



Annexure – 6A

The financial details of Sundaram Finance Limited for the previous 3 financial years as per the Audited statement of Accounts along with latest year statement of Accounts:

(Rs. in lakhs)

Particulars	Unaudited for the 9 month period ended 31 December 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
		2015-16	2014-15	2013-14
Equity Paid up Capital	11,110.39	11,110.39	11,110.39	11,110.39
Reserves and surplus	355,909.61	320,152.10	286,694.94	229,381.26
Carry forward losses	-	-	-	-
Net Worth	367,020.00	331,262.49	297,805.33	240,491.65
Miscellaneous Expenditure	-	-	-	-
Secured Loans	715,411.31	814,988.84	750,708.60	799,413.14
Unsecured Loans	672,983.54	443,688	502,828.60	378,216.04
Fixed Assets (net)	287,63.61	278,44.00	310,87.16	346,84.88
Income from Operations	1,747,64.36	2,312,44.14	2,253,84.22	2215,48.19
Total Income	1,818,76.30	2475,02.33	2,368,25.30	2,313,91.19
Total Expenditure	1,300,79.83	1,791,78.98	1,717,05.48	1,667,28.05
Profit before Tax	517,96.47	683,23.35	651,19.82	646,63.14
Profit after Tax	35,610.08	477,27.75	454,14.36	442,51.32
Cash profit	40,394.38	55,070.85	54,660.44	51,536.79
EPS (in Rs.)	32.05	42.96	40.88	39.83
Book value per share (in Rs.)	330.34	298.15	268.044	216.46

Note 1: Total Expenditure includes Exceptional Items

Note 2: Cash profit is Profit after Tax (+) Depreciation (+) Deferred Tax

For Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer



Date: 17.02.2017
Place: Chennai

Sundaram Finance Limited

SUNDARAM INSURANCE BROKING SERVICES LIMITED

Regd. Office 21, Patullos Road, Chennai – 600002, Tamil Nadu, India

Annexure – 6B

The financial details of Sundaram Insurance Broking Services Limited for the previous 3 financial years as per the Audited statement of Accounts along with latest year statement of Accounts:

Particulars	Audited for the 9 month period ended 31 December 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
		2015-16	2014-15	2013-14
Equity Paid up Capital	50,00,000	50,00,000	50,00,000	50,00,000
Reserves and surplus	16,30,651	14,18,989	9,21,311	8,21,502
Carry forward losses		-	-	-
Net Worth	66,30,651	64,18,989	59,21,311	58,21,502
Miscellaneous Expenditure		-	-	-
Secured Loans		-	-	-
Unsecured Loans		-	-	-
Fixed Assets (net)		-	-	-
Income from Operations		-	-	-
Total Income	3,36,345	7,63,744	1,98,947	3,39,613
Total Expenditure	34,682	42,066	57,138	47,784
Profit before Tax	3,01,663	7,21,678	1,41,809	2,91,829
Profit after Tax	2,11,663	4,97,678	99,809	2,91,829
Cash profit	2,11,663	4,97,678	99,809	2,91,829
EPS (in Rs.)	0.42	1	0.20	0.58
Book value per share (in Rs.)	13.26	12.84	11.84	11.64

Note 1: Total Expenditure includes Exceptional Items

Note 2: Cash profit is Profit after Tax (+) Depreciation (+) Deferred Tax

For Sundaram Insurance Broking Services Limited



S. Sivakumar
Director



Date: 17.02.2017
Place: Chennai

Ph: 91-44-28521181 Fax – 91-44-28586641 www.sundaramfinance.in
PAN: AAOCS9906Q CIN: U67100TN2010PLC078063

**INFREIGHT***Logistics and beyond...***Annexure – 6C**

The financial details of Infreight Logistics Solutions Limited for the previous 3 financial years as per the Audited statement of Accounts along with latest year statement of Accounts:

(Rs.)

Particulars	Audited for the 9 month period ended 31 December 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
		2015-16	2014-15	2013-14
Equity Paid up Capital	5,61,12,000	5,61,12,000	5,61,12,000	5,61,12,000.
Reserves and surplus	(10,73,97,399.15)	(10,73,89,267.15)	(10,71,71,691.07)	(10,59,69,250.45)
Carry forward losses	-	-	-	-
Net Worth	(5,12,85,399.15)	(5,12,77,267.15)	(5,10,59,691.07)	(4,98,57,250.45)
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	5,17,00,000	5,17,00,000	5,22,00,000	5,22,00,000
Fixed Assets (net)	-	-	-	3,60,245
Income from Operations	-	-	-	-
Total Income	-	54,783	73,038	-
Total Expenditure	8,132	2,72,359	14,07,041	4,80,665.88
Profit before Tax	(8,132)	(2,17,576.08)	(13,34,002.90)	(4,80,665.88)
Profit after Tax	(8,132)	(2,17,576.08)	(13,34,002.90)	(4,80,665.88)
Cash profit	-	-	-	-
EPS (in Rs.)	0.002	(0.04)	(0.24)	(0.09)
Book value per share (in Rs.)	(9.13)	(9.13)	(9.10)	(8.85)

Note 1: Total Expenditure includes Exceptional Items

Note 2: Cash profit is Profit after Tax (+) Depreciation (+) Deferred Tax

For Infreight Logistics Solutions Limited

Date: 17.02.2017
Place: Chennai

S. Sivakumar
Director



Infreight Logistics Solutions Limited
Regd. Office: 21 Patullos Road, Chennai – 600002, Ph +28521181
PAN:AAACI6910N CIN:U72900TN2000PLC063984



Annexure – 6D

The financial details of Sundaram BPO India Limited for the previous 3 financial years as per the Audited statement of Accounts along with latest year statement of Accounts:

(Rs. In lakhs)


Particulars	Audited for the 9 month period ended 31 December 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
		2015-16	2014-15	2013-14
Equity Paid up Capital	895.13	895.13	895.13	895.13
Reserves and surplus	28.77	104.21	98.64	27.13
Carry forward losses	-	-	-	-
Net Worth	923.90	899.34	993.77	922.26
Miscellaneous Expenditure	-	-	-	-
Secured Loans	78.79	100	-	-
Unsecured Loans	-	-	-	-
Fixed Assets (net)	112.88	144.41	104.31	123.50
Income from Operations	1228.05	1,605.21	2,004.75	2080.90
Total Income	1245.88	1,621.29	2,019.38	2105.85
Total Expenditure	1311.95	1,619.07	1,976.14	2091.05
Profit before Tax	-66.07	2.22	43.24	14.80
Profit after Tax	-75.44	5.57	72.15	12.61
Cash profit	-16.71	56.53	101.25	91.66
EPS (in Rs.)	-0.84	0.08	0.81	0.14
Book value per share (in Rs.)	10.32	11.16	11.10	10.30

Note 1: Total Expenditure includes Exceptional Items

Note 2: Cash profit is Profit after Tax (+) Depreciation (+) Deferred Tax

For Sundaram BPO India Limited

Date: 17.02.2017
Place: Chennai


P. Viswanathan
Director



Sundaram BPO India Limited

SUNDARAM FINANCE INVESTMENTS LIMITED
(Formerly Sundaram Finance Distribution Limited)
Regd. Office 21, Patullos Road, Chennai – 600002, Tamil Nadu, India

Annexure – 6E

The financial details of Sundaram Finance Investments Limited for the previous 3 financial years as per the Audited statement of Accounts along with latest year statement of Accounts:

Particulars	Audited for the 9 month period ended 31 December 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	(Rs.) 2 years prior to the last Audited Financial Year
				2013-14
		2015-16	2014-15	2013-14
Equity Paid up Capital	50,00,000	50,00,000	50,00,000	50,00,000
Reserves and surplus	14,86,96,457	14,05,00,018	14,25,12,893	13,84,85,203
Carry forward losses	-	-	-	-
Net Worth	15,36,96,457	14,55,00,018	14,75,12,893	14,34,85,203
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets (net)	-	-	-	-
Income from Operations	3,43,25,689	7,42,15,382	10,42,65,260	12,72,85,463
Total Income	4,39,48,593	8,14,05,716	10,94,56,570	13,03,61,553
Total Expenditure	3,17,45,811	6,90,39,768	8,17,01,146	9,82,12,939
Profit before Tax	1,22,02,782	1,23,65,948	2,77,55,424	3,21,48,614
Profit after Tax	81,96,439	1,00,22,890	1,90,72,396	2,17,29,647
Cash profit	81,02,782	9,965,948	19,055,474	21,939,103
EPS (in Rs.)	16.39	20.05	38.14	43.46
Book value per share (in Rs.)	307.39	291.00	295.02	286.97

Note 1: Total Expenditure includes Exceptional Items

Note 2: Cash profit is Profit after Tax (+) Depreciation (+) Deferred Tax

For Sundaram Finance Investments Limited

Harsha Viji

Harsha Viji
Director

Date: 17.02.2017
Place: Chennai

To

**The Board of Directors,
Sundaram Finance Limited.
Chennai.**

We have reviewed the accompanying statement of unaudited financial results of Sundaram Finance Limited the quarter and nine month period ended 31st December 2016. This statement is the responsibility of the company's management and has been approved by the Committee of Board of Directors. Our responsibility is to issue a report on this financial statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For BRAHMAYYA & CO.,
Chartered Accountants
Firm Regn. No. 000511S



L. Ravi Sankar

Partner

Membership No. 25929

Place: Chennai.

Date: 27th January 2017


SUNDARAM FINANCE
Enduring values. New age thinking.
STATEMENT OF UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31.12.2016
(₹ in Lakhs)

Sl. No.	Particulars	Quarter Ended			Nine months ended		Year Ended
		31.12.2016	30.09.2016	31.12.2015	31.12.2016	31.12.2015	31.03.2016
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Income from operations	50812.68	59185.05	50067.55	174784.38	173006.74	231258.47
2	Expenses						
	(a) Employee benefits	5622.08	5802.40	5335.53	17304.23	15950.42	21208.88
	(b) Depreciation and amortisation expense	2063.74	2040.15	2135.74	6021.08	6255.77	8419.08
	(c) Contingent Provision against Standard Assets	199.29	116.78	157.11	587.88	471.33	131.08
	(d) Provisions and write off	1165.15	1185.07	1603.28	3498.40	5005.84	7874.30
	(e) Administrative and Other expenses	5048.78	4592.21	4917.26	14470.37	14805.53	18820.43
	Total expenses	14301.80	13817.61	14148.90	41862.92	42488.88	57484.67
3	Profit from Operations before other income, finance costs and exceptional items	46511.88	45367.44	45918.65	122921.46	130518.86	173834.80
4	Other Income	3383.54	3385.18	2203.94	7111.94	12552.84	16862.88
5	Profit from ordinary activities before finance costs and exceptional items	49895.32	48752.62	47148.63	130033.40	143071.70	190697.68
6	Finance costs	28757.12	30287.88	32421.88	88127.01	91784.21	121774.01
7	Profit from ordinary activities after finance costs but before exceptional items	21138.20	18464.74	14726.75	41906.39	51287.49	68923.67
8	Exceptional items	-	-	-	-	-	-
9	Profit from ordinary activities before tax	21138.20	18464.74	14726.75	41906.39	51287.49	68923.67
10	Tax expense	6283.77	5885.84	4505.45	16186.30	16800.24	20595.60
11	Net Profit from ordinary activities after tax	14854.43	12578.90	10221.30	25720.09	34487.25	48328.07
12	Extraordinary items	-	-	-	-	-	-
13	Net profit for the period - (Refer Note 3)	14854.43	12578.90	10221.30	25720.09	34487.25	48328.07
14	Paid-up Equity Share Capital (Face value of ₹ 10 each)	11110.30	11110.30	11110.30	11110.30	11110.30	11110.30
15	Reserves excluding Revaluation Reserves	-	-	-	-	-	320152.10
16	Basic and Diluted Earnings per Share (before extraordinary items) (₹)	12.44	11.40	9.20	32.06	31.97	42.96
	Basic and Diluted Earnings per Share (after extraordinary items) (₹)	12.44	11.40	9.20	32.06	31.97	42.96

Notes:

- The above results were approved by the Board of Directors at their meeting held on 27.01.2017
- Profit for the nine months ended 31.12.2016 is not comparable with that of the corresponding period of the previous year which included a one time profit of ₹ 4864.88 lakhs, arising from the sale of equity shares of SBF Paribas Sundaram Global Securities Operations Private Limited.
- Income deferment and provision for Non-Performing Assets have been made on an estimated basis, as in earlier years. For this purpose, the Company has followed the 3 months overdue norms for classification of NPA, as compared to 120 days norms followed for the quarter and nine months ended 31st December, 2015.
- The Company is engaged primarily in the business of financing and accordingly there is no separate reportable segment as per Accounting Standard (AS-17) 'Segment Reporting'.
- The Company's Secured Non - Convertible Debentures are secured by mortgage of immovable property ranking pari passu and Hypothecation of specific Loan receivables / Hire purchase/ Lease agreements with a cover of 100%, as per the terms of issue.
- The Statutory Auditors have carried out a Limited Review of the financial results for the quarter ended 31st December 2016.
- Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

By Order of the Board

T. T. SRINIVASARAGHAVAN
 Managing Director

 Chennai
 27.01.2017

 Sundaram Finance Limited
 CIN: L65191TN1994PLC002429
 Regd. Office: 21, Petalioo Road, Chennai 600 002.
 Tel: 044 2852 1181, Fax: 044 2858 8641
 Email: investor@services@sundaramfinance.in
www.sundaramfinance.in

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUNDARAM INSURANCE BROKING SERVICES LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Insurance Broking Services Limited ("the Company"), which comprise the Balance Sheet as at 31st December, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the nine month period then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.

4. Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for the nine month period ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the nine month period ended on that date.

5. Report on Other Legal and Regulatory Requirements

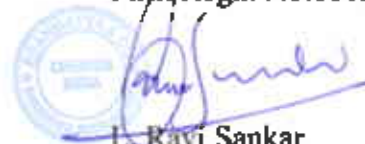
- (i) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been 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) 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 did not have any pending litigations;
 - ii. the company did not have any long term contracts including derivative contracts;
 - iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai
Date: 14th February, 2017

For BRAHMAYYA & Co
Chartered Accountants
Firm Regn. No.000511S



L. Ravi Sankar
Partner
Membership No. 25929

Sundaram Insurance Broking Services Limited
Balance Sheet as at 31st December, 2016

(in ₹)

31.03.2016	Particulars	Note	31.12.2016	31.12.2015
	EQUITY AND LIABILITIES			
	(1) Shareholders' funds			
5,000,000	(a) Share Capital	2	5,000,000	5,000,000
1,410,989	(b) Reserves and Surplus	3	1,630,651	1,348,511
	(c) Money received against share warrants			
6,410,989			6,630,651	6,348,511
	(2) Non-current liabilities			
	(a) Long Term Borrowings			
	(b) Deferred Tax Liabilities (Net)			
	(c) Other Long term liabilities			
351,209	(d) Long-term provisions	4	187,161	360,169
351,209			187,161	360,169
	(3) Current liabilities			
	(a) Short Term Borrowings			
	(b) Trade payables	5		
	(i) total outstanding due to micro and small enterprises			
25,763	(ii) total outstanding due of creditors other than micro and small enterprises		25,132	19,240
	(c) Other current liabilities			
	(d) Short-term provisions			
25,763			25,132	19,240
6,795,961	TOTAL		6,842,944	6,727,920
	ASSETS			
	(1) Non-current assets			
	(a) Fixed Assets			
	(i) Tangible assets			
	(ii) Intangible assets			
	(iii) Capital work in progress			
	(iv) Intangible assets under development			
	(b) Non-current investments			
	(c) Deferred tax assets (net)			
353,556	(d) Long-term loans and advances	6	162,809	340,483
	(e) Other non-current assets			
353,556			162,809	340,483
	(2) Current assets			
	(a) Current investments	7	1,029,459	529,459
	(b) Inventories			
	(c) Trade receivables			
5,614,165	(d) Cash and cash equivalents	8	5,579,935	5,671,505
	(e) Short term loans and advances			
298,781	(f) Other current assets	9	70,741	186,473
6,442,405			6,680,135	6,387,437
6,795,961	TOTAL		6,842,944	6,727,920
	Significant Accounting Policies and Notes to Accounts-1-12			

Signatures to Schedules 1 to 12

Per our report of even date attached
For Brahmacharya & Co.,
Chartered Accountants
Registration Number : 0005115

Sd/-
Srinivas Acharya
Director

Sd/-
S.Ravindran
Director

Sd/-
L.Ravi Sankar
Partner
Membership No:25929

Chennai
14th February, 2017

Sd/-
S.Sivakumar
Director
CERTIFIED TRUE COPY

For SUNDARAM INSURANCE BROKING SERVICES LIMITED

(Signature)
Director



Sundaram Insurance Broking Services Limited

Statement of Profit and Loss for the period ended 31st December, 2016

(In ₹)

2015-2016	Particulars	Note	Apr-Dec 16	Apr-Dec 15
	REVENUE:			
	- Revenue from operations		-	-
763,744	Other income	10	336,345	651,436
763,744	Total Revenue	(A)	336,345	651,436
	EXPENSES:			
42,066	Administrative and Other expenses	11	34,682	33,202
42,066	Total expenses	(B)	34,682	33,202
721,678	Profit before Tax	(A - B)	301,663	618,234
	Tax expense:			
182,074	Current tax		90,000	191,034
41,926	MAT Credit (Entitlement) / Availed		-	-
224,000	Net Current Tax		90,000	191,034
224,000	Deferred tax		-	191,034
497,678	Profit after Tax		211,663	427,200
	Earnings per equity share:			
500,000	Weighted average number of shares		500,000	500,000
1.00	Basic		0.42	0.85
1.00	Diluted		0.42	0.85
	Significant Accounting Policies and Notes to Accounts-1-12			

Signatures to Schedules 1 to 12

Per our report of even date attached
For Brahmayya & Co.,
Chartered Accountants
Registration Number : 000511S

Sd/-
Srinivas Acharya
Director

Sd/-
S.Ravindran
Director

Sd/-
L.Ravi Sankar
Partner
Membership No:25929

Chennai
14th February, 2017

Sd/-
S.Sivakumar
Director

CERTIFIED TRUE COPY

For SUNDARAM INSURANCE BROKING SERVICES LIMITED

[Signature]

Director



Sundaram Insurance Broking Services Limited
Cash Flow Statement

(In ₹)

	Apr-Dec 16	2015-2016
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit	211,663	497,678
Add: Provision for Taxation	90,000	224,000
	301,663	721,678
Finance Costs	-	-
Less: Interest Income	(336,345)	(301,526)
Less: Dividend Income	-	-
Less: Net gain on sale of investments	-	(462,218)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(34,682)	(42,066)
(Increase) Decrease in Long Term Loans and Advances	249,747	129,886
Increase/(Decrease) in Bank Deposits	-	(5,500,000)
Increase/(Decrease) in Other Current Assets	228,040	(298,781)
Increase/(Decrease) in Long Term Provisions	(254,048)	(68,791)
Increase (Decrease) in Other Current Liabilities	(631)	482
Cash generated from Operations	223,108	(5,737,204)
Finance Costs Paid	-	-
Direct Taxes Paid	(59,000)	(205,000)
NET CASH FROM OPERATING ACTIVITIES	(A) 129,426	(3,962,270)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	(500,000)	-
Sale of Current Investments	-	5,237,782
Interest Received	336,345	301,526
Dividend Received	-	-
Net gain/loss on sale of investments	-	462,218
NET CASH FROM INVESTING ACTIVITIES	(B) (163,655)	6,001,526
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity shares	-	-
NET CASH FROM FINANCING ACTIVITIES	(C) -	-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(34,230)	19,256
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	114,165	94,909
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	79,935	114,165
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Current Account with Banks	79,935	114,165

Signatures to Schedules 1 to 12

Per our report of even date attached
For Brahmamya & Co.,
Chartered Accountants
Registration Number : 0005115

Sd/-
Srinivas Acharya
Director

Sd/-
S.Ravindran
Director

Sd/-
L.Ravi Sankar
Partner
Membership No:25929

Chennai
14th February, 2017

Sd/- **CERTIFIED TRUE COPY**
S.Sivakumar
Director

For SUNDARAM INSURANCE BROKING SERVICES LIMITED

Sundaram
Director



NOTES TO THE ACCOUNTS:

1 SIGNIFICANT ACCOUNTING POLICIES :

- 1.1** The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2** Income and expenditure are accounted on accrual basis.

- 1.3** Valuation of Investments :

Long-term investments are stated at cost, provision for diminution in value other than temporary is considered wherever necessary.

Current investments are valued at lower of cost and market value / net asset value.

- 1.4** Taxation :

Current tax is provided on the taxable income for the period. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

- 1.5** Provisions :

Provisions are recognised when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



31.03.2016	Note 2: Share Capital
10,000,000	Authorised capital 10,00,000 Equity shares of face value of ₹ 10/- each
5,000,000	Issued, Subscribed and fully paid up 5,00,000 Equity shares of face value of ₹ 10/- each

31.12.2016	31.12.2015
10,000,000	10,000,000
5,000,000	5,000,000

Reconciliation of number of shares

Shares outstanding at the beginning of the year

Add: Shares issued during the year

Less: Shares bought back during the year

Shares outstanding at the end of the year

Nos.	Nos.
500,000.00	500,000.00
-	-
-	-
500,000.00	500,000.00

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.12.2016	No. of Shares	% held as at 31.12.2015
LGF Services Limited *	Holding Company	500,000	100	-	-
Sundaram Finance Limited*	Holding Company	-	-	500,000	100

* include 6 equity shares held by nominees

Note 3: Reserves and Surplus

31.03.2016	Surplus in the Statement of Profit and Loss
921,311	Opening Balance
497,678	Add: Profit from the Profit and Loss statement
1,418,989	
-	Less : Appropriations
-	General Reserve
-	Dividend
-	Interim
-	Final (Proposed)
-	Dividend Tax
1,418,989	

31.12.2016	31.12.2015
1,418,988	921,311
211,663	427,200
1,630,651	1,348,511
-	-
-	-
-	-
-	-
-	-
1,630,651	1,348,511

31.03.2016	Note 4: Long-Term Provisions
351,209	Provision for Tax

31.12.2016	31.12.2015
187,161	360,169

31.03.2016	Note 5: Trade Payables *
	(i) Total outstanding due to micro and small enterprises
	(ii) Total outstanding due of creditors other than micro and small enterprises
25,763	-For Expenses
	-For Others
25,763	

31.12.2016	31.12.2015
25,132	19,240
25,132	19,240

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.



(In ₹)

31.03.2016	Note 6 : Long Term Loans and Advances
353,556	Unsecured considered good
-	- Advance Income Tax and TDS
353,556	- MAT Credit Entitlement

31.12.2016	31.12.2015
162,809	340,483
162,809	340,483

Note 7: Current Investments - Others

(In ₹)

As at 31.03.2016		Particulars	Face Value (In ₹)	As at 31.12.2016		As at 31.12.2015	
Holding (Number)	Cost (In ₹)			Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
18,951	529,459	Unquoted, Valued at cost	10	34,211	1,029,459	18,951	529,459
	529,459	Investments in Mutual Funds: Sundaram Money Fund			1,029,459		529,459
		Aggregate amount of Unquoted Investments					

(In ₹)

31.03.2016	Note 8: Cash and Cash Equivalents
114,165	Balances with Banks in Current Accounts
5,500,000	Bank Deposits (upto 12 months maturity)
5,614,165	

31.12.2016	31.12.2015
79,935	171,505
5,500,000	5,500,000
5,579,935	5,671,505

(In ₹)

31.03.2016	Note 9 : Other Current Assets
298,781	Interest Receivable

31.12.2016	31.12.2015
70,741	186,473



STATEMENT OF PROFIT AND LOSS

(In ₹)

2015-2016	Note 10 : Other Income
301,526	Interest Receipts
462,218	Gain on sale of Current investments
-	Dividend Income
<u>763,744</u>	

Apr-Dec 16	Apr-Dec 15
336,345	189,218
-	462,218
-	-
<u>336,345</u>	<u>651,436</u>

(In ₹)

2015-2016	Note 11 : Administrative and other expenses
25,763	Audit Fees
8,820	Printing and Stationery
7,483	Miscellaneous expenses
<u>42,066</u>	

Apr-Dec 16	Apr-Dec 15
19,495	10,812
9,555	8,820
5,632	13,570
<u>34,682</u>	<u>33,202</u>



12 GENERAL

- 12.1 Related Party disclosures: In accordance with the Accounting Standard 18 - 'Related Party Disclosures', the details of related parties and the transactions with related parties are given below :

Related Parties :

Holding Company :

Sundaram Finance Limited (up to 28-Nov-2016)
LGF Services Limited (Effective from 29-Nov-2016)

Fellow Subsidiaries :

Sundaram BNP Paribas Home Finance Limited
Sundaram Asset Management Company Limited
Sundaram Trustee Company Limited
Sundaram Finance Investments Limited (Formerly Sundaram Finance Distribution Limited)
Sundaram Infotech Solutions Limited
Sundaram Business Services Limited
Infreight Logistics Solutions Limited
Sundaram BNP Paribas Fund Services Limited
Sundaram Asset Management Singapore Pte Limited
Sundaram BPO India Limited
Royal Sundaram General Insurance Co. Limited (Effective from 29-Jul-2015)

Related Party Transaction :

The nature and volume of transactions of the company during the period, with the related parties are as follows :

(In ₹)

Nature of Transactions	Holding Company	Fellow Subsidiaries	Apr-Dec-16	2015-16
Liabilities				
<u>LGF Services Limited</u> - Equity Share Capital	5,000,000		5,000,000	
<u>Sundaram Finance Limited</u> - Equity Share Capital				5,000,000

No amount has been written off/written back during the year.



12.2 Earnings per share :

	Apr-Dec 16	2015-16
A. Profit for the year (₹)	211,663.48	497,678.09
B. Weighted average number of equity shares of ₹ 10/- (in numbers)	500,000	500,000
C. Basic and Diluted Earnings per share (₹) (A/B)	0.42	1.00

12.3 There are no amounts due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

12.4 The company does not have any employees on its rolls.

12.5 Miscellaneous expenses include remuneration to auditors towards:

	Apr-Dec 16	2015-16
Audit Fee		
Statutory Audit	7,500	10,000
Tax Audit	3,750	5,000
Certification	5,625	7,500

12.6 Previous year/period figures have been regrouped / reclassified wherever necessary to conform to the current period presentation.

