

Annual | **2015–2016**  
Report



Registered Office

34/1873, Mazhuvanchery Building, Mamangalam  
Palarivattom P.O, Cochin - 682 025 Phone: 0484-2341288  
Web: [www.agroindus.co.in](http://www.agroindus.co.in) | Email: [admin@agroindus.co.in](mailto:admin@agroindus.co.in)



**BRANCHES- KERALA:**

**PALARIVATTOM**

Anand Towers, Mamangalam  
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**CHALAKKUDY**

230L, MaliackalMuyalan Buildings, Near SBI,  
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**VAIKOM**

Lakshmi Jewellery Buildings, Hospital Road,  
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**THRISSUR**

1st Floor, Friends Mall, Shoranur Road,  
Thrissur-680 022, Ph:0487-2322605  
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**KOTTAYAM**

2nd Floor, Payyil Kohinoor Arcade, Samkranthi Jn.,  
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**CALICUT**

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**TRIVANDRUM**

TC No:15/1926, Near Ganapathy Temple,  
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**BRANCHES- TAMILNADU:**

**DINDIGUL BUS STAND**

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**SAMADANAPURAM**

201/2, 1st Floor, Thiruchendur Road,  
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**MADURAI ATHIKKULAM**

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**MADURAI SOUTH GATE**

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**DINDIGUL PALANI ROAD**

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**POLLACHI**

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**UDUMALPET**

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**BODINAYAKKANNUR**

Central Theatere Complex,  
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**PERIYAKULAM**

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**THENI**

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**ODDANCHATRAM**

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**METTUPALAYAM**

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Mettupalayam,641 301,  
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**TIRUPUR**

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**UTHAMAPALAYAM**

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**PERIYANAICKENPALAYAM**

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**BATLAGUNDU**

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## Corporate Information

Registered Office

34/1873, Mazhuvanchery Building,  
 Mamangalam, Kochi 682 025,  
 Tel: 2341288, 2341289  
 Website: www.agroindus.co.in  
 CIN - U65910KL1997PLC011088  
 RBI Registration No.16.00030

## Directors and Committees

Board of Directors

- ❖ Mr. K.K.Vijayan - Managing Director\*
- ❖ Dr. KR Rajappan\*\*
- ❖ Mr. K Muraleedharan
- ❖ Mr.S Jayakumar
- ❖ Mr. CR Prasannan
- ❖ Mr. P.B Pradeep Kumar
- ❖ Mr. Prakash Damodaran
- ❖ Mr.T.C Ramesh
- ❖ Mr. Atul Bhargava

Chief Executive Officer

Mr. C.P Sasidharan

Chief Financial Officer

Ms. Lakshmi P

Company Secretary

Ms. Kavitha Shah

Audit Committee

Mr KR Rajappan

Mr TC Ramesh

Mr Atul Bhargava

Chairman\*\*

Nomination And Remuneration  
 Committee

Mr KK Vijayan

Mr TC Ramesh

Mr Atul Bhargava

Chairman

Statutory Auditors

Messers. Krishnamoorthy & Krishnamoorthy,  
 Chartered Accountants, Ernakulam

Internal Auditors

JGS & Associates  
 Chartered Accountants, Thrissur

Bankers

City Union Bank Limited  
 Dhanlaxmi Bank Limited  
 State Bank Of India  
 State Bank of Travancore  
 Canara Bank  
 Catholic Syrian Bank  
 Federal Bank

\*Resigned from the post of Managing Directorship as on 31/08/2015 and was re-designated as a Director.

\*\* Resigned from the post of Directorship w.e.f 10/03/2016

## LETTER FROM THE DIRECTOR

It gives me immense pleasure to place before you the highlights of your company's performance during the financial year 2015-16. Details of the achievements and initiatives taken by your company during the period are provided in the annual report.

The global economy advanced at a moderate pace during the period under report with great divergence across various economies. India is prized to renew moderately with industrial production momentum. By controlling inflationary pressures there may be further scope for monetary stimulus to pump to domestic demand. It is noteworthy that the government is focusing on leveraging the power of technology in many of its endeavors to improve governance, delivery of services to citizens and ease of doing business.

Your company could also improve the performance against various external factors. During the year the company has given thrust to three major areas viz Gold Loan, HP and Mortgage loan. Gold Prices, across the world witnessed high volatility. Hence our credit expansion to this sector was very limited during the year Hire-purchase portfolio has grown substantially compared to previous year.

The performance of the Indian banking sector remained subdued as it experienced a slowdown in balance sheet growth in 2014-15. While the PSB's registered deceleration in credit growth, the private sector banks and foreign banks showed higher credit growth. Retail loan portfolio of banks continued to grow at around 20 per cent during 2014-15. Reflecting the overall trend, credit growth to priority sector also declined during the period. While the PSB's accounted for 72 per cent of total banking sector assets, they accounted for only 42 per cent in total profits. During the financial year 2015-16 also the business of scheduled commercial banks slowed as reflected in further decline in both deposit and credit growth. Alarming size of impaired asset of the commercial banks especially PSB's is matter of concern for all. The increased volume of stressed assets in private sector banks as on March 2016 has become a major concern now. In a big step towards resolution of bad loans, Indian banks, RBI and Finance ministry are discussing setting up of two special funds to resurrect troubled investments through equity infusion or more debt funds. The two funds proposed are stressed assets equity fund and stressed assets lending fund. Finance ministry is also proposing to proceed with re capitalization of banks due to the regulatory zeal to clean up banks.

The role of NBFC sector in the Indian financial system has become critical in terms of its size, spread and niche areas of operations. Many of the larger NBFCs have grown bigger and become more connected with other financial activities, necessitating periodical review of the regulatory frame work for this sector. The market capitalization of NBFC, which was just 50 per cent of public sector banks' on March 31, 2006 is now nearly twice that of the later at the end of FY 2016. During the same period the net profit of 33 NBFCs grew at a compound annual growth rate of 23 per cent, while the banks faced another weak year end with high provisions for bad loans, resulting in a loss for most public sector banks and sharp growth deceleration for private sector banks. Whereas better than expected asset quality performance was the key highlight for NBFC in March 2016. Profitability of NBFC has improved significantly during the fiscal and net profit as ratio to total income remained in double digits and higher than last year's level.

I strongly believe that we enjoy a robust foundation that will support growth across all business activities. Your organization has actively demonstrated your capabilities among all customized segment and markets. I intend to continue to leverage this solid platform to achieve our aspirations and deliver value to our stakeholders. During the journey, I look forward to your continued support and patronage. The confidence of you, the shareholders, has been a considerable source of strength for us.

Thanks  
Director

## REPORT FROM THE CHIEF EXECUTIVE OFFICER's DESK

### Dear Shareholder's,

I am extremely proud and at the same time humbled to write to you as the CEO of this Company. As someone who grew up in the world of Finance and Banking I have tremendous respect for what AIFL founders have built.

When we look at AIFL today, we can see that previous financial year was a period of transition for the company. Various internal and external factors affected the performance of Non-banking financial companies generally and your company in particular. Volatile fluctuations in gold price in India and abroad made the life of NBFC non deposit taking gold loan companies too miserable. Mounting up of impaired asset was another threat. However, the whole year performance of your Company was good, and your company could overcome the turbulent days without any hurt. The unique culture and tradition the promoters had brought into the company put AIFL in a different league, a sense of responsibility and quality in serving clients.

### Global Economic Scenario:

The global macro financial risks shifted from advanced to emerging economies with the latter facing pressures from weakening prospectus of growth, falling commodity prices and strengthening of the dollar, uncertainties over the developments over Greek crisis and timing of rate changes by US Federal Reserve will hold key to the market volatility. However, the Indian economy appeared quite resilient, given a modest recovery in the economy, declining inflation and buoyant capital flows that helped in maintaining the external sector balance. Global markets have experienced risk on and off shifts induced by changing perceptions of monetary policies in the advanced economies. Global currency markets continue to be dominated by the strength of the US Dollar, with G3 currencies reflecting the divergences of their policy stances. Crude crisis and the subsequent financial problems in GCC countries is a matter of concern for all especially for India.

India US bilateral relations have developed into "Global Strategic Partnership" based on shared democratic values and increasing convergence of interests on bilateral, regional and global issues. Regular exchange of high level political visits have provided sustained momentum to bilateral co-operation while the wide ranging and ever expanding dialogue architecture have established a long term frame work for India - US relations. Our Prime Minister's engagement abroad are anchored in the astute recognition that India's domestic success is inextricably linked to how it can shape its external environment to national advantage. In his astounding address to the joint session of US Congress he declared that the US -India relationship had finally "Overcome the Hesitation of History". He took the podium on the Capital Hill at a paradoxical moment in India's bilateral relation with US.

