

# **ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**



**TWENTY FIFTH ANNUAL REPORT 2017 – 2018**

**REGISTERED OFFICE**

**"CAPITAL PLACE"**

**NEW NO.16 (OLD NO.50), SOUTH BOAG ROAD, T NAGAR, CHENNAI - 600 017.**

**CORPORATE WEB SITE: [www.afslindia.com](http://www.afslindia.com)**

**E-MAIL ID : [abi@afslindia.com](mailto:abi@afslindia.com) [abicompliance@afslindia.com](mailto:abicompliance@afslindia.com)**



## **ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

**BOARD OF DIRECTORS** : **Mr K V Aiyappan** - *Chairman*  
**Mr T V Srinivasan** - *Independent Director*  
**Mr K M Narasimhan** - *Independent Director*  
**Mr P Sankaran** - *Whole Time Director*  
**Mrs Muthulakshmi Ganesh** - *Director*  
**Dr M G Bhaskar** - *Independent Director*

**AUDITOR** : **M/s TSG & ASSOCIATES.**  
Chartered Accountants,  
Plot C-36B, F6, Nanchil Crown Apartments,  
Thiruvalluvar Nagar, Main Road,  
Alandur, Chennai - 600 016.

**BANKERS** : **M/s Lakshmi Vilas Bank Ltd.,**  
Cathedral Road Branch, Chennai - 600 086.  
**M/s Indian Overseas Bank**  
Cathedral Road Branch, Chennai - 600 086.  
**M/s Canara Bank**  
T.Nagar Branch, Chennai - 600 017.

**REGISTERED OFFICE** : **"CAPITAL PLACE"**  
**New No.16 (Old No. 50), South Boag Road,**  
**T Nagar, Chennai 600 017.**



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## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of the company will be held at the Registered Office of the company at "Capital Place", No.16/50 South Boag Road, T.Nagar, Chennai- 600 017 on Thursday, 27th Day of September, 2018 at 10.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:-

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2018, together with the Reports of the Board of Directors and Auditors thereon, for the year ended 31st March, 2018, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of 0.30 paise per equity share of Rs.10/- (Rupees Ten only) each fully paid-up of the Company be and is hereby declared for the Financial Year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended 31st March, 2018."

3. To appoint a Director in place of Mrs. Muthulakshmi Ganesh (DIN 00286658), who retires by rotation and, being eligible, seeks re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Muthulakshmi Ganesh (DIN 00286658), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

4. **Voluntary Delisting of Equity Shares of the Company from BSE:**

To consider and, if thought fit, to pass, the following resolution as Special Resolutions:

**"RESOLVED THAT** subject to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, the Listing Agreement entered into by the Company with the Stock Exchange where the equity shares of the Company are listed, and in accordance with Regulation of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI Delisting Regulations") and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchange, as may be necessary and subject to such conditions or modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to seek voluntary delisting of the equity shares of the Company from Bombay Stock Exchange Limited (BSE) where the equity shares of the Company are presently listed, in terms of the SEBI Delisting Regulations and other applicable provisions of Law.



**RESOLVED FURTHER THAT** the Board, be and is hereby, authorized to do all such acts, deeds, matters and things including appointment of merchant banker, making application to BSE for seeking their in-principle approval and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s)/ authorized representative(s) of the Company, to give effect to this resolution."

BY THE ORDER OF THE BOARD

Place: Chennai  
Date : 14/08/2018

(Sd/-)  
P SANKARAN  
(00404210)

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the company. Proxies in order to be effective should be lodged with the company not later than 48 hours before the commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the Resolution is annexed hereto
3. The Register of Members and Share Transfer Books of the company will remain Closed from 21st day of September 2018 to 27th day of September 2018 (Both days inclusive).
4. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
5. All documents referred to in the above notice/explanatory statement are open for inspection by any members at the Registered Office of the Company during business hours of the Company on any working day up to the last date of the AGM.
6. Subject to the provisions of Companies Act 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration to those members whose names appear on the register of members as on 20th day of September 2018.
7. The facility for voting, through ballot paper, will be made available at the AGM and the members attending the AGM who have not already cast their votes by e-voting shall exercise their rights at the AGM through ballot papers.
8. Details pursuant to Regulation 26 of SEBI (LODR) Regulations, 2015 in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto for Item No. 3 of the Notice
9. In line with the Green Initiative of the Ministry of Corporate Affairs, your Company has decided to send all correspondence like notices of general meetings, abstracts, audited financial statements (Annual Reports) through electronic means to the registered e-mail addresses of the Shareholders. Shareholders are requested to note that the said documents would also be available on the Company's website [www.afslindia.com](http://www.afslindia.com) from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder



is required to send an e-mail to [abi@afslindia.com](mailto:abi@afslindia.com) quoting DP Id and Client Id Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form. Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s) if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent of the Company, if the shares are held in physical form.

10. Voting through electronic means

- a. In compliance with the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- b. The voting period begins on 24/09/2018 at 9.00 a.m. and ends on 26/09/2018 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of 20th day of September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- c. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**The instructions for shareholders voting electronically are as under:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>
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- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of Abirami Financial Services (India) Limited on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians:-
- Non-Individual shareholders (i.e. other than Individuals, HUF & NRI etc.,) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s)/folio numbers for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  10. The Board of Directors have appointed Mr. G. Porselvam, Practicing Company Secretary as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner.
  11. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  12. The Results declared along with the Scrutinizers Report shall be placed on the Company's website [www.afslindia.com](http://www.afslindia.com) and on the website of CDSL and the same can be communicated to the Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Secretarial Standards on General Meeting (SS-2)**

**Item no. 3 of the Notice – Information of Mrs. Muthulakshmi Ganesh**

Name	:	Mrs. Muthulakshmi Ganesh
DIN	:	00286658
Age	:	65 Years
Qualification	:	Master of Science.
Date of Appointment	:	31/03/2015
Occupation	:	Business
No. of Shares held in the company	:	NIL.
Expertise	:	A person with marketing and trading experience takes keen interest in whatever assignment she takes up.

Details of other Directorships / Committee Membership:

S.No	Company	Position	Committee Membership	
			Chairman	Member
1.	Uma Apparels Private Limited	Director	--	--
2.	Yoha Securities Limited	Whole time Director	--	--
3.	Sumeru Media And Communications Private Limited	Director	--	--
4.	Ashwin Commodities Private Limited	Director	--	--





#### ITEM NO. 4

The Company's Equity Shares are presently listed with Bombay Stock Exchange (BSE). There has been no trading of the equity shares of the Company in the BSE in the last few years. Further, the Promoters/Promoter Group of the Company wish to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Board thought that no purpose is served in continuing the listing of Company's equity shares with the Stock Exchanges. The Company can also save the cost and time for compliance with various Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this respect, Promoter/Promoter Group have expressed their intention to the Board of Directors to make a voluntary delisting of the equity shares of the Company from BSE and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009.

Under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, a Company is permitted to delist its securities from all the Stock Exchanges where its securities are listed subject to the prior approval of the shareholders and provided an exit opportunity has been given to the investors. The Board of Directors in their meeting held on 14th August, 2018 has subject to the approval of the members of the Company and such other approvals/ sanctions as may be required in this connection, approved the proposal for voluntary delisting of equity shares of the Company from the Stock Exchange.

The Company is therefore, seeking your approval as required under the provision of Regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations, 2009 by way of a Special Resolution.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company as the voluntary delisting by the Promoters will provide an exit opportunity to the public shareholders in accordance with the SEBI Delisting Regulations and hence, recommends the above resolution for your approval as a special resolution.

The passing of the Special Resolution would be enabling in nature and it will allow the promoters (if they so choose) to proceed with the Delisting Proposal within one year of passing of the Special Resolution as allowed under SEBI Delisting Regulations. If the promoters decide to proceed with their Delisting Proposal, they will make an offer to acquire shares from the public shareholders of the Company in accordance with SEBI Delisting Regulations.



## BOARD'S REPORT

### To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

### 1 FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Rs. in lakhs)

Particulars	2017-2018	2016-2017
Gross Income	69.36	56.20
Profit Before Interest and Depreciation	34.62	21.48
Finance Charges	0.05	0.91
Gross Profit	34.57	20.57
Provision for Depreciation	12.54	13.76
Net Profit Before Tax	22.03	6.80
Provision for Tax	5.08	1.29
Net Profit After Tax	16.94	5.51
Surplus carried to Balance Sheet	16.94	5.51

### 2 Events Subsequent To The Date Of Financial Statement, that affect the substance and figures given in the Statement:-

The board of directors at their meeting held on 14th August, 2018 have decided to go for voluntary delisting and the proposal for the same in being transacted as Item No. 4 of said notice.

### 3 Change in the Nature of Business, if any,

NIL

### 4 Declaration of dividend:-

The board recommends dividend at the rate of 3% i.e. 0.30 paise per equity shares of Rs. 10/- each for the year under review.

### 5 BOARD MEETINGS:

The Board of Directors duly met 4 times during this financial year on the following dates  
17/05/2017, 28/07/2017, 15/11/2017 and 31/01/2018.

### 6 DIRECTORS AND KEY MANAGERIAL PERSONNEL:

None of the Director or Key managerial person resigned from Directorship during the year under review.

As per the provisions of Section 152 of the Companies Act, 2013, Mrs. Muthulakshmi Ganesh shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. Your Directors recommend the same for your approval.

### 7 DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Independent directors have submitted their disclosure to the Board confirming that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, hereinafter referred to

as SEBI Regulations. The Board confirms that the said independent directors meet the criteria as laid down under the Companies Act, 2013 as well as SEBI Regulations.