Signatures to Schedules 1 to 12

For our report of even date attached
For Brahmanyya & Co.,
Chartered Accountants
Registration Number : 000511S

Sd/-
Srinivas Acharya
Director

Sd/-
S.Ravindran
Director

Sd/-
L.Ravi Sankar
Partner
Membership No:23929

Chennai
14th February, 2017

Sd/-
S.Sivakumar
Director

For SUNDARAM INSURANCE BROKING SERVICES LIMITED

Director



CERTIFIED TRUE COPY

SUNDARAM INSURANCE BROKING SERVICES LIMITED

**6th ANNUAL REPORT
2015-2016**



BOARD OF DIRECTORS

Srinivas Acharya

S. Ravindran

S. Sivakumar

BANKERS

State Bank of Travancore

AUDITORS

M/s. Brahmayya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road

Chennai 600 002

Tel: 044-28521181

CIN : U67100TN2010PLC078063



SUNDARAM INSURANCE BROKING SERVICES LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE LIMITED

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Cash Flow Statement	20
Notes to the Accounts	21



Boards' Report

Your Directors have pleasure in presenting the Sixth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2016. The summarised financial results of the Company are given hereunder:

(in ₹)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Total Revenue	7,63,744	1,98,947
Total Expenses	42,066	57,138
Profit / (Loss) before Tax	7,21,678	1,41,809
Tax expense	2,24,000	42,000
Profit / (Loss) after Tax	4,97,678	99,809

REVIEW OF OPERATIONS

Your Company has not yet commenced its core operations.

DIRECTORS

Sri S Ravindran, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 4 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITIES STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 of the Company for that

period;

- 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;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has Mutual Fund investments to the tune of ₹5.29 lakhs as on 31st March 2016. There were no loans made or guarantees given by the Company

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any material transaction with related parties, under Section 188 of the Companies Act, 2013. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2016, is enclosed—Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES, 2014

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.



PERSONNEL

Your Company has no employee on its payroll. Accordingly, the provisions of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

DEPOSITS

Your Company has not accepted any public deposit during the year under review.

AUDITORS

M/s Brahmaya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of

criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Limited for its support.

Srinivas Acharya
S. Ravindran
S. Sivakumar
Directors

Chennai 600 002
Date: 13th May, 2016

Annexure - A

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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

Chennai 600 002
Date: 13th May 2016

Srinivas Acharya
S. Ravindran
S. Sivakumar
Directors

FORM NO.MGT-9**Extract of Annual Return of Infreight Logistics Solutions Limited**
as on the financial year ended on 31st March 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 AND OTHER DETAILS**

(i)	CIN	U67100TN2010PLC078063
(ii)	Registration Date	15th November 2010
(iii)	Name of the Company	Sundaram Insurance Broking Services Limited
(iv)	Category / Sub-Category of the Company	Public Company / Company limited by shares
(v)	Address of the Registered Office and contact details	21, Patullos Road, Chennai 600 002 Tel - 044-28521181
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company*
1	Carrying on the business of Insurance brokers of all kinds of Insurable perils including of Life, Medical and other general insurance and such other business as may be allowed from time to time for the Insurance Brokers under the rules of Insurance Regulatory Development Authority of India (IRDAI).	66 - Other financial activities	Gain on sale of Current investments - 60.52%

* Yet to Start Business - Gain on sale of Mutual Fund investments is shown as other income under Revenues in the Profit and Loss Statement of the Company as on 31st March 2016.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Limited, 21, Patullos Road Chennai – 600002	L65191TN1954PLC002429	Holding Company	100.00	2(46)

SUNDARAM INSURANCE BROKING SERVICES LIMITED



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp. - Sundaram Finance Limited*	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
(2)	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIIIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Any Other - Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-



	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 Shares	
2.	Non- Institutions									
(a)	Bodies Corporate									
	i) Indian	-	-	-	-	-	-	-	-	-
	ii) Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									
	i) Individual shareholders holding nominal shares capital up to ₹1 lakh	-	-	-	-	-	-	-	-	-
	ii) Individual shareholders holding nominal shares capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others (specify)									
	Trusts	-	-	-	-	-	-	-	-	-
	Clearing Members	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B)= (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
(C)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-

* Includes 6 shares held by the nominees of Sundaram Finance Limited



(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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited*	5,00,000	100%	—	5,00,000	100%	—	—
	Total	5,00,000	100%	—	5,00,000	100%	—	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sundaram Finance Limited				
At the beginning of the year*	5,00,000	100%	—	—
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year			5,00,000	100%

*Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				



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

Sl. No.	Name 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	Sri Srinivas Acharya Director				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—
2	Sri S Sivakumar* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
3	Sri S Ravindran* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—

* held as nominees of Sundaram Finance Limited jointly with others



V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17 (2) of the Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



B. Remuneration to other directors:

Sl. No.	Name of the Directors	Particulars of Remuneration			Total Amount
		Fee for attending board / committee meetings	Commission	Others, please specify	
1	Independent Directors	Not Applicable			
	Total (1)				
2	Other Non-Executive Directors	Nil			
	Sri Srinivas Acharya				
	Sri S Sivakumar				
	Sri S Ravindran				
	Total (2)				
	Total (B) = (1 + 2)	Nil			
	Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl. No.	Particulars of Remuneration	CEO	Company Secretary	CFO	Total Amount
1	Gross Salary	Not Applicable			
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961				
	b) Value of perquisites u/s 17 (2) of the Income-tax Act, 1961				
	c) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2016.



INDEPENDENT AUDITOR'S REPORT

To the Members of Sundaram Insurance Broking Services Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Insurance Broking Services Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.

4. Opinion

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

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and



- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
5. Report on Other Legal and Regulatory Requirements
- i) 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 statement on the matters specified in paragraph 3 and 4 of the Order.
- ii) 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 31st March, 2016 taken

on record by the Board of Directors, none of the directors is disqualified as on 31st 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"
- 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 did not have any pending litigation;
- ii. the Company did not have any long term contracts including derivative contracts;
- iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date : 13-05-2016



“Annexure A” to the Auditor’s Report referred to in paragraph 5 of our report of even date

1. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii)(a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company for the year.
2. In our opinion and according to the information and explanations given to us, the company has not granted any loan to its directors and has not made any investment, provided any guarantee or security as envisaged in section 185 and 186 of the Act, 2013 respectively.
3. The Company has not accepted any deposits from the public.
4. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
5. i) In our opinion and according to the information and explanations given to us, undisputed Income tax, and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
ii) In our opinion and according to the information and explanations given to us, there are no dues of Income tax which have not been deposited on account of any dispute.
6. The Company does not have any borrowings from banks, financial institutions, Government or by issue of debentures.
7. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) or by way of term loans.
8. To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company and no fraud on the Company by its officers or employees were noticed or reported during the course of our audit.
9. The Company has not incurred any expenditure towards managerial remuneration.
10. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 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.
11. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
12. In our opinion and 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 them.
13. In our opinion and according to the information and explanations given to us, the nature of the Company's business/ activities during the year has been such that clause (i), clause (ii), clause (xii) and clause (xvi) of paragraph 3 of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company for the year.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date : 13-05-2016



“Annexure B” to the Auditor’s Report referred to in paragraph 5 of our report of even date

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

We have audited the internal financial controls over financial reporting of Sundaram Insurance Broking Services Limited (“the Company”) as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered 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.

Place: Chennai
Date : 13-05-2016

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929



Balance Sheet

as at 31st March, 2016

(In ₹)

	Note	March 31, 2016	March 31, 2015
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	14,18,989	9,21,311
c) Money received against share warrants		-	-
		64,18,989	59,21,311
2) Non-current liabilities			
a) Long Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		-	-
c) Other Long term liabilities		-	-
d) Long-term provisions		-	-
		-	-
3) Current liabilities			
a) Short Term Borrowings		-	-
b) Trade payables	4	-	-
i) total outstanding due to micro and small enterprises		-	-
ii) total outstanding due of creditors other than micro and small enterprises		25,763	25,281
c) Other current liabilities		-	-
d) Short-term provisions		-	-
		25,763	25,281
TOTAL EQUITY AND LIABILITIES		64,44,752	59,46,592
II. ASSETS			
1) Non-current assets			
a) Fixed Assets			
i) Tangible assets		-	-
ii) Intangible assets		-	-
iii) Capital work in progress		-	-
iv) Intangible assets under development		-	-
		-	-
b) Non-current investments		-	-
c) Deferred tax assets (net)		-	-
d) Long-term loans and advances	5	2,347	84,442
e) Other non-current assets		-	-
		2,347	84,442
2) Current assets			
a) Current investments	6	5,29,459	57,67,241
b) Inventories		-	-
c) Trade receivables		-	-
d) Cash and cash equivalents	7	56,14,165	94,909
e) Short term loans and advances		-	-
f) Other current assets	8	2,98,781	-
		64,42,405	58,62,150
TOTAL ASSETS		64,44,752	59,46,592

Significant accounting policies and Notes to the Accounts 1 to 12

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number .0005118

I Ravi Sankar

Partner

Membership No.25929

Chennai

13th May 2016

SUNDARAM INSURANCE BROKING SERVICES LIMITED

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

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For **SUNDARAM INSURANCE BROKING SERVICES LIMITED**

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Director



Statement of Profit and Loss

for the Year Ended 31st March, 2016

(In ₹)

	Note	2015-16	2014-15
REVENUE			
Revenue from operations		-	-
Other income	9	7,63,744	1,98,947
Total Revenue	(A)	<u>7,63,744</u>	<u>1,98,947</u>
EXPENSES			
Finance Costs	10	-	3,280
Administrative and Other expenses	11	42,066	53,858
Total Expenses	(B)	<u>42,066</u>	<u>57,138</u>
Profit before Tax	(A-B)	7,21,678	1,41,809
Tax expense:			
Current tax		1,82,074	33,000
MAT Credit (Entitlement) / Availed		41,926	9,000
Net Current Tax		2,24,000	42,000
Deferred tax		-	42,000
Profit after tax		<u>4,97,678</u>	<u>99,809</u>
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		1.00	0.20
Diluted		1.00	0.20
Significant Accounting Policies and Notes to the Accounts 1 to 12			

As per our report of even date attached
For **Brahmayya & Co.**,
Chartered Accountants
Registration Number .000511S
L Ravi Sankar
Partner
Membership No.25929
Chennai
13th May 2016

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

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For SUNDARAM INSURANCE BROKING SERVICES LIMITED

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Director

Annual Report

2015-16



Cash Flow Statement

(In ₹)

	2015-2016		2014-2015	
A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit	4,97,678		99,809	
Add: Provision for Taxation	2,24,000		42,000	
	7,21,678		1,41,809	
Finance Costs	-		3,280	
Less: Interest Income	(3,01,526)		(5,713)	
Less: Dividend Income	-		(1,774)	
Less: Net gain on sale of investments	(4,62,218)		(1,91,460)	
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(42,066)		(53,858)
(Increase) / Decrease in Long Term Loans and Advances	61,095		88,767	
Increase / (Decrease) in Bank Deposits	(55,00,000)		-	
Increase / (Decrease) in Other Current Assets	(2,98,781)		-	
Increase / (Decrease) in Other Current Liabilities	482		-	
Cash generated from Operations		(57,37,204)		88,767
Finance Costs Paid		-		(3,280)
Direct Taxes Paid		(2,03,000)		(87,961)
NET CASH FROM OPERATING ACTIVITIES (A)		(59,82,270)		(56,332)
B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Current Investments		-		(1,58,00,882)
Sale of Current Investments		52,37,782		1,56,57,648
Interest Received		3,01,526		5,713
Dividend Received		-		1,774
Net gain/loss on sale of investments		4,62,218		1,91,460
NET CASH FROM INVESTING ACTIVITIES (B)		60,01,526		55,713
C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Equity shares		-		-
NET CASH FROM FINANCING ACTIVITIES (C)		-		-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)		19,256		(619)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		94,909		95,528
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		1,14,165		94,909
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR				
Current Account with Banks		1,14,165		94,909

As per our report of even date attached

For **Brahmayya & Co.,**
Chartered Accountants
Registration Number: 000511S

I. Ravi Sankar
Partner
Membership No. 25929
Chennai
13th May 2016

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED



Notes to the Accounts

1 SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2 Income and expenditure are accounted on accrual basis.

- 1.3 Valuation of Investments :

Long-term investments are stated at cost, provision for diminution in value other than temporary is considered wherever necessary.

Current Investments are valued at lower of cost and market value / net asset value.

- 1.4 Taxation :

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

- 1.5 Provisions :

Provisions are recognised when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



NOTES TO THE ACCOUNTS (Contd.)

Note 2

Share Capital

(In ₹)

	31.03.2016	31.03.2015
Authorised		
10,00,000 Equity shares of face value of ₹ 10/- each	<u>1,00,00,000</u>	<u>1,00,00,000</u>
Issued, Subscribed and fully paid up		
5,00,000 Equity shares of face value of ₹ 10/- each	<u>50,00,000</u>	<u>50,00,000</u>

Reconciliation of number of shares	Nos.	Nos.
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2016	No. of Shares	% held as at 31.03.2015
Sundaram Finance Limited*	Holding Company	5,00,000	100	5,00,000	100

* include 6 equity shares held by nominees of Sundaram Finance Limited

Note 3

Reserves and Surplus

(In ₹)

Surplus in the Statement of Profit and Loss	31.03.2016	31.03.2015
Opening Balance	9,21,311	8,21,502
Add: Profit for the year from the Profit and Loss statement	<u>4,97,678</u>	<u>99,809</u>
	14,18,989	9,21,311
Less : Appropriations		
General Reserve	—	—
Dividend		
Interim	—	—
Final (Proposed)	—	—
Dividend Tax	—	—
	<u>14,18,989</u>	<u>9,21,311</u>

SUNDARAM INSURANCE BROKING SERVICES LIMITED



NOTES TO THE ACCOUNTS (Contd.)

Note 4

Trade Payables *

(In ₹)

	31.03.2016	31.03.2015
i) Total outstanding due to micro and small enterprises	–	–
ii) Total outstanding due of creditors other than micro and small enterprises		
- For Expenses	25,763	25,281
- For Others	–	–
	<u>25,763</u>	<u>25,281</u>

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

Note 5

Long Term Loans and Advances

(In ₹)

	31.03.2016	31.03.2015
Unsecured considered good		
– Advance Income Tax and TDS	2,347	42,516
– MAT Credit Entitlement	–	41,926
	<u>2,347</u>	<u>84,442</u>

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹ 3,51,209/- (31/03/2015 - Provision for Income Tax ₹ 1,96,000/-)

Note 6

Current investments - Others

	Face Value (In ₹)	As at 31.03.2016		As at 31.03.2015	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at cost					
Investments in Mutual Funds:					
Sundaram Money Fund - Growth option	10	18,951	5,29,459	2,06,844	57,67,241
Aggregate amount of Unquoted Investments			<u>5,29,459</u>		<u>57,67,241</u>

Note 7

Cash and Cash Equivalents:

(In ₹)

	31.03.2016	31.03.2015
Balances with Banks in Current Accounts	1,14,165	94,909
Bank Deposits (upto 12 months maturity)	55,00,000	–
	<u>56,14,165</u>	<u>94,909</u>



NOTES TO THE ACCOUNTS (Contd.)

Note 8

Other Current Assets

(In ₹)

	31.03.2016	31.03.2015
Interest Receivable	2,98,781	—

STATEMENT OF PROFIT AND LOSS

Note 9

Other Income

(In ₹)

	2015-16	2014-15
Interest Receipts	3,01,526	5,713
Gain on sale of Current investments	4,62,218	1,91,460
Dividend Income	—	1,774
	<u>7,63,744</u>	<u>1,98,947</u>

Note 10

Finance Costs

(In ₹)

	2015-16	2014-15
Interest	—	3,280
	<u>—</u>	<u>3,280</u>

Note 11

Administrative and other expenses

(In ₹)

	2015-16	2014-15
Audit Fees	25,763	25,281
Printing and Stationery	8,820	6,615
Miscellaneous expenses	7,483	21,962
	<u>42,066</u>	<u>53,858</u>

SUNDARAM INSURANCE BROKING SERVICES LIMITED



NOTES TO THE ACCOUNTS (Contd.)

12. GENERAL

- 12.1 Related Party disclosures: In accordance with the Accounting Standard 18 - 'Related Party Disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:**Holding Company:**

Sundaram Finance Limited

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

Sundaram Finance Distribution Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Infreight Logistics Solutions Limited

Sundaram BNP Paribas Fund Services Limited

LGF Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

Royal Sundaram General Insurance Co. Limited (Effective from 29-Jul-2015)

Related Party Transaction :

The nature and volume of transactions of the company during the period, with the related parties are as follows:

(in ₹)

Nature of Transactions	Holding Company	Fellow Subsidiaries	2015-16	2014-15
Liabilities				
Sundaram Finance Limited				
– Equity Share Capital	50,00,000		50,00,000	50,00,000

No amount has been written off/written back during the year.



NOTES TO THE ACCOUNTS (Contd.)

12.2 Earnings per share:

	2015-2016	2014-2015
A. Profit for the year (₹)	4,97,678	99,809
B. Weighted average number of equity shares of ₹ 10/- (in numbers)	5,00,000	5,00,000
C. Basic and Diluted Earnings per share (₹) (A/B)	1.00	0.20

12.3 There are no amounts due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

12.4 The company does not have any employees on its rolls.

12.5 Miscellaneous expenses include remuneration to auditors towards:

(In ₹)

	2015-2016	2014-2015
Audit Fee		
Statutory Audit	10,000	10,000
Tax Audit	5,000	5,000
Certification	7,500	7,500

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

Signature to Schedule 1 to 12

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number : 000511S

L Ravi Sankar

Partner

Membership No. 25929

Chennai

13th May 2016

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED

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For SUNDARAM INSURANCE BROKING SERVICES LIMITED

Director



SUNDARAM INSURANCE BROKING SERVICES LIMITED

**5th ANNUAL REPORT
2014-2015**



BOARD OF DIRECTORS

Srinivas Acharya

S. Ravindran

S. Sivakumar

BANKERS

State Bank of Travancore

AUDITORS

M/s. Brahmayya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road

Chennai 600 002

Tel: 044-28521181

CIN : U67100TN2010PLC078063



SUNDARAM INSURANCE BROKING SERVICES LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE LIMITED

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Directors' Report

Your Directors have pleasure in presenting the Fifth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2015.

The summarised financial results of the Company are given hereunder:

(in ₹)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Total Revenue	1,98,947	3,39,613
Total Expenses	57,138	47,784
Profit / (Loss) before Tax	1,41,809	2,91,829
Profit / (Loss) after Tax	99,809	2,91,829

REVIEW OF OPERATIONS

Your Company has not yet commenced its core operations.

DIRECTORS

Sri S Sivakumar, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

During the year, Sri T T Srinivasaraghavan, Director, resigned from Board with effect from 28th March 2015. Your Directors place on record the significant contribution made by him to the deliberations of the Board.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 6 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

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

- 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 of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has Mutual Fund investments to the tune of ₹ 58 lakhs as on 31st March 2015. There were no loans made or guarantees given by the Company

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any material transaction with related parties, under Section 188 of the Companies Act, 2013. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2015, is enclosed –Annexure B.



INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES, 2014

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

Your Company has no employee on its payroll. Accordingly, the provisions of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

DEPOSITS

Your Company has not accepted any public deposit during the year under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate under from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Limited for its support.

Chennai 600 002
Date: 6th May, 2015

Srinivas Acharya
S. Ravindran
S. Sivakumar
Directors

Annexure - A

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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

Chennai 600 002
Date: 6th May, 2015

Srinivas Acharya
S. Ravindran
S. Sivakumar
Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED



FORM NO.MGT-9**Extract of Annual Return of Infreight Logistics Solutions Limited
as on the financial year ended on 31st March 2015**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1)
of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	U67100TN2010PLC078063
(ii)	Registration Date	15th November 2010
(iii)	Name of the Company	Sundaram Insurance Broking Services Limited
(iv)	Category / Sub-Category of the Company	Public Company / Company limited by shares
(v)	Address of the Registered Office and contact details	21, Patullos Road, Chennai 600 002 Tel: 044-28521181
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Nil

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Carrying on the business of Insurance brokers of all kinds of Insurable perils including of Life, Medical and other general insurance and such other business as may be allowed from time to time for the Insurance Brokers under the rules of Insurance Regulatory Development Authority.	66 – Other financial activities	Gain on sale of Current investments – 96.23%

* Yet to Start Business – Gain on sale of Mutual Fund investments is shown as other income under Revenues in the Profit and Loss Statement of the Company as on 31st March 2015.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Limited, 21, Patullos Road Chennai – 600002	L65191TN1954PLC002429	Holding Company	100.00	2(46)



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	—	—	—	—	—	—	—	—	—
(b)	Central Govt	—	—	—	—	—	—	—	—	—
(c)	State Govt(s)	—	—	—	—	—	—	—	—	—
(d)	Bodies Corp. – Sundaram Finance Limited*	—	500000	500000	100.00	—	500000	500000	100.00	—
(e)	Banks / FI	—	—	—	—	—	—	—	—	—
(f)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(1)	—	500000	500000	100.00	—	500000	500000	100.00	—
(2)	Foreign									
(a)	NRIs – Individuals	—	—	—	—	—	—	—	—	—
(b)	Other – Individuals	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.	—	—	—	—	—	—	—	—	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(2)	—	—	—	—	—	—	—	—	—
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	—	500000	500000	100.00	—	500000	500000	100.00	—
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	—	—	—	—	—	—	—	—	—
(b)	Banks / FI	—	—	—	—	—	—	—	—	—
(c)	Central Govt	—	—	—	—	—	—	—	—	—
(d)	State Govt(s)	—	—	—	—	—	—	—	—	—
(e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
(f)	Insurance Companies	—	—	—	—	—	—	—	—	—
(g)	FII's	—	—	—	—	—	—	—	—	—
(h)	Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
(i)	Any Other – Foreign Portfolio Investors	—	—	—	—	—	—	—	—	—
	Sub-Total (B)(1)	—	—	—	—	—	—	—	—	—



SUNDARAM INSURANCE BROKING SERVICES LIMITED

	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 Shares	
2.	Non- Institutions									
(a)	Bodies Corporate									
(i)	Indian	—	—	—	—	—	—	—	—	—
(ii)	Overseas	—	—	—	—	—	—	—	—	—
(b)	Individuals									
i	Individual shareholders holding nominal shares capital up to ₹1 lakh	—	—	—	—	—	—	—	—	—
ii	Individual shareholders holding nominal shares capital in excess of ₹1 lakh	—	—	—	—	—	—	—	—	—
(c)	Others (specify)									
	Trusts	—	—	—	—	—	—	—	—	—
	Clearing Members	—	—	—	—	—	—	—	—	—
	Sub-Total (B)(2)	—	—	—	—	—	—	—	—	—
	Total Public Shareholding (B)=(B)(1)+(B)(2)	—	—	—	—	—	—	—	—	—
(C)	Shares held by Custodian for GDRs and ADRs	—	—	—	—	—	—	—	—	—
	GRAND TOTAL (A)+(B)+(C)	—	500000	500000	100.00	—	500000	500000	100.00	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited



(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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited*	5,00,000	100%	—	5,00,000	100%	—	—
	Total	5,00,000	100%	—	5,00,000	100%	—	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sundaram Finance Limited				
At the beginning of the year*	5,00,000	100%	5,00,000	100%
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year	—	—	5,00,000	100%

* Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				



(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name 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	Sri T T Srinivasarghavan* Director#				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
2	Sri Srinivas Acharya Director				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—
3	Sri S Sivakumar* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
4	Sri S Ravindran* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
5	Sri K Sankarakumar* At the beginning of the year (since 26th May 2014) — held jointly with others	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
6	Sri Harsha Viji* At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—

* held as nominees of Sundaram Finance Limited jointly with others

Sri T T Srinivasarghavan, Director resigned from their Directorship on 28th March 2015



V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



B. Remuneration to other directors:

Name of the Directors	Particulars of Remuneration			Total Amount
	Fee for attending board / committee meetings	Commission	Others, please specify	
Independent Directors	Not Applicable			
Total (1)				
Other Non-Executive Directors				
Sri Srinivas Acharya	Nil			
Sri S Sivakumar				
Sri S Ravindran				
Total (2)				
Total (B) = (1 + 2)	Nil			
Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	CEO	Company Secretary	CFO	Total Amount
1	Gross Salary	Not Applicable			
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961				
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961				
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	– as % of profit				
	– others, specify				
5	Others, please specify				
	Total (A)				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2015.



INDEPENDENT AUDITOR'S REPORT

To the Members of Sundaram Insurance Broking Services Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of SUNDARAM INSURANCE BROKING SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

4. Opinion

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

SUNDARAM INSURANCE BROKING SERVICES LIMITED



- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cashflows for the year ended on that date.
5. Report on Other Legal and Regulatory Requirements
- i) As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraph 3 of the Order.
- ii) 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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 did not have any pending litigation;
- ii. the company did not have any long term contracts including derivative contracts;
- iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company during the year.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date : 6th May, 2015



Annexure to the Auditor's Report referred to in paragraph 5 of our report of even date

1. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii) (a) and (b) of paragraph 3 of the Order are not applicable to the Company for the year.
2. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and its activities. During the course of our audit, no major weaknesses were noticed in the internal controls and therefore the reporting of the same does not arise.
3. The company has not accepted deposits from public.
4. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
5.
 - i) According to the records of the Company and the information and explanations given to us, undisputed statutory dues, including Income tax, Service tax and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
 - ii) According to the records of the Company and the information and explanations given to us, there are no dues of Income tax and Service tax which have not been deposited on account of any dispute.
 - iii) Based on our examination of the records and the information and explanations given to us, there was no amount to be transferred to Investor Education and Protection Fund by the Company during the year in accordance with the relevant provision of the Companies Act, 1956 and the rules made thereunder.
6. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the current and immediately preceding financial years.
7. Based on our audit procedures and the information and explanations given by the Management, the company does not have any borrowings from banks, financial institutions or by issue of debentures.
8. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
9. Based on our examination of the records and the information and explanations given to us, the company has not obtained any term loans.
10. To the best of our knowledge and belief and according to the information and explanations given to us, during the year no fraud by the Company and no fraud on the Company were noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the nature of the Company's business/ activities during the year has been such that clause (i) and (ii) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company for the year.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date : 6th May, 2015



Balance Sheet

as at 31st March, 2015

(In ₹)

Particulars	Note	March 31, 2015	March 31, 2014
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	9,21,311	8,21,502
c) Money received against share warrants		-	-
		59,21,311	58,21,502
2) Non-current liabilities			
a) Long Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		-	-
c) Other Long term liabilities		-	-
d) Long-term provisions		-	-
		-	-
3) Current liabilities			
a) Short Term Borrowings		-	-
b) Trade payables		-	-
c) Other current liabilities	4	25,281	25,281
d) Short-term provisions		-	-
		25,281	25,281
TOTAL		59,46,592	58,46,783
II ASSETS			
1) Non-current assets			
a) Fixed Assets			
i) Tangible assets		-	-
ii) Intangible assets		-	-
iii) Capital work in progress		-	-
iv) Intangible assets under development		-	-
b) Non-current investments		-	-
c) Deferred tax assets (net)		-	-
d) Long-term loans and advances	5	84,442	1,27,248
e) Other non-current assets		-	-
		84,442	1,27,248
2) Current assets			
a) Current investments	6	57,67,241	56,24,007
b) Inventories		-	-
c) Trade receivables		-	-
d) Cash and cash equivalents	7	94,909	95,528
e) Short term loans and advances		-	-
f) Other current assets		-	-
		58,62,150	57,19,535
TOTAL		59,46,592	58,46,783

Significant Accounting Policies and Notes to the Accounts (1-12)

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number .000511S

I. Ravi Sankar

Partner

Membership No.25929

Chennai

6th May, 2015

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

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For SUNDARAM INSURANCE BROKING SERVICES LIMITED

15

Director

Annual Report

2014-15



Statement of Profit and Loss for the Year Ended 31st March, 2015

(In ₹)

Particulars	Note	2014-15	2013-14
REVENUE			
Revenue from operations		—	—
Other income	8	1,98,947	3,39,613
Total Revenue	(A)	1,98,947	3,39,613
EXPENSES			
Finance Costs	9	3,280	140
Administrative and Other expenses	10	53,858	46,286
Provisions and Write Off	11	—	1,358
Total Expenses	(B)	57,138	47,784
Profit before Tax	(A-B)	1,41,809	2,91,829
Tax expense:			
Current tax		33,000	—
MAT Credit (Entitlement) / Availed		9,000	—
Net Current Tax		42,000	—
Deferred tax		—	42,000
Profit after tax		99,809	2,91,829
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		0.20	0.58
Diluted		0.20	0.58
Significant Accounting Policies and Notes to the Accounts (1-12)			

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number .000511S
L Ravi Sankar
Partner
Membership No.25929
Chennai
6th May, 2015

Srinivas Acharya

S Ravindran

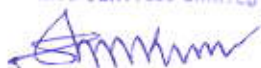
S Sivakumar

Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED

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For SUNDARAM INSURANCE BROKING SERVICES LIMITED

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Director



Notes to the Accounts

1 SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2 Income and expenditure are accounted on accrual basis.

- 1.3 Valuation of Investments:

Long-term investments are stated at cost, provision for diminution in value other than temporary is considered wherever necessary.