### Indian Economy:

India has emerged as the fastest growing major economy in the world as per the Central Statistical Organization (CSO) and International Monetary Fund (IMF) reports. According to IMF, Indian economy is expected to grow at 7- 7.75 per cent during 2016-17, despite uncertainties in the global market. The improvement in India's economic fundamentals have accelerated in the year 2015 with the combined impact of strong government reforms. India was ranked the highest globally in terms of consumer confidence during all the four quarters of 2015. Foreign Direct Investment (FDI) in India have increased by 29 percent during 2014-15 period. In the second tranche of reforms of the country's FDI rules in less than a year on 20<sup>th</sup> June 2016 the government has announced further relaxation in the norms for nine sectors, including Defense, Food Processing, Civil Aviation, Broadcasting and Pharmaceuticals. It has made our country as the "Most Open Economy" in the world for FDI. The steps taken by the Government in recent times have shown positive results as India's Gross Domestic Product (GDP). It has boosted to 7.6% in 2015 despite a weak in exports. The economic activities which witnessed significant growth were Financing, Insurance, Real Estate and Business Service like Trade, Hotels, Transport and Communication. Total Private Equity (PE) investments in India for 2015 reached to a record high of US \$19.5 billion. India has emerged as one of the strongest performers with respect M & A deals across the world. The International Monetary Fund and the Moody's have forecasted that India will witness a GDP growth rate 7.5% in 2016 and expected to pick up to 7.8% in 2017. According to World Bank report India's per capita income is expected to cross Rs 100000 in FY 2017 from Rs 93231 in FY 2016. Numerous economic and developmental initiatives like 'Digital India', 'Make in India' etc have accelerated the

country's recent growth performance. The Government of India has launched an initiative to create 100 smart cities as well as Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for 500 cities with an outlay of Rs 48000 crs (US \$7.34 billion) and Rs 50000 crs (US\$ 7.47 billion) respectively. Kochi is one among the first 20 cities identified for the said project. Economic survey for the year 2015-16 shows that India's economic growth has been steady and robust in 2015-16 as to 2014-15 despite being faced with volatile and weak external environment. The survey although optimistic about the economic potential and opportunity brings to the fore the challenge faced by the country in surfing growth in worsening global economic landscape. The Union Budget for 2016-17 lays down the Governments long term growth agenda for the country, emphasizing the structural changes and improvement across segments that would transfer the Nation and its economy.

#### **Our performance:**

As discussed earlier the year under report was very significant for our company. On the eve of my taking charge as the CEO, our Administrative office had shifted from Thrissur to the registered office at Mamangalam, Kochi. During the year your company had to operate in a challenging environment, marked by volatile fluctuations in gold price, tendencies of mounting up of arrears and high stressed asset ratio, higher inflationary trends, strict monetary control by regulators, hardening interest rates etc. The company has given thrust for all the three portfolios, Gold loan, HP and Mortgage loan this year. It was very challenging in view of the macro economic environment impact on all the three portfolios. Against this back drop I am happy to report that your company has recorded reasonably good performance. The key financial highlights for FY 2015-16 can be summarized as under:

- 1) Total asset size has grown to Rs. 4846 L from Rs. 4414 L on 31-03-2015
- 2) PAT has grown to Rs. 221 L from Rs. 208 L on 31-03-2015
- 3) Net NPA brought down to 3.8% of total advance from 4.10% on 31-03-2015

Human Resources is the life blood of any organization. Hence HR policies and practices of your company focus on attracting, motivating and retaining qualified and skilled manpower. Adequate steps have been taken to improve the manpower efficiency. Arrangements have been made for selection of suitable qualified candidates to suit our needs, improving the existing resources through job rotation and periodical transfers. In order to optimize the manpower development various training programs such as induction programs, job awareness programs were conducted. During the year we have recruited and posted a total number of 97 persons and thereby our staff strength has increased to 128 employees. Effective steps were made to maintain strict discipline in the Organization. A separate disciplinary cell is formed under HR department. Disciplinary proceedings were formulated and conducted as per the approved norms. A separate vigilance and security wing has been created at the Regional office, Coimbatore under the control of a retired police personnel from Tamil Nadu State service in order to extend proper vigil and security measures in our branches in Tamil Nadu.

As a part of our strict control measures branch auditing function is streamlined. Additionally, the head office transactions were also brought under the purview of concurrent audit. A chartered accountant firm has been entrusted with this work. All gold loan branches were brought under the surveillance of HO through CC TV network.

Your company has been effectively leveraging technology and steps have been made for up gradation of the present software. Migration work is ongoing to convert the present decentralized desk top application software to CBS platform with Cloud storage facility. It will enable us to improve the efficiency, accuracy, and control besides better customer service facility.

Delegation of power given to various functionaries were reviewed periodically and we got fresh delegations sanctioned from the board to expedite the sanctioning mechanism and also to extend proper control. It is imperative to have a robust and effective risk management practice in the Organization to mitigate the risk. We have to tackle many more challenges in the coming days, since challenges are unavoidable when the financial market is growing. Accordingly a committee has been formed at head office level to review the risk matters and to monitor the stressed assets especially HP related assets.

Your Company proposes to introduce a number of innovative initiatives including spreading our wings to some of the new concepts in financial market. I am confident that the company will successfully address the challenges and will grow to further heights.

Thanks,

**C P Sasidharan**  
**Chief Executive Officer**



### **NOTICE**

NOTICE is hereby given that the 19th Annual General Meeting of the Company will be held on **Saturday, 30<sup>th</sup> July, 2016 at 10.30 AM**, at the Registered Office of the Company situated at 34/1873, Mazhuvanchery Building, Mamangalam, Kochi 682 025, to transact the following businesses:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date.
2. To appoint a Director in the place of Mr. KK Vijayan (DIN 02890793) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in the place of Mr. Pradeep Kumar PB (DIN 02004746) who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s Krishnamoorthy & Krishnamoorthy, statutory auditors: "RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the member at the AGM held on August 28, 2014, the appointment, M/s Krishnamoorthy & Krishnamoorthy, Chartered Accountants (Firm Registration No. 001488S), be and is hereby ratified to hold office as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the twentieth Annual General Meeting of the Company to be held in the year 2017."

#### **SPECIAL BUSINESS:**

5. Appointment of Mr. T C Ramesh as an Independent Director of the Company  
To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. T C Ramesh (DIN:02048746 ), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from 30<sup>th</sup> July, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. TC Ramesh, Independent Director of the Company be paid, the sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Ernakulam  
29<sup>th</sup> June 2016

By the order of the Board of Directors

Kavitha Shah  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the Company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members/Proxy are requested to bring their attendance slip to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

**EXPLANTORY STATEMENT AS REQUIRED U/S. 102 OF  
THE COMPANIES ACT, 2013.**

**ITEM NO.:5**

Mr TC Ramesh has been a Non –executive Director of your Company since 26/09/2008, he is also a Director in Today Entertainment And Broadcasting Private Limited and Sunrise Resort And Health Care Private Limited.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. TC Ramesh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. TC Ramesh as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to 30th July, 2021, for a term of 5 years.

In the opinion of the Board, Mr. TC Ramesh fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. TC Ramesh as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. TC Ramesh is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. TC Ramesh, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

**Place: Kochi**  
**Date: 29/06/2016**

**BY ORDER OF THE BOARD OF DIRECTORS**

Kavitha Shah  
Company Secretary

## **DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting before you Company's Nineteenth Annual Report along with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

### **1. Business:**

Your Board wishes to reiterate the words of Dr. APJ Abdul Kalam: "Thinking is progress. Not thinking is stagnation of the individual, organization and the Country." Thinking leads to actions and in turn into growth. Your Board is exploring the other potential areas for opening of Branches other than the 26 Branches already functioning at various regions of Tamil Nadu and Kerala. Going forward your Company will be focusing on the diversified portfolio of Term Loans and Mortgage loan. Your Directors are confident to achieve an increased return on investment in the upcoming years.

### **2. Financial Results:**

During the year under review your Company has witnessed strategic changes. The details will be explained in the following pages under respective headings. In line with the statutory guidelines, the Company has adopted International Financial Reporting Standards (IFRS) The Company publishes its standalone accounts according to Indian Generally Accepted Accounting Principles (IGAAP). The financial highlights of the Company's operations are as follows:

Particulars	As at (in Rupees)	
	31.03.2016	31.3.2015
Gross Revenue	86,774,989	91,720,769
Interest Expenses	5,29,898	3,450,330
Depreciation Expenses	3,931,689	6,366,762
Total Expenses	52,120,546	60,531,835
Profit Before Tax	34,654,444	31,188,934
Tax Expenses	12,512,777	10,393,238
<b>Profit for the year</b>	<b>22,141,667</b>	<b>20,795,696</b>

### **3. Dividend:**

With a view to preserve the internal accrual to augment funds required for future programs, the directors do not think it prudent to recommend any dividend for the year under review.

### **4. Share Capital:**

During the year, there was no change in the Company's issued, subscribed and paid up Equity Share capital. On March 31, 2016 it stood at Rs. 40,00,00,000 (Forty Crore only) divided into 400,00,000 (four crore only) equity shares of Rs. 10/- each.

However the company has issued and allotted shares to the tune of Rs.15000000 i.e 15,00000 shares of Rs. 10 each to Mr. K. Muraleedharan vide private placement on 30/04/2016 it was approved by the share holders vide special resolution at the EGM Held on 30/04/2016

### **5. General Reserve:** The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2016.

### **6. Transfer to Investor Education and Protection Fund:** Since the Company has not declared dividend, no unclaimed dividend is due for transfer to Investor Education and Protection Fund.