## **8 COMPOSITION OF AUDIT COMMITTEE**

### **Audit Committee consists of the following Independent Directors**

Mr. K. M. Narasimhan – Chairman

Mr. T. V. Srinivasan

Dr. M. G. Bhaskar

## **9 VIGIL MECHANISM:**

Whistle Blower policy: The Company has a whistle blower mechanism wherein the employees are free to report violation of laws, rules, regulations or unethical conduct to their immediate superiors or such other person as may be notified from time to time by the management. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices. No person had been denied access to the Audit Committee.

## **10 DIRECTOR'S RESPONSIBILITY STATEMENT:**

### **In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:**

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 profit for company for that period;
- (c) the directors have 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 have prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

## **11 INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/JV:**

The company has no Subsidiary / Joint Venture / Associate.

## **12 EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report (FORMAT IN ANNEXURE I).

**13 AUDITORS:**

M/s. TSG & Associates, Chartered Accountants, Chennai, were appointed as Auditors at the 24th Annual General Meeting of the company held on 27th September, 2017 to hold office up to the conclusion of the 29th Annual general meeting of the company.

**14. AUDITOR'S REPORT**

The Auditor's Report for the year ended 31st March, 2018 does not contain any qualification.

**15 SECRETARIAL AUDIT:** Secretarial Audit Report as provided by Mr. G. Porselvam Practising Company Secretary is enclosed to this Report as **ANNEXURE II**

**16 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

- (A) **Conservation of energy** : NIL  
(B) **Technology absorption** : NIL  
(C) **Foreign exchange earnings and Outgo** : NIL

**17 DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:**

The company has not Accepted / renewed any deposits during the year.

**18 SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

The Company has not made any Application /Petition to any of the Regulators during the year under Review.

**19 DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The company has adequate Internal Control System.

**20 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

SECURED LOANS	: NIL
UNSECURED LOANS	: NIL
CURRENT/NON-CURRENT INVESTMENTS	: <b>Rs. 20,75,551/-.</b>
GUARANTEES	: NIL
SECURITIES EXTENDED	: NIL

**21 RISK MANAGEMENT POLICY :**

The company has put in place the Risk Management policy and procedures for identification, assessment, management, monitoring and minimization of risks.

**22 CORPORATE SOCIAL RESPONSIBILITY POLICY :**

The present Net worth / turnover of the company do not require compliance with CSR

**23 RELATED PARTY TRANSACTIONS** : NIL

**24 FORMAL ANNUAL EVALUATION:**

Statement about the manner in which the formal evaluation made by the Board of its own performance and that of its committees and individual Directors.

The company is regularly adopting its Annual Evaluation Process, and the same is being considered by the board.

**25 DISCLOSURE ABOUT COST AUDIT:**

Applicability of Cost Auditor dose not arise.

**26 LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2018-2019 to BSE and BSE is the designated stock exchange where the shares of the company are listed.

**27 CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Act forms an integral part of this Report. **(ANNEXURE III)**

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

**28 SECRETARIAL STANDARDS:**

Standards in Force is being adopted.

**29. GENERAL:**

Your Directors state that there were no transactions in respect of the following items during the year under review requiring disclosure or reporting:

1. Deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to the employees of the Company under any scheme.



## REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS - Annexed:

### REVIEW OF OPERATIONS:

During the year the other income of your company stood at Rs.69.36 Lakhs compared to Rs. 56.20 Lakhs against the previous year

### WEBSITE:

Performance particulars of the company can be ascertained by the shareholders / public from website, [www.afslindia.com](http://www.afslindia.com)

### FUTURE PROSPECTS:

- To increase investment in trading portfolio depending upon the market conditions.
- To take necessary steps for expansion of financial consultancy services.
- Increase of cash inflow by revising rental structures already in existence.
- To explore increase generation for vacant areas in premises.

### ECONOMY MEASURES:

The Company has put into effect economy measures consistently with the need to continue the operations on a moderate scale with efficiency and promptness.

### RISKS AND CONCERNS:

Your Company is exposed to normal finance risk factor such as Interest rate volatility, economic cycle and credit risk. Your Company manages these risks by adopting prudent business and risk management policies.

### ADEQUACY OF INTERNAL CONTROL:

Your Company has got adequate system of internal controls and the management ensures adherence to all internal control practices and procedures. The Audit Committee critically reviews periodically the adequacy of internal controls and suggests control measures for further improvement / transparency.

### INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place adequate internal financial controls commensurate with its size. During the year, such controls were tested and no reportable material weaknesses were observed.

### ACKNOWLEDGEMENT:

The Directors wish to thank the Company's Bankers for their continued support. The Directors also wish to thank the Company's customers and stakeholders for their patronage.

Your Directors place on record their appreciation of the good work done by the employees of the Company at all levels.

BY THE ORDER OF THE BOARD

Place: Chennai

Date : 14/08/2018

(Sd/-)

MUTHULAKSHMI GANESH

Director

(00286658)

(Sd/-)

P SANKARAN

Whole Time Director

(00404210)

**ANNEXURE INDEX**

<b>Annexure number</b>	<b>Details of annexure</b>
I	Annual Return Extracts in MGT 9
II	Secretarial Audit Report in MR-3
III	Corporate Governance



**Annexure I**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial period ended on 31st March, 2018

[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:**

(i)	CIN	L65993TN1993PLC024861
(ii)	Registration Date	19-04-1993
(iii)	Name of the Company	ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED
(iv)	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
(v)	Address of the Registered Office and contact details	CAPITAL PLACE, Old No.50, New No.16, South Boag Road, T. Nagar, CHENNAI - 600 017. <b>044 24356224</b>
(vi)	Whether listed company – Yes / No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited

**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	Other Income – Investments	9971599	100

**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	-	-	-	-



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

Statement Showing Shareholding Pattern

i) Category-wise Share Holding:

**Table (I)(a)**

Category Code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in Dematerialized form	Total shareholding as a percentage of total number of shares			Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100	
(A)	Shareholding of Promoter and Promoter Group								
<b>1</b>	<b>Indian</b>								
(a)	Individuals/Hindu Undivided Family – Director	1	2465000	2465000	41.08	41.08	0	0.00	
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00	
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00	
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00	
(e-i)		0	0	0	0.00	0.00	0	0.00	
(e-ii)		0	0	0	0.00	0.00	0	0.00	
	<b>Sub Total(A)(1)</b>	<b>1</b>	<b>2465000</b>	<b>2465000</b>	<b>41.08</b>	<b>41.08</b>	<b>0</b>	<b>0.00</b>	
<b>2</b>	<b>Foreign</b>								
a	Individuals (Non-Residents Individuals / Foreign individuals) - Director	1	1080000	1080000	18.00	18.00	0	0.00	
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	
c	Institutions	0	0	0	0.00	0.00	0	0.00	
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	
e	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00	

Category Code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in Dematerialized form	Total shareholding as a percentage of total number of shares			Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100	
e-i		0	0	0	0.00	0.00	0	0	0.00
e-ii		0	0	0	0.00	0.00	0	0	0.00
	<b>Sub Total(A)(2)</b>	<b>1</b>	<b>1080000</b>	<b>1080000</b>	<b>18.00</b>	<b>18.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2</b>	<b>3545000</b>	<b>3545000</b>	<b>59.08</b>	<b>59.08</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>								
<b>1</b>	<b>Institutions</b>								
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	NA	NA	NA
(b)	Financial Institutions / Banks	0	0	0	0.00	0.00	NA	NA	NA
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	NA	NA	NA
(d)	Venture Capital Funds	0	0	0	0.00	0.00	NA	NA	NA
(e)	Insurance Companies	0	0	0	0.00	0.00	NA	NA	NA
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	NA	NA	NA
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	NA	NA	NA
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	NA	NA	NA
(i)	Any Other (specify)	0	0	0	0.00	0.00	NA	NA	NA
(i-ii)		0	0	0	0.00	0.00	NA	NA	NA
(i-ii)		0	0	0	0.00	0.00	NA	NA	NA
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
<b>B 2</b>	<b>Non-institutions</b>								
(a)	Bodies Corporate	16	671158	607658	11.19	11.19	NA	NA	NA
(b)	Individuals								

Category Code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in Dematerialized form	Total shareholding as a percentage of total number of shares			Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (A+B)1	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100	
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs. 2 lakh	943	326268	209085	5.44	5.44	NA	NA	NA
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	9	725154	562654	12.09	12.09	NA	NA	NA
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00	NA	NA	NA
(d)	Any Other (specify)	3	100159	100159	1.67	1.67	NA	NA	NA
(d-i)	HINDU UNDIVIDED FAMILIES	4	17261	17261	0.29	0.29	NA	NA	NA
(d-ii)	NON RESIDENT INDIANS	4	615000	615000	10.25	10.25	NA	NA	NA
	<b>Sub-Total (B)(2)</b>	<b>979</b>	<b>2455000</b>	<b>2111817</b>	<b>40.92</b>	<b>40.92</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
(B)	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>979</b>	<b>2455000</b>	<b>2111817</b>	<b>40.92</b>	<b>40.92</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
	<b>TOTAL (A)+(B)</b>	<b>981</b>	<b>6000000</b>	<b>5656817</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>								
1	Promoter and Promoter Group	0	0	0	0.00	0.00	NA	NA	NA
2	Public	0	0	0	0.00	0.00	NA	NA	NA
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>981</b>	<b>6000000</b>	<b>5656817</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters:**

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	K.V.Aiyappan	2065000	34.42	--	2065000	34.42	--	--
2	K.V.Aiyappan & Urimila Aiyappan	400000	6.67	--	400000	6.67	--	--
3	Sati Vaswani	1080000	18.00	--	1080000	18.00	--	--
	TOTAL	3545000	59.09		3545000	59.09	--	--