Current Investments are valued at lower of cost and market value / net asset value.

- 1.4 Taxation :

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

- 1.5 Provisions :

Provisions are recognised when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



NOTES TO THE ACCOUNTS (Contd.)

Note 2

Share Capital

(In ₹)

Particulars	31.03.2015	31.03.2014
Authorised		
10,00,000 Equity shares of face value of ₹ 10/- each	1,00,00,000	1,00,00,000
(Previous Year – 10,00,000 Equity shares of face value of ₹ 10/- each)		
Issued, Subscribed and fully paid up		
5,00,000 Equity shares of face value of ₹ 10/- each	50,00,000	50,00,000

Reconciliation of number of shares	Nos.	Nos.
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2015	No. of Shares	% held as at 31.03.2014
Sundaram Finance Limited*	Holding Company	5,00,000	100%	5,00,000	100%

* include 6 equity shares held by nominees of Sundaram Finance Limited

Note 3

Reserves and Surplus

(In ₹)

Surplus in the Profit and Loss statement	31.03.2015	31.03.2014
Opening Balance	8,21,502	5,29,673
Add: Profit for the year from the Statement of Profit and Loss	99,809	2,91,829
	9,21,311	8,21,502
Less : Appropriations		
General Reserve	—	—
Dividend		
Interim	—	—
Final (Proposed)	—	—
Dividend Tax	—	—
	9,21,311	8,21,502

SUNDARAM INSURANCE BROKING SERVICES LIMITED



NOTES TO THE ACCOUNTS (Contd.)

Note 4

Current Liabilities

(In ₹)

Particulars	31.03.2015	31.03.2014
Trade Payables		
– For Expenses	25,281	25,281
– For Others	–	–
	<u>25,281</u>	<u>25,281</u>

Note 5

Long Term Loans and Advances

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured considered good		
– Advance Income Tax and TDS	42,516	76,322
– MAT Credit Entitlement	41,926	50,926
	<u>84,442</u>	<u>1,27,248</u>

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹1,96,000/- (31/03/2014 – Provision for Income Tax ₹1,63,000/-)

Note 6

Current investments– Others

Particulars	Face Value (In ₹)	As at 31.03.2015		As at 31.03.2014	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at cost					
Investments in Mutual Funds:					
Sundaram Money Fund – Growth option	10	2,06,844	57,67,241	–	–
Sundaram Money Fund – Dividend option		–	–	61,812	6,24,007
Sundaram FIIP Quarterly Series – 90 days	10	–	–	3,03,538	50,00,000
Aggregate amount of Unquoted Investments			<u>57,67,241</u>		<u>56,24,007</u>

Note 7

Cash and Cash Equivalents:

(In ₹)

Particulars	31.03.2015	31.03.2014
Balances with Banks in Current Accounts	94,909	95,528



NOTES TO THE ACCOUNTS (Contd.)

STATEMENT OF PROFIT AND LOSS

Note 8

Other Income

(In ₹)

Particulars	2014-15	2013-14
Interest Receipts	5,713	-
Gain on sale of Current investments	1,91,460	-
Dividend Income	1,774	3,39,613
	<u>1,98,947</u>	<u>3,39,613</u>

Note 9

Finance Costs

(In ₹)

Particulars	2014-15	2013-14
Interest	3,280	140
	<u>3,280</u>	<u>140</u>

Note 10

Administrative and Other expenses

(In ₹)

Particulars	2014-15	2013-14
Miscellaneous Expenses	53,858	46,286
	<u>53,858</u>	<u>46,286</u>

Note 11

Provisions and Write Off

(In ₹)

Particulars	2014-15	2013-14
Loss on redemption of mutual fund units	-	1,358
	<u>-</u>	<u>1,358</u>



NOTES TO THE ACCOUNTS (Contd.)

12. GENERAL

- 12.1 Related Party disclosures: In accordance with the Accounting Standard 18 – 'Related Party Disclosures', the details of related parties and the transactions with related parties are given below :

Related Parties:**Holding Company:**

Sundaram Finance Limited

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

Sundaram Finance Distribution Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Infreight Logistics Solutions Limited

Sundaram BNP Paribas Fund Services Limited

LGF Services Limited

Sundaram Parekh Warehousing Services Limited

(merged with Infreight Logistics Solutions Limited with effect from 01.04.2014)

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

Related Party Transaction :

The nature and volume of transactions of the company during the period, with the related parties are as follows : (in ₹)

Nature of Transactions	Holding Company	Fellow Subsidiaries	Associate	Total
Liabilities				
Sundaram Finance Limited				
– Equity Share Capital	50,00,000			50,00,000
	(50,00,000)			(50,00,000)

No amount has been written off/written back during the year.

Previous year figures are given in brackets.



NOTES TO THE ACCOUNTS (Contd.)

12.2 Earnings per share:

	2014-2015	2013-2014
A. Profit for the year (₹)	99,809	2,91,829
B. Weighted average number of equity shares of ₹ 10/- (in numbers)	5,00,000	5,00,000
C. Basic and Diluted Earnings per share (₹) (A/B)	0.20	0.58

12.3 Miscellaneous expenses include remuneration to auditors towards:

(In ₹)

	2014-2015	2013-2014
Audit Fee		
Statutory Audit	15,000	15,000
Certification	7,500	7,500

12.4 There are no amounts due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

12.5 The company does not have any employees on its rolls.

12.6 Previous year's figures have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

Signature to Schedule 1 to 12

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number : 000511S
L Ravi Sankar
Partner
Membership No. 25929
Chennai
6th May, 2015

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED

CERTIFIED TRUE COPY
For SUNDARAM INSURANCE BROKING SERVICES LIMITED

22


Director



Cash Flow Statement for the year ended 31.03.2015

(In ₹)

	2014-2015	2013-2014
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit	99,809	2,91,829
Add: Provision for Taxation	42,000	-
	1,41,809	2,91,829
Finance Costs	3,280	140
Less: Interest Income	(5,713)	-
Less: Dividend Income	(1,774)	(3,39,613)
Less: Net gain on sale of investments	(1,91,460)	1,358
Operating profit before working capital changes	(53,858)	(46,286)
(Increase) Decrease in Long Term Loans and Advances	88,767	-
(Increase) Decrease in Short Term Loans and Advances	-	-
Increase/(Decrease) in Long Term Provisions	-	-
Increase (Decrease) in Other Current Liabilities	-	(5,618)
Cash generated from Operations	88,767	(5,618)
Finance Costs Paid	(3,280)	(140)
Direct Taxes Paid	(87,961)	(48,000)
NET CASH FROM OPERATING ACTIVITIES (A)	(56,332)	(1,00,044)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	(1,58,00,882)	(1,08,39,613)
Sale of Current Investments	1,56,57,648	1,05,99,107
Interest Received	5,713	-
Dividend Received	1,774	3,39,613
Net gain/loss on sale of investments	1,91,460	(1,358)
NET CASH FROM INVESTING ACTIVITIES (B)	55,713	97,749
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity shares	-	-
NET CASH FROM FINANCING ACTIVITIES (C)	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(619)	(2,295)
Cash and Cash Equivalents at the beginning of the year	95,528	97,823
Cash and cash equivalents at the end of the year	94,909	95,528
Components of Cash and Cash Equivalents at the end of the year		
Current Account with Banks	94,909	95,528

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number: 000511S

I Ravi Sankar

Partner

Membership No. 25929

Chennai

6th May, 2015

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

CERTIFIED TRUE COPY
For SUNDARAM INSURANCE BROKING SERVICES LIMITED



Director



SUNDARAM INSURANCE BROKING SERVICES LIMITED

***4th Annual Report
2013-14***



BOARD OF DIRECTORS

T T Srinivasaraghavan

Srinivas Acharya

S Ravindran

S Sivakumar

BANKERS

State Bank of Travancore

AUDITORS

M/s. Brahmayya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road

Chennai 600 002

Tel: 044-28521181

CIN : U67100TN2010PLC078063



SUNDARAM INSURANCE BROKING SERVICES LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE

Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Cash Flow Statement	17



Directors' Report

Your Directors have pleasure in presenting the Fourth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2014.

The summarised financial results of the Company are given hereunder:

(in ₹)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Total Revenue	3,39,613	4,68,327
Total Expenses	47,784	53,556
Profit / (Loss) before Tax	2,91,829	4,14,771
Profit / (Loss) after Tax	2,91,829	3,02,771

REVIEW OF OPERATIONS

Your Company has not yet commenced its core operations.

DIRECTORS

Sri Srinivas Acharya, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 217(2AA) of the Companies Act, 1956, your directors confirm:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- that they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- that they had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

- that they had prepared the annual accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate is attached with this report.

INFORMATION AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

Your Company has no employee on its payroll. Accordingly, the provisions of Section 217(2A) of the Companies Act, 1956 are not applicable.

DEPOSITS

Your Company has not accepted any public deposit during the year under review.

AUDITORS

M/s Brahmaya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Limited for its support.

T. T. Srinivasaraghavan
Srinivas Acharya
S. Ravindran
S. Sivakumar
 Directors

Chennai 600 002
 Date: 8th May, 2014



Secretarial Compliance Certificate

Name of the Company : SUNDARAM INSURANCE BROKING SERVICES LIMITED
Registration No. : U67100TN2010PLC078063
Authorized Capital : ₹ 1,00,00,000/-
Paid-up Capital : ₹ 50,00,000/-

To
The Members
Sundaram Insurance Broking Services Limited
21, Patullos Road,
Chennai – 600 002.

I have examined the registers, records, books and papers of **SUNDARAM INSURANCE BROKING SERVICES LIMITED** (the Company), as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2014**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public limited Company and has the minimum prescribed paid up capital.
4. The Board of Directors duly met Four (4) times on 17th May 2013, 10th September 2013, 21st October 2013, 29th January 2014 in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of Members during the financial year ended 31st March 2014.
6. The 3rd Annual General Meeting for the financial year ended 31st March, 2013 was held on 20th June 2013, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year ended 31st March 2014.
8. The Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or companies referred to under Section 295 of the Act during the year ended 31st March 2014.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year ended 31st March 2014.
13. The Company:
 - i) has not effected any allotment / transfer / transmission of securities during the year ended 31st March 2014.
 - ii) has not deposited any amount in a separate bank account as no dividend was declared during the year ended 31st March 2014.

SUNDARAM INSURANCE BROKING SERVICES LIMITED



- | | |
|--|--|
| <p>iii) was not required to post warrants to any member of the Company as no dividend was declared during the year ended 31st March 2014.</p> <p>iv) has not declared any dividend, issued any shares or debentures and has not accepted any deposits. Hence, the question of transfer of dividend to unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund does not arise.</p> <p>v) has duly complied with the requirements of Section 217 of the Act.</p> <p>14. The Board of Directors of the Company is duly constituted and the appointment to the Board has been duly made and registered.</p> <p>15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year under review.</p> <p>16. The Company has not appointed any sole selling agent during the year ended 31st March 2014.</p> <p>17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director and / or such authorities prescribed under the various provisions of the Act during the financial year ended 31st March 2014.</p> <p>18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.</p> <p>19. The Company has not issued any shares, debentures or other securities during the financial year ended 31st March 2014.</p> <p>20. The Company has not bought back any shares during the financial year under review and hence the question of complying with the buy back provisions does not arise.</p> | <p>21. The Company has no preference share capital and has not issued debentures and hence the question of redemption of preference shares/ debentures during the financial year under review does not arise.</p> <p>22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.</p> <p>23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the year ended 31st March 2014.</p> <p>24. The Company has not made any borrowings during the year ended 31st March 2014.</p> <p>25. The Company has not made loans to bodies corporate during the year ended 31st March 2014.</p> <p>26. During the year under review, the Company has not altered the provisions of its Memorandum and its Articles of Association.</p> <p>27. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the year ended 31st March 2014, for offences under the Act.</p> <p>28. The Company has not received any money as security from its employees during the year ended 31st March 2014.</p> <p>29. According to the information and explanations given to me, during the year under review, the provisions relating to contribution to Provident Fund did not apply to the Company.</p> |
|--|--|

Place: Chennai

Date: 31.03.2014

Malini Seshadri, A.C.S.

No. 5493 CP1323



Annexure A to Secretarial Compliance Certificate

Registers as maintained by the Company during the year ended 31st March, 2014

Sl. No.	Section Number	Name of the Register
1.	–	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of the meetings of Board of directors
4.	193	Minutes of the meetings of the Members
5.	303	Register of Directors
6.	307	Register of Directors' Shareholding
7.	372A	Register of Investments/Loans /Guarantees and Securities
8.	–	Board Meeting Attendance Register
9.	–	General Meeting Attendance Register
10.	–	Common Seal Register

Annexure B to Secretarial Compliance Certificate

Returns/Documents/forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the year ended 31st March 2014

REGISTRAR OF COMPANIES

Sl. No	Form No.	Relevant Section	Description
1.	66	383A	Compliance Certificate issued by Ms Malini Seshadri, Practising Company Secretary, for the financial year ended 31st March 2013
2.	23AC - XBRL & 23ACA - XBRL	220	Balance Sheet and Profit & Loss Statement for the financial year ended 31st March 2013
3.	20 B	159	Annual Return made upto 20th June 2013 (Date of AGM).
4.	32	303	Special Resolution for investing in excess of the limits prescribed under Section 372A of the Companies Act,1956

REGIONAL DIRECTOR

NIL

CENTRAL GOVERNMENT & OTHER AUTHORITIES

NIL

Place: Chennai

Date: 31.03.2014

Malini Seshadri, A.C.S.

No. 5493 CP1323

SUNDARAM INSURANCE BROKING SERVICES LIMITED



INDEPENDENT AUDITORS' REPORT

To the Members of Sundaram Insurance Broking Services Limited

1) Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Insurance Broking Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

3) Auditor's Responsibility

- a) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
- b) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making

those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

- c) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4) Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5) Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the

Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S

L. RAVI SANKAR

Partner

Membership No.25929

Place: Chennai

Date : 8th May, 2014



Annexure to the Auditors' Report referred to in paragraph 5 of our report of even date

1. In our opinion and according to the information and explanations given to us, the company has neither granted nor taken any loans secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, clauses (iii) (a) to (g) of paragraph 4 of the Order are not applicable to the company for the year.
2. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company. During the course of our audit, no major weaknesses have been noticed in the internal controls and therefore the reporting of the same does not arise
3. The company has not accepted deposits.
4. The company has an internal audit system which in our opinion, is commensurate with the size and the nature of its business.
5. The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
6.
 - a) According to the records of the company and the information and explanations given to us, undisputed statutory dues were generally deposited within due date during the year with the appropriate authorities.
 - b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax which were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.
7. The company does not have any borrowing from financial institutions, Banks, or by issue of debentures.
8. According to the information and explanations given to us, during the year, the company has not:
 - a) granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
 - b) given any guarantees for loan taken by others from banks or financial institutions.
 - c) availed any term loan.
 - d) issued any debentures.
 - e) raised monies by way of public issue.
 - f) raised any short term funds
9. Based on our examination of records and information and explanations given to us, proper records have been maintained of the transactions and contracts relating to dealing in securities and timely entries have been made therein. The securities have been held by the company in its own name.
10. To the best of our knowledge and belief and according to the information and explanations given to us, during the period no fraud by the company and no fraud on the company was noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the nature of the company's business / activities during the period have been such that clauses i, ii, v, x, xiii and xviii of paragraph 4 of the Companies (Auditors' Report) Order, 2003 are not applicable to the company for the year.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
L. RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date : 8th May, 2014



Balance Sheet

as at 31st March, 2014

(In ₹)

Particulars	Note	March 31, 2014	March 31, 2013
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	8,21,502	5,29,673
c) Money received against share warrants		—	—
		58,21,502	55,29,673
2) Non-current liabilities			
a) Long Term Borrowings		—	—
b) Deferred Tax Liabilities (Net)		—	—
c) Other Long term liabilities		—	—
d) Long-term provisions		—	—
		—	—
3) Current liabilities			
a) Short Term Borrowings		—	—
b) Trade payables		—	—
c) Other current liabilities	4	25,281	30,899
d) Short-term provisions		—	—
		25,281	30,899
TOTAL		58,46,783	55,60,572
II ASSETS			
1) Non-current assets			
a) Fixed Assets			
i) Tangible assets		—	—
ii) Intangible assets		—	—
iii) Capital work in progress		—	—
iv) Intangible assets under development		—	—
b) Non-current investments		—	—
c) Deferred tax assets (net)		—	—
d) Long-term loans and advances	5	1,27,248	79,248
e) Other non-current assets		—	—
		1,27,248	79,248
2) Current assets			
a) Current investments	6	56,24,007	53,83,501
b) Inventories		—	—
c) Trade receivables		—	—
d) Cash and cash equivalents	7	95,528	97,823
e) Short term loans and advances		—	—
f) Other current assets		—	—
		57,19,535	54,81,324
TOTAL		58,46,783	55,60,572

Significant Accounting Policies and Notes to the Accounts (1-12)

As per our report of even date attached

For **Brahmayya & Co.,**
Chartered Accountants
Registration Number .000511S

I. Ravi Sankar
Partner
Membership No.25929
Chennai
8th May, 2014

T T Srinivasaraghavan

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

SUNDARAM INSURANCE BROKING SERVICES LIMITED

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10

For **SUNDARAM INSURANCE BROKING SERVICES LIMITED**

Director



Statement of Profit and Loss

for the Year Ended 31st March, 2014

(In ₹)

Particulars	Note	2013-14	2012-13
Revenue from operations		—	—
Other income	8	3,39,613	4,68,327
Total Revenue	(A)	<u>3,39,613</u>	<u>4,68,327</u>
Finance Costs	9	140	3,240
Administrative and Other expenses	10	46,286	50,316
Provisions and Write Off	11	1,358	—
Total Expenses	(B)	<u>47,784</u>	<u>53,556</u>
Profit before Tax	(A-B)	<u>2,91,829</u>	<u>4,14,771</u>
Tax expense:			
Current tax		—	82,000
MAT Credit (Entitlement) / Availed		—	30,000
Net Current Tax		—	1,12,000
Deferred tax		—	1,12,000
Profit after tax		<u>2,91,829</u>	<u>3,02,771</u>
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		0.58	0.61
Diluted		0.58	0.61
Significant Accounting Policies and Notes to the Accounts (1-12)			

As per our report of even date attached
For **Brahmayya & Co.**,
Chartered Accountants
Registration Number .000511S
I Ravi Sankar
Partner
Membership No.25929
Chennai
8th May, 2014

T T Srinivasaraghavan

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

CERTIFIED TRUE COPY

For SUNDARAM INSURANCE BROKING SERVICES LIMITED


Director


Notes to the Accounts

1 SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of 211 (3C) of the Companies Act, 1956.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2 Income and expenditure are accounted on accrual basis.

- 1.3 Valuation of Investments:

Long-term investments are stated at cost, provision for diminution in value other than temporary is considered wherever necessary.

Current Investments are valued at lower of cost and market value / net asset value.

- 1.4 Taxation:

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

- 1.5 Provisions:

Provisions are recognised when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.



NOTES TO THE ACCOUNTS (Contd.)

Note 2

Share Capital

(In ₹)

Particulars	31.03.2014	31.03.2013
Authorised		
10,00,000 Equity shares of face value of ₹ 10/- each	1,00,00,000	1,00,00,000
(Previous Year - 10,00,000 Equity shares of face value of ₹ 10/- each)		
Issued, Subscribed and fully paid up		
5,00,000 Equity shares of face value of ₹ 10/- each	50,00,000	50,00,000

Reconciliation of number of shares	Nos.	Nos.
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2014	No. of Shares	% held as at 31.03.2013
Sundaram Finance Limited*	Holding Company	5,00,000	100%	5,00,000	100%

* include 6 equity shares held by nominees of Sundaram Finance Limited

Note 3

Reserves and Surplus

(In ₹)

Surplus in the Profit and Loss statement	31.03.2014	31.03.2013
Opening Balance	5,29,673	2,26,902
Add: Profit for the year from the Statement of Profit and Loss	2,91,829	3,02,771
	8,21,502	5,29,673
Less : Appropriations		
General Reserve	—	—
Dividend		
Interim	—	—
Final (Proposed)	—	—
Dividend Tax	—	—
	8,21,502	5,29,673



NOTES TO THE ACCOUNTS (Contd.)

Note 4

Current Liabilities

(In ₹)

Particulars	31.03.2014	31.03.2013
Trade Payables		
– For Expenses	25,281	27,809
– For Others	–	3,090
	<u>25,281</u>	<u>30,899</u>

Note 5

Long Term Loans and Advances

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured considered good		
– Advance Income Tax and TDS	76,322	28,322
– MAT Credit Entitlement	50,926	50,926
	<u>1,27,248</u>	<u>79,248</u>

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹ 1,63,000/- (31/03/2013 - Provision for Income Tax ₹ 1,63,000/-)

Note 6

Current investments- Others

Particulars	Face Value (In ₹)	31.03.2014		31.03.2013	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at Cost					
Investments in Mutual Funds:					
Sundaram Money Fund	10	61,812	6,24,007	–	–
Sundaram FIIP Quarterly Series - 90 days	10	3,03,538	50,00,000	–	–
Kotak Floater Short Term	10	–	–	4,971	50,28,561
Kotak Floater Long Term	10	–	–	35,213	3,54,940
Aggregate amount of Unquoted Investments			<u>56,24,007</u>		<u>53,83,501</u>

Note 7

Cash and Cash Equivalents:

(In ₹)

Particulars	31.03.2014	31.03.2013
Balances with Banks in Current Accounts	95,528	97,823

SUNDARAM INSURANCE BROKING SERVICES LIMITED



NOTES TO THE ACCOUNTS (Contd.)

STATEMENT OF PROFIT AND LOSS

Note 8

Other Income

(In ₹)

Particulars	2013-14	2012-13
Interest Receipts	—	4,20,617
Gain on sale of Current investments	—	8,759
Dividend Income	3,39,613	38,951
	<u>3,39,613</u>	<u>4,68,327</u>

Note 9

Finance Costs

(In ₹)

Particulars	2013-14	2012-13
Interest	140	3,240
	<u>140</u>	<u>3,240</u>

Note 10

Administrative and Other expenses

(In ₹)

Particulars	2013-14	2012-13
Miscellaneous Expenses	46,286	50,316
	<u>46,286</u>	<u>50,316</u>

Miscellaneous expenses include remuneration to auditors towards:

(In ₹)

Particulars	2013-14	2012-13
Audit Fee		
Statutory Audit	15,000	15,000
Certification	7,500	12,500

Note 11

Provisions and Write Off

(In ₹)

Particulars	2013-14	2012-13
Loss on redemption of mutual fund units	1,358	—
	<u>1,358</u>	<u>—</u>



NOTES TO THE ACCOUNTS (Contd.)

12. GENERAL

- 12.1 Related Party disclosures: In accordance with the Accounting Standard 18 - 'Related Party Disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:

Holding Company:

Sundaram Finance Limited

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

Sundaram Finance Distribution Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Infreight Logistics Solutions Limited

Professional Management Consultants Limited (Till 15th May 2013)

Caltec Servicez Private Limited (Till 15th May 2013)

Sundaram BNP Paribas Fund Services Limited

LGF Services Limited

Sundaram Parekh Warehousing Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

SUNDARAM INSURANCE BROKING SERVICES LIMITED



Cash Flow Statement for the year ended 31.03.2014

(In ₹)

	2013-2014	2012-2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	2,91,829	3,02,771
Add: Provision for Taxation	—	1,12,000
Operating Profit Before Working Capital Changes	2,91,829	4,14,771
(Increase)/Decrease in Long term loans and advances	—	(42,061)
(Increase)/Decrease in Short term loans and advances	—	50,00,000
Increase /(Decrease) in Long Term Provisions	—	(81,000)
Increase /(Decrease) in Current Liabilities	(5,618)	14,045
Cash generated from Operations	(5,618)	48,90,984
Direct Taxes Paid	(48,000)	(68,000)
Net Cash from Operating Activities (A)	2,38,211	52,37,755
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	(1,08,39,613)	(53,83,501)
Sale of Current Investments	1,05,99,107	2,10,791
Sale of Non-Current Investments (net proceeds)	—	—
Net Cash from Investing Activities (B)	(2,40,506)	(51,72,710)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity shares	—	—
Net Cash from Financing Activities (C)	—	—
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(2,295)	65,045
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	97,823	32,778
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	95,528	97,823
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Current Account with Banks	95,528	97,823

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number .000511S

L Ravi Sankar

Partner

Membership No.25929

Chennai

08th May 2014

T T Srinivasaraghavan

Srinivas Acharya

S Ravindran

S Sivakumar

Directors

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For SUNDARAM INSURANCE BROKING SERVICES LIMITED



Director



DHARMENDRA & CO.