### **7. Deposits:**

Pursuant to Para 9(2) of the NBFC Public Deposits (RBI) Directions 1998, the Board confirms that the Company has not accepted Public Deposits during the financial year 2015-16. The Company has not accepted any deposits and as such, no amount of principal or interest is outstanding, as on the balance sheet closure date.

### 8. **Compliance with NBFC Regulations:**

The Company has complied with all the regulatory provisions of the Reserve Bank of India applicable to Non-Banking Financial Companies as on March 31, 2016. The Company is enjoying a reasonable credit rating also.

### 9. **Material changes and commitments affecting the financial position between the end of financial year and date of report after the balance sheet date:**

The Authorised capital of the Company increased from Rs. 40,00,00,000 (Rupees Forty Crores only) to Rs. 50,00,00,000 (Fifty crores only).

### 10. **Directors and Key Managerial Personnel Inductions, Re-appointments, Retirements & Resignations:**

During this financial year Mr. KK Vijayan was resigned from Managing Directorship and was appointed as a Director on 31<sup>st</sup> of August 2015. Mr C.P. Sasidharan was appointed as the CEO of the Company along with Ms. Lakshmi P as the CFO on the 31<sup>st</sup> of August 2015. Ms. Kavitha Shah was appointed as the Company Secretary during 13th November 2015.

### 11. **Declaration by Independent Directors:**

The Company has received declarations from all Independent Directors of the Company confirming that they meet with the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

### 12. **Committees of Board, Number of Meetings of the Board and Board Committees:**

The Board of Directors met Eight times during the previous financial year. As on March 31, 2016, the Board had two committees, namely, Audit Committee, Nomination and Remuneration Committee.

Sl.No	Date of Board of Director Meeting	Dr.KR Rajappan	Mr.KK Vijayan	Mr. K Muraleedharan	Mr PB Pradeep kumar	Mr.DV Prakash	Mr.CR Prasannan	Mr. S Jayakumar	Mr.TC Ramesh	Mr. Atul Bhargava
Total Meetings										
1	19/04/2015	✓	✓	✓	-	-	-	-	-	-
2	11/05/2015	✓	✓	✓	-	-	✓	✓	-	✓
3	07/07/2015	✓	✓	✓	✓	-	✓	✓	✓	✓
4	08/08/2015	✓	✓	✓	-	-	✓	✓	-	-
5	31/08/2015	✓	✓	✓	✓	✓	-	-	✓	-
6	09/11/2015	✓	✓	✓	✓	-	-	-	-	✓
7	18/01/2016	✓	✓	✓	-	✓	-	-	✓	✓
8	10/03/2016	✓	✓	✓	✓	-	✓	✓	✓	✓
Total	8	8	8	8	4	2	4	4	4	5

### 13. **Compliance with NBFC Regulations:**

The Company has complied with all the regulatory provisions of the Reserve Bank of India applicable to Non-Banking Financial Companies as on March 31, 2016.



**14. Auditors and Statutory Auditors Report:** In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants (Firm Reg.No.001488S) were appointed as the Company's Statutory Auditor by the shareholders in the AGM held on August 28, 2014, for a period of three years i.e. till the conclusion of 20<sup>th</sup> AGM. The said appointment is subject to ratification by the members at every AGM. Accordingly, the appointment of M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants (Firm Reg.No.001488S), as the Company's Statutory Auditor, is placed for ratification by the members. The Company has received certificate from the Auditors to the effect that ratification of their appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013. There is no qualification, reservation or adverse remarks or disclaimer or matter of Emphasis made by the Statutory Auditor.

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

**16. Risk Management:** The Company believes that minimized risks will maximize returns. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately compensated or mitigated.

**17. Extract of Annual Return**

Extract of Annual Return in terms of provisions of Section 92, 134(3)(a) of the Companies Act, 2013 read with Rule 12 of Companies (Management And Administration) Rules, 2014, the extracts of Annual Return of the Company in form MGT-9 is annexed herewith as Annexure -1 to this report.

**18. Significant and material orders:** There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**19. Particulars of loans, guarantees or investments:** Particulars of loans, guarantees and investments form part of Note to the financial statements provided in the Annual Report.

**20. Related Party Transactions:** All arrangements / transactions entered by the Company with its related parties during the year were in ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any arrangement / transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions Form AOC2 annexed herewith as Annexure 2.

**21. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo:** Your Company is engaged in the financial service sector which give minimum scope for conservation of energy/technology absorption etc. However your company ensures the usage of equipment's which leave minimum carbon footprints.

In respect of technology, your company has a centralized software system working through all its branches which creates a transparent and reliable working environment. Technology when optimized will in turn reduce the consumption or wastage of energy.

The details of energy conservation, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8 of Companies (Accounts of Companies) Rules, 2014 is annexed herewith as Annexure-3 to this report considering the nature of activities undertaken by the company during the year under review.

**22. Particulars of Employees** Disclosures relating to remuneration of Directors u/s 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this report. The information, as required to be provided in terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has been enclosed with this report.

**23. Sexual Harassment Of Women At Workplace**

The Company has committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- (a) Number of complaints of sexual harassment received in the year - Nil
- (b) Number of complaints disposed off during the year - NA
- (c) Number of cases pending for more than ninety days - NA
- (d) Number of workshops or awareness programme against sexual harassment carried out - Nil
- (e) Nature of action taken by the employer or district officer. - NA

**24. Subsidiaries, Joint Ventures and Associate Companies**

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review

**25. Details of establishment of vigil mechanism for directors and employees**

The Company is not required to establish a vigil mechanism for directors and employees. However, the Company provides a free and conducive environment to its employees and is open to address their issues/grievances (if any).

**26. Audit Committee**

The Audit Committee is constituted in line with the requirements of Section 177 of the Companies Act, 2013.

**Audit Committee Meetings & Attendance**

Sl.No	Date of Audit Committee Meeting	Dr.KR Rajappan	Mr.TC Ramesh	Mr. Atul Bhargava
1	18/01/2016	✓	-	✓
2	10/03/2016	✓	✓	✓
Total	2	2	1	2

The Board has accepted the recommendations made by the Audit Committee, from time to time.

## **27. Nomination and Remuneration Committee Meetings & Attendance**

Sl.No	Date of Audit Committee Meeting	Mr. KK Vijayan	Mr.TC Ramesh	Mr. Atul Bhargava
1	31/08/2015	✓	✓	-
2	09/11/2015	✓	✓	✓
Total	2	2	1	2

## **28. Internal Financial Control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed

## **29. Future Business Development Programs**

The Directors are continuously working on to bring in new and innovative financial products with widened portfolio and risk spread. As such the Directors do not expect any negative growth in the coming years.

## **30. Change in Nature of business**

There is no change in the business of Company and its Subsidiary Company. The Board may provide details relating to change in the business carried on by the company or its subsidiaries. This shall also contain details pertaining to classes of business in which the company has an interest

## **31. Disqualification of Directors**

Pursuant to Section 164 of the Companies Act, 2013 none of your Directors are are disqualified.

## **32. Annual Evaluation of Directors, Committees and the Board:**

The Board evaluated the same from time to time.

## **33. Acknowledgement**

Your Directors take this opportunity to express their sincere thanks and gratitude to the Reserve Bank of India, Government of India, Government of Kerala and Tamil Nade, Registrar of Companies, Kerala, various Government and Regulatory authorities for their guidance and support. Your Directors also place on record sincere thanks and gratitude to our Shareholders, Bankers and Customers for their strong support and guidance. Directors also wish to appreciate and thank M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Ernakulam- Statutory Auditors, M/s. JGS & Associates, Chartered Accountants, Thrissur- Internal Auditors, M/s. Gopinathan and Satheesan Associates, Practising Company Secretaries, Ernakulam, M/s. Akshayam Corporate Advisors Private Limited, Chennai and other constituents for their continues support, active encouragement and co-operation.

For and on Behalf of Board of Directors

Ernakulam  
29<sup>TH</sup> June, 2016

KK Vijayan  
Director

**ANNEXURE-1**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2016  
 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
 (Management and Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	<b>U65910KL1997PLC011088</b>
ii	Registration Date	<b>07/01/1997</b>
iii	Name of the Company	<b>Agro Indus Finance And Leasing India Limited</b>
iv	Category/Sub-category of the Company	<b>NBFC /Public Company</b>
v	Address of the Registered office & contact details	<b>34/1873,Muzhuvanchery,Building Mamangalam, Palarivattom Post, Cochin, Kerala, 682025</b>
vi	Whether listed company	<b>No</b>
vii	Name, Address & contact details of the Registrar & Transfer Agent	<b>NA</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company:

Sl. No	Name and Description of the main products/Services	NIC Code of the Product/ service	% to total turnover of the company
1.	To undertake all kinds of Financing operations including Hire Purchase and leasing of movable and immovable properties of all kinds, trading in shares.	65910	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No	Name and Address of Company	CIN/GLN	Holding/Subsidiary	% of shares held	Applicable Section
1.	NIL	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	939000	939000	2.35	-	550800	550800	1.38	0.97





b) Central/State	-	-	-	-	-	-	-	-	-
c ) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	-	939000	939000	2.35	-	550800	550800	1.38	0.97
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Bodies Corp.	-	-	-	-	-	-	-	-	-
c) Banks / FI) Any Other....	-	-	-	-	-	-	-	-	-
Sub -total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)( 2)	-	939000	939000	2.35	-	550800	550800	1.38	0.97
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance Co	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) FVCF	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corp.									
i) Indian		100000	100000	0.25		100000	100000	0.25	Nil
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals		38961000	38961000	97.40		39349200	39349200	98.37	0.97
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	39061000	38961000	97.65	-	39449200	39449200	98.62	0.97
Total Public Shareholding (B)=(B)(1)+ (B)(2)		39061000	38961000	97.65	-	39449200	39449200	98.62	0.97
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	40000000	400000000	100	-	40000000	400000000	100	NIL