**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. Of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	At the beginning of the year				
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/end of the year	<b>NIL</b>			

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. Of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	At the beginning of the year				
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	<b>AS PER ANNEXURE</b>			
3	At the end of the year (or on the date of separation, if separated during the year)				

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. Of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	At the beginning of the year	2465000	41.08	2465000	41.08
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	--	--	--	--
3	At the End of the year	2465000	41.08	2465000	41.08

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

For Each of the Directors and KMP	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	<b>NIL</b>			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				
<b>Change in Indebtedness during the financial year</b>				
• Addition				
• Reduction				
Net Change				
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

s. no	Particulars of remuneration	Name of MD/WTD/ Manager	Amount
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	P. Sankaran	Rs. 3,00,000/-
	<b>SUB TOTAL (a)</b>		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Rs. 25,000/-

s. no	Particulars of remuneration	Name of MD/WTD/ Manager	Amount
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		Rs. 3,25,000/-
	Ceiling as per the Act		

**B. REMUNERATION PAYABLE TO OTHER DIRECTORS**

Sl. no	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board / committee meetings	K. M. Narasimhan	Rs. 20,0 00/-
		T. V. Srinivasan	Rs. 20,0 00/-
		M. G. Bhaskar	Rs. 20,0 00/-
	Commission		
	Others, please specify		
	Total (1)		Rs. 60,000/-
2	Other Non-Executive Directors		
		K.V.Aiyappan	Rs. 20,000/-
		Muthulakshmi Ganesh	Rs. 20,000/-
	Commission		
	Others, please specify		
	Total (2)		Rs. 40,000/-
	Total (B)=(1+2)		Rs. 1,00,000/-
Total Managerial Remuneration (C) = (A + B)			Rs. 4,25,000/-
Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL**

Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit				



5.	Others, please specify				
	Total				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

(Sd/-)

MUTHULAKSHMI GANESH  
Director  
(00286658)

(Sd/-)

P SANKARAN  
Whole Time Director  
(00404210)

**Annexure to MGT 9**

S.No	Shareholder's Name	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	Shareholding at the end of the year	
		No. of shares	% of total Shares of the company		No. of shares	% of total shares of the company
1	LAKSHMANA ASSOCIATES PRIVATE LTD	267100	4.45	Nil	267100	4.45
2	SURESH HARKISHIN MIRCHANDANI	225000	3.75	Nil	225000	3.75
3	HANSA VISION INDIA PRIVATE LIMITED	217000	3.62	Nil	217000	3.62
4	P GURUNATHAN	194000	3.23	Nil	194000	3.23
5	HV PRAMOD	182250	3.04	NIL	182250	3.04
6	K PADMA	158300	2.64	NIL	158300	2.64
7	BANWARI LAL SINGHANIA	140400	2.34	NIL	140400	2.34
8	JAYAHARI ENTERPRISES PRIVATE LIMITED	122707	2.05	NIL	122707	2.05
9	BHASKAR GOPALAN	100000	1.67	NIL	100000	1.67
10	P MANIKANDAN	100000	1.67	NIL	100000	1.67
11	MOHANDAS J BHOJWANI	100000	1.67	NIL	100000	1.67



**ANNEXURE II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31/03/2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

The Members,

M/s. ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED [CIN: L65993TN1993PLC024861] (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED for the financial year ended on 31/03/2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) RBI Rules, Notifications, Circulars regulating the working of NBFCs.
- (v) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent applicable to Authorised Dealer Category II License Holder as an Authorised Money Changer [issued by Reserve Bank of India].
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Share based Employees Benefits ) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.



(vii) As informed to me the following other Laws specifically applicable to the Company as under.

- a) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- b) Employees' State Insurance Act, 1948
- c) Equal Remuneration Act, 1976
- d) Shop & Establishment Act, 1953
- e) The Minimum Wages Act, 1948

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Uniform Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into by the Company with, Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including One Women Director. There is no change in the composition of the Board of Directors during the Financial Year under review, except that company has not appointed CFO and Company Secretary during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulation, guidelines, etc, having a major bearing on the companies affairs.

Place : Chennai  
Date : 14/08/2018

Signature: Sd/-  
Name : G.Porselvam  
Company Secretary in Practice  
C P No : 3187



### ANNEXURE III

#### CORPORATE GOVERNANCE REPORT

M/S. ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED has implemented code on corporate governance introduced by The Securities Exchange Board of India (SEBI).

#### **Company's philosophy on code of governance:**

The company is committed to Good Corporate Governance. The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all its inter-actions with its stakeholders, including shareholders, the government, lenders and the employees.

The Company follows the Know your Customer Guidelines and fair practice code which details detailed guidelines for dealing with customers in order to improve transparency in operations and strengthen Corporate Governance.

The company strives hard to achieve establishment of Internal Controls and risk Management. The Company respects the right of its shareholders to information on the performance of the company.

#### **Board of Directors:**

The Members of the Board of Directors are persons with considerable expertise and experience in audit, accounts, administration, banking, software, finance and international business. The company is benefited by the experience and skills of the Board of Directors.

The Board consists of Six Directors of which one person is an Executive Director and others are non-executive directors. Out of the five directors three are independent directors. The Executive Director is Mr. P. Sankaran. Mr. K. V. Aiyappan chairs the Board. Mr. T. V. Srinivasan, Mr. K. M. Narasimhan and Mr. M. G. Bhaskar are Independent Non-Executive Directors. Mrs. Muthulakshmi Ganesh is a Women Director.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/ or commercial transactions between them and the company which could have potential conflict of interest with the company at large.

The company has a code of conduct for Directors and Senior Management personnel. The code is available on the official website of the company: [www.afslindia.com](http://www.afslindia.com)

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors. A declaration in this regard, duly signed by the Executive Director is given at the end of the Corporate Governance Report.

The Executive Director of the company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (LODR) Regulations, 2015. The Executive Director also gives quarterly certification on financial results in terms of Regulation 33 of the SEBI (LODR) Regulations, 2015 to the effect that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

#### **BOARD MEETINGS:**

The Board of Directors formulates the business policies of the company, reviews the performance and decides on main issues concerning the company. During the year under review, the board has met Four times. The meetings were held on 17/05/2017, 28/07/2017, 15/11/2017, and 31/01/2018.

The details of attendance are as follows:

S.NO	DATE OF BOARD MEETING	BOARD STRENGTH	NO. OF DIRECTORS PRESENT
1	17/05/2017	6	5
2	28/07/2017	6	5
3	15/11/2017	6	6
4	31/01/2018	6	6

Name of Director	No of board meeting held	No. of board meeting attended	Attendance at the last AGM
Mr. K.V. Aiyappan	4	4	Yes
Mr. P. Sankaran	4	2	Yes
Mr. T. V. Srinivasan	4	4	Yes
Mr. K. M. Narasimhan	4	4	Yes
Mrs. Muthulakshmi Ganesh	4	4	Yes
Mr. M. G. Bhaskar	4	4	Yes

#### **Audit Committee:**

The Audit Committee reviews the financial accounting policies, internal control systems, and interacts with the Statutory Auditors and Internal Auditors. The Executive Director and the Statutory Auditor are invitees to the committee meetings.

Besides, the Audit Committee reviews related party transactions, quarterly, annual financial results, performance of statutory auditors, appointment/re-appointment of statutory auditors and fixation of audit fees, management discussion and analysis of financial condition and results of operations, observation of management / external auditors on weaknesses of internal control systems of the company and follow up reports of management.

The Audit Committee is consisting of Three Non-Executive Independent Directors. During the year the committee met four times on 17/05/2017, 28/07/2017, 15/11/2017, and 31/01/2018. Composition of the committee and attendance of members are as follows:

Name of the Director		No. of Meetings Attended
Mr. K. M. Narasimhan	Member & Chairman	4
Mr. T. V. Srinivasan	Member	4
Mr. M. G. Bhaskar	Member	4

The Chairman of the Audit committee Mr. K. M. Narasimhan was present at the AGM held on 27/09/2017.

#### **Remuneration Committee:**

Mr. K. M. Narasimhan, chairman of the committee and Independent Director. Mr. T. V. Srinivasan and Mr. M. G. Bhaskar Independent Directors are the other members of the committee. The present committee consists of three non-executive independent directors. The details are as follows:-

Mr. K. M. Narasimhan	Chairman
Mr. T. V. Srinivasan	Member
Mr. M. G. Bhaskar	Member

The Remuneration Committee has the mandate to review and recommend remuneration payable to the Whole Time Director / Executive Director based on their performance. During the year the remuneration committee met four times on 17/05/2017, 28/07/2017, 15/11/2017, and 31/01/2018.

**Remuneration of directors:**

The Non-Executive Directors of the company were paid sitting fee of Rs. 5,000/- for attending each Board meeting and no fees is paid for committee meetings.

Apart from sitting fees no remuneration / commission is paid to Non-Executive Directors.

The details of sitting fees paid and numbers of shares held by non-executive directors are as follows:

NAME OF THE DIRECTOR	SITTING FEES (Amounts)	SALARY (Amounts)	TOTAL (Amounts)	NO.OF. SHARES HELD
Mr. K. V. Aiyappan	Rs.20,000/-	0	Rs.20,000/-	24,65,000
Mr. T. V. Srinivasan	Rs.20,000/-	0	Rs.20,000/-	Nil
Mr. K. M. Narasimhan	Rs.20,000/-	0	Rs.20,000/-	Nil
Mr. M. G. Bhaskar	Rs.20,000/-	0	Rs.20,000/-	Nil
Mrs. G. Muthulaskhmi	Rs.20,000/-	0	Rs.20,000/-	Nil
Mr. P. Sankaran	0	Rs.3,25,000/-	Rs.3,25,000/-	Nil

There were no pecuniary relationships or transactions of the non-executive director's vis-a-vis the company. The company has not granted any stock option to any of its directors.