CHARTERED ACCOUNTANTS

1/24, Gita Gruh, Picket Road, Mumbai-400002

Tele/Fax : 22005595, Mobile : 9322262520

Email : shahdcs4@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Infreight Logistics Solutions Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Infreight Logistics Solutions Limited ("the Company"), which comprise the Balance Sheet as at December 31, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the period 1st April, 2016 to 31st December, 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement 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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31st December, 2016, and its loss and its cash flows for the period 1st April, 2016 to December, 2016 on that date.



DHARMENDRA & CO.

CHARTERED ACCOUNTANTS

1/24, Gita Gruh, Picket Road, Mumbai-400002

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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 paragraphs 3 and 4 of the Order.

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 purpose of our audit.
- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement 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 written representations received from the directors as on December 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
- f. with respect to internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- 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;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. the Company is not required to transfer any fund to the Investor Education and Protection Fund.

Place: Mumbai

Date: 13th February, 2017



For Dharmendra & Co.
Chartered Accountants
Firm's Registration No.: 112827W

Dharmendra C. Shah
Dharmendra C. Shah
Proprietor
Membership Number: 040234

DHARMENDRA & CO.

CHARTERED ACCOUNTANTS

1/24, Gita Gruh, Picket Road, Mumbai-400002

Tele/Fax : 22005595, Mobile : 9322262520

Email : shahdcs4@gmail.com

**The Annexure A referred to in our Report of even date to the members of
Infreight Logistics Solutions Limited
for the period 1st April, 2016 to 31st December, 2016**

As required by Companies (Auditor's Report) Order, 2016 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:-

- i. The Company does not have any fixed assets, accordingly clause (i)(a) to i(c) of the Order are not applicable to the Company for the current period.
- ii. The Company does not have any inventories, accordingly clause (ii)(a) to ii(c) of the Order are not applicable to the Company for the current period.
- iii. The Company has not granted unsecured loans to parties covered in the register maintained under section 189 of the Act, accordingly clause iii(a) to iii(b) of the Order are not applicable to the Company for the current period.
- iv. According to the information and explanations given to us, the Company has not granted any loans, investments, guarantee and security, therefore provisions of section 185 and 186 of the Companies Act, 2013 are not applicable to the Company.
- v. The Company has not accepted any deposits from the public and hence directives of the Reserve Bank of India and the provisions of the Act and Rules framed there under are not applicable to the Company.
- vi. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Act in respect of Company's operations.
- vii. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, and other material statutory dues applicable to it.
According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at 31st December, 2016 from the date they became payable.
b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess not been deposited on account of any dispute.
- viii. The Company has not taken any loan or borrowing from financial institutions or bank or government or debenture holder, accordingly clause viii of the order not applicable to the Company for current period.
- ix. The Company has not raised any money by way of public offer, further public offer (including debt instruments) and term loan during the current period.
- x. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. The Company has not paid any managerial remuneration during the period, accordingly clause xi of the order not applicable to the Company for current period.
- xii. The Company is not a Nidhi Company, accordingly clause xii of the order not applicable to the Company for current period.



DHARMENDRA & CO.

CHARTERED ACCOUNTANTS

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- xiii. In our opinion and according to the information and explanations given to us, transactions entered by the Company with related parties are in compliance with section 188 of the Act, to the extent applicable. Being an unlisted Company provisions of section 177 of the Act are not applicable. In our opinion, details of transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with the Directors or persons connected with.
- xvi. The Company is not required to be registered as Non-banking Finance Company as required under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai

Date: 13th February, 2017



For Dharmendra & Co.

Firm Registration No: 112827W

Chartered Accountants

Dharmendra C. Shah
Dharmendra C. Shah

Proprietor

Membership No: 040234

**Annexure B referred to in our Report of even date to the members of
Infreight Logistics Solutions Limited
for the period 1st April, 2016 to 31st December, 2016**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Infreight Logistics Solutions Limited ("the Company") as at December 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the period 1st April, 2016 to December, 2016 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 financial 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 ("the 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 Act.

Auditor's 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 the ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 judgement, including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error.



DHARMENDRA & CO.

CHARTERED ACCOUNTANTS

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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 December 31, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Mumbai

Date: 13th February, 2017



For Dharmendra & Co.
Registration No: 112827W
Chartered Accountants

Dharmendra C. Shah
Dharmendra C. Shah
Proprietor

Membership No: 040234

INFREIGHT LOGISTICS SOLUTIONS LIMITED
BALANCE SHEET AS AT 31ST DECEMBER, 2016

Particulars		Note	As at 31st December, 2016	As at 31st March, 2016
I. EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	2		5,61,12,000.00	5,61,12,000.00
(b) Reserves and surplus	3		(10,73,97,399.15)	(10,73,89,267.15)
(c) Money received against share warrants			-	-
			(5,12,85,399.15)	(5,12,77,267.15)
(2) Share application money pending allotment	-		-	-
(3) Non-current liabilities				
(a) Long-term borrowings	-		-	-
(b) Deferred tax liabilities (Net)	-		-	-
(c) Other Long term liabilities	-		-	-
(d) Long-term provisions	-		-	-
			-	-
(4) Current liabilities				
(a) Short-term borrowings	4		5,17,00,000.00	5,17,00,000.00
(b) Trade payables	-		-	-
(c) Other current liabilities	5		56,857.00	74,032.00
(d) Short-term provisions	-		-	-
			5,17,56,857.00	5,17,74,032.00
TOTAL			4,71,457.85	4,96,764.85
II. ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	-		-	-
(ii) Intangible assets	-		-	-
(iii) Capital work-in-progress	-		-	-
(iv) Intangible assets under development	-		-	-
(b) Non-current investments	-		-	-
(c) Deferred tax assets (net)	-		-	-
(d) Long-term loans and advances	-		-	-
(e) Other non-current assets	-		-	-
			-	-
(2) Current assets				
(a) Current investments	-		-	-
(b) Inventories	-		-	-
(c) Trade receivables	-		-	-
(d) Cash and cash equivalents	6		4,71,457.85	4,96,764.85
(e) Short-term loans and advances	-		-	-
(f) Other current assets	-		-	-
			4,71,457.85	4,96,764.85
TOTAL			4,71,457.85	4,96,764.85

See accompanying notes forming part of financial statements

In terms of our report attached

For Dharmendra & Co.,
Chartered Accountants

Firm Registration No. - 112827W

For and on behalf of the Board of Directors
Infreight Logistics Solutions Limited

Sd/-
Srinivas Acharya
Director

Sd/-
S. Sivakumar
Director

Sd/-
Sidhartha Sankar Malla
Manager

Sd/-
Dharmendra C. Shah
Proprietor
Membership No. - 040234

Place : Mumbai
Date : 13th February, 2017

Place : Chennai
Date : 13th February, 2017

Sd/-
P. Viswanathan
Director

Sd/-
P.N. Srikant
Secretary

CERTIFIED TRUE COPY

For INFREIGHT LOGISTICS SOLUTIONS LIMITED


Director

INFREIGHT LOGISTICS SOLUTIONS LIMITED
CASH FLOW STATEMENT FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

	For the Period 1st April, 2016 to 31st December, 2016	For the year ended 31st March, 2016
Cash flow from Operating Activities		
Net Profit after Tax	(8,132.00)	(2,17,576.08)
	(8,132.00)	(2,17,576.08)
<u>Changes in Assets & Liabilities:</u>		
(Increase) / Decrease in Short term Loans and Advances	-	3,12,083.00
Increase / (Decrease) in other Current liabilities	(17,175.00)	(35,189.00)
Net Cash from Operating Activities	(25,307.00)	59,317.92
Cash flow from Investing Activities		
Net Cash from investing Activities	-	-
Cash flow from Financing Activities		
Repayment of Short - term Borrowings	-	(5,00,000.00)
Net Cash from Financing Activities	-	(5,00,000.00)
Net increase / (decrease) in cash and cash equivalents	(25,307.00)	(4,40,682.08)
Cash and cash equivalents at the beginning of the year	4,96,764.85	9,37,446.93
Cash and cash equivalents at the end of the year	4,71,457.85	4,96,764.85
Components of Cash and Cash Equivalents at the year end		
Balances with Banks - in Current Accounts	4,71,457.85	4,96,764.85
Cash on Hand	-	-
	4,71,457.85	4,96,764.85

Notes:

- 1) The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3.
- 2) The figures in brackets indicate outflows of cash and cash equivalents .
- 3) Previous year's figures have been regrouped, rearranged wherever necessary.

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No - 112827W

For and on behalf of the Board of Directors
Infreight Logistics Solutions Limited

Sd/-
Srinivas Acharya
Director

Sd/-
S. Sivakumar
Director

Sd/-
Sidhartha Sankar Malla
Manager

Sd/-
Dharmendra C. Shah
Proprietor
Membership No. - 040234

Sd/-
P. Viswanathan
Director

Sd/-
P.N. Srikant
Secretary

Place : Mumbai
Date : 13th February, 2017

Place : Chennai
Date : 13th February, 2017

CERTIFIED TRUE COPY
For INFREIGHT LOGISTICS SOLUTIONS LIMITED


Director

INFREIGHT LOGISTICS SOLUTIONS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

Note 1

Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

- 1.2 The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non-current and current based on a twelve months of operating cycle.

1.3 Borrowing Cost

Borrowing cost includes interest and amortisation of ancillary costs.

1.4 Revenue Recognition

Income and expenditure are accounted on accrual basis.

1.5 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.6 Earnings per Share

Basic earnings per Share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

1.7 Cash & Cash Equivalents

Cash & Cash Equivalents for the purpose of Cash Flow Statement comprises cash at bank and in hand.

1.8 Cash Flow Statement

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



INFREIGHT LOGISTICS SOLUTIONS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

Note 2

Share Capital

Authorised Capital

1,01,00,000(1,01,00,000) Equity Shares of ₹ 10/- each

**As at
31st December, 2016
(')**

**As at
31st March, 2016
(')**

10,10,00,000.00

10,10,00,000.00

10,10,00,000.00

10,10,00,000.00

Issued Subscribed & fully paid up Share Capital

Equity Share Capital

56,11,200 (56,11,200) Equity Shares of ₹ 10/- each

5,61,12,000.00

5,61,12,000.00

5,61,12,000.00

5,61,12,000.00

a. Reconciliation of the shares outstanding at the beginning and end of the reporting period

Equity Shares of ₹ 10/- each fully paid up

Particulars	As at 31st December, 2016		As at 31st March, 2016	
	No. of Shares	₹	No. of Shares	₹
At the beginning of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00
Issued during the period	-	-	-	-
Outstanding at the end of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00

b. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In an event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to number of equity shares held by the Company.

c. Shares held by Holding Company

Out of the equity shares issued by the company, shares held by its holding company is as under:

Equity Shares of ₹ 10/- each fully paid up

Name	As at 31st December, 2016			As at 31st March, 2016		
	No. of Shares*	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.

d. Details of shareholders holding more than 5% shares in the Company

Equity Shares of ₹ 10/- each fully paid up

Name	As at 31st December, 2016			As at 31st March, 2016		
	No. of Shares*	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.



INFREIGHT LOGISTICS SOLUTIONS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

	As at 31st December, 2016 (')	As at 31st March, 2016 (')
Note 3		
Reserves & Surplus		
Statement of Profit & Loss		
At the beginning of the year	(10,73,89,267.15)	(10,71,71,691.07)
Add: (Loss)/ Profit for the period	(8,132.00)	(2,17,576.08)
At the end of the period	<u>(10,73,97,399.15)</u>	<u>(10,73,89,267.15)</u>
 Note 4		
Short - Term Borrowings		
Unsecured Borrowings		
From Ultimate Holding Company (Refer Related Party Statement)*	5,17,00,000.00	5,17,00,000.00
Total Short Term Borrowings	<u>5,17,00,000.00</u>	<u>5,17,00,000.00</u>
 *(Repayment Term is one year from sanction date and renewable for further period and borrowing is interest free)		
 Note 5		
Other Current Liabilities		
Expenses Payable	56,757.00	73,932.00
Statutory Liabilities Payable	100.00	100.00
	<u>56,857.00</u>	<u>74,032.00</u>
 Note 6		
Cash & Bank Balances		
Cash and Cash Equivalent		
Balances with scheduled banks in current account	4,71,457.85	4,96,764.85
Cash on hand	<u>4,71,457.85</u>	<u>4,96,764.85</u>



INFREIGHT LOGISTICS SOLUTIONS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

	<u>01.04.2016 to 31.12.2016</u>	<u>F.Y 2015-2016</u>
	(')	(')
Note 7		
Other Income		
Interest on Income Tax Refund	-	37,437.00
Deposit/Advances/Creditors W/Back	-	54,783.00
	<u>-</u>	<u>54,783.00</u>
 Note 8		
Finance Costs		
Bank Charges	-	337.08
	<u>-</u>	<u>337.08</u>
 Note 9		
Other Expenses		
Professional Fees & Legal Charges	7,232.00	1,89,311.00
Auditors' Remuneration (Refer Note (a) below)	-	18,861.00
Miscellaneous Expenses	900.00	63,850.00
	<u>8,132.00</u>	<u>2,72,022.00</u>
 a) Details of payments made to auditor :		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fees	-	17,175.00
<u>In other capacity (Including Service Tax)</u>		
For Other Services	-	1,686.00
	<u>-</u>	<u>18,861.00</u>
 Note 10		
Earnings Per Share	<u>01.04.2016 to 31.12.2016</u>	<u>F.Y 2015-2016</u>
Net (Loss)/ Profit as per Profit and Loss Account	(8,132.00)	(2,17,576.08)
Shares outstanding at the beginning of the period	Nos. 56,11,200	Nos. 56,11,200
Shares issued during the period	-	-
Weighted average number of shares outstanding during the period	Nos. 42,08,400	Nos. 56,11,200
 Basic and diluted earnings per share	(0.002)	(0.04)



INFREIGHT LOGISTICS SOLUTIONS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER , 2016

Note 11

Balances appearing to the debit or credit of various parties are subject to confirmation.

Note 12

Previous year figures

Previous year figures are regrouped /rearranged wherever possible and necessary so as to confirm to the current period's classification.

Note 13

There are no separate reportable segments as per Accounting Standard AS-17 Segment Reporting.

Note 14

The company does not owe any amount to Small Scale Industrial undertaking.



INFREIGHT LOGISTICS SOLUTIONS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 1ST APRIL, 2016 TO 31ST DECEMBER, 2016

Note 15

A statement on Transactions with Related Parties is given hereunder as per Accounting Standard 18:

Holding Companies	Sundaram Finance Limited Sundaram Finance Distribution Limited
Fellow Subsidiaries	Sundaram Asset management Company Limited Sundaram Trustee Company Limited Sundaram BNP Paribas Home Finance Limited Sundaram Business Services Limited LGF Services Limited Sundaram Infotech Solutions Limited Sundaram BNP Paribas Fund Services Limited Sundaram Insurance Broking Services Limited Sundaram Asset Management Singapore Pte Limited Sundaram BPO India Limited Royal Sundaram General Insurance Co. Limited
Key Management Personnel	Mr. Sidhartha Sankar Malla, Manager Mr. P. N. Srikant, Secretary

Details of transactions with above related parties for the period 1st April, 2016 to 31st December, 2016

Particulars	Holding Cos.	Subsidiary Co.	Fellow Subsidiary Cos.	Key Management Personnel	Relative of Key Management Personnel	Total Related Parties 01.04.2016 to 31.12.2016 ₹	Total Related Parties (F.Y 2015-2016) ₹
Transactions during the period							
LIABILITIES :							
Inter-corporate Loan Repaid to: Sundaram Finance Limited						-	5,00,000.00
Outstanding Balances at 31.12.2016							
Inter-corporate Loan Sundaram Finance Limited	5,17,00,000.00					5,17,00,000.00	5,17,00,000.00

In terms of our report attached
For Dharmendra & Co.,
Chartered Accountants
Firm Registration No. - 112827W

For and on behalf of the Board of Directors
Infreight Logistics Solutions Limited

Sd/-
Srinivas Acharya
Director

Sd/-
S. Sivakumar
Director

Sd/-
Sidhartha Sankar Malla
Manager

Sd/-
Dharmendra C. Shah
Proprietor
Membership No. 040234

Sd/-
P. Viswanathan
Director

Sd/-
P.N. Srikant
Secretary

Place : Mumbai
Date : 13th February, 2017

Place : Chennai
Date : 13th February, 2017

CERTIFIED TRUE COPY
For INFREIGHT LOGISTICS SOLUTIONS LIMITED


Director

INFREIGHT LOGISTICS SOLUTIONS LIMITED

*16th Annual Report
2015-16*





Board of Directors

Srinivas Acharya

P Viswanathan

S. Sivakumar

Audit Committee

S. Sivakumar

Srinivas Acharya

Manager

Sidhartha Sankar Malla

Secretary

P.N. Srikant

Bankers

HDFC Bank Ltd.

Canara Bank

Auditors

M/s. Dharmendra & Co., Mumbai
Chartered Accountants

Registered Office

21, Patullos Road,
Chennai 600 002

CIN : U72900TN2000PLC063984



INFREIGHT LOGISTICS SOLUTIONS LIMITED

A subsidiary of



SUNDARAM FINANCE
Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Statement of Profit and Loss	55
Cash Flow Statement	56
Notes to the Accounts	57



Board's Report

Your Directors have pleasure in presenting the Sixteenth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2016.

The summarised financial results of the Company are given hereunder:

(₹ in lakhs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Total Income	0.55	0.73
Total Expenditure	2.72	14.07
Profit before Tax	(2.17)	(13.34)
Taxation	—	—
Profit after Tax	(2.17)	(13.34)

REVIEW OF OPERATIONS

There were no operations during the year under review.

DIRECTOR

Sri Srinivas Acharya, Director, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

During the year, Sri Rahul Lalbhai Mehta, Director resigned from the Board effective 29th April 2016. Your Directors place on record the significant contribution made by him to the deliberations of the Board for over a decade.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 4 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

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

- 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 of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no investments made, loans or guarantees given by the Company during the year ended 31st March 2016.

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any transaction with related parties, i.e., its promoters, Directors, and their relatives under Section 188 of the Companies Act, 2013. Form AOC-2 as required under Sec 134(3)(h) of the Companies Act 2013, read with Rule 8(2) of the Companies (Accounts Rules) 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2016, is enclosed - Annexure B.



INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

Your Company has no employee on its payroll. Accordingly, the provisions of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Dharmendra & Co, Chartered Accountants, Mumbai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Distribution Limited for its support.

Srinivas Acharya

P Viswanathan

S Sivakumar

Chennai 600 002

Date: 29th April, 2016

ANNEXURE – A

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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

Srinivas Acharya

P Viswanathan

S Sivakumar

Chennai 600 002

Date: 29th April, 2016

INFREIGHT LOGISTICS SOLUTIONS LIMITED



FORM NO. MGT-9
ANNEXURE – B
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 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 AND OTHER DETAILS

(i)	CIN	U72900TN2000PLC063984
(ii)	Registration Date	25-04-2000
(iii)	Name of the Company	Infreight Logistics Solutions Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	No. 21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 28881207 pv@sundaramfinance.in
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Carrying on the business of manufacturing, importing, exporting, supplying, installing, maintaining, drawing, designing or otherwise dealing in computers, software, hardware, teaching and training aids, electronic security equipment's telecommunications equipment/systems and other equipment's required for providing systems management.	52 – Warehousing and support activities for transportation	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Distribution Limited, 21, Patullos Road, Chennai – 600002	U67120TN1993PLC025996	Holding	100.00	2(46)



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.*	-	56,11,200	56,11,200	100.00	-	56,11,200	56,11,200	100.00	-
(e)	Banks / FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	56,11,200	56,11,200	100.00	-	56,11,200	56,11,200	100.00	-
(2)	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	-	56,11,200	56,11,200	100.00	-	56,11,200	56,11,200	100.00	-
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FII's	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2.	Non-Institutions									
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(i)	Indian	-	-	-	-	-	-	-	-	-
(ii)	Overseas	-	-	-	-	-	-	-	-	-



	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 Shares	
(b)	Individuals	-	-	-	-	-	-	-	-	-
(i)	Individual shareholders holding nominal share capital up to ₹1 lakh	-	-	-	-	-	-	-	-	-
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
(C)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)	-	56,11,200	56,11,200	-	-	56,11,200	56,11,200	100.00	-

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited

(ii) Shareholding of promoters

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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
Sundaram Finance Distribution Limited*	56,11,200	100.00	-	56,11,200	100.00	-	-
Total	56,11,200	100.00	-	56,11,200	100.00	-	-

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited



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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
I. At the beginning of the year*	56,11,200	100	—	—
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year	—	—	56,11,200	100

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Promoters Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				



(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri Srinivas Acharya* Director				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
2	Sri P Viswanathan* Director				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
3	Sri S Sivakumar* Director				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
4	Sri P N Srikant* Company Secretary				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
5	Sri Sidhartha Sankar Malla Manager				
	At the beginning of the year	-	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	-	-

*Held as nominees of Sundaram Finance Distribution Limited jointly with others



V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD / WTD / Manager	Total Amount
		Sri Sidhartha Sankar Malla*	
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

* Sri Sidhartha Sankar Malla, Manager has been nominated by M/s Sundaram Finance Limited the ultimate holding Company and no remuneration is borne by this company.



B. Remuneration to other directors:

Sl. No.	Name of the Directors	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors	Nil			
	Total (1)				
2	Other Non-Executive Directors	Nil			
	Sri Srinivas Acharya				
	Sri P Viswanathan				
	Sri S Sivakumar				
	Total (2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary*	Total Amount
1	Gross Salary	Nil	
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		

*The Company Secretary Sri P N Srikant, has been nominated by Sundaram Finance Limited the ultimate holding Company and no remuneration is borne by this Company.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2016.

Independent Auditor's Report

To the members of Infreight Logistics Solutions Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Infreight Logistics Solutions Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgement 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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31st March, 2016, and its loss 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 paragraphs 3 and 4 of the Order.
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 purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement 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 written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
- f. with respect to Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- 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;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. the Company is not required to transfer any fund to the Investor Education and Protection Fund.

Place : Mumbai

Date : 29th April, 2016

For **Dharmendra & Co.,**
 Chartered Accountants
 Firm Registration No – 112827W

Dharmendra C. Shah

Proprietor

Membership No. 040234



The Annexure A referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2016

As required by Companies (Auditor's Report) Order, 2016 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:-

- | | |
|---|--|
| <p>i. The Company does not have any fixed assets, accordingly clause (i) (a) to i(c) of the Order are not applicable to the Company for the current year.</p> <p>ii. The Company does not have any inventories, accordingly clause (ii) (a) to ii(c) of the Order are not applicable to the Company for the current year.</p> <p>iii. The Company has not granted unsecured loans to parties covered in the register maintained under section 189 of the Act, accordingly clause iii(a) to iii(b) of the Order are not applicable to the Company for the current year.</p> <p>iv. According to the information and explanations given to us, the Company has not granted any loans, investments, guarantee and security, therefore provisions of section 185 and 186 of the Companies Act, 2013 are not applicable to the Company.</p> <p>v. The Company has not accepted any deposits from the public and hence directives of the Reserve Bank of India and the provisions of the Act and Rules framed there under are not applicable to the Company.</p> <p>vi. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Act in respect of Company's operations.</p> | <p>vii. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, and other material statutory dues applicable to it.</p> <p style="padding-left: 20px;">According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.</p> <p>b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess not been deposited on account of any dispute.</p> <p>viii. The Company has not taken any loan or borrowing from financial institutions or bank or government or debenture holder, accordingly clause viii of the order not applicable to the Company for current year.</p> <p>ix. The Company has not raised any money by way of public offer, further public offer (including debt instruments) and term loan during the year.</p> <p>x. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.</p> <p>xi. The Company has not paid any managerial remuneration during the year, accordingly clause xi of the order not applicable to the Company for current year.</p> |
|---|--|





- xii. The Company is not a Nidhi Company, accordingly clause xii of the order not applicable to the Company for current year.
- xiii. In our opinion and according to the information and explanations given to us, transactions entered by the Company with related parties are in compliance with section 188 of the Act, to the extent applicable. Being an unlisted Company provisions of section 177 of the Act are not applicable. In our opinion, details of transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. 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, the Company has not entered into any non-cash transactions with the Directors or persons connected with.
- xvi. The Company is not required to be registered as Non-banking Finance Company as required under section 45-IA of the Reserve Bank of India Act, 1934.

For **Dharmendra & Co.,**
Chartered Accountants
Firm Registration No – 112827W

Dharmendra C. Shah

Proprietor

Membership No. 040234

Place : Mumbai

Date : 29th April, 2016



Annexure B referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the Internal Financial Controls over financial reporting of Infreight Logistics Solutions Limited ("the Company") as at March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the internal financial 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 ("the 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 Act.