## (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 Shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Dr.KR Rajappan	711300	1.78	323100	0.81	0.97
2	Mr. PK Ramachandran	40000	.01	40000	.01	NIL
3	Mrs. TP Sasikala	51400	.012	51400	.012	NIL
4	Mr. PN Job	35300	.088	35300	.088	NIL
5	Mr.MS Hariharan	37500	.093	37500	.093	NIL
6	Mr.KK Kumaran	25700	.064	25700	.064	NIL
7	Mr.EV Krishnan	700	.001	700	.001	NIL
8	Mrs.PR Suguna	20000	.05	20000	.05	NIL
9	Mr.ME Vasu	7100	.017	7100	.017	NIL
10	Mr KC Sudhakaran	10000	.025	10000	.025	NIL

## (iii) Change in Promoters' Shareholding- Shareholding

Sl.No.		Shareholding at the beginning of the year		Cumulative shareholding	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the company
1.Dr K R Rajappan	At the beginning of the year	711300	1.78	323100	0.81
	18/01/2016- transfer 388200				
	At the end of the year	323100		323100	

## (iii) 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		Date	increase/decrease in shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the company
1.	Ms. Beena Muraleedharan	30002500	75	Nil	Nil	Nil	30002500	75
2.	Mrs. CK Nalini	1506500	3.766	18.01.2016	388200	Transfer	1894700	4.74
3.	Southern Funcity Pvt Ltd			Nil	Nil	Nil		
4.	Mr.PR Sudhakaran	70,000	0.175	Nil	Nil	Nil	70,000	0.175
5.	Mr.Bharathan AC	50,000	0.125	Nil	Nil	Nil	50,000	0.125
6.	Mr.KD Venugopal	50,000	0.125	Nil	Nil	Nil	50,000	0.125
7.	Mr.PK Ramachandran	40000	0.1	Nil	Nil	Nil	40000	0.1
8.	Mr.MS Hariharan	37500	0.093	Nil	Nil	Nil	37500	0.093
9.	Mr.PN Job	35300	0.088	Nil	Nil	Nil	35300	0.088
10.	Mr.PS Devadas	31,000	0.077	Nil	Nil	Nil	31,000	0.077

## (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	Mr. K K Vijayan	4000	0.1	4000	0.1
2	Mr. C P Sasidharan	Nil	-	Nil	-
3	Ms. P Lakshmi	Nil	-	Nil	-
4	Ms. Kavitha Shah	Nil	-	Nil	-

## V. Indebtedness:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	35,773,158	NIL	NIL	35,773,158
iii) Interest accrued but not due				
Total (i+ii+iii)	35,773,158			35,773,158
Change in Indebtedness during the financial year				
Addition				
Reduction	20881763			20881763
Net Change	(20881763)			(20881763)
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	14,891,395			14,891,395
iii) Interest accrued but not due				
Total (i+ii+iii)	14,891,395			14,891,395

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole Time Directors and/or Manger

Sl. No	Particulars of Remuneration	Name of Managing Director/Whole Time Director/Manger	Total
1	Gross Salary	Mr. KK Vijayan	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	1,25,000	125000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961		
	(c) Profit in lieu of salary under section 17(3) Income tax Act, 1961	-	
2.	Stock Option	-	
3.	Sweat Equity	-	
4.	Commission	-	
	- As % of profit	-	
	- Others		
5.	Others	-	
		-	
	Total (A)	-	125000
		1,25000	
	Ceiling as per Act		



**B. Remuneration to other Directors:**

S l. N o	Particulars of Remuneration	Name of Directors							Total Amo unt
		Mr TC Ramesh			Mr Atul Bhargava				
1	Independent Directors								
	. Fee for attending BoardCommitt ee meetings	NIL			NIL				
	Commission								
	Others – Travelling Expense	80000			100000-				1800 00
	Total (1)								1800 00
2	Other Non- Executi ve Directo rs	Dr. KR Raja ppa n	Mr Muraleedhar an	Mr Pradeepk umar PB	Mr Prasan nan CR	Mr Sredha ran jayaku mar	Mr Prakash Damoda ran V	-	
	. Fee for attending Board Committee Meetings	Nil	Nil	Nil	Nil	Nil	Nil		
	. Commission	Nil	Nil	Nil	Nil	Nil	Nil		
	. Others (Travelling)	160000	160000	80000	80000	80000	40000	600000	
	Total (2)							600000	
	Total (B)=(1+2)							-	
	Total Managerial Remuneration	-						780000	
	Ceiling as per Act	12000000							



C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl.No	Particulars of Remuneration	Key Managerial Personnel			Total Amnt
1	Gross Salary	CEO	CFO	CS	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	923011	361666	232254	1516931
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others	-	-	-	-
5.	Others (Consultant Fee)	325000	-	-	325000
	Total (A)	1248011	361666	232254	1841931

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made, if any
a. Company	-	-	-	-	-
Penalty					
Punishment					
Compounding					
b. Directors	-	-	-	-	-
Penalty					
Punishment					
Compounding					
c. Other	-	-	-	-	-
Officers In Default					
Penalty					
Punishment					
Compounding					

**ANNEXURE -2**  
**Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: N.A**

- (a) Name(s) of the related party and nature of relationship: - NA  
 (b) Nature of contracts/arrangements/transactions: - NA  
 (c) Duration of the contracts / arrangements/transactions: - NA  
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any: - NA  
 (e) Justification for entering into such contracts or arrangements or transactions - NA  
 (f) Date(s) of approval by the Board: - NA  
 (g) Amount paid as advances, if any: - NA  
 (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: - NA

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No	Name (s) of the related party	Nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts /arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Mr. KK Vijayan	Director	Remuneration	5 Months	1,25,000	19/04 /2013	-
2.	Ultima Builders & Devel opers Pvt ltd	Director Sreedharan Jayakumar is the Managing Director of the said Company	Mortgage Loan	60 months	67,00,000	12/02 /2016	-

**ANNEXURE-3**
**A. Conservation of energy**

Sl.No	PARTICULARS	
(i)	the steps taken or impact on conservation of energy;	Nil
(ii)	the steps taken by the company for utilising alternate sources of energy;	Nil
(iii)	the capital investment on energy conservation equipment;	Nil

**B. Technology absorption**

(i)	the efforts made towards technology absorption;	Nil	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	NA	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	(a) the details of technology imported;	Nil
		(b) the year of import;	Nil
		(c) whether the technology been fully absorbed;	Nil
		(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil
(iv)	the expenditure incurred on Research and Development. <i>Referencer on Board's Report 17</i>	Nil	

**C. Foreign exchange earnings and Outgo**

(i)	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Nil
(-) Proposed Dividend		-
(-) Transfer to Reserves		(4159139)
Closing Balance		(1566740)
		29498380
		12979198
<b>Total</b>		<b>38103193</b>
		<b>17424872</b>

**REPORT TO THE BOARD OF DIRECTORS OF AGRO INDUS FINANCE AND LEASING INDIA LTD ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

1. We audited the attached Balance Sheet of Agro Indus Finance and Leasing India Limited ("the company") as at March 31<sup>st</sup> March 2016, and the Statement of Profit and Loss and Cash Flow statement for the year ended on that date annexed thereto and issued our audit opinion dated 29/06/2016 thereon.
2. As required by the Non - Banking Financial Companies Auditors Report (Reserve Bank) Direction, 2008, based on our audit referred to in paragraph 1 above and based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report below on the matters specified therein:
  - i) The Company is engaged in the business on Non-banking financial institutions and it has obtained a Certificate of Registration (COR) from the Reserve Bank of India.
  - ii) Based on pattern of assets and income of the Company as on 31<sup>st</sup> March, 2016, we report that the Company is entitled to continue to hold the Certificate of Registration (COR).
  - iii) According to the information and explanations given to us and based on the review of the business carried out by the Company. We report that the Company has not been classified as an Asset Finance Company as defined in Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 1998.
  - iv) According to the information and explanations given to us and based on the review of records, we report that the Board of Directors have passed a resolution for non-acceptance of any public deposit.
  - v) According the information and explanations given to us and based on the review of records, we report that the Company has not accepted any public deposit during the relevant year.
  - vi) According to the information and explanation given to us and based on the review of records, we report that the Company has complied with prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non –deposit accepting and holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For Krishnamoorthy and Krishnamoorthy  
Chartered Accountants  
(Firm Reg. No. : 001488S)

K T Mohanan  
Partner  
Membership No. : 201484

**Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants - k\_krishnamoorthy@hotmail.com  
Palam Road, Cochin- 16, Ph: 0484 2363676, 2374654

## **INDEPENDENT AUDITOR'S REPORT**

### **To the members of Agro Indus Finance and Leasing India Limited**

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

We have audited the accompanying financial statements of Agro Indus Finance and leasing India Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flow 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 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 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.