**Share Transfer / Investor Grievance Committee:**

The Board has constituted Share Transfer/Investor's Grievance Committee comprising of Mr. K. M. Narasimhan, Non-executive Independent Director and Mr. P. Sankaran, Executive Director.

The present members of the committee are as follows:-

1. Mr. K. M. Narasimhan                      Non-Executive Independent Director & Chairman of the Committee
2. Mr. P. Sankaran                              Executive Director

The Committee oversees the performance of the Registrars and Share transfer Agents of the company. The committee is empowered to approve and monitor transfers, transmission, split and consolidation of shares of the company, issue of duplicate share certificates, attends to investor grievances etc, and reviews compliance with various statutory and regulatory requirements pertaining to transfer of securities of the company.

For the post of company secretary advertisement in the news paper had been given and the board is waiting for appropriate response.

**General Body Meetings:**

The last three Annual General Meetings of the Company were held as under:

Year	Date	Time	Location	Special Resolution Passed
2014-15	28-09-2015	10.00 A.M.	Registered office	1. Re-appointment of Executive Director and Payment of Remuneration 2. Appointment of Director other than retiring director

2015-16	15-09-2016	10.00 A.M.	Registered office	1. Re-appointment of Executive Director, Independent Directors
2016-17	27-09-2017	10.30 A.M.	Registered office	1. Re-appointment of Mr. P. Sankaran, as Whole Time Director of the Company for three years.

**DISCLOSURES:**

- 1 Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large.  
None of the transactions with any of the parties was in conflict with the interest of the company.
- 2 Pecuniary relationship or transactions of the Non-Executive Directors of the Company with the Company: NIL.
- 3 Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL.
- 4 The Accounting Treatment prescribed under the Accounting Standards has been followed by the Company and there is no deviation.
- 5 The Company has complied with all the mandatory requirements of SEBI (LODR) Regulation, 2015
- 6 The Company complies with the following Non-mandatory requirements:
  - a) The company has set up an office for the Non-executive chairman to look after the affairs of the company.
  - b) The Company has setup a Remuneration Committee comprising of Three Non-Executive Independent Directors.
  - c) The other Non-mandatory requirements will be adopted as and when necessary.

**MEANS OF COMMUNICATION:**

- 1) Quarterly Un-audited results and Annual Audited Results of the company were published in News today (Evening) and Malaai Sudar (Tamil) both at Chennai. Apart from the above, the company had also sent the results and shareholding pattern to the Stock Exchanges where the Company's shares are Listed. The results were also published at company's website: [www.afslindia.com](http://www.afslindia.com)
- 2) Management discussion and analysis forms part of the directors' report, which is being posted to the shareholders of the company.
- 3) Mr. P. Sankaran Executive Director is the Compliance officer appointed by the board. He can be contacted for Investor related matters relating to the company. His contact numbers are (044) 24356224/24355869 and E-mail Id: [abicompliance@afslindia.com](mailto:abicompliance@afslindia.com)

**GENERAL SHAREHOLDER INFORMATION:**

- 1 The company is registered in the State of Tamil Nadu. The Corporate Identity Number is L65993TN1993PLC024861.
- 2 Annual General Meeting:
 

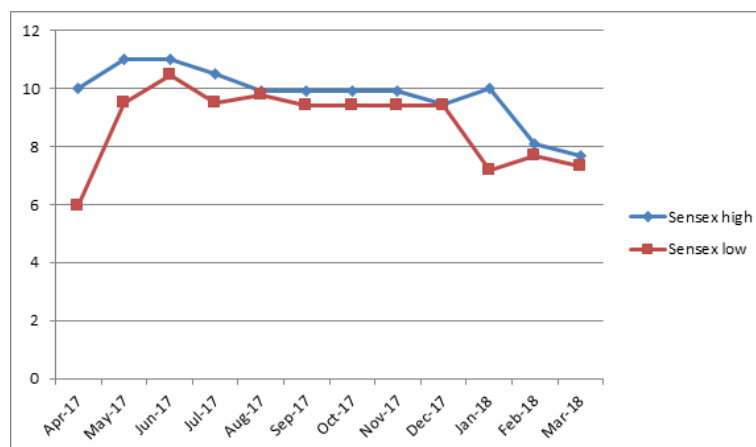
Day, Date, Time	:	Thursday, 27th September, 2018 at 10.00 A.M.
Venue	:	Registered Office: "Capital Place", New No.16 (Old No.50), South Boag Road, T. Nagar, Chennai - 600 017.

3. Financial year : April to March
4. Book Closure Date : Friday, 21st September, 2018 to Thursday, 27th September, 2018 (Both days inclusive.)
5. Equity Shares Listed on Stock Exchanges at Bombay Stock Exchange Limited, Mumbai
6. Stock Code No. & ISIN No.BSE : 511756 & ISIN No. INE 195101013
7. Annual Listing Fees : Bombay Stock Exchange Limited for 2018-2019.
8. Stock Market Data : MONTH HIGH(Rs.) LOW(Rs.)

MONTH	HIGH(Rs.)	LOW(Rs.)
April 2017	10.00	5.97
May 2017	11.00	9.50
June 2017	11.00	10.45
July 2017	10.50	9.49
August 2017	9.90	9.80
September 2017	9.90	9.41
October 2017	9.90	9.41
November 2017	9.90	9.41
December 2017	9.45	9.41
January 2018	10.00	7.19
February 2018	8.10	7.70
March 2018	7.70	7.32

(Source from BSE Website)

9. Share Price Performance:





10. Registrars and Transfer Agents : M/s. Cameo Corporate Services Limited  
1, Club House Road, Chennai – 600 002.  
Phone No. (044) 28460390–6 lines, 2846 0084  
Fax No. (044) 28460129  
E-Mail ID: cameo@cameoindia.com  
Contact person: R. D. RAMASWAMY (VICE PRESIDENT)  
D. NARASIMHAN (SENIOR EXECUTIVE)
11. Share Transfer system : The share transfers received in physical form are processed by the share transfer agents M/s. Cameo Corporate Services Limited and share certificates are dispatched to the transferee after getting approval from share transfer committee. The process is completed within the stipulated time mentioned in the SEBI (LODR) Regulation, 2015 subject to the documents being valid and complete in all respects. Share transfer committee meetings are held as and when the requirement arises.
- The Board has delegated the authority for approving transfer / transmission etc. to the Share transfer committee. Details of transfers approved by the committee are placed before the subsequent Board Meeting. The company obtains half-yearly certificate of compliance relating to share transfer formalities as per SEBI (LODR) Regulation, 2015 from a practicing company secretary and files the certificate with BSE

12. Share holding pattern and Distribution of Shareholding as on 31 March, 2018.

Particulars	No. of Shares Held	Percentage
Promoter Holdings:		
Indian	2465000	41.08%
Foreign	1080000	18.00%
Non-Promoter Holdings:		
Private Corporate Bodies	670516	11.18%
NRIs	715159	11.92%
Indian Public	1069325	17.82%

Category	Total No. of Shareholders	% of Shareholders	Total Shares	Amount	% of total equity
1-5000	971	89.6583	78016	780160	1.3002
5001-10000	34	3.1394	27682	276820	0.4613
10001-20000	22	2.0313	34387	343870	0.5731
20001-30000	10	0.9233	25022	250220	0.417
30001-40000	3	0.277	10274	102740	0.1712
40001-50000	9	0.831	42312	423120	0.7052
50001-100000	7	0.6463	58138	581380	0.9689
100001 - And above	27	2.493	5724169	57241690	95.4028
<b>Total</b>	<b>1083</b>	<b>100</b>	<b>6000000</b>	<b>60000000</b>	<b>100</b>

13. Dematerialisation of Shares : 56,56,817 Equity shares (i.e.) 94.28% of Company's paid up Capital has been Dematerialized up to 31-03-2018. Balance 3,43,183 shares (i.e.) 5.72% are in physical form. Shareholders holding shares physically are requested to Demat their holdings at the earliest.
14. Your company does not have any GDRS/ADRS/Warrants or any other convertible instruments.
15. Investor Correspondence : Investors clarifications/queries regarding transfer Transmission and any query relating to shares of the company in physical form can be sent to RTA Agents M/s. Cameo Corporate Services Limited for shares in Demat form, the details can be obtained from Investors Depository Participants and/or M/s. Cameo Corporate Services Limited.
16. Any query on Annual Report : Mr. P. Sankaran, Executive Director  
M/s. Abirami Financial Services (I) Ltd.,  
"Capital Place" No.16/50, South Boag Road,  
T.Nagar, Chennai - 600017,  
E-mail Id: abicompliance@afslindia.com
17. Transfer of unpaid/ unclaimed dividend amount to Investor Education and Protection Fund: No unpaid/unclaimed dividend is due for transfer to Investor Education and Protection Fund.
18. The Executive Director of the company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (LODR) Regulation, 2015. The Executive Director also gives quarterly certification on financial results in terms of Regulation 33 of SEBI (LODR) Regulation, 2015 to the effect that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.





**ANNEXURE TO BOARD'S REPORT**  
**DECLARATION FOR COMPLIANCE ON THE CODE OF CONDUCT**

To The Members of ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

I hereby declare that all the Board Members and senior management personnel are aware of the provisions of the Code of Conduct laid down by the Board. All the Board Members and senior management personnel have affirmed compliance with the Code of Conduct.

