

FIRST FINANCIAL SERVICES LIMITED

New No.26, Old No.20, Ramakrishna Street, Off North Usman Road,
T Nagar, Chennai 600 017.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of First Financial Services Limited will be held on 27th February, 2010 at 3.00 P.M. at New No.26, Old No.20 Ramakrishna Street, Off North Usman Road, T Nagar, Chennai 600 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st August, 2009.
2. To appoint a Director in the place of Smt. N. Jayanthi who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if deemed fit to pass the following resolution as an ORDINARY RESOLUTION:

"Resolved that the Financial Year ending of the Company be changed to 31st March each year in the place of 31st August and First such Accounts be closed on 31st March, 2010 for a period of Seven months only"

By Order of the Board
For FIRST FINANCIAL SERVICES LTD.

Place: Chennai
Date: 30-01-2010


P. Natarajan
Managing Director

For FIRST FINANCIAL SERVICES LTD.

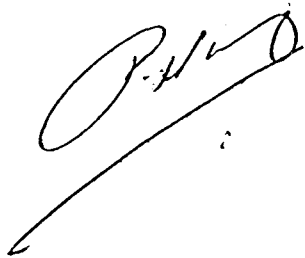

DIRECTOR

NOTES

1. The Register of Members will be closed from the 25th February, 2010 to 27th February, 2010 (both days inclusive), for the purpose of Annual General Meeting.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his behalf. A Proxy need not a Member of the Company. Proxy forms in order to be effective must be received at Registered Office, New No.26, Old No.20, Ramakrishna Street, Off Usman Road, T Nagar, Chennai 600 017 forty eight hours before this Annual General Meeting.
3. Members are requested to bring their copies of the Report and Accounts to the Meeting.
4. The Members are requested to intimate the Company regarding any change of their address immediately to the Registered Office, New No.26, Old No.20, Ramakrishna Street, Off North Usman Road, T Nagar, Chennai 600 017 quoting their Folio Number.
5. Explanatory statement required to be annexed to the Notice pursuant to the requirements of the section 173 (2) of the Companies Act, 1956.

Item No.4:

The Board recommends the resolution to have uniformity of filing the documents with the Registrar of Companies and Income Tax Authorities and to save costs of the Company. None of the Directors are interested in this resolution.



DIRECTORS' REPORT

TO,

The Members

Your Directors have pleasure in presenting to you the 24th Annual Report together with the Audited Statement of Accounts of the Company for the year ended from 31st August 2009.

WORKING RESULTS AND REVIEW OF OPERATIONS

	31.08.09 Rs.	31.08.08 Rs.
Profit before depreciation and tax	(18,183)	(5,168)
Depreciation & Lease equalisation	2,222,992	2,222,992
Profit/(loss)before tax	(2,241,175)	(2,228,160)
Provision for taxation	-	-
Brought forward from previous year	(38,918,718)	(36,690,557)
Balance carried forward	(41,159,893)	(38,918,718)
	=====	=====

DIVIDEND

Due to inadequacy of profits, your Directors do not recommend payment of any dividend for the financial period under report.

MANAGEMENT DISCUSSION AND ANALYSIS**a. Industry Structure & Developments**

The Company is an NBFC engaged in hire purchase and financial service activity. However due to cancellation of the registration by RESERVE BANK OF INDIA, the company is in the process of repaying all the loans and deposits.

b. Performance

The income from operations for the period ended 31st August 2009 was Nil as against Nil for the previous year.

Your Company has made a net loss of Rs.22.41 lakhs during the year as against a net loss of Rs.22.28 Lakhs made during the previous year.

c. Segment-wise performance

Not applicable since the Company operates in a single segment.

d. Concerns

The Company's operations are only paying the liabilities both secured and unsecured loans and deposits. Your company is earnestly making all efforts to speed up the recoveries. Out look of the Company will improve only after it repays the debts for which the Management of the company is actively working.



f.Internal control systems

Your company has a proper and adequate system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorised use or disposition.

g.Human resource and industrial relations

At present only the Managing Director of the company is taking care of the operations. No other paid staff is employed.

FIXED DEPOSITS

The Company Law Board has passed an order on 27th January 1999 fixing the scheme of repayment of deposit by the company. The fixed deposits outstanding at the time of the order Rs.440.01 lacs and outstanding on the Balance Sheet was Rs. 18.88 Lacs.

AUDITORS

The present Auditors, M/s.V.A.S.Mani & Co., retire at the forthcoming Annual General Meeting.

CONSERVATION OF ENERGY PURSUANT TO SECTION 217(1-E)

The Company has no activities relating to conservation of energy or technology absorption.

DETAILS OF FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no Foreign Exchange earning or outgo.

