



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

“ CAPITAL PLACE”  
# 16/50, South Boag Road,  
T.Nagar, Chennai - 600 017  
Phone : 24356224 / 24355869  
Fax : 24329441  
E-mail : [abi@afslindia.com](mailto:abi@afslindia.com)  
website : [www.afslindia.com](http://www.afslindia.com)  
CIN : L65993TN1993PLC024861  
GSTIN : 33AAACA3210D1ZP

AFSL/BSE/045/2019

September 25, 2019

To

Bombay Stock Exchange Limited  
Publication Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

Dear Sirs,

**Sub: - Adopted Annual report of the Company for the Financial Year 2018-19 under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Ref: - Scrip Code 511756.**

Please find enclosed approved and adopted Annual Report of the company for the financial year 2018-2019. The Annual General Meeting of the members of the company was held on Wednesday, 25th Day of September, 2019.

This is for your information and record.

Yours faithfully,  
For ABIRAMI FINANCIAL SERVICES INDIA LIMITED

(P.SANKARAN)

EXECUTIVE DIRECTOR

DIN: 00404210

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



**TWENTY SIXTH ANNUAL REPORT 2018 – 2019**

**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 P Sankaran** - *Whole Time Director*  
**Mr T V Srinivasan** - *Independent Director*  
**Mr K M Narasimhan** - *Independent Director*  
**Dr M G Bhaskar** - *Independent Director*  
**Mrs Muthulakshmi Ganesh** - *Director*  
**Mrs Chitra Sivaramakrishnan** - *Chief Financial Officer*

**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.

**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



<b>CONTENTS</b>	<b>PAGE No.</b>
Notice to Shareholders	3
Board's Report	8
Management discussion and analysis Report	13
Annexure to Board's Report	14
Independent Auditor's Report	37
Balance Sheet	42
Profit and Loss Account	43
Notes / Schedules	46
Notes on Accounts	60
Cash Flow Statement	62
Auditor's Certificate	63



## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Sixth 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 Wednesday, 25th Day of September, 2019 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, 2019, together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**:-

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon, for the year ended 31st March, 2019, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. K. V. AIYAPPAN (DIN 00117641), 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, Mr. K. V. AIYAPPAN (DIN 00117641), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

BY THE ORDER OF THE BOARD

Place: Chennai  
Date : 12/08/2019

(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 Resolutions is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the company will remain Closed from 19th day of September 2019 to 25th day of September 2019 (Both days inclusive).
5. Members/proxies are requested to bring the Attendance slip duly filled in for attending the Meeting.
6. All documents referred to in the above notice statement are open for inspection by any member 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.



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. 2 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 22/09/2019 at 9.00 a.m. and ends on 24/09/2019 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, may cast their vote electronically. The cut-off date (record date) for e-voting and poll is Wednesday 18th day of September 2019. 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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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>

- 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).
- xx. The results shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
12. The Board of Directors has appointed Mr. G. Porselvam, Practicing Company Secretary as the Scrutinizer for conducting remote e-voting process in a fair and transparent manner.
13. 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.
14. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period.
15. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to CAMEO / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. For convenience of the Members and proper conduct

**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. 2 of the Notice – Information of Mr. K.V.Aiyappan**

Name : Mr. K.V.Aiyappan  
DIN : 00117641  
Age : 69 Years  
Qualification : Post-graduate in science.  
Date of Appointment : 19/04/1993  
Occupation : Business  
No. of Shares held in the company : 2465000  
Expertise : Experienced Banker. He has got vast experience in International trade and industry.

**Details of other Directorships / Committee Membership:**

S.No	Company	Position	Committee Membership	
			Chairman	Member
1.	Uma Apparels Private Limited	Director	--	--
2.	Yoha Securities Limited	Director	--	--
3.	Sumeru Media And Communications Private Limited	Director	--	--
4.	Sumeru Holdings Private Limited	Director	--	--
5.	Sumeru Soft Private Limited	Director	--	--



## BOARD'S REPORT

### To the Members,

The Directors have pleasure in presenting before you the Twenty Sixth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31/03/2019.

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

(Rs. in lakhs)

Particulars	31-03-2019	31-03-2018
Revenue from Operations	0	0
Other Income	46.70	69.36
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	15.18	34.62
Less: Depreciation	12.14	12.54
Profit before Finance Costs, Exceptional items and Tax Expense	3.04	22.08
Less: Finance Costs	0.04	0.04
Profit before Exceptional items and Tax Expense	3.00	22.04
Add/(less): Exceptional items	0	0
Profit before Tax Expense	3.00	22.04
Less: Tax Expense (Current & Deferred)	0.99	5.08
Profit for the year (1)	2.01	16.96
Total Comprehensive Income/loss (2)	0	0
Total (1+2)	2.01	16.96
Balance of profit for earlier years (i.e Opening reserves)	157.29	180.79
Less: Adjustments during the year	21.66	40.45
Less: Transfer to Debenture Redemption Reserve	0	0
Less: Transfer to Reserves		0
Less: Dividend paid on Equity Shares	0	0
Less: Dividend paid on Preference Shares	0	0
Less: Dividend Distribution Tax	0	0
Balance carried forward	137.64	157.30

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

NIL

### Declaration of dividend:-

Considering the Company's performance during the year, the Directors do not propose payment of any dividend for the financial year 2018-19.

### BOARD MEETINGS:

Five meetings of the Board of Directors were held during the year. Particulars of meetings held and attendance by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

**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, Mr. K.V. Aiyappan shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend the same for your approval.

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Independent directors have submitted their disclosure to the Board confirming that they fulfil 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.

**AUDIT COMMITTEE:**

Audit Committee consists of the following Independent Directors:

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

**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.

**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

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

The company has no Subsidiary / Joint Venture / Associate.

**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- **(ANNEXURE-I)**

**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 upto the conclusion of the 29th Annual general meeting of the company.

**AUDITOR'S REPORT:**

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**SECRETARIAL AUDIT:**

Mr. G. Porselvam, Practising Company Secretary was appointed as the Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2018-19. The secretarial audit report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, Listing Agreement, Standards etc., as stipulated by Section 204 of the Companies Act, 2013 is enclosed to this Report as **(ANNEXURE-II)**

**REPLY TO THE QUALIFICATION OF SECRETARIAL AUDITOR:-**

The company is in process of identifying the suitable candidature for the post of company secretary, as required to be appointed under the Act.

The company has appointed Mrs. Chitra Sivaramakrishnan as Chief Financial Officer of the company with effect from 01st June, 2019. She is Post graduate in Maths and has worked in Reserve Bank of India and director of finance in many Companies. She possesses vast knowledge and expertise in financial sector.

**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

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

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

**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.

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

SECURED LOANS	:	NIL
UNSECURED LOANS	:	NIL
CURRENT/NON-CURRENT INVESTMENTS	:	Rs. 67.15 Lakhs/-
GUARANTEES	:	NIL
SECURITIES EXTENDED	:	NIL

**RISK MANAGEMENT POLICY:**

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

**CORPORATE SOCIAL RESPONSIBILITY POLICY :**

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

**RELATED PARTY TRANSACTIONS:**

In line with the requirements of the Companies Act, 2013 and amendment to the Listing Regulations, your Company has formulated a Policy on Related Party Transactions. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Related Party Transactions which are of repetitive nature are entered at market price and are at Arm's Length Basis. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

**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.

**DISCLOSURE ABOUT COST AUDIT**

Applicability of Cost Auditor does not arise.

**LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to Bombay Stock Exchange (BSE) and BSE is the designated stock exchange where the shares of the company are listed.

**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.

**SECRETARIAL STANDARDS:**

Standards in Force are being adopted

**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.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Report on Management Discussion and Analysis is annexed herewith

**WEBSITE:**

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

**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.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN:**

Your Directors further state that during the year under review, there was no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**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

(Sd/-)

G Muthulakshmi  
DIN:00286658

(Sd/-)

P Sankaran  
DIN: 00404210

Place : Chennai  
Date : 12/08/2019



## REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS - Annexed:

### REVIEW OF OPERATIONS:

During the year the other income of your company stood at Rs. 46.71 Lakhs compared to Rs. 69.36 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 explore increase generation for vacant areas is premises.
- To take necessary steps for expansion of financial consultancy services.
- Increase of cash inflow by revising rental structures already in existence.
- To increase investment in trading portfolio depending upon the market conditions.

### 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 financial risk factors 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 level.

BY THE ORDER OF THE BOARD

Place: Chennai  
Date : 12/08/2019

(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, 2019

[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	<b>Cameo Corporate Services Limited</b> 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

**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:- NIL

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company

**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	0.00	0.00
e-ii		0	0	0	0.00	0.00	0	0.00	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>0.00</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>0.00</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	670520	607020	11.18	11.18	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	945	325925	212142	5.43	5.43	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	5	18242	18242	0.30	0.30	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>982</b>	<b>2455000</b>	<b>2115217</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>982</b>	<b>2455000</b>	<b>2115217</b>	<b>40.92</b>	<b>40.92</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
	<b>TOTAL (A)+(B)</b>	<b>984</b>	<b>6000000</b>	<b>5660217</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>984</b>	<b>6000000</b>	<b>5660217</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. 25,000/-
		T. V. Srinivasan	Rs. 25,000/-
		M. G. Bhaskar	Rs. 25,000/-
	Commission		
	Others, please specify		
	Total (1)		Rs. 75,000/-
2	Other Non-Executive Directors		
		K.V.Aiyappan	Rs. 25,000/-
		Muthulakshmi Ganesh	Rs. 20,000/-
	Commission		
	Others, please specify		
	Total (2)		Rs. 45,000/-
	Total (B)=(1+2)		Rs. 1,20,000/-
Total Managerial Remuneration (C) = (A + B)			Rs. 4,45,000/-
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				



Sl. no	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
4.	Commission - as % of profit - Others, specify				
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					

**C. OTHER OFFICERS IN DEFAULT**

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 31/03/2019**

[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 31/03/2019 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 31/03/2019 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) The management has identified and confirmed the following laws as specifically applicable to the Company as under.
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
  - Employees' State Insurance Act, 1948
  - Equal Remuneration Act, 1976
  - Shop & Establishment Act, 1953
  - The Minimum Wages Act, 1948

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- 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 subject to the following observations:

- The Company has not complied with the provision of Section 203 (1) (ii) of Companies Act 2013 and Regulation 6 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to appointment of Company Secretary**
- The Company has not complied with the provision of Section 203 (1) (iii) of Companies Act 2013 with respect to appointment of Chief Financial Officer.**

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.
- 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 : 12/08/2019

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



### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

M/s. Abirami Financial Services (India) Limited.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Abirami Financial Services (India) Limited having CIN L65993TN1993PLC024861 and having registered office at Capital Place, Old No.50, New No.16, South Boag Road, T. Nagar, Chennai – 600 017, Tamil Nadu (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or other Statutory Authority.

S.No.	Name of the Director	DIN	Date of appointment
1	Mr. K V Aiyappan	00117641	19/04/1993
2	Mrs. G Muthulakshmi	00286658	31/03/2015
3	Mr. TV Srinivasan	00329224	24/06/2006
4	Mr. P Sankaran	00404210	06/03/2002
5	Mr. K M Narasimhan	00844729	20/01/2011
6	Mr. M G Bhaskar	07527509	20/06/2016

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

Place : Chennai  
Date : 12/08/2019

Signature: Sd/-  
Name : G.Porselvam  
Company Secretary in Practice  
C P No. : 3187  
Membership No. : 9322



### 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 the 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. G Muthulakshmi 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 Five times. The meetings were held on 15/05/2018, 14/08/2018, 05/11/2018, 07/12/2018 and 11/01/2019.



The details of attendance are as follows:

S.NO	DATE OF BOARD MEETING	BOARD STRENGTH	NO. OF DIRECTORS PRESENT
1	15/05/2018	6	5
2	14/08/2018	6	6
3	05/11/2018	6	6
4	07/12/2018	6	6
5	11/01/2019	6	6

Name of Director	No of board meeting held	No. of board meeting attended	Attendance at the last AGM
Mr. K.V. Aiyappan	5	5	Yes
Mr. P. Sankaran	5	5	Yes
Mr. T. V. Srinivasan	5	5	Yes
Mr. K. M. Narasimhan	5	5	Yes
Mrs. G. Muthulakshmi	5	4	Yes
Mr. M.G.Bhaskar	5	5	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 15/05/2018, 14/08/2018, 05/11/2018 and 11/01/2019. Composition of the committee and attendance of members are as follows:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
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 27/09/2018.

#### **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	Member & 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 15/05/2018, 14/08/2018, 05/11/2018 and 11/01/2019.

#### 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	25,000	0	25,000	24,65,000
Mr. T. V. Srinivasan	25,000	0	25,000	Nil
Mr. K. M. Narasimhan	25,000	0	25,000	Nil
Mr. M. G. Bhaskar	25,000	0	25,000	Nil
Mrs. G. Muthulaskhmi	20,000	0	20,000	Nil
Mr. P. Sankaran	0	3,25,000	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 and Mr. M. G. Bhaskar, Non-executive Independent Director and Mr. P. Sankaran, Executive Director.

The present members of the committee are as follows:-

1. Mr. K. M. Narasimhan Member & Chairman
2. Mr. P. Sankaran Member
3. M.G Bhaskar Member

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
2015-16	15-09-2016	10.00 A.M.	Registered office	1. Re-appointment of Executive Director. 2. Appointment of 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.
2017-18	27-09-2018	10.00 A.M	Registered office	1. Opinion on Voluntary delisting of equity shares.

**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	:	Wednesday, 25th September, 2019 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 : 01/04/2018 to 31/03/2019
4. Book Closure Date : Thursday, 19th September, 2019 to  
Wednesday, 25th September, 2019 (Both days inclusive.)
5. Equity Shares Listed on Stock Exchanges at Bombay Stock Exchange Limited, Mumbai

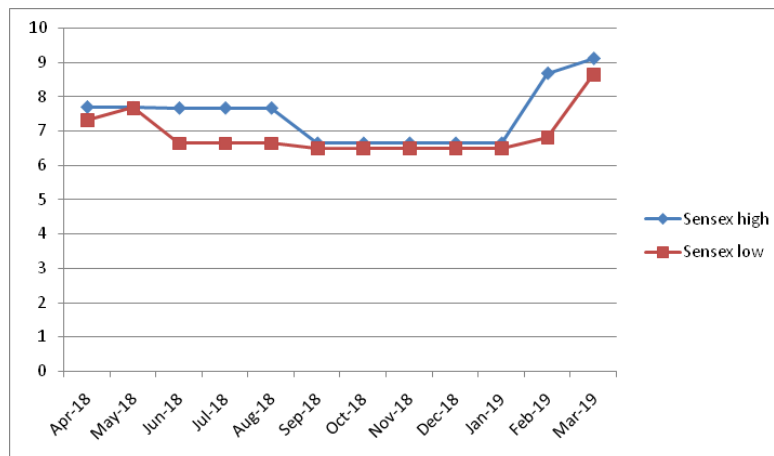


6. Stock Code No. & ISIN No.BSE : BSE: 511756 & ISIN No. INE 195101013  
 7. Annual Listing Fees : Bombay Stock Exchange Limited for 2019-2020.  
 8. Stock Market Data : MONTH HIGH(Rs.) LOW(Rs.)