Auditor's 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 the ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 including 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 compliances 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 March 31, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Financial Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Dharmendra & Co.,**
Chartered Accountants
Firm Registration No – 112827W

Dharmendra C. Shah

Proprietor

Membership No. 040234

Place : Mumbai

Date : 29th April, 2016



Balance Sheet

as at 31st March, 2016

(In ₹)

Note	31st March, 2016	31st March, 2015
I. EQUITY AND LIABILITIES		
1) Shareholders' funds		
(a) Share capital 2	5,61,12,000.00	5,61,12,000.00
(b) Reserves and surplus 3	(10,73,89,267.15)	(10,71,71,691.07)
(c) Money received against share warrants	—	—
	<u>(5,12,77,267.15)</u>	<u>(5,10,59,691.07)</u>
2) Share application money pending allotment	—	—
3) Non-current liabilities		
(a) Long-term borrowings	—	—
(b) Deferred tax liabilities (Net)	—	—
(c) Other Long term liabilities	—	—
(d) Long-term provisions	—	—
	<u>—</u>	<u>—</u>
4) Current liabilities		
(a) Short-term borrowings 4	5,17,00,000.00	5,22,00,000.00
(b) Trade payables	—	—
(c) Other current liabilities 5	74,032.00	1,09,221.00
(d) Short-term provisions	—	—
	<u>5,17,74,032.00</u>	<u>5,23,09,221.00</u>
TOTAL	<u>4,96,764.85</u>	<u>12,49,529.93</u>
II. ASSETS		
1) Non-current assets		
(a) Fixed assets		
i) Tangible assets	—	—
ii) Intangible assets	—	—
iii) Capital work-in-progress	—	—
iv) Intangible assets under development	—	—
(b) Non-current investments	—	—
(c) Deferred tax assets (net)	—	—
(d) Long-term loans and advances	—	—
(e) Other non-current assets	—	—
	<u>—</u>	<u>—</u>
2) Current assets		
(a) Current investments	—	—
(b) Inventories	—	—
(c) Trade receivables	—	—
(d) Cash and cash equivalents 6	4,96,764.85	9,37,446.93
(e) Short-term loans and advances 7	—	3,12,083.00
(f) Other current assets	—	—
	<u>4,96,764.85</u>	<u>12,49,529.93</u>
TOTAL	<u>4,96,764.85</u>	<u>12,49,529.93</u>

See accompanying notes forming part of financial statements

In terms of our report attached

For Dharmendra & Co.,

Chartered Accountants

Firm Registration No. - 112827W

Dharmendra C. Shah

Proprietor

Membership No. - 040234

Place : Mumbai

Date : 29th April, 2016

INFREIGHT LOGISTICS SOLUTIONS LIMITED

Sidhartha Sankar Malla

Manager

P.N. Srikant

Secretary

Srinivas Acharya

S. Sivakumar

P. Viswanathan

Directors

Place : Chennai

Date : 29th April, 2016

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED

[Signature]

Director



Statement of Profit and Loss

for the Year Ended 31st March, 2016

(In ₹)

	Note	2015-16	2014-15
I. Revenue from operations		—	—
II. Other income	8	54,783.00	73,038.10
III. Total Revenue (I + II)		54,783.00	73,038.10
IV. Expenses:			
Cost of Services		—	—
Purchases of Stock-in-Trade		—	—
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		—	—
Employee benefits expenses		—	—
Finance costs	9	337.08	—
Depreciation and amortization expense		—	—
Other expenses	10	2,72,022.00	14,07,041.00
Total expenses		2,72,359.08	14,07,041.00
V. (Loss)/ Profit before exceptional and extraordinary items and tax (III-IV)		(2,17,576.08)	(13,34,002.90)
VI. Exceptional items		—	—
VII. (Loss)/ Profit before extraordinary items and tax (V-VI)		(2,17,576.08)	(13,34,002.90)
VIII. Extraordinary Items		—	—
IX. (Loss)/ Profit before tax (VII-VIII)		(2,17,576.08)	(13,34,002.90)
X Tax expense:			
1) Current tax		—	—
2) Deferred tax		—	—
XI (Loss)/ Profit for the period from continuing operations (IX-X)		(2,17,576.08)	(13,34,002.90)
XII (Loss)/ Profit from discontinuing operations		—	—
XIII Tax expense of discontinuing operations		—	—
XIV (Loss)/ Profit from Discontinuing operations (after tax) (XII-XIII)		—	—
XV (Loss)/ Profit for the period (XI + XIV)		(2,17,576.08)	(13,34,002.90)
XVI Earnings per equity share:			
(1) Basic		(0.04)	(0.24)
(2) Diluted		(0.04)	(0.24)
See accompanying notes forming part of financial statements			

In terms of our report attached

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No. - 112827W
Dharmendra C. Shah
Proprietor

Membership No. - 040234

Place : Mumbai

Date : 29th April, 2016

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

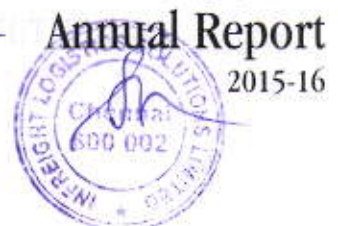
Srinivas Acharya
S. Sivakumar
P. Viswanathan
Directors

Place : Chennai
Date : 29th April, 2016

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED

(Signature)

Director



Cash Flow Statement

(In ₹)

	2015-16	2014-15
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after Tax	(2,17,576.08)	(13,34,002.90)
Adjustments for:		
Loss on Sale of Fixed Assets/Written off	-	3,60,245.00
	(2,17,576.08)	(9,73,757.90)
Changes in Assets & Liabilities:		
(Increase) / Decrease in Trade Receivables	-	4,98,467.00
(Increase) / Decrease in Short term Loans and Advances	3,12,083.00	4,20,455.00
Increase / (Decrease) in Trade Payables	-	(1,73,150.00)
Increase / (Decrease) in other Current liabilities	(35,189.00)	17,253.00
Adjustment on account of Amalgamation in respect of Reseve & Surplus	-	1,31,562.28
Net Cash from Operating Activities (A)	59,317.92	(79,170.62)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Non-Current Investments	-	(10,00,000.00)
Net Cash from investing Activities (B)	-	10,00,000.00
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short - term Borrowings	(5,00,000.00)	-
Net Cash from Financing Activities (C)	(5,00,000.00)	-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	(4,40,682.08)	9,20,829.38
Cash and cash equivalents at the beginning of the year	9,37,446.93	16,617.55
Cash and cash equivalents at the end of the year	4,96,764.85	9,37,446.93
Components of Cash and Cash Equivalents at the year end		
Balances with Banks - in Current Accounts	4,96,764.85	9,37,446.93
Cash on Hand	-	-
	4,96,764.85	9,37,446.93

Notes:

- 1) The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3.
- 2) The figures in brackets indicate outflows of cash and cash equivalents.
- 3) Previous year's figures have been regrouped, rearranged wherever necessary.

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No. - 112827W
Dharmendra C. Shah
Proprietor

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya
S. Sivakumar
P. Viswanathan
Directors

Membership No. - 040234
Place : Mumbai
Date : 29th April, 2016

Place : Chennai
Date : 29th April, 2016

INFREIGHT LOGISTICS SOLUTIONS LIMITED

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED

[Signature]

Director



Notes to Financial Statements

For the Year Ended 31st March, 2016

Note 1

Significant Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

- 1.2 The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non-current and current based on a twelve months of operating cycle.

1.3 Borrowing Cost

Borrowing cost includes interest and amortization of ancillary costs.

1.4 Revenue Recognition

Income and expenditure are accounted on accrual basis.

1.5 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.



NOTES TO THE ACCOUNTS (Contd.)

1.6 Earnings per Share

Basic earnings per Share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

1.7 Cash & Cash Equivalents

Cash & Cash Equivalents for the purpose of Cash Flow Statement comprises cash at bank and in hand.

1.8 Cash Flow Statement

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

Note 2

SHARE CAPITAL

(In ₹)

	As at March 31, 2016	As at March 31, 2015
Authorised Capital		
1,01,00,000 (1,01,00,000) Equity Shares of ₹10/- each	10,10,00,000.00	10,10,00,000.00
	<u>10,10,00,000.00</u>	<u>10,10,00,000.00</u>
Issued Subscribed & fully paid up Share Capital		
Equity Share Capital		
56,11,200 (56,11,200) Equity Shares of ₹ 10/- each	5,61,12,000.00	5,61,12,000.00
	<u>5,61,12,000.00</u>	<u>5,61,12,000.00</u>

As per the Scheme of Amalgamation of Sundaram Parekh Warehousing Services Limited with the Company, the Authorised Share Capital of Sundaram Parekh Warehousing Services Limited of 1,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 10,00,000/- has been added to the Authorised Share Capital of the Company as 1,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 10,00,000/- financial year ended 31st March 2015 - Refer Note No. 12.

The company has single class of shares - equity shares of face value of ₹ 10 each.



NOTES TO THE ACCOUNTS (Contd.)

a) Reconciliation of the shares outstanding at the beginning and end of the reporting period

Equity Shares of ₹ 10/- each fully paid up

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	₹	No. of Shares	₹
At the beginning of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00
Issued during the period	—	—	—	—
Outstanding at the end of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00

b. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In an event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to number of equity shares held by the Company.

c. Shares held by Holding Company

Out of the equity shares issued by the company, shares held by its holding company is as under:

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2016			As at 31st March, 2015		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.

d) Details of shareholders holding more than 5% shares in the Company

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2016			As at 31st March, 2015		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.



NOTES TO THE ACCOUNTS (Contd.)

Note 3

RESERVES & SURPLUS

(In ₹)

	As at March 31, 2016	As at March 31, 2015
Statement of Profit & Loss		
At the beginning of the year	(10,71,71,691.07)	(10,59,69,250.45)
Less: Credit balance in profit & loss statement of transferor company	-	1,31,562.28
Less: Capital account of transferor company	-	10,00,000.00
Add: Investment in equity shares in transferor company	-	(10,00,000.00)
Add: (Loss)/ Profit for the year	(2,17,576.08)	(13,34,002.90)
At the end of the year	(10,73,89,267.15)	(10,71,71,691.07)

Note 4

SHORT – TERM BORROWINGS

(In ₹)

	As at March 31, 2016	As at March 31, 2015
Unsecured Borrowings		
From Ultimate Holding Company (Refer Related Party Statement)*	5,17,00,000.00	5,22,00,000.00
Total Short Term Borrowings	5,17,00,000.00	5,22,00,000.00
(*Repayment Term is one year from sanction date and renewable for further period and borrowing is interest free.)		

Note 5

OTHER CURRENT LIABILITIES

(In ₹)

	As at March 31, 2016	As at March 31, 2015
Expenses Payable	73,932.00	1,07,497.00
Statutory Liabilities Payable	100.00	1,724.00
	74,032.00	1,09,221.00

Note 6

CASH & BANK BALANCES

(In ₹)

	As at March 31, 2016	As at March 31, 2015
Cash and Cash Equivalent		
Balances with scheduled banks in current account	4,96,764.85	9,37,446.93
Cash on hand	-	-
	4,96,764.85	9,37,446.93



Note 7

(In ₹)

**SHORT TERM LOANS & ADVANCES
(UNSECURED, CONSIDERED GOOD)**

	As at March 31, 2016	As at March 31, 2015
Other Loans & Advances		
Income Tax (TDS Receivables)	-	3,12,083.00
	-	3,12,083.00

Note 8

(In ₹)

OTHER INCOME

	FY 2015 - 2016		FY 2014 - 2015	
Interest on Income Tax Refund	37,437.00		7,412.10	
Deposit/Advances/Creditors W/Back	17,346.00	54,783.00	65,626.00	73,038.10
		54,783.00		73,038.10

Note 9

(In ₹)

FINANCE COSTS

	FY 2015 - 2016		FY 2014 - 2015	
Bank Charges		337.08		-
		337.08		-

NOTES TO THE ACCOUNTS (Contd.)

Note 10

OTHER EXPENSES

(In ₹)

	FY 2015 - 2016	FY 2014 - 2015
Printing & Stationery	-	6,983.00
Professional Fees & Legal Charges	1,89,311.00	3,66,090.00
Advertisement	-	8,250.00
Auditors' Remuneration (Refer Note (a) below)	18,861.00	48,808.00
Miscellaneous Expenses	63,850.00	90,638.00
Income Tax for Previous Period (For FY 2011-12)	-	27,560.00
Bad Debts	-	4,98,467.00
Loss on Assets written off	-	3,60,245.00
	2,72,022.00	14,07,041.00
a) Details of payments made to auditor :		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fees	17,175.00	34,200.00
<u>In other capacity (Including Service Tax)</u>		
For Other Services	1,686.00	14,608.00
	18,861.00	48,808.00

Note 11

EARNINGS PER SHARE

	FY 2015 - 2016	FY 2014 - 2015
Net (Loss)/ Profit as per Profit and Loss Account (₹)	(2,17,576.08)	(13,34,002.90)
Shares outstanding at the beginning of the year	Nos. 56,11,200	Nos. 56,11,200
Shares issued during the year	-	-
Weighted average number of shares outstanding during the year	Nos. 56,11,200	Nos. 56,11,200
Basic and diluted earnings per share (₹)	(0.04)	(0.24)



NOTES TO THE ACCOUNTS (Contd.)

Note 12

General

Scheme of Amalgamation between Sundaram Parekh Warehousing Services Limited with the Company under sections 391 and 394 of the Companies Act, 1956, in the immediately preceeding financial year 2014-2015.

On 13th November 2014, the Board of Directors approved a Scheme of Amalgamation ('Scheme') of Sundaram Parekh Warehousing Limited ('Transferor Company') with the Company ('Transferee Company') under sections 391 and 394 of the Companies Act, 1956. In January 2015, the Company filed a petition for approvals of the scheme with the Hon'ble High Court of Madras ('the Court'). The Court approved the Scheme vide its order dated 18th March 2015 with the appointed date (effective date) as 1st April 2014. The certified true copy of the scheme was filed under Form INC-28, with the Registrar of Companies on 1st April 2015 and same was approved on 10th April 2015. The salient features of the Scheme are as follows:

The Transferee Company shall, upon the scheme coming into effect, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective book values thereof at the close of business of the day immediately preceding the appointed date (effective date). The balance in the profit and loss account appearing in the financial statements of the Transferor Company shall be aggregated with the balance in the profit and loss account appearing in the financial statements of the Transferee Company.

All inter-company transactions between Transferor and Transferee Companies from the appointed date (effective date) shall be regarded as intra-company transactions.

From the appointed date (effective date), the authorised share capital of the transferor Company shall stand combined with the authorised share capital of the transferee Company. Upon the Scheme becoming fully effective, the authorised share capital of the Company would be ₹ 10,10,00,000/- divided into 1,01,00,000 equity shares of ₹ 10/- each.

In accordance with the Scheme approved by the Court, the accounting for this amalgamation has been done in the immediately preceding financial year (2014-15) in accordance with the "Pooling of Interest Method" referred to in Accounting Standard 14 - "Accounting for Amalgamation" of the Companies (Accounting Standards) Rules, 2006.

Note 13

Balances appearing to the debit or credit of various parties are subject to confirmation.

Note 14

In the opinion board, the current assets, loans and advances are approximate of the value stated if realised in the ordinary course of business.

Note 15

Previous year figures

Previous year figures are regrouped /rearranged wherever possible and necessary so as to confirm to the current year's classification.



NOTES TO THE ACCOUNTS (Contd.)

Note 16

Estimated amount of contracts remaining to be executed on capital account as well as other commitments, not provided for (net of advances) is ₹ Nil (2015 : ₹ Nil). Contingent liabilities is ₹ Nil (2015 : ₹ Nil).

Note 17

(In ₹)

	EY 2015 - 2016	EY 2014 - 2015
CIF Value of Imports / Consumption of Materials	Nil	Nil

Note 18

(In ₹)

	EY 2015 - 2016	EY 2014 - 2015
Earnings in Foreign Currency/ Expenditure in Foreign Currency	Nil	Nil

Note 19

There are no separate reportable segments as per Accounting Standard AS-17 Segment Reporting

Note 20

The company does not owe any amount to Small Scale Industrial undertaking.



Note 21

A statement on Transactions with Related Parties is given hereunder as per Accounting Stanadard 18:

Holding Companies	Sundaram Finance Limited Sundaram Finance Distribution Limited
Fellow Subsidiaries	Sundaram Asset management Company Limited Sundaram Trustee Company Limited Sundaram BNP Paribas Home Finance Limited Sundaram Business Services Limited LGF Services Limited Sundaram Infotech Solutions Limited Sundaram BNP Paribas Fund Services Limited Sundaram Insurance Broking Services Limited Sundaram Asset Management Singapore Pte Limited Sundaram BPO India Limited Royal Sundaram General Insurance Co. Limited
Key Management Personnel	Mr. Sidhartha Sankar Malla, Manager Mr. P. N. Srikant, Secretary

Details of transactions with above related parties for the year ended 31.03.2016

(In ₹)

Particulars	Holding Cos.	Subsidiary Co.	Fellow Subsidiary Cos.	Key Management Personnel	Relative of Key Management Personnel	Total Related Parties (FY 2015-2016)	Total Related Parties (FY 2014-2015)
Transactions during the year						-	-
LIABILITIES :							
Inter-corporate Loan Repaid to:							
Sundaram Finance Ltd.	5,00,000.00					5,00,000.00	-
Outstanding Balances at the end of the year							
Inter-corporate Loan							
Sundaram Finance Ltd.	5,17,00,000.00					5,17,00,000.00	5,22,00,000.00

In terms of our report attached

 For Dharmendra & Co.,
 Chartered Accountants
 Firm Registration No. - 112827W
 Dharmendra C. Shah
 Proprietor

 Membership No. - 040234
 Place : Mumbai
 Date : 29th April, 2016

 Sidhartha Sankar Malla
 Manager

 P.N. Srikant
 Secretary

 Srinivas Acharya
 S. Sivakumar
 P. Viswanathan
 Directors

 Place : Chennai
 Date : 29th April, 2016

CERTIFIED TRUE COPY

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED



Director

 Annual Report
 2015-16


INFREIGHT LOGISTICS SOLUTIONS LIMITED

*15th Annual Report
2014-15*



Board of Directors

Rahul Lalbhai Mehta

Srinivas Acharya

P Viswanathan

S Sivakumar

Audit Committee

S Sivakumar

Chairman

Rahul Lalbhai Mehta

Srinivas Acharya

Manager

Sidhartha Sankar Malla

Secretary

P.N. Srikant

Bankers

HDFC Bank Ltd.

Canara Bank

Auditors

M/s. Dharmendra & Co., Mumbai
Chartered Accountants

Registered Office

21, Patullos Road,
Chennai 600 002

CIN : U72900TN2000PLC063984



Directors' Report

Your Directors have pleasure in presenting the Fifteenth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2015.

The summarised financial results of the Company are given hereunder:

(₹ in lakhs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Total Income	0.73	—
Total Expenditure	14.07	4.80
Profit before Tax	(13.34)	(4.80)
Taxation	—	—
Profit after Tax	(13.34)	(4.80)

REVIEW OF OPERATIONS

There were no operations during the year under review.

During the year, Sundaram Parekh Warehousing Services Limited, subsidiary of your Company, merged with your company with effect from 1st April 2014, pursuant to the Order passed by the Honorable High Court of Judicature at Madras on 18th March 2015.

DIRECTOR

Sri P Viswanathan, Director, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

Sri S Sivakumar was co-opted as additional director of your Company on 28.03.2015. Under Section 161 of the Companies Act, 2013, he will hold office upto the date of the ensuing Annual General Meeting.

The Company has received due notice from a member under section 160 of the Companies Act 2013, proposing his appointment as Director of the Company.

During the year, Sri T T Srinivasaraghavan, Director, resigned from the Board effective 28th March 2015. Your Directors place on record the significant contribution made by him to the deliberations of the Board over a decade.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 8 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis; and
- the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no investments made, loans or guarantees given by the Company during the year ended 31st March 2015.

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any transaction with related parties, i.e., its promoters, Directors, and their relatives under Section 188 of the Companies Act, 2013. Form AOC-2 as required under Sec 134 (3) (h) of the Companies Act 2013, read with Rule 8(2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure A.



EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2015, is enclosed – Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

Your Company has no employee on its payroll. Accordingly, the provisions of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Dharmendra & Co, Chartered Accountants, Mumbai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Distribution Limited for its support.

Sri Srinivas Acharya

Sri P Viswanathan

Sri S Sivakumar

Sri Rahul Lalbhai Mehta

Chennai 600 002

Date: 4th May, 2015

ANNEXURE – A

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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

Sri Srinivas Acharya

Sri P Viswanathan

Sri S Sivakumar

Sri Rahul Lalbhai Mehta

Chennai 600 002

Date: 4th May, 2015

INFREIGHT LOGISTICS SOLUTIONS LIMITED



FORM NO.MGT-9
ANNEXURE – B
Extract of Annual Return as on the financial year ended on 31st March 2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	U72900TN2000PLC063984
(ii)	Registration Date	25-04-2000
(iii)	Name of the Company	Infreight Logistics Solutions Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	No. 21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 28881207 pv@sundaramfinance.in
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Carrying on the business of manufacturing, importing, exporting, supplying, installing, maintaining, drawing, designing or otherwise dealing in computers, software, hardware, teaching and training aids, electronic security equipment's telecommunications equipment/systems and other equipment's required for providing systems management.	52 – Warehousing and support activities for transportation	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Distribution Limited, 21, Patullos Road, Chennai – 600002	U67120TN1993PLC025996	Holding	100.00	2(46)
2	Sundaram Parekh Warehousing Services Limited* 21, Patullos Road, Chennai – 600002	U63030TN2010PLC077122	Subsidiary	100.00	2 (87)

* Sundaram Parekh Warehousing Services Limited was merged with the Company with effect from 01.04.2014 based on the order passed by the High Court of Judicature at Madras on 18.03.2015.



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	—	—	—	—	—	—	—	—	—
(b)	Central Govt	—	—	—	—	—	—	—	—	—
(c)	State Govt(s)	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.*	—	5,61,12000	5,61,12000	100.00	—	5,61,12000	5,61,12000	100.00	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A) (1)	—	5,61,12000	5,61,12000	100.00	—	5,61,12000	5,61,12000	100.00	—
(2)	Foreign									
(a)	NRIs – Individuals	—	—	—	—	—	—	—	—	—
(b)	Other – Individuals	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.	—	—	—	—	—	—	—	—	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(2)	—	—	—	—	—	—	—	—	—
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	—	5,61,12000	5,61,12000	100.00	—	5,61,12000	5,61,12000	100.00	—
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	—	—	—	—	—	—	—	—	—
(b)	Banks / FI	—	—	—	—	—	—	—	—	—
(c)	Central Govt	—	—	—	—	—	—	—	—	—
(d)	State Govt(s)	—	—	—	—	—	—	—	—	—
(e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
(f)	Insurance Companies	—	—	—	—	—	—	—	—	—
(g)	FIIIs	—	—	—	—	—	—	—	—	—
(h)	Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
(i)	Others (Specify)	—	—	—	—	—	—	—	—	—
	Sub-Total (B)(1)	—	—	—	—	—	—	—	—	—
2.	Non-Institutions									
(a)	Bodies Corporate	—	—	—	—	—	—	—	—	—



	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 Shares	
(i)	Indian	—	—	—	—	—	—	—	—	—
(ii)	Overseas	—	—	—	—	—	—	—	—	—
(b)	Individuals	—	—	—	—	—	—	—	—	—
(i)	Individual shareholders holding nominal share capital up to Rs.1 lakh	—	—	—	—	—	—	—	—	—
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	—	—	—	—	—	—	—	—	—
(c)	Others (specify)	—	—	—	—	—	—	—	—	—
	Sub-Total (B)(2)	—	—	—	—	—	—	—	—	—
	Total Public Shareholding (B)=(B)(1)+(B)(2)	—	—	—	—	—	—	—	—	—
(C)	Shares held by Custodian for GDRs and ADRs	—	—	—	—	—	—	—	—	—
	GRAND TOTAL (A)+(B)	—	5,61,12000	5,61,12000	100.00	—	5,61,12000	5,61,12000	100.00	—

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited

(ii) Shareholding of promoters

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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
Sundaram Finance Distribution Limited*	5,61,12000	100.00	—	5,61,12000	100.00	—	—
Total	5,61,12000	100.00	—	5,61,12000	100.00	—	—

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited



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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sundaram Finance Distribution Limited*				
At the beginning of the year*	5,61,12000	100	—	—
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year	—	—	5,61,12000	100

* includes six equity shares held by the nominees of Sundaram Finance Distribution Limited

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

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Promoters Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				



(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri T T Srinivasaraghavan* Director#				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
2	Sri Srinivas Acharya* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
3	Sri P Viswanathan* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
4	Sri S Sivakumar* Director				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
5	Sri Rahul Lalbhai Mehta Director				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—
6	Sri P N Srikant* Company Secretary				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
7	Sri Sidhartha Sankar Malla Manager				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—

*Held as nominees of Sundaram Finance Distribution Limited jointly with others

Sri T T Srinivasaraghavan, Director resigned from his directorship on 28th March 2015



V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD / WTD / Manager	Total Amount
		Sri Sidhartha Sankar Malla*	
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

* Sri Sidhartha Sankar Malla, Manager has been nominated by M/s Sundaram Finance limited the ultimate holding Company and no remuneration is borne by this company.



B. Remuneration to other directors:

Sl. No.	Name of the Directors	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors			Nil	
	Total (1)				
2	Other Non-Executive Directors				
	Sri Srinivas Acharya				
	Sri P Viswanathan				
	Sri Rahul Lalbhai Mehta				
	Sri S Sivakumar			Nil	
	Total (2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act			Not Applicable	

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary*	Total Amount
1	Gross Salary		
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)	Nil	

* The Company Secretary Sri P N Srikant, has been nominated by Sundaram Finance Limited the ultimate holding Company and no remuneration is borne by this Company

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2015.



Independent Auditor's Report

To the members of Infreight Logistics Solutions Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Infreight Logistics Solutions Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement 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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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

INFREIGHT LOGISTICS SOLUTIONS LIMITED



accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015, and its loss 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, 2015 ("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 statement on the matters specified in paragraphs 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 purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. 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;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. the Company is not required to transfer any fund to the Investor Education and Protection Fund in accordance with provisions of Companies Act, 1956.