#### **Auditor's 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 the 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 the accounting policies used and the reasonableness of the accounting estimates made by the 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 aforesaid 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 of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. 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.
  - b. 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.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. 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.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. 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"; and
  - g. With respect to the other matters to be included in the Auditor's 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, Refer note 36 to the financial statements.
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses .Refer note 37 to the financial statements.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Cochin - 16  
Date: 29/06/2016

For Krishnamoorthy and Krishnamoorthy  
Chartered Accountants  
FRN: 001488S

K. T Mohanan  
Partner (M No. 201484 )

**Krishnamoorthy & Krishnamoorthy**

Chartered Accountants - k\_krishnamoorthy@hotmail.com  
Palam Road, Cochin- 16, Ph: 0484 2363676, 2374654

**ANNEXURE A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDIT REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016**

- (i) a) The Company has maintained records showing full particulars of fixed assets including quantitative details and situation of fixed assets;
- b) We are informed that these fixed assets have been physically verified by the management at reasonable intervals in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets and that no material discrepancies have been noticed on such verification.
- c) Company does not own any immovable property hence disclosure under this clause is not applicable to the Company.
- ii) The nature of the Company's activities during the year has been such that clauses (ii) of the paragraph 3 of the companies (Auditor's Report) Order, 2016 are not applicable to the company.
- iii) 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 Companies Act 2013 except for the mortgage loan sanctioned in the ordinary course of business in respect of which we report that:
  - a) The terms and conditions of the loan are not prejudicial to the companies' interest.
  - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments/receipts are regular.
  - c) No amount is overdue.
- iv) 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 Act, with respect to the loans and investments made and guarantees and securities provided by it, as applicable.
- v) The Company has not accepted deposits from the public during the year 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 Companies Act and the rules framed there under are not applicable.
- vi) As per the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the business of the company.
- vii) (a) According to the information and explanations furnished to us and according to our examination of the records, the company has been generally regular in depositing undisputed statutory dues with the appropriate authorities during the year. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanations furnished to us and based on the records of the company examined by us there are no disputed amounts of sales tax, income tax, service tax which are outstanding as at 31<sup>st</sup> March 2016.

- viii) Based on our audit procedures performed for the purpose of reporting the true and fair view, of the financial statements and according to the information and explanations given to us and based on the records of the Company examined by us, the company has not defaulted in repayment of dues to financial institution or bank or to debenture holders.
- ix) According to the information and explanations given to us and based on the records of the Company examined by us, the company has not taken any term loan, or raised moneys by way of initial offer and any other further public offer (including debt instruments) during the year.
- x) According to the information and explanations given to us and based on the records of the company examined by us, no fraud either on or by the Company by its officers/employees, has been noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company has obtained registration under section 45-IA of the Reserve Bank of India Act 1934.

For Krishnamoorthy and Krishnamoorthy  
Chartered Accountants  
FRN: 001488S

K T Mohanan  
Partner (M No. 201484 )

Place: Cochin - 16  
Date: 29/06/2016

## **ANNEXURE B TO OUR INDEPENDENT AUDIT REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF AGRO INDUS FINANCE AND LEASING INDIA LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016**

### **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 Agro Indus Finance and Leasing India Limited (“the Company”) as of 31 March 2016 in conjunction with our audit of the 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 Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

#### **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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was 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 auditor’s judgment, including the assessment of the risks of material misstatement of the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations 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 detected. 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 control 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, 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 2016, 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 Accountants of India.

For Krishnamoorthy and Krishnamoorthy  
Chartered Accountants  
FRN: 001488S

K. T Mohanan  
Partner (M No. 201484 )

Place: Cochin - 16  
Date: 29/06/2016





**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
**34/1873, MAZHUVANCHERY BUILDING, MAMANGALAM, PALARIVATTOM**  
**BALANCE SHEET AS AT 31ST MARCH 2016**

(Amount in Rupees)

Particulars		Note No.	As at 31st March	
			2016	2015
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' Funds</b>				
(a) Share Capital	2		400,000,000	400,000,000
(b) Reserves and Surplus	3		60,244,861	38,103,194
<i>Sub-Total</i>			460,244,861	438,103,194
<b>2 Non-Current Liabilities</b>				
(a) Long Term Provisions	4		1,292,381	307,833
<i>Sub-Total</i>			1,292,381	307,833
<b>3 Current Liabilities</b>				
(a) Short-Term Borrowings	5		38,500,068	14,891,395
(b) Other Current Liabilities	6		2,777,569	2,143,055
(c) Short-Term Provisions	7		9,656,115	11,381,246
<i>Sub-Total</i>			50,933,752	28,415,696
<b>TOTAL</b>			<b>512,470,994</b>	<b>466,826,723</b>
<b>II. ASSETS</b>				
<b>1 Non-Current Assets</b>				
(a) Fixed Assets:	8			
(i) Tangible Assets			9,301,631	10,821,198
(ii) Intangible Assets			148,455	79,158
(b) Non-Current Investments	9		-	1,001,000
(c) Deferred Tax Assets (Net)	10		5,595,901	4,373,983
(d) Long-Term Loans and Advances	11		200,786,229	128,995,338
<i>Sub-Total</i>			215,832,216	219,439,167
<b>2 Current Assets</b>				
(a) Current Investments	12		1,000	-
(b) Trade Receivables	13		-	-
(c) Cash and Cash Equivalents	14		7,246,765	1,840,574
(d) Short-Term Loans & Advances	15		289,391,013	319,715,472
<i>Sub-Total</i>			296,638,778	321,556,046
<b>TOTAL</b>			<b>512,470,994</b>	<b>466,826,723</b>
<b>Significant Accounting Policies</b>	<b>1</b>			

As per our Report of even date attached  
 For Krishnamoorthy & Krishnamoorthy  
 Chartered Accountants  
 Firm Reg. No.: 001488S

K.T. Mohanan  
 Partner  
 Membership No. 201484  
 Place: Ernakulam  
 Date:

For Agro Indus Finance & Leasing (India) Ltd

K.K. Vijayan  
 Director  
 (DIN: 02890793)

Lakshmi P  
 CFO

Prakash Dhamodaran  
 Director  
 (DIN: 02070266)

Kavitha Shah  
 Company Secretary



**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
**34/1873, MAZHUVANCHERY BUILDING, MAMANGALAM, PALARIVATTOM**  
**STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31st MARCH 2016**

(Amount in Rupees)

Particulars	Note No.	Year Ended	
		3/31/2016	3/31/2015
<b>INCOME:</b>			
i Revenue from Operations	16	83,836,999	90,714,858
ii Other Income	17	2,937,991	1,005,912
<b>Total Revenue</b>		<b>86,774,990</b>	<b>91,720,770</b>
<b>EXPENSE:</b>			
i Employee Benefits Expenses	18	21,039,821	17,964,836
ii Finance Costs	19	529,898	3,448,946
iii Depreciation and Amortization expenses	20	3,931,689	6,366,762
iv Other Expenses	21	22,226,498	29,992,299
v Provisions and Write offs	22	4,392,639	2,758,991
<b>Total Expenses</b>		<b>52,120,545</b>	<b>60,531,834</b>
<b>Profit Before Tax</b>		<b>34,654,445</b>	<b>31,188,936</b>
Tax Expenses:			
(1) Current year		13,203,435	12,647,536
(2) Earlier years		531,260	
(3) Deferred Tax		(1,221,918)	(2,254,298)
		12,512,777	10,393,238
<b>Profit for the year</b>		<b>22,141,668</b>	<b>20,795,698</b>
Earnings per equity share of face value of ₹10/- each:			
(1) Basic		0.55	0.52
(2) Diluted		0.55	0.52
<b>Significant Accounting Policies</b>	<b>1</b>		
<b>Notes on Financial statements</b>	<b>2 to 41</b>		

As per our Report of even date attached  
 For Krishnamoorthy & Krishnamoorthy  
 Chartered Accountants  
 Firm Reg. No.: 001488S

For Agro Indus Finance & Leasing (India) Ltd

K.T. Mohanan  
 Partner  
 Membership No. 201484  
 Place: Ernakulam  
 Date:

K.K. Vijayan  
 Director  
 (DIN: 02890793)

Prakash Dhamodaran  
 Director  
 (DIN: 02070266)

Lakshmi P  
 CFO

Kavitha Shah  
 Company Secretary

**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
**34/1873, MUZHUVANCHERY BUILDING, MAMANGALAM, PALARIVATTOM**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016**