MONTH	HIGH(Rs.)	LOW(Rs.)
April 2018	7.70	7.32
May 2018	7.68	7.68
June 2018	7.67	6.65
July 2018	7.67	6.65
August 2018	7.67	6.65
September 2018	6.65	6.50
October 2018	6.65	6.50
November 2018	6.65	6.50
December 2018	6.65	6.50
January 2019	6.65	6.50
February 2019	8.68	6.82
March 2019	9.11	8.66

(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 (DIRECTOR)  
 D. NARASIMHAN (MANAGER)

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, 2019.

Particulars	No. of Shares Held	Percentage
Promoter Holdings:		
Indian	2465000	41.08%
Foreign	1080000	18.00%
Non-Promoter Holdings:		
Private Corporate Bodies	670520	11.18%
NRIs	715159	11.92%
Indian Public	1069321	17.82%

Category	Total No. of Shareholders	% of Shareholders	Total Shares	Amount	% of total equity
1-5000	977	89.7153	78432	784320	1.3072
5001-10000	34	3.1221	27672	276720	0.4612
10001-20000	22	2.0202	34057	340570	0.5676
20001-30000	10	0.9182	25046	250460	0.4174
30001-40000	3	0.2754	10274	102740	0.1712
40001-50000	9	0.8264	42312	423120	0.7052
50001-100000	7	0.6427	58038	580380	0.9673
100001 - And above	27	2.4793	5724169	57241690	95.4028
<b>Total</b>	<b>1089</b>	<b>100</b>	<b>6000000</b>	<b>60000000</b>	<b>100</b>

13. Dematerialisation of Shares : 56,60,217 Equity shares (i.e.) 94.34% of Company's paid up Capital has been Dematerialized up to 31-03-2019. Balance 3,39,783 shares (i.e.) 5.66% 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 : 12/08/2019.



### 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

Place : Chennai.  
Date : 12/08/2019.

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



## CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance conditions of Corporate Governance of ABIRAMI FINANCIAL SERVICE (INDIA) LIMITED for the year ended March 31, 2019 as stipulated in SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION, 2015 of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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 our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015.

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

Yours sincerely

For TSG Associates  
Chartered Accountant

(Sd/-)  
T.S. GOBINATHAN  
Proprietor

Place : Chennai  
Date : 12.08.2019



## 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, 2019, 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, 2019;
- (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 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 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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

(Sd/-)

Place: Chennai  
Date: 22.04.2019

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, 2019)

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, and 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, 2019 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 2019, 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

(Sd/-)

Place: Chennai  
Date: 22.04.2019

T.S.GOBINATHAN  
PROPRIETOR  
Membership No.025094



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**  
**BALANCE SHEET AS AT 31st MARCH 2019**

PARTICULARS	NOTE NO	AS AT	AS AT	AS AT
		31/03/2019	31/03/2018	31/03/2017
		Rs.	Rs.	Rs.
<b>I ASSETS</b>				
<b>NON - CURRENT ASSETS</b>				
(a) Property, Plant and Equipment	4	23,628,757.00	25,006,760.00	25,925,088.00
(b) Capital Work-in-Progress		-	-	-
(c) Other Intangible Assets	5	-	-	-
(d) Biological Assets other than bearer plants		-	-	-
(e) Financial Assets				
Investments	6	6,714,624.00	2,075,551.00	1,344,273.00
Trade Receivables		-	-	-
Loans		-	-	-
Others	7	1,076,223.00	1,076,223.00	1,072,623.00
(f) Deferred Tax Assets (net)	8	-	-	-
(g) Other Non-Current Assets	9	-	-	-
		<b>31,419,604.00</b>	<b>28,158,534.00</b>	<b>28,341,984.00</b>
<b>CURRENT ASSETS</b>				
(a) Inventories	10	-	-	-
(b) Financial Assets				
Investments		-	-	-
Trade Receivables	11	-	-	-
Cash and Cash Equivalents	12	45,802,786.00	51,167,126.00	50,114,848.00
Bank Balances other than above		-	-	-
Loans				
Others- Unpaid Dividend A/cs		417,987.00	341,644.00	248,319.00
(c) Current Tax Assets (Net)		-	-	-
(d) Other Current Assets	13	2,435,286.00	2,307,053.00	6,811,975.00
		<b>48,656,059.00</b>	<b>53,815,823.00</b>	<b>57,175,142.00</b>
<b>Total Assets</b>		<b>80,075,663.00</b>	<b>81,974,357.00</b>	<b>85,517,126.00</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	14	60,000,000.00	60,000,000.00	60,000,000.00
(b) Other Equity	15	18,810,095.00	20,775,279.00	23,125,163.00
<b>Total of Equity</b>		<b>78,810,095.00</b>	<b>80,775,279.00</b>	<b>83,125,163.00</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
(a) Provisions	17	-	-	-
(b) Deferred tax liabilities (net)		-	-	-
(c) Other Non-Current Liabilities	18	-	-	-
		-	-	-
<b>Current liabilities</b>				
(a) Financial liabilities				
Borrowings	19	-	-	-
Trade payables	20	-	-	-
(b) Other current liabilities	21	567,551.00	471,151.00	248,320.00
(c) Short Term Provisions	22	698,017.00	727,927.00	2,143,643.00
(d) Current Tax Liabilities (net)		-	-	-
		<b>1,265,568.00</b>	<b>1,199,078.00</b>	<b>2,391,963.00</b>
<b>Total Equity and Liabilities</b>		<b>80,075,663.00</b>	<b>81,974,357.00</b>	<b>85,517,126.00</b>

Note: See accompanying notes to financial statements 1-30.

As per our report of even date  
For TSG & Associates  
Chartered Accountants  
F.No: 013133S