BY ORDER OF THE BOARD

(Sd/-)  
P. SANKARAN  
EXECUTIVE DIRECTOR  
(00404210)

Place : Chennai.  
Date : 14/08/2018.



### CERTIFICATION BY DIRECTOR

I, P.SANKARAN, Executive Director of ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance

BY ORDER OF THE BOARD

(Sd/-)  
P. SANKARAN  
EXECUTIVE DIRECTOR

Place : Chennai.  
Date : 14/08/2018.



## CERTIFICATE ON CORPORATE GOVERNANCE

THE MEMBERS OF **ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

I have examined the compliance conditions of Corporate Governance of ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED for the year ended March 31, 2018 as stipulated in n Regulations 17 to 27 of Chapter IV Of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned SEBI (LODR) Regulation, 2015.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Yours sincerely

(Sd/-)

TGS & Associates

Place : Chennai

Date : 14/08/2018



## INDEPENDENT AUDITOR'S REPORT

To,

The Members of,  
Abirami Financial Services (India) Limited  
"Capital Place",  
New No.16, (Old No. 50), South Boag Road,  
T. Nagar, Chennai – 600 017.

### **Report on the Financial Statements**

We have audited the accompanying financial statements of ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED ("The Company"), which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- (b) In the case of the Statement of Profit and loss, of the Profit for the year ended on that date; and
- (c) In the case of Cash Flow statement, of the cash flows of the Company for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report), 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a Statement on the matters specified in Paragraph 3 and 4 of the Order, to the extent applicable

### **As required by section 143(3) of the Act, we report that:**

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
2. In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
3. The Balance Sheet, the Statement of Profit and Loss Statement dealt with by this Report are in agreement with the books of account;
4. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31 March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act.
6. With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
7. With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - I) The Company does not have any pending litigations which would impact its financial position.
  - II) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - III) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For TSG & ASSOCIATES,  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 0131335

Place: Chennai

Date: 15.05.2018

(Sd/-)  
T.S.GOBINATHAN  
PROPRIETOR  
Membership No.025094

### **“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the financial statements of the Company for the year ended March 31, 2018)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book records and the fixed assets have been noticed.  
(c) The title deeds of immovable properties are held in the name of the company.
2. (a) The Management has conducted the physical verification of inventory at reasonable intervals.  
(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.  
The Company does not hold any inventory. Therefore the provisions of the clause 3 (ii) (a) to (b) of the Companies (Auditor’s Report) Order, 2016 are not applicable to the company.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The company has not accepted any deposits from the Public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted form the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, ad records, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employees State Insurance, Income-Tax, Service Tax, Duty of Customs, Duty of Excise Value added Tax, Goods and service tax, Cess and any other statutory dues with appropriate authorities.  
(b) According to the information and explanation given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, goods and service tax, value added tax outstanding on account of any dispute:
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raise moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we

report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the order are not applicable to the Company and hence not commented upon.

#### **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1 (6) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Abirami Financial Services (India) Limited as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant of India (‘the Guidance Note’). These responsibilities include the design, implementation and maintained of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the



Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risk of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be deducted. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note.

For TSG & ASSOCIATES,  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 0131335

Place: Chennai

Date: 15.05.2018

(Sd/-)  
T.S.GOBINATHAN  
PROPRIETOR  
Membership No.025094





**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**  
**BALANCE SHEET AS AT 31st MARCH 2018**

PARTICULARS	NOTE NO	AS AT 31/03/2018 Rs.	AS AT 31/03/2017 Rs.
<b>I EQUITY AND LIABILITIES</b>			
<b>1 SHARE HOLDER FUNDS</b>			
A. SHARE CAPITAL	1	6,00,00,000	6,00,00,000
B. RESERVES & SURPLUS	2	2,07,75,279	2,31,25,163
C. MONEY RECD AGST SHARE WARRANTS		0	0
<b>2 SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		0	0
<b>3 NON - CURRENT LIABILITIES</b>			
A. LONG TERM BORROWINGS	3	0	0
B. DEFERRED TAX LIABILITIES (NET)			
C. OTHER LONG TERM LIABILITIES	4	0	0
D. LONG - TERM PROVISIONS	5	0	0
<b>4 CURRENT LIABILITIES</b>			
A. SHORT TERM BORROWINGS	6	0	0
B. TRADE PAYABLES		0	0
C. OTHER CURRENT LIABILITIES	7	3,61,651	2,48,320
D. SHORT - TERM PROVISIONS	8	8,37,427	21,43,643
<b>TOTAL</b>		<b><u>8,19,74,357</u></b>	<b><u>8,55,17,126</u></b>
<b>II ASSETS</b>			
<b>1 NON - CURRENT ASSETS</b>			
<b>A FIXED ASSETS</b>			
I. TANGIBLE ASSETS	9	2,50,06,760	2,59,25,088
II. INTANGIBLE ASSETS	10	0	0
III. CAPITAL WORK IN PROGRESS		0	0
IV. INTANGIBLE ASSET UNDER DEVELOPMENT		0	0
B. NON-CURRENT INVESTMENT	11	20,75,551	13,44,273
C. DEFERRED TAX ASSETS (NET)		0	0
D. LONG TERM LOANS AND ADVANCES	12	10,76,223	10,72,623
E. OTHER NON - CURRENT ASSETS	13	0	0
<b>2 CURRENT ASSETS</b>			
A. CURRENT INVESTMENTS	14	4,77,00,000	4,77,00,000
B. INVENTORIES	15	0	0
C. TRADE RECEIVABLES	16	0	0
D. CASH AND CASH EQUIVALENTS	17	34,67,126	24,14,848
UNPAID DIVIDEND	17A	3,41,644	2,48,319
E. SHORT TERM LOANS AND ADVANCES	18	0	0
F. OTHER CURRENT ASSETS	19	23,07,053	68,11,975
<b>TOTAL</b>		<b><u>8,19,74,357</u></b>	<b><u>8,55,17,126</u></b>

Note: Note No. 1 to 19 and Notes on Accounts thereon form part of this Balance Sheet.

(Sd/-)

K.M.Narasimhan

(Sd/-)

K.V.Aiyappan  
Chairman

For TSG & Associates  
Chartered Accountants  
F.No: 013133S

(Sd/-)

T.V. Srinivasan

(Sd/-)

M.G.Bhaskar

(Sd/-)

P.Sankaran  
Executive Director

(Sd/-)

T. S. Gobinathan  
Proprietor  
M.No: 025094

(Sd/-)

Muthulakshmi Ganesh  
Directors

Place : Chennai - 17

Date : 15/05/2018



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**  
**PROFIT & LOSS A/C FOR THE PERIOD FROM: 01/04/2017 TO: 31/03/2018**

PARTICULARS	NOTE NO	AS AT 31/03/2018 Rs.	AS AT 31/03/2017 Rs.
I. REVENUE FROM OPERATION	20	0	0
II. OTHER INCOME	21	69,36,126	56,19,673
III. <b>TOTAL REVENUE (I + II)</b>		<b>69,36,126</b>	<b>56,19,673</b>
IV. <b>EXPENSES:</b>			
COST OF MATERIALS CONSUMED PURCHASE OF STOCK IN TRADE CHANGES IN INVENTORIES OF FINISHED GOODS WORK IN PROGRESS AND STOCK IN TRADE EMPLOYEE			
BENEFIT EXPENSES	22	7,24,959	7,31,332
FINANCIAL COSTS	23	4,817	90,936
DEPRECIATION AND AMORTIZATION EXPENSE		12,54,372	13,76,496
OTHER EXPENSES	24	27,49,034	27,40,807
<b>TOTAL EXPENSES</b>		<b>47,33,182</b>	<b>49,39,571</b>
V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX ( III - IV )		22,02,944	6,80,102
VI. EXCEPTIONAL ITEMS		0	0
VII. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX ( V - VI )		22,02,944	6,80,102
VIII. EXTRAORDINARY ITEMS		0	0
IX. PROFIT BEFORE TAX ( VII - VIII )		<b>22,02,944</b>	<b>6,80,102</b>
X. TAX EXPENSES:			
A. CURRENT TAX		5,08,460	1,29,467
B. DEFERRED TAX		0	0
XI. PROFIT/LOSS FROM THE PERIOD FROM CONTINUING OPERATIONS ( IX - X )		16,94,484	5,50,635
XII. PROFIT/LOSS FROM DISCONTINUING OPERATIONS		0	0
XIII. TAX EXPENSES FOR DISCONTINUING OPERATION		0	0
XIV. PROFIT/LOSS FROM DISCONTINUING OPERATIONS ( XII - XIII )		0	0
XV. PROFIT/LOSS FOR THE PERIOD ( XI + XIV )		<b>16,94,484</b>	<b>5,50,635</b>
BOOK VALUE PER SHARE		13.46	13.85
XVI. EARNING PER EQUITY SHARE :			
A. BASIC		0.28	0.09
B. DILUTED		-	-

Note: Note No. 20 to 24 and Notes on Accounts thereon form part of this Profit & Loss Account.