Place : Mumbai
Date : 4th May, 2015

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No – 112827W
Dharmendra C. Shah
Proprietor
Membership No. 040234



The Annexure referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2015

As required by Companies (Auditor's Report) Order, 2015 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:—

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company does not have any fixed assets at the end of the year.
- ii. a) The Company does not have any inventories, accordingly clause (ii) (a) to ii(c) of the Order are not applicable to the Company for the current year.
- iii. The Company has not granted unsecured loans to parties covered in the register maintained under section 189 of the Act, accordingly clause iii(a) to iii(b) of the Order are not applicable to the Company for the current year.
- iv. The Company has not accepted any deposits from the public.
- v. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Act in respect of Company's operations.
- vi. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date

they became payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess not been deposited on account of any dispute.
- c) The Company is not required to transfer any fund to the Investor Education and Protection Fund in accordance with provisions of Companies Act, 1956.
- vii. The Company has accumulated losses of ₹10,71,71,691.07 at the end of the financial year 2014-2015 and the same is more than fifty percent of its net worth as on 31st March, 2015.
The Company has incurred cash loss during the year and also in the immediately preceding financial year.
- viii. The Company has not availed any loan from financial institution, bank during the year, thus clause (ix) of the Order is not applicable to the Company for the current year.
- x. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. The Company has not taken any term loan during the year.
- xii. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **Dharmendra & Co.,**
Chartered Accountants
Firm Registration No – 112827W
Dharmendra C. Shah
Proprietor
Membership No. 040234

Place : Mumbai
Date : 4th May, 2015





Balance Sheet

as at 31st March, 2015

(In ₹)

Particulars	Note	31st March, 2015	31st March, 2014
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
(a) Share capital	3	5,61,12,000.00	5,61,12,000.00
(b) Reserves and surplus	4	(10,71,71,691.07)	(10,59,69,250.45)
(c) Money received against share warrants		-	-
		<u>(5,10,59,691.07)</u>	<u>(4,98,57,250.45)</u>
2) Share application money pending allotment		-	-
3) Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
		<u>-</u>	<u>-</u>
4) Current liabilities			
(a) Short-term borrowings	5	5,22,00,000.00	5,22,00,000.00
(b) Trade payables	6	-	1,73,150.00
(c) Other current liabilities	7	1,09,221.00	91,968.00
(d) Short-term provisions		-	-
		<u>5,23,09,221.00</u>	<u>5,24,65,118.00</u>
TOTAL		<u>12,49,529.93</u>	<u>26,07,867.55</u>
II. ASSETS			
1) Non-current assets			
(a) Fixed assets			
i) Tangible assets	8	-	3,60,245.00
ii) Intangible assets		-	-
iii) Capital work-in-progress		-	-
iv) Intangible assets under development		-	-
(b) Non-current investments	9	-	10,00,000.00
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets		-	-
		<u>-</u>	<u>13,60,245.00</u>
2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	10	-	4,98,467.00
(d) Cash and cash equivalents	11	9,37,446.93	16,617.55
(e) Short-term loans and advances	12	3,12,083.00	7,32,538.00
(f) Other current assets		-	-
		<u>12,49,529.93</u>	<u>12,47,622.55</u>
TOTAL		<u>12,49,529.93</u>	<u>26,07,867.55</u>
See accompanying notes forming part of financial statements			

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED

[Signature]

Director



Statement of Profit and Loss

for the Year Ended 31st March, 2015

(In ₹)

Particulars	Note	2014-15	2013-14
I. Revenue from operations	—	—	—
II. Other income	13	73,038.10	—
III. Total Revenue (I + II)		73,038.10	—
IV. Expenses:			
Cost of Services	14	—	6,250.00
Purchases of Stock-in-Trade	—	—	—
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	—	—	—
Employee benefits expenses	—	—	—
Finance costs	15	—	393.26
Depreciation and amortization expense	8	—	1,29,248.00
Other expenses	16	14,07,041.00	3,44,774.62
Total expenses		14,07,041.00	4,80,665.88
V. (Loss)/ Profit before exceptional and extraordinary items and tax (III-IV)		(13,34,002.90)	(4,80,665.88)
VI. Exceptional items		—	—
VII. (Loss)/ Profit before extraordinary items and tax (V – VI)		(13,34,002.90)	(4,80,665.88)
VIII. Extraordinary Items		—	—
IX. (Loss)/ Profit before tax (VII– VIII)		(13,34,002.90)	(4,80,665.88)
X. Tax expense:			
1) Current tax (MAT)		—	—
2) Deferred tax		—	—
XI (Loss)/ Profit for the period from continuing operations (IX-X)		(13,34,002.90)	(4,80,665.88)
XII (Loss)/ Profit from discontinuing operations		—	—
XIII Tax expense of discontinuing operations		—	—
XIV (Loss)/ Profit from Discontinuing operations (after tax) (XII-XIII)		—	—
XV (Loss)/ Profit for the period (XI + XIV)		(13,34,002.90)	(4,80,665.88)
XVI Earnings per equity share:			
(1) Basic		(0.24)	(0.09)
(2) Diluted		(0.24)	(0.09)
See accompanying notes forming part of financial statements			

In terms of our report attached

For Dharmendra & Co.,

Chartered Accountants

Firm Registration No. – 112827W

Dharmendra C. Shah

Proprietor

Membership No. – 040234

Place : Mumbai

Date : 4th May, 2015

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya
Rahul L. Mehta
S. Sivakumar
P. Viswanathan
Directors

INFREIGHT LOGISTICS SOLUTIONS LIMITED

CERTIFIED TRUE COPY
For INFREIGHT LOGISTICS SOLUTIONS LIMITED

[Signature]

Director



Notes to Financial Statements

For the Year Ended 31st March, 2015

1. CORPORATE INFORMATION

Infreight Logistics Solutions Limited ("the Company") was incorporated on 25th April, 2000. The Company is engaged in the business of providing Services of Road Transport, Warehousing, Software Maintenance, and Development of Software. The principal source of revenue for the Company is from rendering of services related to transport by road and warehousing.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Tangible Assets

Fixed assets are recorded at cost of acquisition inclusive of freight, duties, taxes and incidental expenses related to acquisition.

2.4 Intangible Assets

The Company does not have any intangible assets.

2.5 Borrowing Cost

Borrowing cost includes interest and amortization of ancillary costs.

2.6 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. The Company does not have any current investments.



NOTES TO THE ACCOUNTS (Contd.)

2.7 Revenue Recognition

Revenue income is accounted on accrual basis.

All other expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

2.8 Taxation

Income tax expense comprises current tax expense, deferred tax and MAT expense or credit.

Current Taxes: Provision for current income-tax is recognised in accordance with the provisions of the Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowance and exemptions.

Deferred Taxes: The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognised for the future tax consequence attributable to the timing differences between the profits/ losses offered for income taxes and profits/ losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

Minimum Alternate Tax: Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognises the MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period i.e. period for which MAT credit is allowed to be carried forward. In the year in which company recognises MAT credit as an asset in accordance with the guidance note on Accounting for credit available in respect to Minimum Alternate Tax under the Income Tax Act, 1961. The said asset is created by way of credit to the statement of profit and loss and shown as "MAT credit entitlement" at each reporting date and writes down the asset to the extent the Company does have convincing evidence that it will pay normal tax during the specified period.

2.9 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



NOTES TO THE ACCOUNTS (Contd.)

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.10 Earnings per Share

Basic earnings per Share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

2.11 Cash & Cash Equivalents

Cash & Cash Equivalents for the purpose of Cash Flow Statement comprises cash at bank and in hand.

2.12 Cash Flow Statement

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

Note 3

SHARE CAPITAL

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Authorised Capital		
1,10,00,000 (1,00,00,000) Equity Shares of ₹10/- each	10,10,00,000.00	10,00,00,000.00
	<u>10,10,00,000.00</u>	<u>10,00,00,000.00</u>
Issued Subscribed & fully paid up Share Capital		
Equity Share Capital		
56,11,200 (56,11,200) Equity Shares of ₹ 10/- each	5,61,12,000.00	5,61,12,000.00
	<u>5,61,12,000.00</u>	<u>5,61,12,000.00</u>

As per the Scheme of Amalgamation of Sundaram Parekh Warehousing Services Limited with the Company, the Authorised Share Capital of Sundaram Parekh Warehousing Services Limited of 1,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 10,00,000/- has been added to the Authorised Share Capital of the Company as 1,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 10,00,000/- financial year ended 31st March 2015 – Refer Note No. 18.

The company has single class of shares – equity shares of face value of ₹ 10 each.



NOTES TO THE ACCOUNTS (Contd.)

a) Reconciliation of the shares outstanding at the beginning and end of the reporting period

Equity Shares of ₹ 10/- each fully paid up

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	₹	No. of Shares	₹
At the beginning of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00
Issued during the period	—	—	—	—
Outstanding at the end of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00

b. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

In an event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to number of equity shares held by the Company.

c. Shares held by Holding Company

Out of the equity shares issued by the company, shares held by its holding company is as under:

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2015			As at 31st March, 2014		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.

d) Details of shareholders holding more than 5% shares in the Company

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2015			As at 31st March, 2014		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

* Including Equity Shares held by nominees.



NOTES TO THE ACCOUNTS (Contd.)
Note 4
RESERVES & SURPLUS

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Statement of Profit & Loss		
At the beginning of the year	(10,59,69,250.45)	(10,54,88,584.57)
Less: Credit balance in profit & loss statement of transferor company	1,31,562.28	—
Less: Capital account of transferor company	10,00,000.00	
Add: Investment in equity shares in transferor company	(10,00,000.00)	
Add: (Loss)/ Profit for the year	(13,34,002.90)	(4,80,665.88)
At the end of the year	(10,71,71,691.07)	(10,59,69,250.45)

Note 5
SHORT – TERM BORROWINGS

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Unsecured Borrowings		
From Ultimate Holding Company (Refer Related Party Statement)*	5,22,00,000.00	5,22,00,000.00
Total Short Term Borrowings	5,22,00,000.00	5,22,00,000.00
(*Repayment Term is one year from sanction date and renewable for further period and borrowing is interest free.)		

Note 6
TRADE PAYABLES

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Trade Payables for Services rendered *	—	1,73,150.00
	—	1,73,150.00

* Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosures are required to be made relating to dues to Micro, Small and Medium enterprises. Based at the information available with the Company, there are no parties who have been identified as micro, small and medium enterprises based on details called for and responses received by the management from the vendors.

Note 7
OTHER CURRENT LIABILITIES

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Expenses Payable	1,07,497.00	90,276.00
Statutory Liabilities Payable	1,724.00	1,692.00
	1,09,221.00	91,968.00



NOTES TO THE ACCOUNTS (Contd.)

Note 8

TANGIBLE ASSETS										(In ₹)
Description	Gross Block				Depreciation				Net Block	
	As at 31.03.2014	Additions	Deductions	As at 31.03.2015	As at 31.03.2014	Additions	Deductions	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Furnitures & Fixtures	3,16,113.00	-	3,16,113.00	-	2,42,295.00	-	2,42,295.00	-	-	73,818.00
	(3,16,113.00)	-	-	(3,16,113.00)	(2,25,981.00)	(16,314.00)	-	(2,42,295.00)	(73,818.00)	(90,132.00)
Computers	35,77,315.00	-	35,77,315.00	-	34,45,350.00	-	34,45,350.00	-	-	1,31,965.00
	(35,77,315.00)	-	-	(35,77,315.00)	(33,57,374.00)	(87,976.00)	-	(34,45,350.00)	(1,31,965.00)	(2,19,941.00)
Air Conditioners	3,47,305.00	-	3,47,305.00	-	2,25,623.00	-	2,25,623.00	-	-	1,21,682.00
	(3,47,305.00)	-	-	(3,47,305.00)	(2,05,962.00)	(19,661.00)	-	(2,25,623.00)	(1,21,682.00)	(1,41,343.00)
Office Equipment	94,271.00	-	94,271.00	-	61,491.00	-	61,491.00	-	-	32,780.00
	(94,271.00)	-	-	(94,271.00)	(56,194.00)	(5,297.00)	-	(61,491.00)	(32,780.00)	(38,077.00)
As at 31st March, 2015	43,35,004.00	-	43,35,004.00	-	39,74,759.00	-	39,74,759.00	-	-	3,60,245.00
As at 31st March, 2014	(43,35,004.00)	-	-	(43,35,004.00)	(38,45,511.00)	(1,29,248.00)	-	(39,74,759.00)	(3,60,245.00)	(4,89,493.00)

Note:

- a) Figures in brackets pertains to 31st March, 2014
 b) During the year no asset is revalued.
 c) As on 1st April, 2014 all the assets were written off therefore depreciation charged for the year is ₹ Nil.
 d) The Company does not have any intangible asset.



NOTES TO THE ACCOUNTS (Contd.)
Note 9
NON – CURRENT INVESTMENTS

(In ₹)

			As at March 31, 2015	As at March 31, 2014
In Subsidiary Company (Equity Shares)				
Long Term – Unquoted, at cost:				
Nos, CY	Nos, PY	(Face value of ₹ 10/- each)		
Nil	1,00,000	Sundaram Parekh Warehousing Services Limited	–	10,00,000.00
			<u>–</u>	<u>10,00,000.00</u>

Note 10
TRADE RECEIVABLES

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Unsecured, Considered Good		
Outstanding for more than six months from date it became due	–	4,98,467.00
Others	–	–
	<u>–</u>	<u>4,98,467.00</u>

Note 11
CASH & BANK BALANCES

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Cash and Cash Equivalent		
Balances with scheduled banks in current account	9,37,446.93	16,617.55
Cash on hand	–	–
	<u>9,37,446.93</u>	<u>16,617.55</u>

Note 12
SHORT TERM LOANS & ADVANCES

(In ₹)

	As at March 31, 2015	As at March 31, 2014
Short Term Loans & Advances		
(Unsecured, Considered Good)		
Other Loans & Advances		
Income Tax (TDS) (Net off provision for taxation)	3,12,083.00	7,32,538.00
	<u>3,12,083.00</u>	<u>7,32,538.00</u>



NOTES TO THE ACCOUNTS (Contd.)

Note 13

Other Income

(In ₹)

	FY 2014-2015		FY 2013-2014	
Interest on Income Tax Refund	7,412.10		-	
Deposit/Advances/Creditors W/Back	65,626.00	73,038.10	-	-
		<u>73,038.10</u>		<u>-</u>

Note 14

Cost of Services

(In ₹)

	FY 2014-2015		FY 2013-2014	
Rate Difference/Discount/Damages	-	-	6,250.00	6,250.00
		<u>-</u>		<u>6,250.00</u>

Note 15

Finance Costs

(In ₹)

	FY 2014-2015		FY 2013-2014	
Bank Charges	-			393.26
		<u>-</u>		<u>393.26</u>



NOTES TO THE ACCOUNTS (Contd.)

Note 16

Other Expenses

(In ₹)

	2014-2015	2013-2014
Telephone Expenses	—	10,606.00
Printing & Stationery	6,983.00	10,080.00
Local Travelling	—	26,380.00
Professional Fees & Legal Charges	3,66,090.00	21,405.00
Advertisement	8,250.00	—
Auditors' Remuneration (Refer Note (a) below)	48,808.00	44,944.00
Repairs & Maintenance		
Others	—	490.00
Conveyance	—	896.00
Miscellaneous Expenses	90,638.00	3,966.00
Income Tax for Previous Period (For FY 2011-12)	27,560.00	—
Bad Debts	4,98,467.00	2,26,007.62
Loss on Assets written off	3,60,245.00	—
	14,07,041.00	3,44,774.62
a) Details of payments made to auditor :		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fees	34,200.00	16,854.00
Tax Audit Fees	—	—
<u>In other capacity (Including Service Tax)</u>		
For Taxation Matter	—	—
For Other Services	14,608.00	28,090.00
	48,808.00	44,944.00

Note 17

Earnings Per Share

	2014-2015	2013-2014
Net (Loss)/ Profit as per Profit and Loss Account (₹)	(13,34,002.90)	(4,80,665.88)
Shares outstanding at the beginning of the year – Nos.	56,11,200	56,11,200
Shares issued during the year	—	—
Weighted average number of shares outstanding during the year – Nos.	56,11,200	56,11,200
Basic and diluted earnings per share (₹)	(0.24)	(0.09)



NOTES TO THE ACCOUNTS (Contd.)

Note 18

General

Scheme of Amalgamation between Sundaram Parekh Warehousing Services Limited with the Company under sections 391 and 394 of the Companies Act, 1956

On 13th November 2014, the Board of Directors approved a Scheme of Amalgamation ('Scheme') of Sundaram Parekh Warehousing Limited ('Transferor Company') with the Company ('Transferee Company') under Sections 391 and 394 of the Companies Act, 1956. In January 2015, the Company filed a petition for approvals of the scheme with the Hon'ble High Court of Madras ('the Court'). The Court approved the Scheme vide its order dated 18th March 2015 with the appointed date (effective date) as 1st April 2014. The certified true copy of the scheme was filed under Form INC-28, with the Registrar of Companies on 1st April 2015 and same was approved on 10th April 2015. The salient features of the Scheme are as follows:

The Transferee Company shall, upon the scheme coming into effect, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective book values thereof at the close of business of the day immediately preceding the appointed date (effective date). The balance in the profit and loss account appearing in the financial statements of the Transferor Company shall be aggregated with the balance in the profit and loss account appearing in the financial statements of the Transferee Company.

All inter-company transactions between Transferor and Transferee Companies from the appointed date (effective date) shall be regarded as intra-company transactions.

From the appointed date (effective date), the authorised share capital of the transferor Company shall stand combined with the authorised share capital of the transferee Company. Upon the Scheme becoming fully effective, the authorised share capital of the Company would be ₹10,10,00,000/- divided into 1,01,00,000 equity shares of ₹10 each.

In accordance with the Scheme approved by the Court, the accounting for this amalgamation has been done in this financial year (2014-15) in accordance with the "Pooling of Interest Method" referred to in Accounting Standard 14 – "Accounting for Amalgamation" of the Companies (Accounting Standards) Rules, 2006.

Note 19

Balances appearing to the debit or credit of various parties are subject to confirmation.

Note 20

In the opinion of board, the current assets, loans and advances are approximate of the value stated if realised in the ordinary course of business.

Note 21

Previous year figures

Previous year figures are regrouped /rearranged wherever possible and necessary so as to confirm to the current year's classification.



NOTES TO THE ACCOUNTS (Contd.)

Note 22

Estimated amount of contracts remaining to be executed on capital account as well as other commitments, not provided for (net of advances) is ₹ Nil (2014 : ₹ Nil). Contingent liabilities is ₹ Nil (2014 : ₹ Nil).

Note 23

CIF Value of Imports / Consumption of Materials	2014-2015 (₹)	2013-2014 (₹)
	Nil	Nil

Note 24

Earnings in Foreign Currency/ Expenditure in Foreign Currency	2014-2015 (₹)	2013-2014 (₹)
	Nil	Nil

Note 25

There are no separate reportable segments as per Accounting Standard AS-17 Segment Reporting.



NOTES TO THE ACCOUNTS (Contd.)

Note 26

A statement on Transactions with Related Parties is given hereunder as per Accounting Standard 18 'Related Party Disclosures' issued in terms of the Companies Act, 2013.

Holding Companies	Sundaram Finance Limited
	Sundaram Finance Distribution Limited
Subsidiary	Sundaram Parekh Warehousing Services Limited *
Fellow Subsidiaries	Sundaram Asset management Company Limited
	Sundaram Trustee Company Limited
	Sundaram BNP Paribas Home Finance Limited
	Sundaram Business Services Limited
	LGF Services Limited
	Sundaram Infotech Solutions Limited
	Sundaram BNP Paribas Fund Services Limited
	Sundaram Insurance Broking Services Limited
	Sundaram Asset Management Singapore Pte Limited
	Sundaram BPO India Limited
Key Management Personnel	Mr. P. N. Srikant, Secretary
	Mr. Sidhartha Sankar Malla, Manager

* Amalgamated with the Company w.e.f 01.04.2014



NOTES TO THE ACCOUNTS (CONTD.)

DETAILS OF TRANSACTIONS WITH ABOVE RELATED PARTIES FOR THE YEAR ENDED 31.03.2015

(In ₹)

Particulars	Holding Cos.	Subsidiary Co.	Fellow Subsidiary Cos.	Key Management Personnel	Relative of Key Management Personnel	Total Related Parties	Total Related Parties
						(2014-15)	(2013-14)
Transactions during the year							
LIABILITIES :							
Inter-corporate Loan Repaid to:							
Sundaram Finance Ltd.						—	6,00,000.00
Outstanding Balances at the year end							
Investment in Equity Shares							
Sundaram Parekh Warehousing Services Ltd.						—	10,00,000.00
Inter-corporate Loan							
Sundaram Finance Ltd.	5,22,00,000.00					5,22,00,000.00	5,22,00,000.00

In terms of our report attached

 For Dharmendra & Co.,
 Chartered Accountants
 Firm Registration No. – 112827W
 Dharmendra C. Shah
 Proprietor

 Membership No. – 040234
 Place : Mumbai
 Date : 4th May, 2015

 Sidhartha Sankar Malla
 Manager

 P.N. Srikant
 Secretary

 Srinivas Acharya
 Rahul L. Mehta
 S. Sivakumar
 P. Viswanathan
 Directors

Cash Flow Statement for the Year Ended 31st March, 2015

(In ₹)

	2014-15	2013-14
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after Tax	(13,34,002.90)	(4,80,665.88)
Adjustments for:		
Depreciation / Amortization	—	1,29,248.00
Loss on Sale of Fixed Assets/Written off	3,60,245.00	—
	(9,73,757.90)	(3,51,417.88)
Changes in Assets & Liabilities:		
(Increase) / Decrease in Trade Receivables	4,98,467.00	3,92,549.00
(Increase) / Decrease in Short term Loans and Advances	4,20,455.00	97,380.00
Increase / (Decrease) in Trade Payables	(1,73,150.00)	(25,000.00)
Increase / (Decrease) in other Current liabilities	17,253.00	(11,003.38)
Adjustment on account of Amalgamation in respect of Reseve & Surplus	1,31,562.28	—
NET CASH FROM OPERATING ACTIVITIES (A)	(79,170.62)	1,02,507.74
Income Tax paid	—	—
	(79,170.62)	1,02,507.74
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Non-Current Investments	(10,00,000.00)	4,90,000.00
NET CASH FROM INVESTING ACTIVITIES (B)	10,00,000.00	(4,90,000.00)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short – term Borrowings	—	(6,00,000.00)
NET CASH FROM FINANCING ACTIVITIES (C)	—	(6,00,000.00)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	9,20,829.38	(9,87,492.26)
Cash and cash equivalents at the beginning of the year	16,617.55	10,04,109.81
Cash and cash equivalents at the end of the year	9,37,446.93	16,617.55
Components of Cash and Cash Equivalents at the year end		
Balances with Banks – in Current Accounts	9,37,446.93	16,617.55
Cash on Hand	—	—
	9,37,446.93	16,617.55

In terms of our report attached

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No. – 112827W
Dharmendra C. Shah
Proprietor

Membership No. – 040234

Place : Mumbai

Date : 4th May, 2015

INFREIGHT LOGISTICS SOLUTIONS LIMITED

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya
Rahul L. Mehta
S. Sivakumar
P. Viswanathan
Directors

CERTIFIED TRUE COPY
For INFREIGHT LOGISTICS SOLUTIONS LIMITED

[Signature]
Director



INFREIGHT LOGISTICS SOLUTIONS LIMITED

**14th Annual Report
2013-14**



Board of Directors

T. T. Srinivasaraghavan	Chairman
Rahul Lalbhai Mehta	
Srinivas Acharya	
P Viswanathan	

Audit Committee

T. T. Srinivasaraghavan	Chairman
Rahul Lalbhai Mehta	
Srinivas Acharya	

Manager

Sidhartha Sankar Malla

Secretary

P.N. Srikant

Bankers

HDFC Bank Ltd.

Canara Bank

Auditors

M/s. Dharmendra & Co., Mumbai
Chartered Accountants

Registered Office

21, Patullos Road,
Chennai 600 002
Phone: 044-28521181
CIN : U72900TN2000PLC063984



Directors' Report

Your Directors have pleasure in presenting the Fourteenth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2014.

The summarised financial results of the Company are given hereunder:

(₹ in lakhs)

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Total Income	—	88.77
Total Expenditure	4.80	93.71
Profit before Tax	(4.80)	(4.94)
Taxation	—	—
Profit after Tax	(4.80)	(4.94)

REVIEW OF OPERATIONS

There were no operations during the year under review following the management's decision in the previous year to exit the logistics business.

DIRECTOR

Sri Srinivas Acharya, Director, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- they have 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 of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud

and other irregularities; and

- they have prepared the annual accounts on a going-concern basis.

INFORMATION AS PER SECTION 217(1)(c) OF THE COMPANIES ACT, 1956

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956.

DEPOSITS

Your Company has not accepted any public deposit during the year under review.

AUDITORS

M/s. Dharmendra & Co., Chartered Accountants, Mumbai retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

SUBSIDIARY

Sundaram Parekh Warehousing Services Limited (Sundaram Parekh)

During the year, your Company acquired the balance 49% stake in company and consequently Sundaram Parekh became a wholly-owned subsidiary of your Company. Sundaram Parekh did not commence its core operations.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Distribution Limited for its support.

Chennai 600 002
Date: 6th May, 2014

T T Srinivasaraghavan
Chairman



Independent Auditors' Report

To the members of Infreight Logistics Solutions Limited

REPORT ON FINANCIAL STATEMENT:

We have audited the accompanying financial statements of Infreight Logistics Solutions Limited, ("the Company") which comprises the Balance Sheet as at 31st March 2014, statement of Profit and Loss Account and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS:

Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by The Institute of Chartered Accountants of India. 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosure in the financial statements. The

procedure selected depends on auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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 of our audit opinion.

OPINION:

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

- a. In the case of the Balance Sheet, of the state of the affairs of the Company as at 31st March, 2014;
- b. In the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON LEGAL AND REGULATORY REQUIREMENT:

1. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in



terms of sub-section (4A) of section 227 of the Companies Act, 1956 ("the Act"), we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a) We have 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 appears from our examination of those books;
- c) the Balance Sheet, statement of Profit and Loss and cash flow statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting

Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- e) On the basis of the written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **Dharmendra & Co.,**
Chartered Accountants
Firm Registration No - 112827W
Dharmendra C. Shah
Proprietor
Membership No. 040234

Place : Chennai
Date : 6th May, 2014



**Annexure referred to in paragraph 1 under the heading
“Report on other legal and regulatory requirements” of our report of even date.**

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a regular program for verification of its fixed assets by which all fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification during the year.
- c) Since there is no disposal of fixed assets during the year, paragraph 4(i)(c) of the Order is not applicable to the Company.
- ii. The Company does not have any inventories.
- iii. (a) The Company has not given loans, secured or unsecured, to any party covered in the register maintained under section 301 of the Act. Accordingly, clauses (iii)(b) to (iii)(d) of paragraph 4 of the said Order are not applicable to the Company for the current year.
- (b) The Company has not taken loans, secured or unsecured, from any party covered in the register maintained under section 301 of the Act. Accordingly, clauses (iii)(e) to (iii)(g) of paragraph 4 of the said Order are not applicable to the Company for the current year.
- iv. In our opinion and according to the information and the explanations given to us and having regard to the explanation there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. According to the information & explanations given to us, there are no transactions made in pursuance of contracts or arrangements that need to be entered in to the register maintained under section 301 of the Companies Act, 1956.
- vi. The Company has not accepted any deposits from the public and hence directives of the Reserve Bank of India and the provisions of section 58A and 58AA of the Act and the rules framed there under are not applicable to the Company.
- vii. The Company has an internal audit system commensurate with the size & nature of its business.
- viii. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under section 209(1)(d) of the Act in respect of Company's operations.
- ix. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, service tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, service tax not been deposited on account of any dispute.
- x. (a) The Company has accumulated loss of 10,59,69,250/- at



- the end of the financial year 2013-2014 and the same is more than fifty per cent of its net worth as on 31st March, 2014.
- (b) The Company has incurred cash loss during the year and also in the immediately preceding financial year.
- xi. The Company has not availed any loan from financial institution, bank during the year, accordingly clause (xi) of the paragraph 4 of the said order is not applicable to the Company for the current year.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv. The Company is not in the business of dealing or trading in shares, securities, and other investments.
- xv. The Company has not given any guarantee for loans taken by others.
- xvi. The Company has not taken any term loan during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet, the funds raised on short term basis have not been applied for payment of long term assets.
- xviii. In our opinion and according to the information and explanations given to us, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- xix. The Company has not issued any debentures during the year.
- xx. The Company has not raised any money by way of public issue during the year.
- xxi. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Dharmendra & Co.,
Chartered Accountants
Firm Registration No - 112827W

Dharmendra C. Shah
Proprietor
Membership No. 040234

Place : Chennai
Date : 6th May, 2014



Balance Sheet

as at 31st March, 2014

(In ₹)

Particulars	Note	31st March, 2014	31st March, 2013
I. EQUITY AND LIABILITIES			
1) Shareholders' funds			
(a) Share capital	3	5,61,12,000.00	561,12,000.00
(b) Reserves and surplus	4	(10,59,69,250.45)	(1054,88,584.57)
(c) Money received against share warrants		—	—
		<u>(4,98,57,250.45)</u>	<u>(493,76,584.57)</u>
2) Share application money pending allotment		—	—
3) Non-current liabilities			
(a) Long-term borrowings		—	—
(b) Deferred tax liabilities (Net)		—	—
(c) Other Long term liabilities		—	—
(d) Long-term provisions		—	—
4) Current liabilities			
(a) Short-term borrowings	5	5,22,00,000.00	5,28,00,000.00
(b) Trade payables	6	1,73,150.00	1,98,150.00
(c) Other current liabilities	7	91,968.00	1,02,971.38
(d) Short-term provisions		—	—
		<u>5,24,65,118.00</u>	<u>531,01,121.38</u>
TOTAL		<u>26,07,867.55</u>	<u>37,24,536.81</u>
II. ASSETS			
1) Non-current assets			
(a) Fixed assets			
i) Tangible assets	8	3,60,245.00	4,89,493.00
ii) Intangible assets		—	—
iii) Capital work-in-progress		—	—
iv) Intangible assets under development		—	—
(b) Non-current investments	9	10,00,000.00	5,10,000.00
(c) Deferred tax assets (net)		—	—
(d) Long-term loans and advances		—	—
(e) Other non-current assets		—	—
		<u>13,60,245.00</u>	<u>9,99,493.00</u>
2) Current assets			
(a) Current investments		—	—
(b) Inventories		—	—
(c) Trade receivables	10	4,98,467.00	8,91,016.00
(d) Cash and cash equivalents	11	16,617.55	10,04,109.81
(e) Short-term loans and advances	12	7,32,538.00	8,29,918.00
(f) Other current assets		—	—
		<u>12,47,622.55</u>	<u>27,25,043.81</u>
TOTAL		<u>26,07,867.55</u>	<u>37,24,536.81</u>

See accompanying notes forming part of financial statements

In terms of our report of even date attached

For Dharmendra & Co.,

Chartered Accountants

Firm Registration No. 112827W

Dharmendra C. Shah

Proprietor

Membership No. 040234

Place : Chennai

Date : 6th May, 2014

T.T. Srinivasaraghavan
Chairman

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya

P. Viswanathan

Directors

INFREIGHT LOGISTICS SOLUTIONS LIMITED

**INFREIGHT**

Logistics and beyond...