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

Place : Chennai - 17  
Date : 22/04/2019

For and on behalf of the Board Of Directors

(Sd/-)  
K.V.Aiyappan  
Chairman

(Sd/-)  
K.M.Narasimhan  
Director

(Sd/-)  
M.G. Bhaskar  
Director

(Sd/-)  
P.Sankaran  
Executive Director

(Sd/-)  
T.V. Srinivasan  
Director

(Sd/-)  
Muthulakshmi Ganesh  
Director



**ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019**

PARTICULARS	NOTE NO	AS AT 31/03/2019 Rs.	AS AT 31/03/2018 Rs.	AS AT 31/03/2017 Rs.
<b>Revenue</b>				
Revenue from Operations	23	-	-	-
Other Income	24	4,670,951.00	6,936,126.00	5,619,673.00
<b>Total Income</b>		<b>4,670,951.00</b>	<b>6,936,126.00</b>	<b>5,619,673.00</b>
<b>Expenses</b>				
Cost of Operations	25	-	-	-
Purchase of Stock-in-Trade		-	-	-
Changes in inventories of Work-in-Progress				
Employee Benefits Expense	26	778,216.00	724,959.00	731,332.00
Finance Costs	27	4,195.00	4,817.00	90,936.00
Depreciation and Amortisation Expense	4,5	1,214,332.00	1,254,372.00	1,376,496.00
Other Expenses	28	2,373,355.00	2,749,034.00	2,740,807.00
<b>Total Expenses</b>		<b>4,370,098.00</b>	<b>4,733,182.00</b>	<b>4,939,571.00</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>300,853.00</b>	<b>2,202,944.00</b>	<b>680,102.00</b>
Exceptional Items		-	-	-
<b>Profit/(loss) before tax</b>		<b>300,853.00</b>	<b>2,202,944.00</b>	<b>680,102.00</b>
Tax Expense				
Current Tax		99,557.00	508,460.00	129,467.00
Tax Relating to Prior years		-	-	-
Deferred Tax		-	-	-
<b>Profit/(loss) after tax</b>		<b>201,296.00</b>	<b>1,694,484.00</b>	<b>550,635.00</b>
<b>Other Comprehensive Income</b>				
A (i) Items that will not be reclassified to profit or loss		-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-
B (i) Items that will be reclassified to profit or loss		-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
<b>Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the period)</b>		<b>201,296.00</b>	<b>1,694,484.00</b>	<b>550,635.00</b>
<b>Earnings per Equity Share</b>				
Basic (Rs.)	29	13.14	13.46	13.85
Diluted (Rs.)		0.03	0.28	0.09

Note: See accompanying notes to financial statements 1-30.

As per our report of even date  
For TSG & Associates  
Chartered Accountants  
F.No: 0131335

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

Place : Chennai - 17  
Date : 22/04/2019

For and on behalf of the Board Of Directors

(Sd/-)  
K.V.Aiyappan  
Chairman

(Sd/-)  
K.M.Narasimhan  
Director

(Sd/-)  
M.G. Bhaskar  
Director

(Sd/-)  
P.Sankaran  
Executive Director

(Sd/-)  
T.V. Srinivasan  
Director

(Sd/-)  
Muthulakshmi Ganesh  
Director



**Depreciation as per Income Tax Act**

Description of Assets	"WDV as on 01.04.2018"	Additions		Deletions	Total	Depreciation			31.03.2019
		More than 180 days	Less than 180 days			Rate	Period	Amount	
Land	11,015,524.00	-	-	-	11,015,524.00	-	-	-	11,015,524.00
Buildings	2,264,403.00	-	-	-	2,264,403.00	10%	One Year	226,440.30	2,037,962.70
Furniture & Fittings	2,127,336.00	-	-	151,124.00	1,976,212.00	10%	One Year	197,621.00	1,778,591.00
Interior Decoration	-	-	-	-	-	10%	One Year	-	-
Office Equipments	-	-	-	-	-	10%	One Year	-	-
Electrical Fittings	973,176.00	-	-	12,547.00	960,629.00	15%	One Year	144,094.00	816,535.00
Vehicle	-	-	-	-	-	15%	One Year	-	-
Others	-	-	-	-	-	10%	One Year	-	-
Computers	112,887.00	-	-	-	112,887.00	40%	One Year	45,154.80	67,732.20
Genset	-	-	-	-	-	15%	One Year	-	-
	<b>16,493,326.00</b>	-	-	<b>163,671.00</b>	<b>16,329,655.00</b>			<b>613,310.10</b>	<b>15,716,344.90</b>

**Abirami Financial Services (India) Limited**  
**FIXED ASSETS**

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	As on 01.04.2018	Additions/ (Disposals)	Re valua tions/ (Impai rments)	31.03.2019	As on 01.04.2018	Depreciation charge for the Year	Adjus tment due to re valua tions	On dispo sals	As on 31.03.2019	As on 31.03.2019	As on 31.03.2018
Tangible Assets											
Land	11,015,524.00	-	-	11,015,524.00	-	-	-	-	-	11,015,524.00	11,015,524.00
Buildings	22,581,414.00			22,581,414.00	12,054,331.00	561,093.52	-	-	12,615,425.00	9,965,989.00	10,527,083.00
Furniture & Fittings	1,888,358.00		-	1,888,358.00	1,684,178.00	29,013.98	-	-	1,713,192.00	175,166.00	204,180.00
Interior Decoration	12,009,820.00		-	12,009,820.00	10,098,357.00	350,371.17	-	-	10,448,728.00	1,561,092.00	1,911,463.00
Office Equipments	742,698.00		-	742,698.00	557,717.00	33,944.01	-	-	591,661.00	151,037.00	184,981.00
Electrical Fittings	9,539,666.00	(151,124.00)	-	9,388,542.00	8,624,583.00	87,641.00	-	-	8,712,224.00	676,318.00	915,083.00
Vehicle	-		-	-	-	-	-	-	-	-	-
Others	-		-	-	-	-	-	-	-	-	-
Computers	15,488,026.00		-	15,488,026.00	15,261,015.00	143,380.15	-	-	15,404,395.00	83,631.00	227,011.00
Genset	1,426,804.00	(12,547.00)	-	1,414,257.00	1,405,369.00	8,888.00	-	-	1,414,257.00	-	21,435.00
<b>Total</b>	<b>74,692,310.00</b>	<b>(163,671.00)</b>	<b>-</b>	<b>74,528,639.00</b>	<b>49,685,550.00</b>	<b>1,214,332.00</b>	<b>-</b>	<b>-</b>	<b>50,899,882.00</b>	<b>23,628,757.00</b>	<b>25,006,760.00</b>

Note 2 (i) Details of amounts written off on reduction of capital or revaluation of assets or sums added to assets on revaluation during the preceding 5 years: NIL

(ii) Details of assets acquired under hire purchase agreements: NIL

(iii) Details of assets jointly owned by the Company: NIL



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 1 : Corporate Information

Abirami Financial Services (India) Limited (referred to as "the Company") is a Public Limited Company incorporated on 19/04/1993 (CIN:L65993TN1993PLC0241861) and domiciled in India with its registered office at Capital Place, Old No.50, New No.16, South Boag Road, T. Nagar, Chennai - 600017.

### Note 2 : Significant Accounting Policies

#### a) Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Figures for previous periods have been restated as per Ind AS. In accordance with Ind AS 101 First-time adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of Financial Statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of shareholders' equity as at 31st March 2017.

These Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of The Companies Act, 2013.

#### b) Basis of Preparation

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening IND AS Balance Sheet as at 1st April, 2016 being the 'date of transition to IND AS'.

#### c) Use of Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

#### d) Revenue Recognition

Revenue from sales is recognised when all significant risks and rewards of ownership of the commodity sold are transferred to the customer.

Revenue from Construction Projects are recognised on percentage of completion method, measured with reference to the percentage of cost incurred upto the reporting date to estimated total cost for each project.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### e) Property, Plant And Equipment

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards'.

Property, plant and equipment are stated at cost [i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) up to the date of acquisition/ installation], net of accumulated depreciation and accumulated impairment losses, if any.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in profit or loss when the asset is derecognised.



**f) Intangible Assets**

For transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and amortisation method for an intangible asset are reviewed at the end of each reporting period. The amortisation expense on intangible asset is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in Statement of Profit and Loss when the asset is derecognised.

**g) Cash and Cash Equivalents**

Cash and Cash Equivalents consist of cash on hand and balances with banks.

**h) Inventories**

Construction work-in-progress related to project works is valued at lower of cost or net realizable value, where the outcome of the related project is estimated reliably. Cost includes cost of land, cost of materials, cost of borrowings and other related overheads.