	Year Ended 31.03.2016	Year Ended 31.03.2015
	₹	₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	34,654,444	31,188,935
Adjustments for		
Depreciation	3,931,688	6,366,762
Interest paid	529,898	3,448,946
Miscellaneous Income	(668,741)	(337,939)
Interest on Bank deposits	(1,452,575)	(23,493)
Provisions (Net)	2,864,638	2,758,991
Dividend Income	(23,905)	(65,084)
Profit/Loss on Sale of Fixed Asset	3,903	16,072
Loss on sale of Investment	263,140	-
Asset scrapped	11,773	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>40,114,263</b>	<b>43,353,191</b>
Income Taxes Paid	15,942,238	1,982,890
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>24,172,025</b>	<b>41,370,300</b>
Adjustments for:		
(Increase)/Decrease in Trade & Other receivables	43,524,856	18,398,212
Increase / (Decrease) in Trade Payable	634,514	5,682
Increase / (Decrease) in Long term provisions	352,887	-
Increase / (Decrease) in Short Term provision	307,856	-
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(18,057,574)</b>	<b>22,977,770</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of investments	736,860	-
Purchase of Fixed Assets	(2,511,092)	(482,522)
Sale of Fixed Assets / Adjustment	14,000	12,000
Interest received	1,452,575	23,493
Miscellaneous Income	668,741	337,939
Dividend received	23,905	65,084
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>384,989</b>	<b>(44,006)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	-	-
Proceeds from issue of Compulsory Convertible Debentures	-	-
Proceeds from Short Term Borrowings	23,608,673	(20,881,763)
Interest paid	(529,898)	(3,448,946)
<b>NET CASH USED/GENERATED FROM FINANCING ACTIVITIES</b>	<b>23,078,775</b>	<b>(24,330,709)</b>
<b>NET (DECREASE) / INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>5,406,190</b>	<b>(1,396,945)</b>
Cash & Cash equivalents at the beginning of the year	1,840,575	3,237,520
Cash & Cash equivalents at the end of the year	7,246,765	1,840,575
Significant Accounting Policies		-

As per our Report of even date attached  
 For Krishnamoorthy & Krishnamoorthy  
 Chartered Accountants  
 Firm Reg. No.: 001488S

K.T. Mohanan  
 Partner  
 Membership No. 201484  
 Place: Ernakulam  
 Date:

For Agro Indus Finance & Leasing (India) Ltd

K.K. Vijayan  
 Director  
 (DIN: 02890793)

Prakash Dhamodaran  
 Director  
 (DIN: 02070266)

Lakshmi P  
 CFO

Kavitha Shah  
 Company Secretary

## AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

### 1 • SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of preparation of Financial Statements

The financial statements have been prepared in conformity with generally accepted accounting principles to comply in all material respects with the mandatory Accounting Standards under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Reserve Bank of India as applicable to a Non Banking Finance Company. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### 1.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognised prospectively in the current and future years.

#### 1.3 Revenue Recognition

- i. Finance Charges in respect of Hire Purchase Transactions are apportioned over the period of contract by even spread method, and other interest income is accounted on accrual subject to the prudential norms for income recognition prescribed by the Reserve Bank of India.
- ii. Interest accrued on investments in Government Securities are accounted for on accrual basis and that of other investments are accounted on cash basis.

#### 1.4 Prudential Norms

The Company has followed prudential norms for income recognition, Asset classification and provisioning for loans and advances, as prescribed by the Reserve Bank of India for Non Banking Financial Companies to the extent those are applicable to the companies not accepting public deposits.

#### 1.5 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

#### 1.6 Depreciation

Depreciation on Fixed assets has been calculated under Written Down Value Method over the Useful life of assets as prescribed under Part "C" of Schedule II Companies Act, 2013.

#### 1.7 Intangible Assets

Expenditure incurred for creating/acquiring intangible assets from which future economic benefits will flow over a period of time is amortized over the estimated useful life of the asset or five years, whichever is lower from the time the intangible assets starts providing the economic benefit. In other cases the expenditure is charged to revenue in the year the expenditure is incurred.

### 1.8 Investments

Non-Current investments are carried at cost less provision for permanent diminution, if any in value of such investments. Current Investments are carried out lower of cost or fair value.

### 1.9 Earnings per Share

i. Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

ii. For computing the Diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 1.10 Income Tax

Tax expense comprises of current tax and deferred tax. Provision for current tax is based on the assessable profit as computed by the company in accordance with the Income Tax Act, 1961. Deferred Tax Assets and Liabilities representing timing differences between accounting income and taxable income are recognized to the extent considered capable of being reversed in subsequent years and are accounted using the tax rates and the tax laws enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized and carried forward if there is virtual certainty that they will be realized.

### 1.11 Employee Benefits

i) Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

ii) Defined Contribution Plans - Contributions made to the Recognised Provident Fund, Pension Fund & Employee State Insurance Corporation on behalf of its employees in accordance with the relevant statutes are charged to the Statement of Profit and Loss as and when due. The Company's obligation is limited to the amount to be contributed by it.

iii) Defined Benefit Plans - The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted annually using the projected unit credit method, as adjusted for unrecognized past services cost, if any, is recognised in the books of account. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

### 1.12 Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are possible but not probable obligations as on the balance sheet date, based on available evidence. A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.





## 2. SHARE CAPITAL

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of Rs. 10 each	40,000,000	400,000,000	40,000,000	400,000,000
<b>Issued</b> Equity Shares of Rs. 10 each	40,000,000	400,000,000	40,000,000	400,000,000
<b>Subscribed &amp; Paid up</b> Equity Shares of Rs. 10 each fully paid	40,000,000	400,000,000	40,000,000	400,000,000
<b>Total</b>	40,000,000	400,000,000	40,000,000	400,000,000

2.1. The Company has only one class of shares referred to as equity shares with a face value of ₹ 10 per share. Each holder is entitled to one vote per share.

2.2. Fully paid up equity shares issued pursuant to contract(s) without payment being received in cash in the last five years Nil

2.3. Fully paid up equity shares by way of bonus shares in the last five years Nil

2.4. Shares bought back in the last five years Nil

2.5. The reconciliation of the number of shares outstanding is set out below :

Particulars	Current Year		Previous Year	
	Number	₹	Number	₹
Shares outstanding as on 01/04/2015	40000000	400000000	40000000	400000000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding as on 31/03/2016	40000000	400000000	40000000	400000000

2.6. The details of Shareholders holding more than 5% shares :

Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Sreedharan Jayakumar	2606200	6.52%	2606200	6.52%
Mrs. Beena Muraleedharan	30002500	75.01%	30002500	75.01%

2.7. Unpaid Calls	₹	₹
By Directors	0	0
By Officers	0	0

Particulars	As at 31st March	
	2016	2015
<b>3. RESERVES AND SURPLUS</b>	₹	₹
<b>A. Capital Redemption Reserve</b>		
Opening Balance	140,000.00	140,000.00
Closing Balance	<b>140,000.00</b>	<b>140,000.00</b>
<b>B. Other Reserves</b>		
Statutory Reserve:		
Opening balance	8,464,813.00	4,305,674.00
Add: Amount transferred from surplus in the statement of Profit and Loss	4,428,333.00	4,159,139.00
Closing Balance	<b>12,893,146.00</b>	<b>8,464,813.00</b>
<b>C. Surplus</b>		
Opening balance	29,498,381.00	12,979,198.00
(-) Adjustment for Intangible Assest (Life Expired)	-	(117,375.00)
(+) Net Profit/(Net Loss) for the current year	22,141,667.00	20,795,697.00
(-) Transfer to Statutory Reserves	(4,428,333.00)	(4,159,139.00)
Closing Balance	<b>47,211,715.00</b>	<b>29,498,381.00</b>
<b>Total</b>	<b>60,244,861.00</b>	<b>38,103,194.00</b>



<b>4. LONG TERM PROVISIONS</b>		
<b>A. Provision for Advances:</b>		
Provision for Standard Assets	475,457.00	307,833.00
Provision for dimunition in value of Security	464,037.00	-
<b>Total</b>	<b>939,494.00</b>	<b>307,833.00</b>
<b>B. Provision for Employee Benefits:</b>		
For leave encashment	352,887.00	-
	<b>352,887.00</b>	<b>-</b>
<b>Total</b>	<b>1,292,381.00</b>	<b>307,833.00</b>
<b>5. SHORT TERM BORROWINGS</b>		
<b>Loans Repayable on Demand</b>		
a) Over Draft From City Union Bank Ltd (Secured by Gold Loan Receivable, with 40% margin with interest rate 14.5 %)	11,886,639.00	7,672,974.00
b) Over Draft From Dhanalaxmi Bank (Pari-passu charge with City Union Bank Ltd. on book debts, actionable claim, receivables with 25% margin with interest rate 14 %)	26,613,429.00	7,218,421.00
<b>Total</b>	<b>38,500,068.00</b>	<b>14,891,395.00</b>
<b>6 OTHER CURRENT LIABILITIES</b>		
(a) Interest accrued and due on borrowings	9,286.00	9,286.00
(b) Other Payables:		
- Statutory Dues	449,835.00	340,651.00
- Creditors for Expenses	950,488.00	991,508.00
- Other Liabilities	1,367,960.00	801,610.00
<b>Total</b>	<b>2,777,569.00</b>	<b>2,143,055.00</b>
<b>7. SHORT TERM PROVISIONS</b>		
<b>A. For Advances:</b>		
Provision for Standard Assets	649,726.00	736,404.00
Provision for Non-Performing Assets	8,547,768.00	6,228,113.00
sub-total	9,197,495.00	6,964,517.00
<b>B. For Employee Benefits:</b>		
Leave Encashment	307,856.00	
<b>C, Provision for Income Tax</b>		
	150,764.00	4,416,730.00
<b>Total</b>	<b>9,656,115.00</b>	<b>11,381,247.00</b>