(Sd/-)  
K.M.Narasimhan

(Sd/-)  
K.V.Aiyappan  
Chairman

For TSG & Associates  
Chartered Accountants  
F.No: 0131335

(Sd/-)  
T.V. Srinivasan

(Sd/-)  
M.G.Bhaskar

(Sd/-)  
P.Sankaran  
Executive Director

(Sd/-)  
T. S. Gobinathan  
Proprietor  
M.No: 025094

(Sd/-)  
Muthulakshmi Ganesh  
Directors

Place : Chennai - 17  
Date : 15/05/2018



### SCHEDULES FORMING PART OF ACCOUNTS

PARTICULARS	AS AT		AS AT	
	31/03/2018	31/03/2017	31/03/2018	31/03/2017
	Rs.	Rs.	Rs.	Rs.
<b>NOTE NO. 1</b>				
SHARE CAPITAL:				
AUTHORISED				
12000000 EQUITY SHARES OF RS.10/- EACH ISSUED, SUBSCRIBED AND PAID-UP		12,00,00,000		12,00,00,000
6000000 EQUITY SHARES OF RS.10/- EACH		6,00,00,000		6,00,00,000
		<b>6,00,00,000</b>		<b>6,00,00,000</b>
<b>NOTE NO. 2</b>				
RESERVES & SURPLUS:				
GENERAL RESERVES	50,45,627		50,45,627	
ADD: RESERVE OF STATUTORY RESERVE	0		0	
LESS: AFSL DIVIDEND A/c F.Y. 2014-2015	0		0	
LESS: DIVIDEND TAX PAYABLE	0	50,45,627	0	50,45,627
STATUTORY RESERVES	0		0	
ADD: ADDITIONS MADE DURING THE YEAR	0	0	0	0
SURPLUS IN P&L ACCOUNT	1,80,79,536		2,04,31,745	
LESS: AFSL DIVIDEND A/c F.Y. 2016-2017	18,00,000		0	
LESS: DIVIDEND TAX PAYABLE	3,66,470		0	
LESS: YEARLIER YEAR PROVISION ADJUSTED	18,77,898		0	
LESS: AFSL DIVIDEND A/c F.Y. 2015-2016	0		24,00,000	
LESS: DIVIDEND TAX PAYABLE	0		4,88,580	
ADD : BALANCE FROM P&L ACCOUNT	16,94,484	1,57,29,652	5,36,371	1,80,79,536
		<b>2,07,75,279</b>		<b>2,31,25,163</b>
<b>NOTE NO. 3</b>				
LONG TERM BORROWINGS		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 4</b>				
OTHER LONG TERM BORROWINGS				
TRADE PAYABLES		0		0
OTHERS				
		<b>0</b>		<b>0</b>
<b>NOTE NO. 5</b>				
LONG TERM PROVISIONS				
PROVISIONS FOR EMPLOYEE BENEFITS		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 6</b>				
SHORT TERM BORROWINGS				
SECURED				
		0		0
UNSECURED				
LOANS REPAYABLE ON DEMAND				
LOANS AND ADVANCES FROM RELATED PARTIES				
INTER-CORPORATE BORROWINGS :		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 7</b>				
OTHER CURRENT LIABILITIES				
DIVIDEND PAYABLE F.Y. 2014-2015		1,43,429		1,43,429
DIVIDEND PAYABLE F.Y. 2015-2016		1,04,891		1,04,891
DIVIDEND PAYABLE F.Y. 2016-2017		93,324		0
GST PAYABLE		20,007		0
		<b>3,61,651</b>		<b>2,48,320</b>



**SCHEDULES FORMING PART OF ACCOUNTS**

PARTICULARS	AS AT		AS AT	
	31/03/2018	31/03/2017	31/03/2018	31/03/2017
	Rs.	Rs.	Rs.	Rs.
<b>NOTE NO. 8</b>				
SHORT TERM PROVISIONS				
PROVISIONS FOR EMPLOYEE BENEFITS		0		0
<b>OTHERS</b>				
PROVISION FOR NPA		0		0
PROVISION FOR TAX Upto F.Y. 2012-2013		0		14,46,030
PROVISION FOR TAX FOR THE F.Y. 2015-2016		0		4,66,646
PROVISION FOR TAX FOR THE F.Y. 2016-2017		1,29,467		1,29,467
PROVISION FOR TAX FOR THE F.Y. 2017-2018		5,08,460		0
PROVISION FOR EXPENSES		90,000		90,000
DIRECTORS SITTING FEES PAYABLE		27,000		0
AUDIT FEES PAYABLE		72,000		11,500
TDS ON DIRECTORS SITTING FEES PAYABLE		2,500		0
TDS ON AUDIT FEES PAYABLE		8,000		0
		<u>83,77,427</u>		<u>21,43,643</u>
<b>NOTE NO. 9</b>				
TANGIBLE ASSETS				
LAND/BUILDING/P & M/ F & F/VEHICLES/OFFICE EQUIPMENT		0		0
OTHERS / INDIVIDUALLY				
OPENING BALANCE		10,60,12,112		11,55,18,843
ADD: ACQUISITION THROUGH BUSINESS COMBINATION		3,36,344		0
OTHER ADJUSTMENTS				
<b>SUB TOTAL</b>		<b>10,63,48,156</b>		<b>11,55,18,843</b>
LESS: DISPOSALS		0		95,06,731
GROSS BLOCK AT YEAR END A		10,63,48,156		10,60,12,112
LESS: DEPRECIATION				
OPENING BALANCE DEPRECIATION		8,00,87,024		8,70,24,848
DEPRECIATION REVERSAL ASSETS LOST		0		83,14,320
DEPRECIATION FOR THE YEAR		12,54,372		13,76,496
TOTAL ACCUMULATED DEPRECIATION B		8,13,41,396		8,00,87,024
NET CARRYING VALUE A - B		<u>2,50,06,760</u>		<u>2,59,25,088</u>
		<u>2,50,06,760</u>		<u>2,59,25,088</u>
<b>NOTE NO. 10</b>				
INTANGIBLE ASSETS		0		0
		<u>0</u>		<u>0</u>
<b>NOTE NO. 11</b>				
NON-CURRENT INVESTMENTS				
INVESTMENTS IN EQUITY INSTRUMENTS				
QUOTED - EQUITY SHARES				
	COMPANY	NO. OF SHARES	COST PRICE	
	KRBL LIMITED	810	4,96,557	
	CANARA BANK	2025	6,78,994	
			11,75,551	13,44,273
A. INVESTMENT IN MUTUAL FUND				
M/s ICICI PRUDENTIAL TOP 100 FUND (G)			9,00,000	0
			<u>20,75,551</u>	<u>13,44,273</u>

**Note No. 9**

**FIXED ASSETS**

Sl. No.	Description	GROSS BLOCK			ROD	DEPRECIATION			NET BLOCK	
		Cost as at 31.03.2017	Additions (Deletions)	As at 31.03.2018		Upto 31.03.2017	For the period 01.04.2017 to 31.03.2018	As at 31.03.2018	As at 25.05.2017	As at 31.03.2018
	FOR OWN USE	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
1	Land	1,10,15,524	0	1,10,15,524	0	0	0	0	1,10,15,524	1,10,15,524
2	Buildings	2,23,86,414	1,95,000	2,25,81,414	5.33%	1,14,62,562	5,91,769	1,20,54,331	1,09,23,852	1,05,27,083
3	Furniture&Fittings	18,88,358	0	18,88,358	14.21%	16,50,358	33,820	16,84,178	2,38,000	2,04,180
4	Interior Decorations	1,20,09,820	0	1,20,09,820	18.33%	96,69,349	4,29,008	1,00,98,357	23,40,471	19,11,463
5	Office Equipments	7,42,698	0	7,42,698	18.35%	5,16,145	41,572	5,57,717	2,26,553	1,84,981
6	Electrical Fittings	95,39,666	0	95,39,666	10.04%	85,22,455	1,02,128	86,24,583	10,17,211	9,15,083
7	Vehicle	0	0	0	0	0	0	0	0	0
8	Others	0	0	0	0	0	0	0	0	0
9	Computers	1,53,46,982	1,41,044	1,54,88,026	63.16%	1,52,22,641	38,374	1,52,61,015	1,24,341	2,27,011
10	Genset	14,26,804	0	14,26,804	45.23%	13,87,668	17,701	14,05,369	39,136	21,435
	<b>Sub Total</b>	<b>7,43,56,266</b>	<b>3,36,044</b>	<b>7,46,92,310</b>		<b>4,84,31,178</b>	<b>12,54,372</b>	<b>4,96,85,551</b>	<b>2,59,25,088</b>	<b>2,50,06,760</b>
	LEASED ASSETS Plant & Machinery	3,16,55,846	0	3,16,55,846		3,16,55,846	0	3,16,55,846	0	0
	<b>GRAND TOTAL</b>	<b>10,60,12,112</b>	<b>3,36,044</b>	<b>10,63,48,156</b>		<b>8,00,87,024</b>	<b>12,54,372</b>	<b>8,13,41,396</b>	<b>2,59,25,088</b>	<b>2,50,06,760</b>

**Depreciation from 01/04/2017 to 31/03/2018 - Rs. 12,54,372/-**



### SCHEDULES FORMING PART OF ACCOUNTS

PARTICULARS	AS AT		AS AT	
	31/03/2018	31/03/2017	31/03/2018	31/03/2017
	Rs.	Rs.	Rs.	Rs.
<b>NOTE NO. 12</b>				
LONG TERM LOANS AND ADVANCES				
SECURED CONSIDERED GOOD				
OTHERS LOAN AND ADVANCES				
A. STOCK ON HIRE UNDER HIRE AND VEHICLE H P AGREEMENTS (AT THE PRINCIPAL VALUE LESS AMOUNTS RECEIVED)	1		1	
B. LOANS:				
AGAINST SHARES	0		0	
DEMAND LOANS	0		0	
		1		1
<b>SUB TOTAL</b>		<b>1</b>		<b>1</b>
UNSECURED CONSIDERED GOOD				
OTHERS LOAN AND ADVANCES				
SALES TAX DEPOSIT	12,000		12,000	
TELEPHONE DEPOSIT	1,01,220		1,01,220	
ELECTRICITY DEPOSIT	9,57,602		9,54,002	
POSTAL BALLOT DEPOSIT	5,400		5,400	
<b>SUB TOTAL</b>		<b>10,76,222</b>		<b>10,72,622</b>
DOUBTFUL		0		0
<b>SUB TOTAL</b>		<b>0</b>		<b>0</b>
		<b>10,76,223</b>		<b>10,72,623</b>
<b>NOTE NO. 13</b>				
OTHER NON CURRENT ASSETS		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 14</b>				
CURRENT INVESTMENTS				
FIXED DEPOSIT WITH BANK		4,77,00,000		4,77,00,000
		<b>4,77,00,000</b>		<b>4,77,00,000</b>
<b>NOTE NO. 15</b>				
INVENTORIES		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 16</b>				
TRADE RECEIVABLES		0		0
		<b>0</b>		<b>0</b>
<b>NOTE NO. 17</b>				
CASH AND CASH EQUIVALENTS				
BALANCE IN CURRENT ACCOUNT WITH SCH. BANKS		33,90,196		23,58,296
CHEQUES, DRAFTS ON HANDS				
CASH ON HAND		76,930		56,552
OTHERS				
		<b>34,67,126</b>		<b>24,14,848</b>