**i) Taxation**

Income tax expenses for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

**Current Income Tax**

Current tax is the expected tax payable /receivable on the taxable income /loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amount and there is an intention to settle the asset and liability on net basis.

**Deferred Tax**

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amount used for taxation purposes.

A deferred tax liability is recognized based on the expected manner of realization or settlement of carrying amount of assets and liabilities, using tax rates enacted, or substantially enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefits will be realized

Deferred tax assets and deferred tax liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities ; and the deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authorities.

**j) Provision for Liabilities and Charges, Contingent Liabilities and Contingent Assets**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Contingent Liabilities are not recognized but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable

Contingent liability and contingent assets are reviewed at each reporting date.

**k) Earnings per Share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

**l) Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before 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.

**m) Financial Instrument**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

**Note 3 : First Time Adoption of Ind AS**

These are the Company's first Financial Statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the Financial Statements for the year ended 31 March 2019, the comparative information presented in these Financial Statements for the year ended 31 March 2018 and in the preparation of an opening Ind AS Balance Sheet at 1 April 2016 (the Company's date of transition to Ind AS). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

**A Ind AS Optional Exemptions**

**1 Deemed cost for property, plant and equipment, investment property and intangible assets**

Ind AS 101 'First Time Adoption of Ind AS' permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

**B Ind AS Mandatory Exemptions**

**1 Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

**2 Classification and measurement of financial assets and liabilities**

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess elements of modified time value of money i.e. the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

Applying a requirement is impracticable when the entity cannot apply it after making every reasonable effort to do so. It is impracticable to apply the changes retrospectively if:

- a) The effects of the retrospective application or retrospective restatement are not determinable;
- b) The retrospective application or restatement requires assumptions about what management's intent would have been in that period;

The retrospective application or retrospective restatement requires significant estimates of amounts and it is impossible to distinguish objectively information about those estimates that existed at that time.

### 3 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

### C Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income. The following tables represent the reconciliations from previous GAAP to Ind AS.

#### 1 Reconciliation of total equity as at 31 March 2019 and 1 April 2018

	31 March 2019	31 March 2018
Total equity (shareholder's funds) as per previous GAAP		
Adjustments:		
Valuation of Investments	-	
Miscellaneous Expenses Written Off	-	
<b>Total adjustments</b>	-	-
<b>Total equity as per Ind AS</b>	-	-

#### 2 Reconciliation of total comprehensive income for the year ended 31 March 2019

	31 March 2019	31 March 2018
Profit after tax as per previous GAAP		
Adjustments:		
<b>Total adjustments</b>	-	-
<b>Total comprehensive income for the year ended 31 March 2019</b>	-	-

**Note - 4**

**Property, Plant and Equipment**

Details of the Company's property, plant and equipment and reconciliation of their carrying amounts from beginning to end of reporting period is as follows:

(Amount in Rs.)

	Land	Buildings	Electrical Fittings	Office Equipments	Furniture and Fixtures	Interior Decoration	Computers	Genset	Total
<b>Gross carrying amount</b>									
At 1 April 2018	11,015,524.00	22,581,414.00	9,539,666.00	742,698.00	1,888,358.00	12,009,820.00	15,488,026.00	1,426,804.00	74,692,310.00
Additions	-	-	-	-	-	-	-	-	-
Disposals/assets written off	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2018</b>	<b>11,015,524.00</b>	<b>22,581,414.00</b>	<b>9,539,666.00</b>	<b>742,698.00</b>	<b>1,888,358.00</b>	<b>12,009,820.00</b>	<b>15,488,026.00</b>	<b>1,426,804.00</b>	<b>74,692,310.00</b>
Additions	-	-	-	-	-	-	-	-	-
Disposals/assets written off	-	-	151,124.00	-	-	-	-	12,547.00	163,671.00
<b>Balance as at 31 March 2019</b>	<b>11,015,524.00</b>	<b>22,581,414.00</b>	<b>9,388,542.00</b>	<b>742,698.00</b>	<b>1,888,358.00</b>	<b>12,009,820.00</b>	<b>15,488,026.00</b>	<b>1,414,257.00</b>	<b>74,528,639.00</b>
Accumulated depreciation									
At 1 April 2018	-	12,054,331.00	8,624,583.00	557,717.00	1,684,178.00	10,098,357.00	15,261,015.00	1,405,369.00	49,685,550.00
Charge for the year	-	561,096.00	87,632.00	33,948.00	29,016.00	350,376.00	143,376.00	8,888.00	1,214,332.00
Adjustments for disposals	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2018</b>	<b>-</b>	<b>12,615,427.00</b>	<b>8,712,215.00</b>	<b>591,665.00</b>	<b>1,713,194.00</b>	<b>10,448,733.00</b>	<b>15,404,391.00</b>	<b>1,414,257.00</b>	<b>50,899,882.00</b>
Charge for the year	-	-	-	-	-	-	-	-	-
Adjustments for disposals	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2019</b>	<b>-</b>	<b>12,615,427.00</b>	<b>8,712,215.00</b>	<b>591,665.00</b>	<b>1,713,194.00</b>	<b>10,448,733.00</b>	<b>15,404,391.00</b>	<b>1,414,257.00</b>	<b>50,899,882.00</b>
<b>Net book value (deemed cost) as at 1 April 2018</b>	<b>11,015,524.00</b>	<b>10,527,083.00</b>	<b>915,083.00</b>	<b>184,981.00</b>	<b>204,180.00</b>	<b>1,911,463.00</b>	<b>227,011.00</b>	<b>21,435.00</b>	<b>25,006,760.00</b>
<b>Net book value as at 31 March 2019</b>	<b>11,015,524.00</b>	<b>9,965,987.00</b>	<b>676,327.00</b>	<b>151,033.00</b>	<b>175,164.00</b>	<b>1,561,087.00</b>	<b>83,635.00</b>	<b>-</b>	<b>23,628,757.00</b>

**Note - 5**
**Intangible Assets**
**(Amount in Rs.)**

	Total	
<b>Gross carrying amount</b>		
At 1 April 2017		-
Additions		-
Disposals/assets written off	-	-
<b>Balance as at 31 March 2018</b>	-	-
Additions	-	-
Disposals/assets written off	-	-
<b>Balance as at 31 March 2019</b>	-	-
<b>Accumulated amortisation</b>		
At 1 April 2016		-
Amortisation charge for the year		-
Adjustment for Disposals/assets written off	-	-
<b>Balance as at 31 March 2018</b>	-	-
Amortisation charge for the year		-
<b>Balance as at 31 March 2019</b>	-	-
<b>Net book value (deemed cost) as at 1 April 2017</b>	-	-
<b>Net book value as at 31 March 2018</b>	-	-
<b>Net book value as at 31 March 2019</b>	-	-

**Note - 6**
**Investments Non-Current**

	31 March 2019 (Rs.)	31 March 2018 (Rs.)	31 March 2017 (Rs.)
(i) Investment in Equity Shares	5,364,624.00	1,175,551.00	1,344,273.00
(ii) Investment in Mutual Fund	1,350,000.00	900,000.00	-
(iii) Investment in Govt. Securities	-	-	-
	<b>6,714,624.00</b>	<b>2,075,551.00</b>	<b>1,344,273.00</b>