Statement of Profit and Loss

for the Year Ended 31st March, 2014

(In ₹)

Particulars	Note	2013-14	2012-13
I. Revenue from operations	13	—	87,86,946.00
II. Other income	14	—	90,104.62
III. Total Revenue (I + II)		—	88,77,050.62
IV. Expenses:			
Cost of Services	15	6,250.00	65,32,703.47
Purchases of Stock-in-Trade	—	—	—
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	—	—	—
Employee benefits expenses	16	—	9,60,425.00
Finance costs	17	393.26	—
Depreciation and amortization expense	8	1,29,248.00	2,52,527.00
Other expenses	18	3,44,774.62	16,25,022.74
Total expenses		4,80,665.88	93,70,678.21
V. (Loss)/ Profit before exceptional and extraordinary items and tax (III-IV)		(4,80,665.88)	(4,93,627.59)
VI. Exceptional items		—	—
VII. (Loss)/ Profit before extraordinary items and tax (V - VI)		(4,80,665.88)	(4,93,627.59)
VIII. Extraordinary Items		—	—
IX. (Loss)/ Profit before tax (VII- VIII)		(4,80,665.88)	(4,93,627.59)
X. Tax expense:			
1) Current tax (MAT)		—	—
2) Deferred tax		—	—
XI (Loss)/ Profit for the period from continuing operations (IX-X)		(4,80,665.88)	(4,93,627.59)
XII (Loss)/ Profit from discontinuing operations		—	—
XIII Tax expense of discontinuing operations		—	—
XIV (Loss)/ Profit from Discontinuing operations (after tax) (XII-XIII)		—	—
XV (Loss)/ Profit for the period (XI + XIV)		(4,80,665.88)	(4,93,627.59)
XVI Earnings per equity share:			
(1) Basic		(0.09)	(0.09)
(2) Diluted		(0.09)	(0.09)
See accompanying notes forming part of financial statements			

In terms of our report of even date attached
For **Dharmendra & Co.**,
Chartered Accountants
Firm Registration No. 112827W

Dharmendra C. Shah
Proprietor
Membership No. 040234
Place : Chennai
Date : 6th May, 2014

T.T. Srinivasaraghavan
Chairman

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya

P. Viswanathan
Directors

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For INFREIGHT LOGISTICS SOLUTIONS LIMITED

Director

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Annual Report
2013-14

Notes to Financial Statements For the Year Ended 31st March, 2014

1. CORPORATE INFORMATION

Infreight Logistics Solutions Limited ("the Company") was incorporated on 25th April, 2000. The Company is engaged in the business of providing Services of Road Transport, Warehousing, Software Maintenance, and Development of Software. The principal source of revenue for the Company is from rendering of services related to transport by road and warehousing.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the notified Accounting Standard by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared and presented under the historical cost convention on an accrual basis of accounting on going concern basis. The accounting policies adopted by the Company are applied consistently and are in accordance with generally accepted accounting principles and provisions of the Companies Act, 1956.

2.2 Summary of Significant Accounting Policies

Presentation and disclosure of financial statements.

Financial statements prepared and presented as per revised schedule VI.

2.3 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Tangible Assets

Fixed assets are recorded at cost of acquisition inclusive of freight, duties, taxes and incidental expenses related to acquisition.



NOTES TO THE ACCOUNTS (Contd.)

2.5 Depreciation on Tangible assets

Depreciation on tangible fixed assets is being charged on the written down value method in accordance with the provisions of Schedule XIV of the Companies Act, 1956 at the following rates.

Asset	Depreciation Rates %
Furniture, Fixture & fittings	18.10%
Computers	40.00%
Air Conditioners	13.91%
Office Equipment	13.91%
Assets Less than Rs.5,000/-	100.00%

2.6 Intangible Assets

The Company does not have any intangible asset.

2.7 Impairment of assets

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exists or has decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognised to the extent it does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised for the asset in prior years.

2.8 Borrowing Cost

Borrowing cost includes interest and amortization of ancillary costs.

2.9 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. The Company does not have any current investments.



NOTES TO THE ACCOUNTS (Contd.)

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost which includes interest and other direct costs. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

2.10 Revenue Recognition

Freight Income is recognised/accounted when goods are delivered by the Company to customers. Freight expenses are accounted when hired vehicles delivers goods to Company's customers.

Warehousing service Income and cost of such service is recognised/accounted on monthly basis.

All other expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

Interest income is accounted on accrual basis.

2.11 Taxation

Income tax expense comprises current tax expense, deferred tax and MAT expense or credit.

Current Taxes:- Provision for current income-tax is recognised in accordance with the provisions of the Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowance and exemptions.

Deferred Taxes:- The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognised for the future tax consequence attributable to the timing differences between the profits/ losses offered for income taxes and profits/ losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonable/ virtually certain (as the case may be) to be realised.

Minimum Alternate Tax:- Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognises the MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period i.e. period for which MAT credit is allowed to be carried forward. In the year in which company recognises MAT credit as an asset in accordance with the guidance note on Accounting for credit available in respect to Minimum Alternate Tax under the Income Tax Act, 1961. The said asset is created by way of credit to the statement of profit and loss and shown as "MAT credit entitlement" at each reporting date and writes down the asset to the extent the Company does have convincing evidence that it will pay normal tax during the specified period.



NOTES TO THE ACCOUNTS (Contd.)

2.12 Retirement Benefits

Retirement benefits to employees comprises of payments to government provident funds, leave encashment and provision for gratuity.

Contribution to defined scheme such as provident Fund, ESIC, Family pension Fund are recognised when liability to contribute to such funds arises under the respective Acts.

The Company contributes to a group gratuity policy with Life Insurance Corporation of India towards liability of its employees.

Provision for leave encashment is accounted on cash basis.

2.13 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

2.14 Earnings per Share

Basic earnings per Share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

2.15 Cash & Cash Equivalents

Cash & Cash Equivalents for the purpose of Cash Flow Statement comprises cash at bank and in hand.

2.16 Cash Flow Statement

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



NOTES TO THE ACCOUNTS (Contd.)**Note 3****SHARE CAPITAL**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Authorised Capital		
1,00,00,000 Equity Shares of ₹ 10/- each	10,00,00,000.00	10,00,00,000.00
	<u>10,00,00,000.00</u>	<u>10,00,00,000.00</u>
Issued Subscribed & fully paid up Share Capital		
Equity Share Capital		
56,11,200 Equity Shares of ₹ 10/- each	5,61,12,000.00	5,61,12,000.00
	<u>5,61,12,000.00</u>	<u>5,61,12,000.00</u>

a) Reconciliation of the shares outstanding at the beginning and end of the reporting period

Equity Shares of ₹ 10/- each fully paid up

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
At the beginning of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00
Issued during the period	—	—	—	—
Outstanding at the end of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00

b. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In an event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to number of equity shares held by the Company.

c. Shares held by Holding Company

Out of the equity shares issued by the company, shares held by its holding company is as under:

Equity Shares of ₹ 10/- each fully paid up

Name	As at 31st March, 2014			As at 31st March, 2013		
	No. of Shares	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00

d) Details of shareholders holding more than 5% shares in the Company

Equity Shares of ₹ 10/- each fully paid up

Name	As at 31st March, 2014			As at 31st March, 2013		
	No. of Shares	%	₹	No. of Shares	%	₹
Sundaram Finance Distribution Limited	56,11,200	100%	5,61,12,000.00	56,11,200	100%	5,61,12,000.00



**NOTES TO THE ACCOUNTS (Contd.)****Note 4****RESERVES & SURPLUS**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Statement of Profit & Loss		
At the beginning of the year	(10,54,88,584.57)	(10,49,94,956.98)
Add: (Loss)/ Profit for the year	(4,80,665.88)	(4,93,627.59)
At the end of the year	(10,59,69,250.45)	(10,54,88,584.57)

Note 5**SHORT - TERM BORROWINGS**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Unsecured Borrowings		
From Ultimate Holding Company (Refer Related Party Statement)*	5,22,00,000.00	5,28,00,000.00
Total Short Term Borrowings	5,22,00,000.00	5,28,00,000.00
(*Repayment Term is one year from sanction date and renewable for further period.)		

Note 6**TRADE PAYABLES**

(In ₹)

	As at March 31, 2013	As at March 31, 2012
Trade Payables for Services rendered *	1,73,150.00	1,98,150.00
	1,73,150.00	1,98,150.00

* Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosures are required to be made relating to dues to Micro, Small and Medium enterprises. Based at the information available with the Company, there are no parties who have been identified as micro, small and medium enterprises based on details called for and responses received by the management from the vendors.

Note 7**OTHER CURRENT LIABILITIES**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Expenses Payable	90,276.00	94,054.00
Statutory Liabilities Payable	1,692.00	8,917.38
	91,968.00	1,02,971.38



NOTES TO THE ACCOUNTS (Contd.)

Note 8

TANGIBLE ASSETS										(In ₹)
Description	Gross Block				Depreciation				Net Block	
	As at 31.03.2013	Additions	Deductions	As at 31.03.2014	As at 31.03.2013	Additions	Deductions	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Furnitures & Fixtures	3,16,113.00	-	-	3,16,113.00	2,25,981.00	16,314.00	-	2,42,295.00	73,818.00	90,132.00
	(9,66,650.00)	-	(6,50,537.00)	(3,16,113.00)	(6,02,845.00)	(65,723.00)	(4,42,587.00)	(2,25,981.00)	(90,132.00)	(3,63,805.00)
Computers	35,77,315.00	-	-	35,77,315.00	33,57,374.00	87,976.00	-	34,45,350.00	1,31,965.00	2,19,941.00
	(39,03,031.00)	-	(3,25,716.00)	(35,77,315.00)	(35,06,040.00)	(1,57,815.00)	(3,06,481.00)	(33,57,374.00)	(2,19,941.00)	(3,96,991.00)
Air Conditioners	3,47,305.00	-	-	3,47,305.00	2,05,962.00	19,661.00	-	2,25,623.00	1,21,682.00	1,41,343.00
	(3,47,305.00)	-	-	(3,47,305.00)	(1,83,125.00)	(22,837.00)	-	(2,05,962.00)	(1,41,343.00)	(1,64,180.00)
Office Equipment	94,271.00	-	-	94,271.00	56,194.00	5,297.00	-	61,491.00	32,780.00	38,077.00
	(94,271.00)	-	-	(94,271.00)	(50,042.00)	(6,152.00)	-	(56,194.00)	(38,077.00)	(44,229.00)
As at 31st March, 2014	43,35,004.00	-	-	43,35,004.00	38,45,511.00	1,29,248.00	-	39,74,759.00	3,60,245.00	4,89,493.00
As at 31st March, 2013	(53,11,257.00)	-	(9,76,253.00)	(43,35,004.00)	(43,42,052.00)	(2,52,527.00)	(7,49,068.00)	(38,45,511.00)	(4,89,493.00)	(9,69,205.00)

Note:

- Figures in brackets pertains to 31st March, 2013
- During the year no asset is revalued.
- During the year neither impairment loss nor reversal of impairment of loss recognised.
- The Company does not have any intangible asset.



**NOTES TO THE ACCOUNTS (Contd.)****Note 9****NON - CURRENT INVESTMENTS**

(In ₹)

			As at March 31, 2014	As at March 31, 2013
In Subsidiary Company (Equity Shares)				
Long Term - Unquoted, at cost:				
Nos, CY	Nos, PY	(Face value of ₹ 10/- each)		
1,00,000	51,000	Sundaram Parekh Warehousing Services Limited	10,00,000.00	5,10,000.00
			10,00,000.00	5,10,000.00

Note 10**TRADE RECEIVABLES**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Unsecured, Considered Good		
Outstanding for more than six months from date it became due	4,98,467.00	8,10,641.00
Others	—	80,375.00
	4,98,467.00	8,91,016.00

Note 11**CASH & BANK BALANCES**

(In ₹)

	As at March 31, 2014	As at March 31, 2013
Cash and Cash Equivalent		
Balances with scheduled banks in current account	16,617.55	10,00,370.81
Cash on hand	—	3,739.00
	16,617.55	10,04,109.81

Note 12**SHORT TERM LOANS & ADVANCES**

(In ₹)

	As at March 31, 2013	As at March 31, 2012
(Unsecured, Considered Good)		
Security Deposits with Customer/Others	—	97,380.00
Other Loans & Advances		
Income Tax (TDS) (Net off provision for taxation)	7,32,538.00	7,32,538.00
	7,32,538.00	8,29,918.00



NOTES TO THE ACCOUNTS (Contd.)

Note 13

Revenue From Operations

(In ₹)

	FY 2013-2014		FY 2012-2013	
Services				
Transportation Charges	-	-	66,63,450.00	-
Warehouse Management Fees	-	-	21,23,496.00	87,86,946.00
	-	-		87,86,946.00

Note 14

Other Income

(In ₹)

	FY 2013-2014		FY 2012-2013	
Interest on Income Tax Refund	-	-	49,900.00	-
Interest Recd. on Security Deposit	-	-	20,157.00	-
Deposit/Advances/Creditors W/Back	-	-	20,047.62	90,104.62
	-	-		90,104.62

Note 15

Cost of Services

(In ₹)

	FY 2013-2014		FY 2012-2013	
Transportation Charges	-	-	58,00,900.00	-
Service Charges (Warehousing)	-	-	3,58,656.00	-
Rate Difference/Discount/Damages	6,250.00	6,250.00	3,73,147.47	65,32,703.47
		6,250.00		65,32,703.47



NOTES TO THE ACCOUNTS (Contd.)

Note 16

Employee Benefits Expenses

(In ₹)

	EY 2013-2014	EY 2012-2013
Salary and Allowances	—	6,70,827.00
Bonus	—	28,644.00
Contribution to PF	—	2,23,044.00
Contribution to ESIC	—	25,380.00
Labour Welfare Fund	—	21.00
Medical Reimbursement	—	3,126.00
Leave Travel Allowance	—	1,251.00
Staff Welfare	—	8,132.00
	<u>—</u>	<u>9,60,425.00</u>
	<u>—</u>	<u>9,60,425.00</u>

Note 17

Finance Costs

(In ₹)

	EY 2013-2014	EY 2012-2013
Bank Charges	393.26	—
	<u>393.26</u>	<u>—</u>



NOTES TO THE ACCOUNTS (Contd.)

Note 18

Other Expenses

(In ₹)

	FY 2013-2014		FY 2012-2013	
Electricity Expenses		—		1,30,980.00
Telephone Expenses		10,606.00		1,02,485.00
Printing & Stationery		10,080.00		21,331.00
Local Travelling		26,380.00		63,783.00
Professional Fees & Legal Charges		21,405.00		97,396.00
Outsourcing Cost		—		3,01,436.00
Office Expenses		—		3,045.00
Auditors' Remuneration (Refer Note (a) below)		44,944.00		73,034.00
Repairs & Maintenance				
Others	490.00	490.00	1,581.00	1,581.00
Conveyance		896.00		31,481.00
Miscellaneous Expenses		3,966.00		64,898.74
Post and Courier Expenses		—		3,303.00
Bad Debts		2,26,007.62		5,20,084.00
Loss on Sale of Assets		—		2,10,185.00
		3,44,774.62		16,25,022.74
 a) Details of payments made to auditor :				
<u>As Auditor (Including Service Tax)</u>				
Audit Fees		16,854.00		16,854.00
Tax Audit Fees		—		—
<u>In other capacity (Including Service Tax)</u>				
For Taxation Matter		—		28,090.00
For Other Services		28,090.00		28,090.00
		44,944.00		73,034.00



NOTES TO THE ACCOUNTS (Contd.)

Note 19

EARNINGS PER SHARE

	FY 2013-2014	FY 2012-2013
Net (Loss)/ Profit as per Profit and Loss Account ₹	(4,80,665.88)	(4,93,627.59)
Shares outstanding at the beginning of the year - Nos.	56,11,200	56,11,200
Shares issued during the year (Right Shares)	—	—
Weighted average number of shares outstanding during the year - Nos.	56,11,200	56,11,200
Basic and diluted earnings per share ₹	(0.09)	(0.09)

Note 20

Balances appearing to the debit or credit of various parties are subject to confirmation.

Note 21

In the opinion of board, the current assets, loans and advances are approximate of the value stated if realized in the ordinary course of business.

Note 22

Previous year figures

Previous year figures are regrouped /rearranged wherever possible and necessary so as to confirm to the current year's classification.

Note 23

Estimated amount of contracts remaining to be executed on capital account as well as other commitments, not provided for (net of advances) is ₹ Nil (2013 : Nil). Contingent liabilities is ₹ Nil (2013 : Nil).

Note 24

	FY 2013-2014	FY 2012-2013
CIF Value of Imports / Consumption of Materials	Nil	Nil

Note 25

	FY 2013-2014	FY 2012-2013
Earnings in Foreign Currency/ Expenditure in Foreign Currency	Nil	Nil



Note 26

A statement on Segment Reporting is given hereunder as defined by AS 17 (Segmental Reporting) issued in terms of the Companies Act, 1956.

(In ₹)

Business Segment	Goods Transport By Road		Warehouse Management		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
REVENUE						
Segment Revenue	—	66,63,450.00	—	21,23,496.00	—	87,86,946.00
Inter segment Sales	—	—	—	—	—	—
Total revenue	—	66,63,450.00	—	21,23,496.00	—	87,86,946.00
RESULT						
Segment Result	(2,52,257.62)	(1,04,047.00)	—	7,73,959.53	(2,52,257.62)	6,69,912.53
Unallocated Income (Net of Expenses)	—	—	—	—	(2,28,408.26)	(11,63,540.12)
Interest Expenses	—	—	—	—	—	—
Profit/(Loss) before Tax	—	—	—	—	(4,80,665.88)	(4,93,627.59)
Less: Income Tax / FBT	—	—	—	—	—	—
Profit/(Loss) After Tax	—	—	—	—	(4,80,665.88)	(4,93,627.59)
OTHER INFORMATION						
Segment Assets	4,98,467.00	8,03,016.00	—	88,000.00	4,98,467.00	8,91,016.00
Unallocated Assets	—	—	—	—	21,09,400.55	28,33,520.81
Total Assets	4,98,467.00	8,03,016.00	—	88,000.00	26,07,867.55	37,24,536.81
Segment Liabilities	1,73,150.00	1,98,150.00	—	—	1,73,150.00	1,98,150.00
Unallocated Liabilities	—	—	—	—	5,22,91,968.00	5,29,02,971.38
Total Liabilities	1,73,150.00	1,98,150.00	—	—	5,24,65,118.00	5,31,01,121.38
Capital Expenditure	—	—	—	—	—	—
Depreciation	—	—	—	—	1,29,248.00	2,52,527.00
Non Cash expenses other than Depreciation	—	—	—	—	—	—



NOTES TO THE ACCOUNTS (Contd.)

Note 27

A statement on Transactions with Related Parties is given hereunder as defined by AS 18 (Related Party Disclosures) issued in terms of the Companies Act, 1956.

Holding Companies	Sundaram Finance Limited
	Sundaram Finance Distribution Limited
Subsidiary	Sundaram Parekh Warehousing Services Limited
Fellow Subsidiaries	Sundaram Asset management Company Limited
	Sundaram Trustee Company Limited
	Sundaram BNP Paribas Home Finance Limited
	Sundaram Business Services Limited
	LGF Services Limited
	Sundaram Infotech Solutions Limited
	Sundaram BNP Paribas Fund Services Limited
	Professional Management Consultants Limited (upto 15.05.2013)
	Sundaram Insurance Broking Services Limited
	Caltec Servicez Private Limited (upto 15.05.2013)
	Sundaram Asset Management Singapore Pte Limited
	Sundaram BPO India Limited
Key Management Personnel	Mr. Sidhartha Sankar Malla, Manager



NOTES TO THE ACCOUNTS (Contd.)

Details of transactions with above related parties for the year ended 31.03.2014

(In ₹)

Particulars	Holding Cos.	Subsidiary Co.	Fellow Subsidiary Cos.	Key Management Personnel	Relative of Key Management Personnel	Total Related Parties (FY 2013-14)	Total Related Parties (FY 2012-13)
Transactions during the year							
LIABILITIES :							
Inter-corporate Loan Repaid to:							
Sundaram Finance Ltd.	6,00,000.00					6,00,000.00	67,00,000.00
Outstanding Balances at the year end							
Investment in Equity Shares							
Sundaram Parekh Warehousing Services Ltd.		10,00,000.00				10,00,000.00	5,10,000.00
Inter-corporate Loan							
Sundaram Finance Ltd.	5,22,00,000.00					5,22,00,000.00	5,28,00,000.00
EXPENSES & OTHER CHARGES :							
Pay Roll Processing Fee (Including Service Tax)							
Sundaram Business Services Ltd.			-			-	50,562.00



NOTES TO THE ACCOUNTS (Contd.)

Note 28

A Statement u/s.212 (1) (c) of Companies Act,1956, for investment in Subsidiary Company is as under:

1. Name of the Subsidiary Company	Sundaram Parekh Warehousing Services Limited
2. Financial year of the Subsidiary ended on	31st March, 2014
3. Holding Company's interest in the Subsidiary	1,00,000 Equity Shares of ₹ 10/- each (100%)
4. Net aggregate amount of the profits of the subsidiary not dealt with in the the Holding Company's Accounts	
a) For the financial year of the Subsidiary Company	₹ (1,50,079.00)
b) For the previous financial Years since it became a Subsidiary Company	₹ (10,912.47)
5. Net aggregate amount of the profits of the subsidiary dealt with in the Holding Company's Accounts by way of dividends on the shares held in Subsidiary Company	
a) For the financial year of the Subsidiary Company	Nil
b) For the previous financial years since it became a Subsidiary Company	Nil

In terms of our report of even date attached
 For **Dharmendra & Co.,**
 Chartered Accountants
 Firm Registration No. 112827W

Dharmendra C. Shah
 Proprietor
 Membership No. 040234
 Place : Chennai
 Date : 6th May, 2014

T.T. Srinivasaraghavan
 Chairman

Sidhartha Sankar Malla
 Manager

P.N. Srikant
 Secretary

Srinivas Acharya

P. Viswanathan
 Directors

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 For INFREIGHT LOGISTICS SOLUTIONS LIMITED

57

Annual Report
 2013-14


Director



Cash Flow Statement for the Year Ended 31st March, 2014

(In ₹)

	2013-2014	2012-2013
Cash flow from Operating Activities		
Net Profit after Tax	(4,80,665.88)	(4,93,627.59)
Adjustments for:		
Depreciation / Amortization	1,29,248.00	2,52,527.00
Loss on Sale of Fixed Assets	-	2,10,185.00
	(3,51,417.88)	(30,915.59)
Changes in Assets & Liabilities:		
(Increase) / Decrease in Trade Receivables	3,92,549.00	71,96,247.00
(Increase) / Decrease in Short term Loans and Advances	97,380	12,412.00
Increase / (Decrease) in Trade Payables	(25,000.00)	(4,12,985.00)
Increase / (Decrease) in other Current liabilities	(11,003.38)	(6,49,420.50)
NET CASH FROM OPERATING ACTIVITIES	1,02,507.74	61,15,337.91
Income Tax paid	-	-
	1,02,507.74	61,15,337.91
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets (net)	-	17,000.00
Purchase of Non-Current Investments	4,90,000.00	-
NET CASH FROM INVESTING ACTIVITIES	(4,90,000.00)	17,000.00
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Short - term Borrowings	(6,00,000.00)	(67,00,000.00)
NET CASH FROM FINANCING ACTIVITIES	(6,00,000.00)	(67,00,000.00)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(9,87,492.26)	(5,67,662.09)
Cash and cash equivalents at the beginning of the year	10,04,109.81	15,71,771.90
Cash and cash equivalents at the end of the year	16,617.55	10,04,109.81
Components of Cash and Cash Equivalents at the year end		
Balances with Banks - in Current Accounts	16,617.55	10,00,370.81
Cash on Hand	-	3,739.00
	16,617.55	10,04,109.81

Notes:

- 1) The cash flow statement has been prepared in accordance with the requirements of Accounting Standard - 3
- 2) The figures in brackets indicate outflows of cash and cash equivalents.
- 3) Previous year's figures have been regrouped, rearranged wherever necessary.