**SCHEDULES FORMING PART OF ACCOUNTS**

PARTICULARS	AS AT		AS AT	
		31/03/2018		31/03/2017
	Rs.	Rs.	Rs.	Rs.
<b>NOTE NO. 17A</b>				
a) Unpaid Dividend A/c 2015 - C/A No.0917214000014		1,43,429		1,43,429
c) Unpaid Dividend A/c 2016 - C/A No.0917201009345		1,04,891		1,04,891
b) Unpaid Dividend A/c 2017 - C/A No.0917201009407		93,324		0
		<u>3,41,644</u>		<u>2,48,320</u>
<b>NOTE NO. 18</b>				
SHORT TERM LOANS AND ADVANCES TO A PRIVATE COMPANY IN WHICH A DIRECTOR IS A DIRECTOR / MEMBER				
OTHERS				
BILLS PURCHASE		0		0
		<u>0</u>		<u>0</u>
<b>NOTE NO. 19</b>				
OTHER CURRENT ASSETS				
TAX DEDUCTED AT SOURCE				
F. Y. 2016-2017	4,54,808		46,08,609	
F. Y. 2017-2018	<u>3,00,843</u>	7,55,651		
ADVANCE INCOME TAX			7,35,260	
F. Y. 2017-2018	<u>3,09,000</u>	3,09,000		
SELF ASSESSMENT TAX		0	6,18,150	
INTEREST ACCRUED BUT NOT DUE		5,31,877	3,76,998	
OTHER ADVANCE		8,84,168	3,98,168	
RECEIVABLES		2,06,157	0	
TRADING MARGIN		50,000	50,000	
GST INPUT TAX CREDITED		6,200	10,500	
FRINGE BENEFIT TAX		0	23,07,053	68,11,975
			14,290	
<b>SUB TOTAL</b>		<u>23,07,053</u>		<u>68,11,975</u>
<b>NOTE NO. 20</b>				
REVENUE FROM OPERATIONS				
INTEREST		0		0
OTHER FINANCIAL SERVICES		0		0
		<u>0</u>		<u>0</u>
<b>NOTE NO. 21</b>				
OTHER INCOME				
A. INTEREST ON FD DEPOSITS/GOVT. BONDS/ INCOME-TAX	43,76,114		38,35,166	
B. DIVIDEND INCOME FROM EQUITY SHARES / HDFC MF	15,300		664	
C. PROFIT ON TRADING OF SHARES	12,38,542		7,81,603	
D. RENTAL INCOME	<u>13,06,170</u>		<u>10,02,240</u>	
		<u>69,36,126</u>		<u>56,19,673</u>
<b>NOTE NO. 22</b>				
EMPLOYEE BENEFITS AND EXPENSES				
A. SALARIES		5,88,000		6,00,999
B. STAFF WELFARE		32,658		38,404
C. ENTERTAINMENT EXPENSES		36,301		30,929
D. EXGRATIA & BONUS		68,000		61,000
		<u>7,24,959</u>		<u>7,31,332</u>
<b>NOTE NO. 23</b>				
FINANCE COST				
INTEREST EXPENSES		0		85,898
OTHER BORROWING COSTS		0		0
BANK CHARGES		4,817		5,038
APPLICABLE NET GAIN / LOSS ON FOREIGN CURRENCY		0		0
		<u>4,817</u>		<u>90,936</u>



### SCHEDULES FORMING PART OF ACCOUNTS

PARTICULARS	AS AT		AS AT	
	31/03/2018	31/03/2017	31/03/2018	31/03/2017
	Rs.	Rs.	Rs.	Rs.
<b>NOTE NO. 24</b>				
OTHER EXPENSES				
A. CONSUMPTION OF STORES & SPARES		0		0
<b>B. POWER &amp; FUEL</b>				
ELECTRICITY CHARGES		2,75,677		2,52,535
FUEL & OIL EXPENSES		67,420		29,369
C. REPAIRS TO BUILDING		3,99,709		1,74,512
D. REPAIRS TO MACHINERY		92,935		1,29,875
E. INSURANCE		8,250		9,253
F. RATES & TAX ( EXCLUDING INCOME TAX )		2,17,174		2,60,361
<b>G. MISCELLANEOUS EXPENSES</b>				
TELEPHONE CHARGES		59,603		98,247
SUBSCRIPTION AND PRESENTS		35,706		22,689
FILING FEES		30,575		14,800
DIRECTORS SITTING FEES		1,25,000		1,05,000
POOJA EXPENSES		22,874		12,692
PRINTING & STATIONERY		57,595		1,30,318
POSTAGE & TELEGRAMS		26,610		85,978
TRAVELLING & CONVEYANCE		2,97,785		1,36,314
ADVERTISEMENT EXPENSES		77,000		1,01,375
MISCELLANEOUS EXPENSES		6,07,002		92,894
PROFESSIONAL CHARGES		1,35,000		1,20,000
LISTING FEES-BSE		2,50,000		2,00,000
SECURITY CHARGES		2,40,413		2,02,778
DEMAT CHARGES		23,953		38,862
LEGAL CHARGES		0		3,12,000
CUSTODIAL CHARGES		60,000		60,000
LOSS ON SALE OF ASSETS		0		0
DONATIONS		0		0
BOOKS & FORMS		0		0
INTEREST ON INCOME TAX PAID		34,152		0
SWACHH BHARAT CESS		18,690		4,076
H. NET LOSS ON FOREIGN CURRENCY TRANSACTION AND TRANSLATION		0		0
I. PAYMENT TO AUDITOR		1,20,500		1,11,500
J. PROVISION FOR NPA ADJUSTED		0		0
K. ADJUSTMENT TO THE CARRYING AMOUNT INVESTMENTS		0		0
L. NET LOSS ON SALE OF INVESTMENTS		5,411		35,379
M. PRIOR PERIOD ITEMS		0		0
N. BUSINESS DEVELOPMENT		0		0
<b>O. RESERVES</b>				
II CONTINGENT PROVISION AGAINST STANDARD ASSET				
TRANSFER TO STATUTORY RESERVES		0		0
<b>P. CONTINGENT PROVISION</b>		<b>0</b>		<b>0</b>
		<u>27,49,034</u>		<u>27,40,807</u>



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

**A. SIGNIFICANT ACCOUNTING POLICIES:**

**1. Basis of preparation:**

The financial statements are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles (GAAP), and materially comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013. All income and expenditure having a material bearing on the financial statements are recognized on the accrual basis.

**2. Cash Flow Statements**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the company are segregated based on the available information.

**3. Revenue recognition:**

I. The Income of the company comprises of Rental from property and Interest from Fixed deposits.

II. **Other Income**

Interest income is accounted on accrual basis. Dividend income is accounted as and when received.

**4. Depreciation:**

Depreciation on fixed assets is provided using the Written down value method, based on rates specified in as per Part "C" schedule II of the companies Act 2013. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year. Individual assets costing Rs.5,000/- or less are depreciated in full in the year of purchase.

**5. Investments:**

Investments are stated at the lower of cost or market value. Any decline in the value of investments other than temporary is charged to the Profit and Loss Account.

**6. Managerial Remuneration:**

S.No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
(a)	P.Sankaran – Executive Director	Rs.3,25,000/-	Rs.3,37,999/-

**7. Auditors Remuneration:**

S.No.	Particulars	Year ended 31st March 2018	Year ended 31st March 2017
	Statutory Audit Fees	Rs.45,000/-	Rs.45,000/-
	Tax Audit Fees	R.25,000/-	Rs.25,000/-
	Consultancy Charges	-	-
	TOTAL	Rs.70,000/-	Rs.70,000/-

**8. Expenditure in Foreign Currency : NIL**

**9. Earnings Per Share:**

Basic earnings per share are computed by dividing the profit after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**10. Contingent Liability : NIL**

**11. Taxes on Income:**

Provision for current tax is made for the amount of tax payable in respect of taxable income for the year under the Income tax Act, 1961.

The Net cumulative effect of the timing differences, as contemplated under the standard, results in a deferred tax asset. The company as a matter of conservative accounting policy, has not reflected this in the financial statements.

Previous year's figures have been regrouped and reclassified wherever necessary to conform to the current year's presentation.

**12. Related Party Disclosure**

Name of the party and description of relationship.

1. Associate :- (Until 20/1/2016)  
Yoha Securities Limited.
2. Key Management Personnel :-  
Mr. P. Sankaran (Executive Director)  
Mrs. Muthulakshmi Ganesh (Director)

The nature of Transaction w.r.t related party was Rental Income, which was at market price and on Arm's Length Basis.