**Note - 7**
**Other Financial Assets Non-Current**

Security Deposits :			
Sales Tax Deposit	12,000.00	12,000.00	12,000.00
Telephone Deposit	101,220.00	101,220.00	101,220.00
Electricity Deposit	957,602.00	957,602.00	954,002.00
Postal Ballot Deposit	5,400.00	5,400.00	5,400.00
Secured, Considered Good :			
Stock on Hire under HP & VHP	1.00	1.00	1.00
	<b>1,076,223.00</b>	<b>1,076,223.00</b>	<b>1,072,623.00</b>

**Note - 8**
**Deferred Tax Assets (net)**

 Deferred tax assets arising on account of :  
 Depreciation and amortisation

-	-	-
---	---	---



	31 March 2019 (Rs.)	31 March 2018 (Rs.)	31 March 2017 (Rs.)
<b>Note - 9</b> <b>Other Non-Current Assets</b>	-	-	-
<b>Note - 10</b> <b>Inventories</b>			
Work-in-Progress	-	-	-
<b>Note - 11</b> <b>Trade Receivables</b>			
Unsecured, Considered Good	-	-	-
<b>Note - 12</b>			
Cash and cash equivalents			
Cash on hand	33,700.00	76,930.00	56,552.00
Balances with banks			
In Current accounts	7,069,086.00	3,390,196.00	2,358,296.00
In Deposit account	38,700,000.00	47,700,000.00	47,700,000.00
	<b>45,802,786.00</b>	<b>51,167,126.00</b>	<b>50,114,848.00</b>

<b>Note - 13</b>					
Other Current Assets					
Tax Deducted at Source					
F.Y 2017-18	428,319.00				
F.Y 2018-19	299,801.00	728,120.00	755,651.00	4,608,609.00	
Advance in Income Tax - F.Y 2017-18		309,000.00	309,000.00	735,260.00	
Self Assessment Tax		0.00	0.00	618,150.00	
Interest Accrued but not Due		516,369.00	531,877.00	376,998.00	
Other Advance		664,345.00	448,168.00	398,168.00	
Receivables		167,452.00	206,157.00	0.00	
Trading Margin		50,000.00	50,000.00	50,000.00	
GST Input Tax Credit		-	2,435,286.00	6,200.00	10,500.00
Fringe Benefit Tax			0.00	0.00	14,290.00
			<b>2,435,286.00</b>	<b>2,307,053.00</b>	<b>6,811,975.00</b>

<b>Note - 14</b> <b>Equity share capital</b>	31-Mar-2019		31-Mar-2018		31-Mar-2017	
	Number	Amount	Number	Amount	Number	Amount
(i) <b>Authorised</b> Equity Share Capital of face value of Rs. 10 each	12,000,000	120,000,000	12,000,000	120,000,000	12,000,000	120,000,000
	<b>12,000,000</b>	<b>120,000,000</b>	<b>12,000,000</b>	<b>120,000,000</b>	<b>12,000,000</b>	<b>120,000,000</b>
(ii) <b>Issued and Subscribed</b> Equity Share Capital of face value of Rs. 10 each	6,000,000	60,000,000	6,000,000	60,000,000	6,000,000	60,000,000
	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>
(iii) <b>Paid Up</b> Equity Share Capital of face value of Rs. 10 each	6,000,000	60,000,000	6,000,000	60,000,000	6,000,000	60,000,000
	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>



Equity share capital	31-Mar-2019		31-Mar-2018		31-Mar-2017	
<b>(iv) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>						
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
Balance at the beginning of the year	6,000,000	60,000,000	6,000,000	60,000,000	6,000,000	60,000,000
Add: Issued during the year	-	-	-	-	-	-
Less: Redeemed during the year	-	-	-	-	-	-
<b>Balance at the end of the year</b>	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>

**(v) Rights, preferences and restrictions attached to equity shares**

The holders of equity shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In the event of liquidation of the Company, the remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date. All shares rank equally with regard to the Company's residual assets.

**(vi) Details of shareholder holding more than 5% share capital**

Name of the Equity Shareholder	31-Mar-2019		31-Mar-2018		31-Mar-2017	
	Number of shares	%	Number of shares	%		

**(vii) Details of Forfeited Shares :**

Details of upfront amount forfeited due to non conversion of Share warrants \_\_\_\_\_

**Note -15**

**Other Equity**

	31 March 2019	31 March 2018	31 March 2017
	(Rs.)	(Rs.)	(Rs.)
<b>Reserves And Surplus</b>			
<b>General Reserves</b>			
Opening balance	5,045,627.00	5,045,627.00	5,045,627.00
Transferred/adjustment during the year	-	-	-
Closing balance	5,045,627.00	5,045,627.00	5,045,627.00
<b>Retained earnings</b>			
Opening balance	15,729,652.00	18,079,536.00	20,431,745.00
Transferred/adjustment during the year	(2,166,480.00)	(4,044,368.00)	(2,888,580.00)
Profit during the year	201,296.00	1,694,484.00	536,371.00
Closing balance	13,764,468.00	15,729,652.00	18,079,536.00
<b>Total Reserves And Surplus</b>	<b>18,810,095.00</b>	<b>20,775,279.00</b>	<b>23,125,163.00</b>
<b>Money received against share warrants</b>			
Opening balance	-	-	-
Transferred/adjustment during the year	-	-	-
Closing balance	-	-	-
<b>Total Other Equity</b>	<b>18,810,095.00</b>	<b>20,775,279.00</b>	<b>23,125,163.00</b>

**Note 16**

**Borrowings Non-Current**

Loans and Advances from Directors & Promoters	-	-	-
	-	-	-

**Note 17**

Provisions Non-Current	-	-	-
	-	-	-

**Note 18**

**Other Non-Current Liabilities**

Interest Free Project Advance	-	-	-
	-	-	-



	31 March 2019 (Rs.)	31 March 2018 (Rs.)	31 March 2017 (Rs.)
<b>Note 19</b>			
<b>Borrowings - Current</b>			
Working Capital Loan from Bank	-	-	-
	-	-	-
<b>Note 20</b>			
<b>Trade Payables</b>			
	-	-	-
<b>Note 21</b>			
<b>Other Current Liabilities</b>			
Dividend Payable F.Y 2014-15	143,428.00	143,429.00	143,429.00
Dividend Payable F.Y 2015-16	104,891.00	104,891.00	104,891.00
Dividend Payable F.Y 2016-17	93,324.00	93,324.00	-
Dividend Payable F.Y 2017-18	76,344.00	-	-
GST Payable	34,325.00	20,007.00	-
Directors Sitting Fees Payable	-	27,000.00	-
Audit & Filing Fees Payable	102,000.00	72,000.00	-
TDS Payable	13,239.00	10,500.00	-
	<b>567,551.00</b>	<b>471,151.00</b>	<b>248,320.00</b>
<b>Note 22</b>			
<b>Provisions Current</b>			
Provision for Expenses	90,000.00	90,000.00	90,000.00
Provision for Income Tax for F.Y 2012-13	-	-	1,446,030.00
Provision for Income Tax for F.Y 2015-16	-	-	466,646.00
Provision for Income Tax for F.Y 2016-17	-	129,467.00	129,467.00
Provision for Income Tax for F.Y 2017-18	508,460.00	508,460.00	-
Provision for Income Tax for F.Y 2018-19	99,557.00	-	-
Audit fee Payable	-	-	11,500.00
	<b>698,017.00</b>	<b>727,927.00</b>	<b>2,143,643.00</b>
<b>Note 23</b>			
Revenue from Operations	-	-	-
	-	-	-
<b>Note 24</b>			
Other Income			
Interest Received	-	-	-
Miscellaneous Income			
(i) Sundry Creditors Written Back	-	-	-
(ii) Other Income	4,670,951.00	6,936,126.00	5,619,673.00
	<b>4,670,951.00</b>	<b>6,936,126.00</b>	<b>5,619,673.00</b>
<b>Note 25</b>			
Cost of Operations	-	-	-
	-	-	-