**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

**8 FIXED ASSETS** (Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 31st March 2015	Additions	(Disposals)	Balance as at 31st March 2016	Balance as at 31st March 2015	Depreciation charge for the year	On disposals	Balance as at 31st March 2016
<b>a) Tangible Assets</b>								
Furniture and Fixtures	20,171,514.54	260,820.00	34,265.00	20,398,069.54	11,503,546.00	2,518,073.00	22,492.00	13,999,127.00
Vehicles	752,417.00	-	-	752,417.00	562,396.00	66,744.00	-	629,140.00
Office Equipments	3,630,686.23	1,874,637.00	120,000.00	5,385,323.23	2,753,797.00	833,085.98	102,099.00	3,484,783.98
Computer & Accessories	2,588,656.36	181,500.00	-	2,770,156.36	2,321,776.00	143,809.00	-	2,465,585.00
Electrical Fittings	1,702,882.04	-	-	1,702,882.04	883,443.00	245,139.00	-	1,128,582.00
<b>Total</b>	<b>28,846,156.17</b>	<b>2,316,957.00</b>	<b>154,265.00</b>	<b>31,008,848.17</b>	<b>18,024,958.00</b>	<b>3,806,850.98</b>	<b>124,591.00</b>	<b>21,707,217.98</b>
<b>b) Intangible Assets</b>								
Computer Software	544,785.00	194,135.00	-	738,920.00	465,627.20	124,838.00	-	590,465.20
<b>Total</b>	<b>544,785.00</b>	<b>194,135.00</b>	<b>-</b>	<b>738,920.00</b>	<b>465,627.20</b>	<b>124,838.00</b>	<b>-</b>	<b>590,465.20</b>
<b>Grand Total</b>	<b>29,390,941.00</b>	<b>2,511,092.00</b>	<b>154,265.00</b>	<b>31,747,768.00</b>	<b>18,490,585.00</b>	<b>3,931,689.00</b>	<b>124,591.00</b>	<b>22,297,683.00</b>
<b>Previous Year</b>	<b>29,587,083.00</b>	<b>482,522.00</b>	<b>678,664.00</b>	<b>29,390,941.00</b>	<b>12,657,040.00</b>	<b>6,366,762.00</b>	<b>533,217.00</b>	<b>18,490,585.00</b>
								<b>10,900,356.00</b>
								<b>16,930,043.00</b>



**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016**

(Amount in ₹)

Particulars	As at 31st March	
	2016 ₹	2015 ₹
<b>9. NON-CURRENT INVESTMENTS</b>		
(a) Investments in Government or Trust securities	-	1,000.00
(b) Investments in Mutual Funds (Unquoted, valued at Cost)		
Tata Infrastructure Fund Growth	-	250,000.00
Reliance Diversified Power Sector Fund-Dividend Plan	-	250,000.00
Magnum Midcap Fund -Dividend	-	250,000.00
Kotak Opportunities - Dividend	-	250,000.00
	-	1,001,000.00
<u>Less:</u>		
Provision for diminution in the value of Investments	-	
<b>Total</b>	-	<b>1,001,000.00</b>
Aggregate amount of Quoted Investments	-	-
Market Value of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	-	1,001,000.00
<b>10. DEFERRED TAX ASSETS</b>		
<b>Deferred tax asset on account of:-</b>		
a) Depreciation difference	2,769,752.00	2,171,531.00
b) Provision for Advances	2,826,149.00	2,202,452.00
<b>Total</b>	<b>5,595,901.00</b>	<b>4,373,983.00</b>
<b>11. LONG TERM LOANS AND ADVANCES</b>		
i) Retail Loans (Refer Note 38)		
Secured, considered good	196,681,890.00	124,890,499.00
ii) Security Deposits (Unsecured, considered good)	4,104,339.00	4,104,839.00
<b>Total</b>	<b>200,786,229.00</b>	<b>128,995,338.00</b>
<b>12. CURRENT INVESTMENTS</b>		
(a) Investments in Government or Trust securities (Matured)	1,000.00	-
<b>Total</b>	<b>1,000.00</b>	-
<b>13. TRADE RECEIVABLES</b>		
<b>Proceeds from sale of Investments</b>		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	560,150.00	560,150.00
	560,150.00	560,150.00
<u>Less:</u> Provision for doubtful debts	560,150.00	560,150.00
<b>Total</b>	-	-
<b>14. CASH AND CASH EQUIVALENTS</b>		
Balances with Banks in Current Accounts	1,482,437.00	1,057,504.00
Cash on hand	5,764,328.00	783,070.00
<b>Total</b>	<b>7,246,765.00</b>	<b>1,840,574.00</b>
<b>15. SHORT TERM LOANS AND ADVANCES</b>		
<b>i) Retail Loans (Refer Note 38)</b>		
<u>a) Secured, Considered good</u>		
Gold Loan	196,037,286.00	180,794,834.00
HP and Mortgage Loans	75,675,806.00	112,334,608.00
<u>b) Unsecured, Considered good</u>		
Demand Loans	3,743,326.00	5,148,765.00
c) Unsecured, Considered Doubtful (Refer Note 38)	12,465,751.00	18,870,486.00
sub-toal	287,922,169.00	317,148,693.00
ii) Other deposits and advances:		
Advance Tax/TDS (Net of Provision)	-	2,058,424.00
Tax (other than income tax)	(0.00)	262,759.00
Others	1,468,843.00	245,596.00
sub-toal	1,468,843.00	2,566,779.00
<b>Total</b>	<b>289,391,013.00</b>	<b>319,715,472.00</b>



Particulars	Year ended 31st March	
	2016	2015
<b>16. REVENUE FROM OPERATIONS</b>		
Interest income on retail loans	80,725,499.00	89,364,666.00
Loan Processing fees	2,590,216.00	632,453.00
Other operating Income	521,284.00	717,739.00
<b>Total</b>	<b>83,836,998.63</b>	<b>90,714,858.00</b>
<b>17. OTHER INCOME</b>		
Dividend Income	23,905.00	65,084.00
Interest on Bank Deposits	1,452,575.00	23,493.00
Other Income	668,741.00	337,939.00
Recovery of bad debts written off	792,770.00	
Provision and Write off (net)	-	289,262.00
Prior Period Income	-	290,134.00
<b>Total</b>	<b>2,937,991.00</b>	<b>1,005,912.00</b>
<b>18. EMPLOYEE BENEFITS EXPENSES</b>		
(a) Salaries and Allowances	18,897,566.00	16,113,429.00
(b) Contributions to Provident Fund & ESI	1,633,715.00	1,387,993.00
(c) Staff Welfare Expenses	508,540.00	463,414.00
<b>Total</b>	<b>21,039,821.00</b>	<b>17,964,836.00</b>
<b>19. FINANCE COSTS</b>		
Interest on Bank Overdraft	529,898.00	3,448,946.00
<b>Total</b>	<b>529,898.00</b>	<b>3,448,946.00</b>
<b>20. DEPRECIATION &amp; AMORTIZATION EXPENSES</b>		
Depreciation on Tangible Assets	3,806,850.98	6,154,738.00
Amortization of Intangible Assets	124,838.00	212,024.00
<b>Total</b>	<b>3,931,689.00</b>	<b>6,366,762.00</b>
<b>21. OTHER EXPENSES</b>		
Rent	5,573,649.00	5,415,986.00
Rates & Taxes	786,026.00	611,966.00
Printing and Stationery	346,508.00	241,286.00
Postage and Telephone	1,243,956.00	1,101,181.00
Power Charges	558,514.00	527,637.00
Insurance	251,425.00	171,993.00
Advertisement & Business Promotion Expenses	1,058,322.00	3,452,496.00
Repairs and Maintenance	550,064.00	496,446.00
Travelling and Conveyance	4,619,705.00	11,870,875.00
Legal and Professional Charges	2,632,502.00	3,292,965.00
Payments to Auditors - For Audit (Refer Note 21.1)	150,000.00	136,800.00
Loss on Sale of Investment	263,140.00	
Security Service Charges	1,371,904.00	1,364,898.00
Bank Charges	536,948.00	733,436.00
Office expense	848,783.00	455,279.00
Other administrative expenses	1,435,052.03	119,056.00
	<b>22,226,498.00</b>	<b>29,992,300.00</b>
<b>21.1 Payment to Auditors:</b>		
Audit fee	120,000.00	96,000.00
Tax Audit Fee	30,000.00	24,000.00
Service Tax	-	16,800.00
	<b>150,000.00</b>	<b>136,800.00</b>
<b>22. Provisions and Write offs</b>		
Provision for retail loans (Refer Note 28)	2,864,639.00	2,758,991.00
Bad debts Write Offs (Refer Note 29)	1,528,000.00	-
<b>Total</b>	<b>4,392,639.00</b>	<b>2,758,991.00</b>



**AGRO INDUS FINANCE AND LEASING (INDIA) LIMITED**  
 NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

- 23 A) The Company contributes to Gratuity Fund (LIC) as defined benefit retirement plan for its employees. Disclosures as required by Revised AS-15 for the year ended 31st March 2016 are as under:

