)	(29755.65)	(29713.02)

There were no disbursements during the year under review. The Company has continued its efforts for recovery of overdues.

On account of accumulated loss, your Directors are not in a position to recommend any Dividend.

## DIRECTORS

Mr. JRK Sarma aged 55 years, who retires by rotation and being eligible offers himself for re-election. A brief resume of the director retiring by rotation at the ensuing AGM, nature of his expertise in specific functional areas and the name of companies in which he holds directorship and / or membership / chairmanship of committees of the board as stipulated under clause 49 of the listing agreement, is given in the section on Corporate governance elsewhere in the Annual report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that :

1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
2. Appropriate accounting policies have been selected and applied consistently and have 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 of the Profit/Loss of the Company for the year ended 31st March 2013.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis.

### CORPORATE GOVERNANCE

A separate Report on Corporate Governance is produced as a part of this Annual Report along with the Auditors Statement, on its compliance as prescribed under the amended Listing Agreement of the Stock Exchanges with which your Company share is listed.

# APPLE CREDIT CORPORATION LIMITED

## DEPOSITORIES

As the Members are aware, your Company's Shares are tradable compulsorily in electronic form and your Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services(India) Limited.

In view of the numerous advantages offered by the Depository system, Members are requested to avail of the facility of dematerialisation of the Company's shares on either of the Depositories aforesaid.

At present over 64.90% of the paid-up equity capital of the Company is held in dematerialised form.

## FIXED DEPOSITS

Your Company has no outstanding Deposits as all Unclaimed Deposits in the Company have been transferred to Government A/c as per Companies Act 1956.

## AUDITORS

The Company's Auditors M/s Brahmayya & Co, Chartered Accountants, Chennai will retire at the ensuing Annual General meeting and being eligible have offered themselves for re-appointment and the requisite certificate u/s 224 (1) (b) of the Companies Act, 1956 has been obtained from them for this purpose.

## AUDITOR'S REPORT

As regards the opinion of the Auditors in their Report, attention of members is invited to note No. 19 to the financial statements which is self explanatory.

## PARTICULARS OF PERSONNEL

The particulars of employees as required u/s 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 is not applicable to the Company as there were no employees drawing remuneration in excess of the limits specified under the said rules..

## CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE

Your Company has no activity relating to these areas during the period under review.

## ACKNOWLEDGEMENT

Your Directors wish to express their gratitude to the Shareholders , Bankers and employees for their support.

For and on behalf the Board

**Jayanty Ramakrishna Sarma**  
Director

**K Elangovan**  
Director

Place : Chennai  
Date : 30th May 2013

# APPLE CREDIT CORPORATION LIMITED

## APPLE CREDIT CORPORATION LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### INTRODUCTION

The Securities and Exchange Board of India has introduced a Code of Corporate Governance for implementation by listed companies.

The report for the year 2012-2013 as required under clause 49 is as follows:

#### I. COMPANY'S PHILOSOPHY:

The company is committed to adopt the best Corporate Governance practices and endeavors continuously to implement the Code of Corporate Governance in its true spirit. The Company's philosophy in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders' value without compromising in any way in complying with applicable laws.

The Board of Directors acknowledges that it has a fiduciary relationship and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Governance mechanism in the Company, the Board along with its committees endeavors to strike a right balance with its various stakeholders.

#### II. BOARD OF DIRECTORS:

##### A) The Constitution of the Board as on March 31, 2013

Name of Director	Category of Directorship	No. of Directorships held in other Companies	No. of other Committee Membership
Jayanty Ramakrishna Sarma	Non-Executive & Independent	Nil	Nil
Dr. J S Narayana	Non-Executive & Independent	Nil	Nil
K Elangovan	Non-Executive & Independent	Nil	Nil

The Company does not have a designated Chairman.

8 Board meetings were held during the period April 1, 2012 to March 31, 2013: They were held on 29.05.12, 23.07.12, 01.08.12, 27.08.12, 26.10.12, 10.11.12, 11.02.13 and 26.03.13

The attendance record of Directors at Board meetings and last AGM is as under:

Name of Director	No. of Board Meetings Attended	Sitting fees Rs.	Attendance at Last AGM held On 01.08.2012
Jayanty Ramakrishna Sarma	8	12000	Present
J S Narayana	3	4500	Present
K Elangovan	8	12000	Present

# APPLE CREDIT CORPORATION LIMITED

## SHARE TRANSFER MEETINGS

13 Share Transfer committee meetings were held during the period April 1, 2012 to March 31, 2013.

They were held on 30.04.12,29.05.12,19.06.12,13.07.12, 27.08.12 ,25.09.12,11.10.12, 19.11.12, 17.12.12, 31.12.12,16.01.13, 28.01.13 and 05.03.13

**The attendance record of all members in the Committee is as under:**

Member	No. of Committee Mtg. Attended
Jayanty Ramakrishna Sarma	13
J S Narayana	3
K Elangovan	13

## MANAGER u/s 269 of the Companies Act.:

Mr. D.Harold was appointed as Manager u/s 269 of the Companies Act 1956 for a further period of 1 year i.e.01.04.2013 to 31.03.2014.