	31 March 2019 (Rs.)	31 March 2018 (Rs.)	31 March 2017 (Rs.)
<b>Note 26</b>			
Employee Benefits Expense			
Salaries, Wages & Allowances	588,000.00	588,000.00	600,999.00
Staff Welfare Expenses	70,661.00	32,658.00	38,404.00
Entertainment Expenses	55,055.00	36,301.00	30,929.00
Exgratia & Bonus	64,500.00	68,000.00	61,000.00
	<b>778,216.00</b>	<b>724,959.00</b>	<b>731,332.00</b>
<b>Note 27</b>			
Finance Costs			
Interest Expense on Borrowings	-	-	85,898.00
Bank Charges	4,195.00	4,817.00	5,038.00
	<b>4,195.00</b>	<b>4,817.00</b>	<b>90,936.00</b>
<b>Note 28</b>			
<b>Other Expenses</b>			
<b>B. POWER &amp; FUEL</b>			
A. Electricity Charges	250,637.00	275,677.00	252,535.00
B. Fuel & Oil Expenses	24,551.00	67,420.00	29,369.00
C. Repairs to Building	262,792.00	399,709.00	174,512.00
D. Repairs to Machinery	236,650.00	92,935.00	129,875.00
E. Insurance	8,106.00	8,250.00	9,253.00
F. Rates & Tax( Excl. Income Tax )	198,231.00	217,174.00	260,361.00
G. MISCELLANEOUS EXPENSES			
Telephone Charges	57,637.00	59,603.00	98,247.00
Subscription and Presents	35,118.00	35,706.00	22,689.00
Filing Fees	75,400.00	30575	14,800.00
Directors Sitting Fees	94,600.00	125000	105,000.00
Pooja Expenses	16,707.00	22874	12,692.00
Printing & Stationery	51,656.00	57,595	130,318.00
Postage & Telegram	14,140.00	26,610.00	85,978.00
Travelling & Conveyance	51,738.00	297,785.00	136,314.00
Advertisement Expenses	90,640.00	77,000.00	101,375.00
Miscellaneous Expenses	45,210.00	67,002.00	92,894.00
Professional Charges	129,500.00	135,000.00	120,000.00
Listing Fees - BSE	250,002.00	250,000.00	200,000.00
Security Charges	277,200.00	240,413.00	202,778.00
Demat Charges	21,525.00	23,953.00	38,862.00
Legal Charges	-	-	312,000.00
Custodial Charges	31,800.00	60,000.00	60,000.00
Loss on Sale of Assets	39,515.00	5,411.00	35,379.00
Interest on Income Tax Paid	-	34,152.00	-
Swachh Bharat Cess	-	18,690.00	4,076.00
	<b>2,263,355.00</b>	<b>2,628,534.00</b>	<b>2,629,307.00</b>
<b>Note (i) Details of payment to auditors</b>			
Payment to auditor			
Audit fee	110,000.00	120,500.00	111,500.00
Tax audit fee	-	-	-
In other capabilities	-	-	-
Taxation matters	-	-	-
For Other Services	-	-	-
	<b>110,000.00</b>	<b>120,500.00</b>	<b>111,500.00</b>

**Note 29**  
**Earnings per Share**

The following reflects the income and share data used in the basic and diluted EPS computations:

	31 March 2019	31 March 2018	31 March 2017
Profit attributable to equity holders of the parent:			
Continuing operations	-	-	-
Discontinued operation	-	-	-
<b>Profit attributable to equity holders of the parent for basic earnings</b>	<b>201,296.00</b>	<b>1,694,484.00</b>	<b>550,635.00</b>
Interest on convertible preference shares	-	-	-
<b>Profit attributable to equity holders of the parent adjusted for the effect of dilution</b>	<b>201,296.00</b>	<b>1,694,484.00</b>	<b>550,635.00</b>
Weighted average number of Equity shares for basic EPS*	6,000,000.00	6,000,000.00	6,000,000.00
Effect of dilution:			
Convertible preference shares	-	-	-
Share options	-	-	-
<b>Weighted average number of Equity shares adjusted for the effect of dilution *</b>	<b>6,000,000.00</b>	<b>6,000,000.00</b>	<b>6,000,000.00</b>
<b>Earnings per equity share (for continuing operation):</b>			
(1) Basic	<b>13.14</b>	<b>13.46</b>	<b>13.85</b>
(2) Diluted	<b>0.03</b>	<b>0.28</b>	<b>0.09</b>

**Note - 30 Additional Information to the Financial Statements**

	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
<b>30.1 Contingent liabilities, Capital commitments (to the extent not provided for) &amp; Contingent assets</b>			
<b>(a) Claims against the Company not acknowledged as Debt</b>	NIL	NIL	NIL
<b>(b) Commitments</b>			
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for;	NIL	NIL	NIL
(ii) Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL
(iii) Other commitments	NIL	NIL	NIL
<b>(c) Contingent Assets</b>	NIL	NIL	NIL

**Note 30.2**  
**Capital Management**

The Company's objective for capital management is to maximise share holder value, safeguard business continuity and support the growth of the company. The Company determines the capital requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company's policy is to use short term and long term borrowings to meet anticipated funding requirements.

**Note 30.3**  
**Income Tax Expenses**

The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Profit before income taxes	300,853.00	2,202,944.00
Indian Statutory income tax rate	25.00%	27.5%
<b>Expected income tax expense</b>	<b>75,213.25</b>	<b>605,809.60</b>
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Donation & Tax Penalty	-	
Unabsorbed Depreciation	-	
Short Term Capital Loss	-	
Interest	-	
Others		
<b>Total Income tax expense</b>	<b>75,213.25</b>	<b>605,809.60</b>

**Note 30.4**  
**Fair Value Measurements**

(i) **Fair Value Hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) **Financial assets and financial liabilities measured at fair value – recurring fair value measurements**

<b>31 March 2018</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets</b>				
Investment In Gold		-	-	-
Equity instruments	-	-	-	-
National Savings Certificate	-		-	-
<b>Total Financial Assets</b>	-	-	-	-

**Financial assets and financial liabilities measured at fair value – recurring fair value measurements**

<b>31 March 2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets</b>				
Investment In Gold		-	-	-
Equity instruments	-		-	-
National Savings Certificate	-		-	-
<b>Total Financial Assets</b>	-	-	-	-

**Financial assets and financial liabilities measured at fair value – recurring fair value measurements**

1 April 2016	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investment In Gold		-	-	-
Equity instruments	-		-	-
National Savings Certificate	-		-	-
<b>Total Financial Assets</b>	-	-	-	-

**Note - 30.5**
**Financial Risk Management**
**Financial Instruments by Category**

For amortised cost instruments, carrying value represents the best estimate of fair value.