		Gratuity	
		2015-2016	2014-2015
		₹	₹
i)	The amounts recognised in the balance sheet are as follows:		
	Present value of the obligation as at the end of the year	834,665	1,027,323.00
	Fair value of plan assets as at the end of the year	1,166,066	1,091,337.00
	Net liability / (asset) recognised in the balance sheet	(331,401)	(64,014.00)
ii)	The amounts recognised in the Profit and Loss Account are as follows:		
	Service cost	448,341	391,019.00
	Premium Cost /Interest Cost	118,053	49,650.00
	Expected Return on Plan Assets	(107,307)	(86,697.00)
	Net actuarial (gain) / loss recognised in the year	(726,474)	(33,968.00)
	Expense recognised in the Profit and Loss Account of the year	(267,387)	320,004.00
iii)	Changes in the present value of defined benefit obligation		
	Defined benefit obligation as at 1st April 2015	1,027,323	620,622.00
	Service cost	448,341	391,019.00
	Benefits Paid	(16,154)	-
	Premium Cost/Interest Cost	118,053	49,650.00
	Actuarial losses / (gains)	(742,898)	(33,968.00)
	Defined benefit obligation as at 31st March 2016	834,665	1,027,323.00
iv)	Changes in the fair value of plan assets		
	Fair value as at 1st April 2015	1,091,337	855,248.00
	Expected return on plan assets	107,307	86,697.00
	Actuarial /(loss) / gains	(16,424)	-
	Contributions	-	149,392.00
	Benefits paid	(16,154.00)	-
	Fair value as at 31st March 2016	1,166,066	1,091,337.00
	Assumptions used in the above valuations are as under:		
	Discount rate (%)	7.55	8.00
	Future salary increase (%)	7.00	7.00

**B Defined Contribution Plan**

The Company makes contribution towards Employees Provident Fund and Employees State Insurance. These are defined contribution plans as per the Revised AS - 15. Contribution made during the year ended 31st March 2016 towards the above are Rs 11,53,623/- and Rs 4,61,292/- respectively.

**24 Managerial Remuneration.**

	Particulars	2015-2016 ₹	2014-2015 ₹
a)	Sitting Fee to Directors	-	
b)	Consultancy and Professional charges	-	1,648,320.00
c)	Directors Remuneration	125,000.00	300,000.00

- 25 Current assets, Loans and Advances are subject to confirmation.

- 26 In the opinion of the Management, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

**28 Details of provisions during the year :**

Particulars	2015-16	2014-15
Provision for Standard Assets	80,947.00	34,611.00
Provision for Non Performing Assets	2,319,656.00	2,724,379.80
Provision for diminution in value of securities	464,037.00	
<b>Total</b>	<b>2,864,640.00</b>	<b>2,758,990.80</b>

**29 Details of Write Offs during the year:**

Particulars	2015-2016 ₹	2014-2015 ₹
Bad Debts written off	1,528,000.00	0.00
<b>Total</b>	<b>1,528,000.00</b>	<b>0.00</b>

**30 Contingent liabilities and commitments to the extent not provided for: (Nil).**
**31 Interest accrued and due under Current Liabilities of Rs.9286 represents the interest payable on convertible debentures to a debenture holder who is no more and is outstanding for more than three years and will be transferred to Investor Education and Protection Fund after the specified period, if no claim is received legally till such time.**
**32 Related Party Disclosures:**
**a) List of Related Parties**
**i) Key Management Personnel:**

1 K.K.Vijayan, Managing Director\*

**ii) Other Related Parties (Enterprise owned or significantly influenced by key management personnel): Nil**
**b) Transactions with Related Parties**

PARTICULARS	2015-2016 ₹	2014-2015 ₹
Sitting Fee	-	-
Remuneration to Directors	125,000.00	300,000.00
	-	-

**c) Loans and advances :**

Category	Secured	Unsecured	Total
1. Related parties			
( a ) Subsidiaries			
(b )Companies in the same group			
( c ) Other related parties	6,637,787.00		6,637,787.00
2. Other than related parties	477,966,272.00		477,966,272.34
	<b>484,604,059.00</b>	<b>-</b>	<b>484,604,059.34</b>

**d)**

Particulars	Amount
Gross Non performing Assets	
a) Related parties	-
b) Other than related parties	27,202,792.00
Net Non performing assets	
a) Related parties	-
b) Other than related parties	18,655,024.00
Assets acquired on satisfaction of debt	29746696.00

**33 Segment Reporting**

The Company is operating only on one segment, Asset Finance .Hence, requirement of disclosure of different segments does not apply.

**34 The Company has made efforts to identify the components of each of assets which are having cost significant to the total cost of the asset and having different useful life than that of the asset. Based on a technical evaluation, it is confirmed that there are no component of an asset having cost which is significant to the total cost of the asset having useful life that is materially different from that of the asset and there fore the componetisation of assets for the purpose of deprecation is not having any material impact at present.**

\*Resigned from the post of Managing Directorship as on 31/08/2015 and was redesignated as a Director.

- 35 Pending Litigation: the company is not subject to any legal proceedings and claims ,which have arisen in the ordinary course of business.
- 36 The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
- 37 Share holding pattern as on the date of Balance Sheet

	Current Year		Previous Year	
	Number of Shares	Percentage	Number of Shares	Percentage
Directors and Relatives	34,859,350	87.15%	34,859,350	87.15%
Others	5,140,650	12.85%	5,140,650	12.85%

- 38 Retail loan represents Gold loan, Hire purchase loan ,Mortgage loan and demand loan disbursed by the company. The Company follows Income recognition and Asset classification norms in terms Non banking Financial (Non-deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions 2007 issued by Reserve Bank of India. As on 31/03/2016, the Retail loan consist of the of the following:

Loans	Current Year	Previous Year
Gold Loan	204,275,877.00	194,242,293.00
Hire Purchase Loan	159,984,829.00	89,109,670.63
Mortgage Loan	118,109,334.00	155,802,962.00
Others	2,234,019.00	2,234,019.00
<b>Total</b>	<b>484,604,059.00</b>	<b>441,388,944.63</b>

- 39 Doubtful assets represents assets classified as doubtful as per IRAC norms as prescribed by the Reserve Bank of India and provision in accordance with such norms has been provided and disclosed as Provision for Retail loans.

**40 Asset quality and credit concentration**

	Current Year	Previous Year
a) Percentage of net NPA to net loans and advances		
Total loans and advances	484,604,059	441,388,945
Total NPA	27,202,792	24,904,758
Total NPA (in %)	5.61	5.63

b) NPA under Various Categories	Current Year	Previous Year
Hire purchase Loans and Others	10,991,559	4,131,396
Gold Loan	16,211,233	20,213,212
	27,202,792	24,344,608

- c) Amount of provision made during the year (NPA) 2,319,656 2,724,380
- d) Percentage of Gold Loans to Total Advances 42% 45%
- e) Movement in NPA (Amount `)

	Current Year		Previous year	
	NPA	Provision	NPA	Provision
Opening NPA	24,344,608	6,228,113	19,129,617	3,503,733
Addition to NPA	15,350,005	5,962,934	20,438,953	4,245,873
Recovery /Adjustment	12,491,821	3,643,279	15,223,962	1,521,493
<b>Closing balance</b>	<b>27,202,792</b>	<b>8,547,768</b>	<b>24,344,608</b>	<b>6,228,113</b>

- f) Percentage of gold loans to Total assets 40% 42%
- g) Details of Auction conducted during the year:

Particulars	
Number of loan accounts	1004
Outstanding amounts (Principle Amount)	33,219,144
Value fetched (Net of VAT)	36,276,183
Whether any sister concern participated in the auction	No

- 41 Previous year figures have been regrouped wherever necessary.

As per our Report of even date attached  
 For Krishnamoorthy & Krishnamoorthy  
 Chartered Accountants  
 Firm Reg. No.: 001488S

K.T. Mohanan  
 Partner  
 Membership No. 201484  
 Place: Ernakulam  
 Date:

For Agro Indus Finance & Leasing (India) Ltd

K.K. Vijayan  
 Director  
 (DIN: 02890793)

Prakash Dhamodaran  
 Director  
 (DIN: 02070266)

Lakshmi P  
 CFO

Kavitha Shah  
 Company Secretary



Registered Office : 34/1873, Mazhuvanchery Buildings, Mamangalam, Kochi-682025  
 CIN - U65910KL1997PLC011088

### **ATTENDANCE SLIP**

(Please complete the slip and hand it over at the entrance to the meeting hall)

Name and address of the member

Folio No.

I hereby record my presence at the 19th Annual General Meeting of the company at the registered office of the company, at 10:30AM

Number of shares held

Signature of the Member / Proxy

Shareholders who come to attend the meeting are requested to bring their copies of Annual Report with them.



Registered Office : 34/1873, Mazhuvanchery Buildings, Mamangalam, Kochi-682025  
 ANNUAL GENERAL MEETING -30<sup>th</sup> July, 2016 AT 10:30AM

### **PROXY FORM**

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

I/We

.....  
 of ..... in the district of ..... being a  
 member/members of AGRO INDUS FINANCE AND LEASING INDIA LIMITED hereby appoint  
 ..... of ..... in the  
 district of ..... or falling him .....  
 of ..... in the district of ..... as my/our proxy  
 to vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to  
 be held on ..... and at any adjournment thereof.

Signed this ..... day of ..... 2016

Client ID.....

No. of shares .....

.....

Signature

Affix a 1  
 Rupee Revenue  
 Stamp

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.