## B. Remuneration to Directors for the year 2012-2013

There is no remuneration paid to the Directors as they are all Non-Executive Independent Directors. There are no Service Contracts executed with the Directors and they have been appointed pursuant to the resolutions passed at the General Meetings.

## C. Information in respect of the Director seeking reappointment at the AGM

Mr. JRK Sarma aged 55 years, has been director of the company since 2005. He is an ACS and AICWA and has over 25 years experience in Nationalised banks and Finance Companies. He is not a Director in any other Company.

## III. Audit Committee:

The Audit Committee of the Board of Directors of the Company, inter alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

Apart from all the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Committee meets Statutory Auditors periodically and discusses their findings, suggestions, internal control systems, scope of audit, observations of the Auditors and reviews accounting policies followed by the company. The Committee makes recommendation(s) to the Board on any matter relating to the financial management of the Company including Statutory Audit Reports. The Committee also recommends the appointment of the Statutory Auditors and fixation of their remuneration.

The Committee reviews with the management the quarterly, half yearly and annual financial statements before their submission to the Board.

As per SEBI regulations and Listing Agreements, a qualified and Independent Audit Committee was formed with minimum 3 Directors as members Mr.Jayanty Ramakrishna Sarma ,the Chair person, Mr.K Elangovan and Mr.JS Narayana. All the members of the Audit Committee are financially literate and have relevant financial expertise. The quorum for the Audit Committee meeting is two members with at least two independent Directors present at the meeting .No personnel were denied access to the Audit Committee.

The Audit Committee generally meets once in a quarter to inter alia review the quarterly performance and the results. The Meetings of the Audit committee were held on 29.05.12, 01.08.12,10.11.12 and 11.02.13.

## APPLE CREDIT CORPORATION LIMITED

The attendance of each member of the Audit Committee meetings is given below:

Name of the Member	Category of Directorship	Audit Committee meetings attended
Mr.Jayanty Ramakrishna Sarma	Non-Executive - Independent	4
Mr.JS Narayana	Non-Executive – Independent	3
Mr.K Elangovan	Non-Executive – Independent	4

### IV. Remuneration Committee:

The Company's Remuneration Committee comprises of independent and Non- Executive Directors.Mr.JRK Sarma, Mr.K Elangovan and Mr.JS Narayana. The broad terms of reference are to appraise the performance of the Manager appointed u/s 269 of the Companies Act 1956, to determine and recommend to the Board compensation payable to him, details of which are included in the Report. Mr.JRK Sarma is the Chairman of the Remuneration Committee.

### V. Shareholders / Investor Grievance Committee

The Company has duly constituted a shareholders'/ Investors' Grievance Committee, which is headed by the Independent Non-Executive Director, Mr. Jayanty Ramakrishna Sarma to attend and address grievances of the shareholders / Investors as and when received. Mr. K Elangovan and Mr. JS Narayana are the other members of the committee. Mr. R Kuppu Rao is the Company Secretary and Compliance Officer of the Company.

### Complaints received during the year:

Nature of Complaints Received	Cleared	Pending
Non receipt of certificates after transfer	3	Nil
Regarding cert.after Allot / bonus / rights / conv.	2	Nil
Non receipt of Annual Report	3	Nil
Procedure for transmission	1	Nil
General Queries	7	Nil
Change of address Bank Mandate/ECS &Cancel	6	Nil
Non receipt of Certificate after Stock split/Amalg./Demerger	1	Nil
Total	23	

The above information is based on the details received from the Company's Registrars M/s Integrated Enterprises India Ltd.

### VI. Subsidiary Company:

The Company has no subsidiary company.

### VII. Details of Annual General Meetings:

Location and time of Annual General Meetings held in last 3 years:

Year	Meeting	Location	Date	Time
2012	24th AGM	Hall of Ragas, Adyar, Chennai -20	01.08.2012	11.30 a.m
2011	23rd AGM	Hall of Ragas, Adyar, Chennai -20	28.09.2011	11.30 a.m
2010	22nd AGM	Hall of Ragas, Adyar, Chennai - 20	17.09.2010	12.05 Noon

No Special Resolutions was put through postal ballot last year nor is it proposed to be put in the current year.