STATEMENT UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956

There are no particulars to be furnished under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTOR'S RESPONSIBILITY STATEMENT:

As required by sub-section(2AA) of Section 217 of the Companies Act,1956 directors state:-

That in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

That the 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 at the end of the financial year and of the profit or loss of the company for that period.

That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the annual accounts have been prepared on a going concern basis.

DIRECTORS

The Directors Mr.K.Joshi retires by rotation at the ensuing Annual General Meeting and being eligible is offering herself for reappointment.

Directors hereby declare that none of the Directors disqualified u/s 274 of the Companies Act,1956 from acting as Directors of this Company.


CORPORATE GOVERNANCE

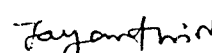
Your Company is in the process of complying with the requirements of the Corporate Governance Code prescribed by SEBI. A report on Corporate Governance, to the extent the same is implemented, is annexed.

ACKNOWLEDGEMENT

Your Directors thankfully acknowledge the co-operation and assistance extended by the Bankers, Depositors and Government Departments and agencies.

For and on behalf of the Board


P.NATARAJAN
Managing Director


Director

Place : Chennai
Date : 29th January 2010

2. BOARD OF DIRECTORS

The Company is being managed under the overall superintendence and control of the Board of Directors who formulate the overall strategies and policies to be followed by the company. The Board periodically reviews and implementation of policies and strategies.

The composition of and attendance at the Board meetings and at the Annual General Meeting during the year were as under:

Name of the Director/ Member	Prompters/ Non Promoters	Relationship with other Directors	Executive/Non Executive/ Independent	No of Board Meetings Attended	Last AGM attended Yes/No	No of outside Directorship held
P.NATARAJAN	Promoter	Related	Executive/ Non-Independent	5	Yes	2
N.JAYANTHI	Promoter	Related	Non-Executive/ Non-Independent	5	Yes	2
N.JOSHI	Non-Promoter	Not Related	Non-Executive/ Independent	4	Yes	1

*Committees considered are Audit, remuneration and Shareholders grievance Committee in other Companies.

Independent Director is defined as one who is not a formal executive and has no professional relationship with the company not a large customer and/or vendor of the company not a close relative of the promoter and/or Executive director not holding a significant stake, not a nominee of any large shareholder/creditor.

The company is in the process of inducting Non-executive Independent Directors in order to comply with the requirements of Corporate Governance Code.

3. BOARD MEETINGS

During the year under report, 5 Board Meetings were held on 28.09.2008, 30.11.08, 29.01.09, 28.03.09, 28.06.09.

4. AUDIT AND REMUNERATION COMMITTEES

The Company is in the process of constituting an Audit committee. The company will not be constituting a Remuneration committee since it proposes to place the matters relating to the remuneration of the Directors as and when the need arises to the Board of Directors for approval and such Board Meeting will be chaired by an Independent-Non-Executive Director.

5. REMUNERATION OF DIRECTORS

None of the Directors are paid any remuneration.

6 .SHARE TRANSFER AND INVESTORS/SHAREHOLDERS GRIEVANCE COMMITTEE

During the year, the Share Transfer and Investor Grievance Committee met twice on 03.05.09 and 15.06.09.

7. DETAILS OF ANNUAL GENERAL MEETINGS FOR THE LAST THREE YEARS:

1.Location and time, where last three AGM held:

Year	Location	Date	Time
2005-2006	1,2&3 Kasiarcade, 116,Thiyagaraya Road, T.Nagar,Chennai 600 017	30.12.2006	4.00 P.M.,
2006-2007	1,2&3 Kasiarcade, 116,Thiyagaraya Road, T.Nagar, Chennai 600 017	28.02.2008	4.00 P.M.,
2007-2008	1,2&3 Kasiarcade, 116,Thiyagaraya Road, T.Nagar, Chennai 600 017	28.02.2009	4.00 P.M.,

8. DISCLOSURES:

- A. Disclosures on materially significant related party transaction i.e., transactions of the Company of material nature with its promoters. Directors or Management, their subsidiaries or relative etc., that may have potential conflict with the interest of the company large.
- B. Details of non-compliance by the company, penalties, strictures imposes on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital market during the last three years.

The Company's Equity shares were suspended for trading by the Stock Exchange, Mumbai

FIXED DEPOSITS

The Company Law Board has passed an order on 27th January 1999 fixing the scheme of repayment of deposit by the company. The company due to unavoidable business circumstances, was at times unable to adhere to the schedule of repayments of deposits fixed by this company Law Board. The company is periodically informing the Company Law Board above the payments made to depositors according to its schedule and the extent to which it could not meet the repayment schedule.

9. THE COMPANY'S WEBSITE:

The Company does not have a website.

10. MEANS OF COMMUNICATION:

The Company regularly notifies the quarterly and annual results to the stock Exchanges.