	31 March 2019			31 March 2018			31 March 2017		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial Assets</b>									
Investments									
Equity instruments	-		-	-		-	-		-
Investment in Gold		-			-			-	
National Savings Certificate	-	-		-	-		-	-	
Trade receivables	-	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-		-	-		-	-	
Security deposits	-	-	-	-	-	-	-	-	-
<b>Total Financial Assets</b>	-	-	-	-	-	-	-	-	-

	31 March 2019			31 March 2018			31 March 2017		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial Liabilities</b>									
Borrowings	-	-	-	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-	-	-	-
Total financial liabilities	-	-	-	-	-	-	-	-	-

**Risk Management**

The Company has in place risk management process in line with the Company's policy. The potential financial Impact of the risk and its likelihood of negative outcome are regularly updated.

**Note - 30.6**
**Disclosures Pursuant to Section 186(4) of The Companies Act,2013**

The Company has not made any investment or given any loan or guarantee as covered under Section 186 of Companies Act,2013.

**Note - 30.7**

**Ind AS 11 - Construction Contracts**

Revenue from Construction Contracts are recognised on percentage of completion method, measured with reference to the percentage of cost incurred upto the reporting date to estimated total cost for each project.

Particulars	Total
<b>Details of contract revenue and costs</b>	
Contract revenue recognised during the year	
Aggregate of contract costs incurred and recognised profits (less recognised losses) upto the reporting date	
Advances received for contracts in progress	Nil
Retention money for contracts in progress	
Gross amount due from customers for contract work (asset)	
Gross amount due to customers for contract work (liability)	Nil

**Note - 30.8**

**Ind AS 24 - Related Party Disclosure**

**Related Parties to the Company**

- |   |                         |  |
|---|-------------------------|--|
| 1 | Yoha Securities Limited | Enterprises in which the KMP has Substantial Influence |
| 2 | K.V. Aiyappan           | Chairman and Director                                  |
| 3 | P. Sankaran             | Executive Director                                     |
| 4 | K. M. Narasimhan        | Independent Non-Executive Director                     |
| 5 | T.V. Srinivasan         | Independent Non-Executive Director                     |
| 6 | M.G. Bhaskar            | Independent Non-Executive Director                     |
| 7 | Muthulakshmi Ganesh     | Non-Independent Non Executive Director                 |

Particulars	Total										
<b>Transactions</b>											
Services Received	-										
Sale of Investment	-										
Sitting Fees	-										
Remuneration	-										
Repayment of Loan	-										
<b>Outstanding balance on Balance Sheet date</b>											
Investments	-										
Sitting Fee Payable	-										
Remuneration Payable	-										
Loans Received	-										
Trade receivable/ (payable)	-										

**Note: Related parties have been identified by the Management.**

**Note - 30.9****Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

Clause 22 of Chapter V of the Micro, Small and Medium Enterprises Development Act, 2006, require following additional information in the Annual Statement of Accounts

- (i) Principal amount remaining unpaid to any supplier at the end of the accounting year
- (ii) Interest due thereon remaining unpaid to any supplier at the end of the accounting year
- (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day
- (iv) The amount of interest due and payable for the year
- (v) The amount of interest accrued and remaining unpaid at the end of the accounting year
- (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid

Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 to meet the above mentioned disclosure requirements the and hence disclosures if any, required under the said Act have not been given.

**Note - 30.10**

Ind AS 10-Events after the reporting period

- (i)
- (ii)

As per our report of even date  
For TSG & Associates  
Chartered Accountants  
F.No: 013133S

(Sd/-)  
K.V.Aiyappan  
Chairman

(Sd/-)  
P.Sankaran  
Executive Director

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

(Sd/-)  
K.M.Narasimhan  
Director

(Sd/-)  
T.V. Srinivasan  
Director

Place : Chennai - 17  
Date : 22/04/2019

(Sd/-)  
M.G. Bhaskar  
Director

(Sd/-)  
Muthulakshmi Ganesh  
Director

**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 2019	Year ended 31st March 2018
(a)	P.Sankaran – Executive Director	Rs.3,25,000/-	Rs.3,25,000/-

**7. Auditors Remuneration:**

S.No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
	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  
Director

(Sd/-)  
T.V.Srinivasan  
Director

(Sd/-)  
K.V.Aiyappan  
Chairman

(Sd/-)  
M. G. Bhaskar  
Director

(Sd/-)  
Muthulakshmi Ganesh  
Director

(Sd/-)  
P.Sankaran  
Executive Director

For TSG & Associates  
Chartered Accountants  
F.No.00131335

Place : Chennai  
Date : 22.04.2019

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

#### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

##### A. CASH FLOW FROM OPERATING ACTIVITIES:

	<b>Amount. in Lacs</b>	
	31.03.2019	31.03.2018
Net Profit before Tax	3.00	22.02
Add : Provision for Depreciation	12.14	12.54
Less : Short Provision	-	-
Add: Excess amount -adjusted general reserve	-	-
Add: Non Cash item- (Assets lost due to floods-Write off)	-	-
Net profit before tax and extra-ordinary items	<b>15.14</b>	<b>34.56</b>
Less : Provision for Tax	1.00	5.08
<b>Operating Profit Before Working Capital Changes</b>	<b>14.14</b>	<b>29.48</b>
Increase in Trade and other receivables	-	-
Decrease in short term provisions	(1.39)	(13.07)
Increase in other current liabilities	2.06	-
Decrease in Long Term Loans & Advances	-	-
Increase in Trade and other Payables	-	1.13
Decrease in Current Investment	90.00	-
Decrease in current assets	(1.28)	45.05
<b>Net cash from Operating Activities</b>	<b>103.53</b>	<b>62.58</b>



**B. CASH FLOW FROM INVESTING ACTIVITIES**

Purchase of Investment	(46.39)	(7.31)
Sale of Fixed Assets	-	-
Sale of Investments	-	-
Purchase of Fixed Assets	1.64	(3.36)
Investment in Fixed Deposit	-	-
Interest Received	-	-
Dividend from Investment	-	-
<b>Net cash from Investing Activities</b>	<b>(44.75)</b>	<b>(10.67)</b>

**C. CASH FLOW FROM FINANCING ACTIVITIES:**

Decrease in Long Term Borrowings	-	-
Earlier Year Provision Adj	-	(18.79)
Dividend & DDT paid	(21.66)	(21.66)
Increase in Long Term Borrowings	-	-
<b>Net cash from Financing Activities</b>	<b>(21.66)</b>	<b>(40.45)</b>

**Net Increase in Cash and Cash Equivalents(A+B+C)** **37.12** **11.46**

**Cash and Cash Equivalents as on 31.03.2017** **38.09** **26.63**

**Cash and Cash Equivalents as on 31.03.2018** **75.21** **38.09**

**AUDITOR CERTIFICATE**

I have examined the above cash flow statement of M/s. Abirami Financial Services (India) Limited for the year ended 31st March 2019. The statement has been prepared by the company in accordance with the requirements of clause 32 of Listing Agreement with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by my report of 22.04.2019 to the members of the company.

For TSG & Associates.  
Chartered Accountants  
Firm Regd. No.013133S

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

Place : Chennai  
Date : 12.08.2019



**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 26th Annual General Meeting of the company, to be held on the Wednesday 25th Day of September, 2019 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:

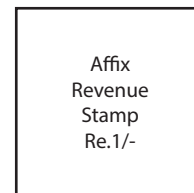
Resolution No.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2019 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To re-appoint a Director in the place of Mr. K.V.Aiyappan who retires by rotation and being eligible offers himself for re-appointment.

Signed this ..... day of ..... 2019

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 26th Annual General Meeting of the Company, to be held on, Wednesday 25th Day of September, 2019 at 10.00 A.M. at ‘Capital Place’ No.50, New No.16, South Boag Road, T. Nagar, Chennai-600017.

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.