This is the Notes referred to in our report of even date addressed to the members of the Company.

On behalf of the Board of Directors,

(Sd/-)  
K.M.Narasimhan

(Sd/-)  
T.V.Srinivasan

(Sd/-)  
K.V.Aiyappan  
Chairman

(Sd/-)  
M. G. Bhaskar  
Directors

(Sd/-)  
Muthulakshmi Ganesh

(Sd/-)  
P.Sankaran  
Executive Director

For TSG & Associates  
Chartered Accountants  
F.No.00131335

Place : Chennai  
Date : 15/05/2018

(Sd/-)  
T.S. Gobinathan,  
Proprietor  
M.No.025094



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018**

<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>	<b>Amount. in Lacs</b>	
	31.03.2018	31.03.2017
Net Profit before Tax	22.02	6.80
Add : Provision for Depreciation	12.54	13.76
Less : Short Provision	-	-
Add: Excess amount -adjusted general reserve	-	(0.14)
Add: Non Cash item- (Assets lost due to floods-Write off)	-	11.92
Net profit before tax and extra-ordinary items	<b>34.56</b>	<b>32.34</b>
Less : Provision for Tax	5.08	1.29
 Operating Profit Before Working Capital Changes	<b>29.48</b>	<b>31.05</b>
 Decrease in Trade and other receivables	-	-
Increase in short term provisions	(13.07)	0.47
Decrease in Trade and other payables	-	-
Decrease in Current Liabilities	-	-
Increase in Trade and other payables	1.13	1.05
Decrease in Long term loans & Advances	45.05	10.79
<b>Net cash from Operating Activities</b>	<b>62.59</b>	<b>43.36</b>
 <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Investment	<b>(7.31)</b>	<b>(1.58)</b>
Sale of Fixed Assets	-	-
Sale of Investments	-	9.00
Purchase of Fixed Assets	<b>(3.36)</b>	-
Investment in Fixed Deposit	-	-
Interest Received	-	-
Dividend from Investment	-	-
<b>Net cash from Investing Activities</b>	<b>(10.67)</b>	<b>7.42</b>
 <b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Decrease in Long Term Borrowings	-	-
Earlier Year Provision Adj	(18.79)	-
Dividend & DDT paid	(21.66)	(28.89)
Increase in Long Term Borrowings	-	-
<b>Net cash from Financing Activities</b>	<b>(40.45)</b>	<b>(28.89)</b>
 <b>Net Increase in Cash and Cash Equivalents(A+B+C)</b>	<b>11.46</b>	<b>21.89</b>
 <b>Cash and Cash Equivalents as on 31.03.2017</b>	<b>26.63</b>	<b>4.74</b>
 <b>Cash and Cash Equivalents as on 31.03.2018</b>	<b>38.09</b>	<b>26.63</b>



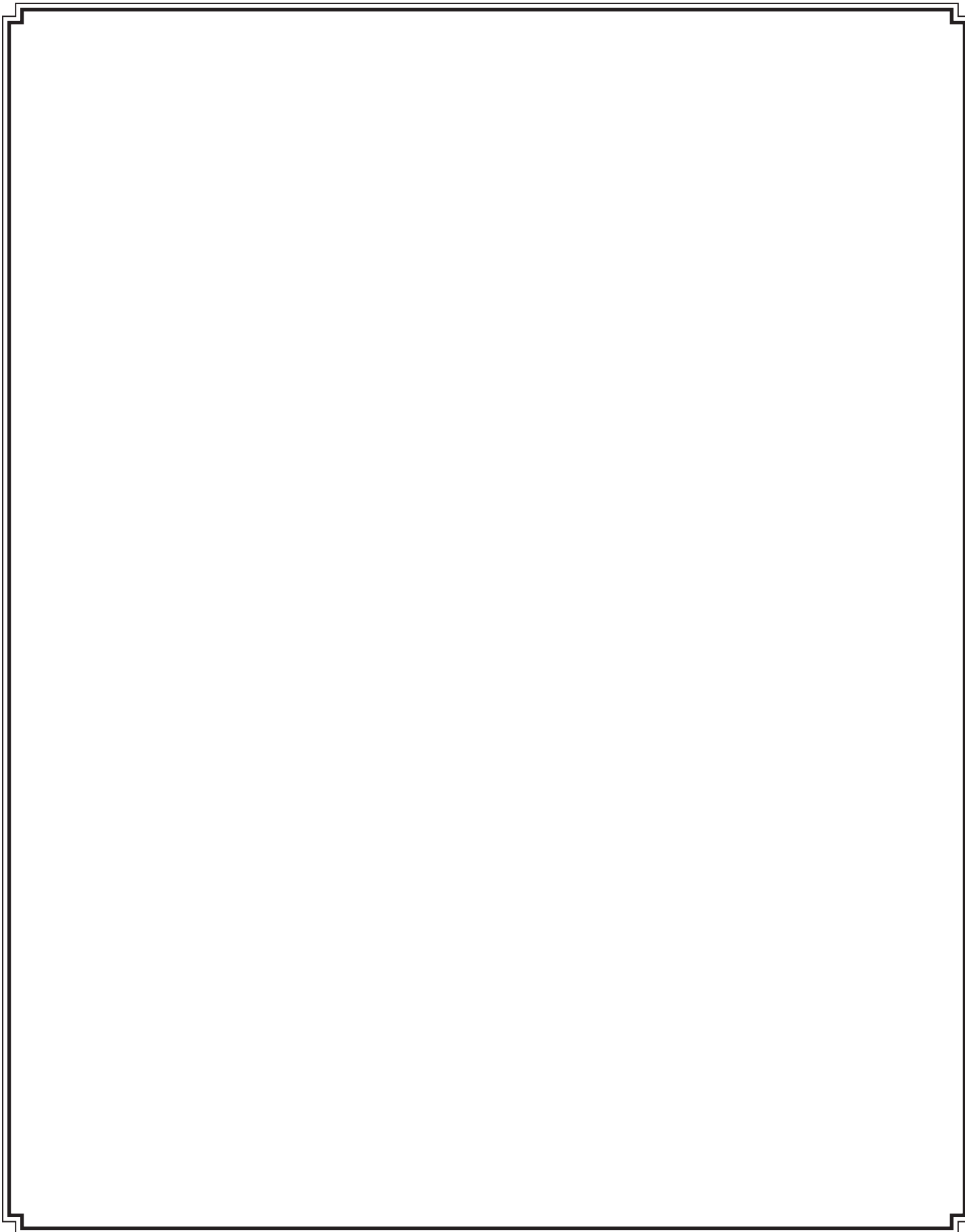
### AUDITOR CERTIFICATE

I have examined the above Cash Flow Statement of M/s. Abirami Financial Services (India) Limited for the year ended 31st March 2018. The Statement has been prepared by the Company in accordance with the requirements of clause 32 of Listing Agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by my report of 15/05/2018 to the members of the Company.

For TSG & Associates.  
Chartered Accountants  
Firm Regd. No.0131335

(Sd/-)  
T.S. GOBINATHAN,  
Proprietor  
M.No.025094

Place : Chennai  
Date : 15/05/2018





**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

Regd Off. – “Capital Place”, Old No.50, New No.16, South Boag Road, T. Nagar, Chennai - 600 017.

**FORM NO. MGT-11**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

CIN : L65993TN1993PLC024861  
Name of the company : ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED  
Registered office : No.50, New No.16, South Boag Road, T. Nagar, Chennai - 600017  
Name of the member (s) :  
Registered address :  
E-mail Id: :  
Folio No/ Client Id :  
DP ID :

I/We, being the member (s) of .....shares of the above named company, hereby appoint

1. Name :.....  
E-mail Id:.....  
Address : .....  
Signature :.....or failing him/her
2. Name :.....  
E-mail Id:.....  
Address : .....  
Signature :.....or failing him/her
3. Name :.....  
E-mail Id:.....  
Address : .....  
Signature :.....or failing him/her



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ..... Annual General Meeting of the company, to be held on the Thursday 27th Day of September, 2018 At 10.00 A.M at 'Capital Place' No.50, New No.16, South Boag Road, T. Nagar, Chennai-600017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend on equity shares
3. To appoint a Director in the place of Mrs. Muthulakshmi Ganesh who retires by rotation and being eligible offers herself for re-appointment.

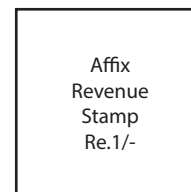
**SPECIAL BUSINESS**

4. Opinion for voluntary delist

Signed this ..... day of ..... 2018

Signature of shareholder.....

Signature of Proxy holder(s).....



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**

Regd Off. – “Capital Place”, Old No.50, New No.16, South Boag Road, T. Nagar, Chennai - 600 017.

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID\*, Client ID\* & Name of the Shareholder / Joint holders / Proxy in BLOCK LETTERS to be furnished below).

Shareholder Name	DP ID*	Client ID*	Folio	No of shares held

I hereby record my presence at the 25th Annual General Meeting of the Company, to be held on, Thursday, 27th Day of September, 2018 at 10.00 A.M. at ‘Capital Place’ No.50, New No.16, South Boag Road, T. Nagar, Chennai - 600 017.

Signature of the Shareholder / Proxy \_\_\_\_\_

**NOTES:**

- (1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- (2) Shareholders are requested to advice, indicating their Folio Nos. DP ID\*, Client ID\*, the change in their address, if any, to the Registrar & Share Transfer Agents, at M/s. CAMEO CORPORATE SERVICES LIMITED, “Subramanian Building”, No.1, Club House Road, Chennai – 600 002.

\*Applicable for investors holding shares in Electronic (Demat) Form.