In terms of our report of even date attached
For **Dharmendra & Co.,**
Chartered Accountants
Firm Registration No. 112827W

Dharmendra C. Shah
Proprietor
Membership No. 040234
Place : Chennai
Date : 6th May, 2014

T.T. Srinivasaraghavan
Chairman

Sidhartha Sankar Malla
Manager

P.N. Srikant
Secretary

Srinivas Acharya

P. Viswanathan
Directors

INFREIGHT LOGISTICS SOLUTIONS LIMITED

CERTIFIED TRUE COPY
For INFREIGHT LOGISTICS SOLUTIONS LIMITED
Director



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUNDARAM BPO INDIA LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram BPO India Limited ("the Company"), which comprise the Balance Sheet as at 31st December, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the nine month period then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.

4. Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss for the nine month period ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the nine month period ended on that date.

5. Report on Other Legal and Regulatory Requirements

- (i) 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.

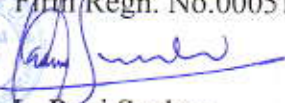


- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of 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:
- the Company has disclosed the effect of the pending legal proceedings against it in its financial statements as mentioned in Note 20.7 of the Notes to the Accounts;
 - the company did not have any long term contracts including derivative contracts;
 - there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai
Date: 15th February, 2017



For **BRAHMAYYA & Co**
Chartered Accountants
Firm Regn. No. 000511S


L. Ravi Sankar
Partner
Membership No. 25929

SUNDARAM BPO INDIA LIMITED

Balance Sheet as at 31st December, 2016

(Rs. in Lakhs)

31 March 2016	Particulars	Note No.	As at 31st December 2016	As at 31st December 2015
	I. EQUITY AND LIABILITIES			
	1) Shareholders' Funds			
895.13	(a) Share Capital	2	895.13	895.13
104.21	(b) Reserves and Surplus	3	28.77	111.21
			923.90	1,006.34
	2) Non-Current Liabilities			
69.70	(a) Long-term Liabilities	4	42.42	-
	3) Current Liabilities			
	(a) Trade payables			
	(i) Total Outstanding dues to micro enterprises and small enterprises			
37.88	(ii) Total Outstanding dues to creditors other than micro enterprises and small enterprises	5	29.84	41.88
37.88	(b) Other Current liabilities	6	81.71	67.62
79.91	(c) Short-term provisions	7	57.61	46.30
61.89			211.58	155.80
	1,248.72		1,135.48	1,162.14
	II ASSETS			
	1) Non-current assets			
	(a) Fixed Assets	8		
86.86	(i) Tangible assets		80.75	80.74
57.55	(ii) Intangible assets		32.13	35.67
23.00	(b) Deferred tax assets (net)	9	13.63	18.37
580.07	(c) Long-term loans and advances	10	614.29	468.04
			740.80	602.82
	2) Current Assets			
35.59	(a) Current investments	11	0.00	45.00
354.01	(b) Trade receivables	12	303.33	378.97
38.73	(c) Cash and cash equivalents	13	25.42	46.36
72.91	(d) Short-term loans and advances	14	65.93	88.99
	501.24		394.68	559.32
	1,248.72		1,135.48	1,162.14

Significant Accounting policies and Notes to the Accounts 1 to 20

For and on behalf of the Board of Directors of
Sundaram BPO India Limited

For **Brahmayya & Co.**,
Chartered Accountants
FRN 000511S

s/d
T.T.Srinivasaraghavan
Director

s/d
Rajesh Venkat
Director

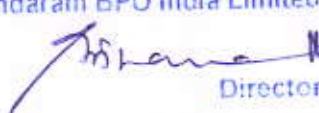

s/d
L.Ravi Sankar
Partner
Membership No. : 25929

s/d
Shobana S
Secretary
Date: 15-02-2017
Place: Chennai

**Certified True Copy
For Sundaram BPO India Limited**

Mihir
Director



SUNDARAM BPO INDIA LIMITED					
Statement of Profit and Loss for the period ended 31 st December, 2016					
(Rs. in Lakhs)					
2015-2016		Particulars	Note No.	31st Dec 2016	31st Dec 2015
Actuals				Actuals	Actuals
		Income:			
1605.21		Revenue from operations	15	1228.05	1166.46
16.08		Other income	16	17.83	14.25
	1621.29	Total		1,245.88	1180.71
		Expenses :			
1129.43		Employee benefit expenses	17	843.49	820.45
19.36		Outsourcing costs		11.79	14.98
414.87		Administrative and other expenses	18	400.50	294.23
1.11		Finance costs	19	6.81	0.05
54.30		Depreciation	8	49.36	37.12
	1619.07	Total		1,311.95	1166.83
		2.22 Profit before Tax		(66.07)	13.88
		Tax Expense:			
8.66		Current tax			-
(8.66)		Less : MAT credit entitlement			-
	(3.34)	Deferred Tax		9.36	1.31
	5.57	Profit after Tax		(75.44)	12.57
		Earnings per equity share			
		Equity shares of par value of Rs.10 each			
	0.06	Basic - Rs.		-0.84	0.14
	0.06	Diluted - Rs.		-0.84	0.14
		Number of shares used in computing earnings per share			
	89,51,259	Basic		89,51,259	89,51,259
	89,51,259	Diluted		89,51,259	89,51,259
Significant Accounting policies and Notes to the Accounts 1 to 20					
For and on behalf of the Board of Directors of Sundaram BPO India Limited			As per our report of even date attached For Brahmayya & Co., Chartered Accountants FRN 000511S		
s/d T.T.Srinivasaraghavan Director	s/d Rajesh Venkat Director	s/d L.Ravi Sankar Partner Membership No. : 25929			
s/d Shobana S Secretary Date: 15-02-2017 Place: Chennai	Certified True Copy For Sundaram BPO India Limited  Director				

SUNDARAM BPO INDIA LIMITED				
Cash Flow Statement for the period ended 31 st December 2016				
(Rs. in Lakhs)				
Year Ended March 31, 2016		Period Ended December 31, 2016	Period Ended December 31, 2015	
	A) CASH FLOW FROM OPERATING ACTIVITIES			
2.22	Profit before Taxation	(66.07)	13.88	
	Adjustments			
54.30	Depreciation	49.36	37.12	
-	Loss on sale of assets/Fixed assets written off	7.56	-	
(14.36)	(Profit) / Loss on sale of Investments	(2.16)	(12.78)	
(1.45)	Interest Income	(0.25)	(0.80)	
0.27	Provision for doubtful debts & Advances (Net)	(15.43)	0.00	
40.98	Operating Profit before working capital changes	-27.00	37.42	
	Changes in assets and liabilities			
(114.31)	(Increase) Decrease in Trade Receivables	66.11	(139.00)	
(146.91)	(Increase) Decrease in Loans and advances and other assets	(27.25)	(62.54)	
119.40	Increase (Decrease) in Liabilities and provisions	(37.80)	25.90	
(100.84)	Cash generated from operations	(25.94)	-138.22	
-	Less: Direct Tax Paid	-	-	
(100.84)	NET CASH FROM OPERATING ACTIVITIES	(25.94)	-138.22	
	B) CASH FLOW FROM INVESTING ACTIVITIES			
204.14	(Purchase)/Sale of mutual funds units (net)	37.75	193.15	
(94.41)	Purchase of Fixed Assets	(27.37)	(37.77)	
-	Sale of assets	2.00	-	
1.45	Interest Received	0.25	0.80	
111.18	NET CASH FROM INVESTING ACTIVITIES	12.63	156.18	
	C) CASH FLOW FROM FINANCING ACTIVITIES			
-	Changes in Borrowings	-	-	
-	NET CASH FROM FINANCING ACTIVITIES	-	-	
10.33	NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(13.31)	17.96	
28.40	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	38.73	28.40	
38.73	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	25.42	46.36	
	COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR			
38.61	Bank balances	25.35	46.23	
0.12	Cash in Hand	0.07	0.13	
38.73	Total Cash and Cash Equivalents at the end of the year	25.42	46.36	

Certified True Copy
For Sundaram BPO India Limited

[Signature]
Director



SUNDARAM BPO INDIA LIMITED

NOTES TO THE ACCOUNTS

NOTE 1

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 The financial Statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amounts of revenue and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non current and current based on a twelve month operating cycle.

1.2 Income Recognition:

Income is recognized on accrual basis

1.3 Fixed Assets and Depreciation / Amortisation :

Tangible assets are carried at historical cost less accumulated depreciation and impairment, if any.

Depreciation on tangible assets is provided on the written-down value method over the useful life of assets estimated by the Company. Depreciation for assets purchased/ sold during the year is charged on a pro-rata basis.

The Company estimates the useful lives for the fixed assets as follows:

Computers Equipment	
-Servers and Network	10 Years
-End User Devices	7 Years
Office Equipment	8 Years
Electrical installations	15 Years

For these class of assets, based on internal assessment, the Company believes that the useful life as given above represents the year over which the management expects to use these assets. Hence the useful life for these assets is different from the useful life as prescribed under Part C of Schedule II to the Companies Act, 2013.

Intangible assets represent Computer Software acquired/developed, of which cost is amortised over expected useful life which is governed as per the Accounting Standard for Intangible Assets issued by the Institute of Chartered Accountants of India.

1.4 Valuation of Investments:

Long Term investments are stated at cost and provision for diminution in value, other than temporary, is considered wherever necessary.

Current investments are valued at lower of cost and market value/net asset value.

1.5 Foreign Currency Transactions:

Transactions in foreign currencies are accounted at the prevailing rates of exchange on the date of the transaction.

Monetary items denominated in foreign currencies are restated at the prevailing rates of exchange at the Balance Sheet date. Gain or loss arising out of fluctuations in exchange rates is accounted for in Profit and Loss statement.

1.6 Employee Benefits:

A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.



B) Post Employment Benefits:

Defined Contribution Plan

i) Provident Fund

The Company contributes to a Government Administered Provident Fund, Pension Fund and Employees State Insurance on account of its employees.

Defined Benefit Plan

ii) Gratuity

The company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the Balance Sheet date, determined every year by LIC using the projected unit credit method.

iii) Leave Encashment

The company makes an annual contribution to a Fund and managed by SBI Life Insurance Company Limited. The Company accounts its Liability based on Actuarial Valuation, as at the Balance sheet date, determined every year, using projected unit credit method.

The expense and actuarial gain /loss on account of the above benefit plans are recognized in the profit and loss statement on the basis of an actuarial valuation

1.7 Taxation:

Current tax is provided on the taxable income for the year.

Deferred Tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on the consideration of prudence.

1.8 Intangible Assets:

Computer software acquired is recorded as an intangible asset and its cost is amortized over the estimated useful life.

1.9 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal /external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.10 Provisions:

Provisions are recognized when there is existence of present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation .



NOTE 2
SHARE CAPITAL

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
1525.00	Authorised: 1,52,50,000 Equity Shares of Rs.10 each (Previous period: 1,52,50,000 Equity Shares of Rs.10 each)	1525.00	1525.00
1525.00		1525.00	1525.00
895.13	Issued, Subscribed and fully paid up: 89,51,259 Equity Shares of Rs.10 each (Previous period :89,51,259 Equity Shares of Rs.10 each)	895.13	895.13
895.13		895.13	895.13

The company has single class of shares - equity shares of face value of Rs.10 each. All equity shares rank pari passu with regard to dividends and share in the company's residual assets. Every shareholder is entitled to one vote per share.

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name	Status	Class of Share	No. of Shares#	% held as at 31.12.16	No. of Shares#	% held as at 31.03.16
Sundaram Finance Limited	Holding Company	Equity shares	7541009	84%	7,541,009	84%
Sundaram Finance Distribution Limited	Fellow Subsidiary	Equity shares	1410250	16%	1,410,250	16%
Total			8951259		8,951,259	

Including equity shares held by nominees.

The reconciliation of the number of shares outstanding as at 31st December 2016 is set out below:

31.03.2016	Particulars	31.12.2016	31.12.2015
89.51	Shares outstanding at the beginning of the period	89.51	89.51
-	Add: Shares issued during the period	-	-
89.51	Shares outstanding at the end of the period	89.51	89.51

NOTE 3
RESERVES

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
51.93	A. Capital reserve	51.93	51.93
27.00	B. General reserve	27.00	27.00
19.71	C. Profit and Loss statement		
5.57	Opening Balance in Profit and Loss statement	25.28	19.71
25.28	Add : Profit for the current period	(75.44)	12.57
	Closing balance in Profit and Loss statement	(50.16)	32.28
104.21	Total	28.77	111.21

NOTE 4
LONG - TERM BORROWING

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
69.70	Secured Loan		
	Term loan from HDFC Bank Ltd*	42.42	-
69.70	Total	42.42	-

*Term loan is secured by exclusive charge on the current assets of the company.
Interest is payable at 9.75% per annum at monthly rests



Sundaram BPO India Limited

NOTE 8

FIXED ASSETS

(Rs. in lakhs)

(Rs. in lakhs)											
	Original cost				Depreciaton				Net book value		
Description	As at April 1st, 2016	Additions	Deletions	As at December 31st, 2016	As at April 1st, 2016	Additions	Fixed Assets Written off	Deletions	As at December 31st, 2016	As at December 31st, 2016	As at March 31st, 2016
<u>Tangible Assets</u>											
Servers	40.81	-	-	40.81	33.70	1.68		-	35.38	5.43	7.11
Desktops & Printers	120.42		-	120.42	77.75	12.67		-	90.42	30.00	42.67
IT Network	30.03	0.00	-	30.03	13.27	4.15		-	17.42	12.61	16.76
Office Equipment	47.07	2.01	28.95	20.13	32.91	2.24		23.15	12.00	8.13	14.16
Electrical Equipment	13.50	-	11.21	2.29	7.87	0.26		7.45	0.68	1.61	5.63
Furnitures and Fixtures	36.76	-	-	36.76	36.22	0.11		-	36.33	0.43	0.54
Interior Assets - CGR	-	25.36		25.36	0.00	2.83			2.83	22.53	0.00
<u>Leased Assets</u>											
Computer	27.51	-	-	27.51	27.51	-		-	27.51	-	-
SUB TOTAL (A)	316.11	27.37	40.16	303.32	229.23	23.93	0.00	30.60	222.57	80.75	86.87
<u>Intangible assets</u>											
Computer software	183	0.00	-	182.86	125.30	25.43		-	150.73	32.13	57.56
SUB TOTAL (B)	182.86	0.00	-	182.86	125.30	25.43	0.00	0.00	150.73	32.13	57.56
Total [A + B]	498.97	27.37	40.16	486.18	354.53	49.36	0.00	30.60	373.29	112.88	144.43
(Previous Year)	350	55.25	0.66	404.55	226.47	73.18		1.26	300.24	104.31	123.50



NOTE 5**TRADE PAYABLES**

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Total Outstanding dues to creditors other than micro enterprises and small enterprises		
37.88	For Expenses	29.84	41.88
37.88	Total	29.84	41.88

NOTE 6**OTHER CURRENT LIABILITIES**

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
30.30	Current Maturities of Long term debt	36.36	-
4.58	TDS & service tax payable	23.15	28.33
0.89	Interest accrued and due on term loan	0.68	-
44.14	Others	21.52	39.29
79.91	Total	81.71	67.62

NOTE 7**SHORT - TERM PROVISIONS**

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
61.89	Provision for Employee Benefits	57.61	46.30
61.89	Total	57.61	46.30

NOTE 9**DEFERRED TAX ASSET (NET)**

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Deferred Tax Asset		
21.80	Provision for doubtful debts	18.19	21.08
6.50	Provision for employee benefits	2.81	-
28.30	Sub Total	21.00	21.08
	Less : Deferred Tax Liability		
5.30	Depreciation	7.37	0.47
23.00	Total	13.63	20.61

NOTE 10**LONG TERM LOANS AND ADVANCES**

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Unsecured, Considered Good		
0.86	Capital Advance	-	-
2.19	Prepaid Expenses	-	-
4.64	Advances to Staff	0.29	8.07
121.02	Rental and Other Deposit	121.02	32.30
	Other Loans and Advances		
8.66	MAT Credit Entitlement	8.66	-
442.69	Advance Income Tax and Tax Deducted at Source (net of provision)	484.31	427.67
580.07	Total	614.29	468.04

Advance Income Tax and Tax Deducted at Source is net of Provision for Tax Rs.35.73 lakhs (31.03.16 - Rs. 27.07 lakhs)



NOTE 11
CURRENT INVESTMENTS

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Unquoted		
	Investments in mutual funds at cost		
35.59	Sundaram Money Fund (Face value Rs 10 per unit)	0.00	45.00
35.59	Total	0.00	45.00

35.59 Aggregate amount of unquoted investments 0.00 45.00

NOTE 12
TRADE RECEIVABLES

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Unsecured, considered good		
27.32	Outstanding for a period exceeding six months from due date	19.10	36.41
326.69	Others	284.23	342.56
354.01		303.33	378.97
	Unsecured, considered doubtful		
60.87	Outstanding for a period exceeding six months from due date	62.54	59.20
4.25	Others	-	5.21
65.12	Sub-total	62.54	64.41
65.12	Less: Provision for doubtful debts*	62.54	64.41
-	Total unsecured, considered doubtful	-	-
354.01	Total	303.33	378.97

* Of the movement in Provision for doubtful debts Rs 2.57 lakhs pertains to bad debts written off.

NOTE 13
CASH AND CASH EQUIVALENTS

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
0.12	Cash on hand	0.07	0.13
38.61	Balances with banks: - In Current Accounts	25.35	46.23
38.73	Total	25.42	46.36

NOTE 14
SHORT TERM LOANS AND ADVANCES

(Rs. in lakhs)

31.03.2016	Particulars	31.12.2016	31.12.2015
	Unsecured, Considered good		
6.31	Staff advances	3.14	4.78
14.20	Prepaid expenses	14.16	14.05
18.00	Advance for purchase of mutual fund units	-	-
10.41	Cenvat Input Credit	8.28	11.90
21.58	Rental and other deposits*	38.32	55.61
2.40	Other Advances	2.03	2.65
72.90		65.93	88.99
	Unsecured, Considered doubtful		
0.91	Advances and Deposits	0.92	1.86
4.51	Loans due from ex-employees	4.51	4.27
5.42		5.43	6.13
-	Less: Provision for Doubtful Loans and Advances	-	-
-		5.43	6.13
-		0.00	0.00
72.90	Total	65.93	88.99

* Includes deposit paid to ESI Court Rs 0.41 (31.3.2016 : Rs. 0.41 lakhs)



NOTE 15
REVENUE FROM OPERATIONS

(Rs. in lakhs)

2015-16	Particulars	01-04-2016 to 31-12-2016	01-04-2015 to 31-12-2015
1605.21	Business Process Outsourcing and Related Activities	1228.05	1166.46
1605.21	Total	1228.05	1166.46

NOTE 16
OTHER INCOME

(Rs. in lakhs)

2015-16	Particulars	01-04-2016 to 31-12-2016	01-04-2015 to 31-12-2015
0.77	Interest income	0.15	-
14.36	Profit on sale of investments	2.16	12.78
-	Provision for doubtful debts written back	1.85	0.67
0.26	Provisions no longer required written back	13.58	-
0.68	Other income	0.09	0.80
16.08	Total	17.83	14.25

NOTE 17
EMPLOYEE BENEFIT EXPENSES

(Rs. in lakhs)

2015-16	Particulars	01-04-2016 to 31-12-2016	01-04-2015 to 31-12-2015
1007.07	Salaries, Bonus and other allowances	743.08	725.05
88.00	Company's contribution to Provident and other funds	76.15	72.99
34.36	Staff Welfare Expenses	24.26	22.41
1,129.43	Total	843.49	820.45

NOTE 18
ADMINISTRATIVE AND OTHER EXPENSES

(Rs. in lakhs)

2015-16	Particulars	01-04-2016 to 31-12-2016	01-04-2015 to 31-12-2015
167.68	Rent	184.06	112.13
70.73	Power and Fuel	73.35	49.97
2.92	Rates and Taxes	1.74	0.21
43.31	Communication expenses	40.35	34.45
12.73	Insurance	9.89	8.90
28.73	Travelling and Conveyance	16.32	20.28
5.42	Professional fees	4.12	5.50
46.57	Repairs and Maintenance - others	45.93	35.44
5.42	Printing and Stationery	4.02	4.46
-	Loss on sale of tangible assets	1.76	-
-	Fixed assets written off	5.80	-
0.23	Provision for doubtful advances	0.00	-
0.04	Provision for doubtful debts	0.00	-
0.86	Deposits written off	1.12	-
30.23	Miscellaneous expenses	12.02	22.89
414.87	Total	400.50	294.23

NOTE 19
FINANCE COSTS

(Rs. in lakhs)

2015-16	Particulars	01-04-2016 to 31-12-2016	01-04-2015 to 31-12-2015
1.06	Interest on Term Loan	6.75	-
0.05	Interest-others	0.06	0.05
1.11	Total	6.81	0.05



NOTE 20**GENERAL****20.1 Disclosure as per AS 15****Employee Benefits:****Defined Contribution Plan:**

During the year, the Company has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

Particulars	31.12.2016	2015 - 2016	2014 - 2015	2013-14	2012-13
Contribution to Provident Fund	36.88	47.91	56.64	52.82	25.38
Contribution to Employees' State Insurance	22.90	31.62	32.61	34.84	14.42

Gratuity:**Defined Benefit Plan****I. Principal Actuarial Assumptions [Expressed as weighted averages]**

Particulars	31.12.2016	31.03.2016
Discount Rate	6.40%	8.00%
Salary Escalation	5.00%	5.00%
Attrition	60.00%	60.00%
Expected rate of return on Plan Assets	8.78%	8.78%

II. Reconciliation of opening and closing balances of present value of the defined benefit obligation (PVO)

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
PVO as at the beginning of the period	35.08	30.87
Interest Cost	1.91	2.47
Current service cost	4.99	8.09
Benefits paid	(6.51)	(7.27)
Actuarial loss/(gain) on obligation (balancing figure)	12.44	0.92
PVO as at the end of the period	47.90	35.08

III. Reconciliation of opening and closing balances of changes in the fair value of Plan Assets

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Fair value of plan assets as at the beginning of the period	31.21	33.49
Expected return on plan assets	2.05	2.85
Contributions	6.48	2.15
Benefits paid	(6.51)	(7.27)
Actuarial gain/(loss) on plan assets (balancing figure)	0.07	-
Fair value of plan assets as at the end of the period	33.17	31.21

IV. Table showing actual return on plan assets

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Expected return on plan assets	2.05	2.85
Actuarial gain (loss) on plan assets	-	0.00
Actual return on plan assets	1.99	2.85

V. Actuarial Gain/Loss recognized

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Actuarial gain / (loss) for the period - Obligation	-	12.44
Actuarial gain / (loss) for the period- Plan Assets	-	0.07
Total (gain) / loss for the period	12.50	0.92
Actuarial (gain) / loss recognized in the period	12.50	0.92
Unrecognized actuarial (gain) / loss at the end of the year	0	-

VI. The amounts to be recognized in the balance sheet and related analysis

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Present value of the obligation	47.90	35.08
Fair value of plan assets	33.17	31.21
Difference	14.73	3.87
Amount determined under para 55 of AS15R	14.73	3.87
Present value of the future reduction in contribution under para 59(b) of AS15R	(14.73)	(3.87)
Net Asset Recognized under para 59 of AS15R	(14.73)	3.87



VII. The amounts to be recognized in the Profit and Loss statement

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Current service cost	4.99	8.09
Interest Cost	1.91	2.47
Expected return on plan assets	(2.05)	(2.85)
Net actuarial (gain)/loss recognised in the year	12.50	0.92
Expenses recognized in the profit and loss statement	17.34	8.63

VIII. Movements in the Liability recognized in the balance sheet

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Opening net liability	(3.87)	2.61
Expense as above	(17.34)	8.63
Contribution paid	6.48	2.15
Closing net liability	(14.73)	(3.87)

IX. Amount for the Current period

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016
Present Value of obligation	47.90	35.08
Plan Assets	33.17	31.21
Surplus (Deficit)	(14.73)	(3.87)
Experience adjustments on plan liabilities - (loss)/gain	12.50	0.92
Experience adjustments on plan assets - (loss)/gain	0.07	-

Other Long Term Benefits:

The Company's liability towards other long - term benefits are provided based on actuarial valuation as at 31st December 2016. The details are given below:

(Rs. in lakhs)

Particulars	31.12.2016	31.03.2016	31.03.2015	31.03.2014
Leave encashment	9.29	8.21	0.02	13.44

20.2.i Miscellaneous Expenses under Administrative and Other Expenses include remuneration to auditors (Excluding

(Rs. in lakhs)

Particulars	01-04-2016 to 31-12-2016	2015-16
Statutory Audit	2.81	3.00
Tax Audit	0.75	0.75
Certification	-	0.50

20.2.ii Earnings per Share (Basic and diluted):

(Rs. in lakhs)

Particulars	31.12.2016	2015-16
A. Profit for the year after taxation (Rs)	75.44	5.57
B. Total number of equity shares of Rs. 10/- each outstanding at the end of the year (in numbers)	89,51,259	89,51,259
C. Basic and diluted earnings per share (Rs) (A/B)	0.84	0.06

20.3 Details of transactions with Related Parties:

Parties	Relationship				
Sundaram Finance Limited	Holding Company				
Sundaram BNP Paribas Home Finance Limited	Fellow subsidiary				
Sundaram Asset Management Company Limited	Fellow subsidiary				
Sundaram Trustee Company Limited	Fellow subsidiary				
Sundaram Finance Investments Limited	Fellow subsidiary				
Sundaram Infotech Solutions Limited	Fellow subsidiary				
Sundaram Insurance Broking Services Limited	Fellow subsidiary				
LGF Services Limited	Fellow subsidiary				
Infreight Logistics Solutions Limited	Fellow subsidiary				
Sundaram BNP Paribas Fund Services Limited	Fellow subsidiary				
Sundaram Asset Management Singapore Pte. Ltd.	Fellow subsidiary				
Sundaram Business Services Limited	Fellow subsidiary				
Royal Sundaram General Insurance Company Ltd	Fellow subsidiary				
Key Management Personnel					
Ms. S.Shobana	Secretary				



Related Party Transactions for the period ended 31st December 2016:

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(Rs. in lakhs)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	01-04-2016 to 31-12-2016	2015-16
Income						
Payroll Processing						
Sundaram BNP Paribas Home Finance Limited	-	-	-	-	0.00	2.13
Sundaram Infotech Solutions Limited	-	-	1.35	-	1.35	1.80
Sundaram Asset Management Company Limited	-	-	2.17	-	2.17	2.88
Sundaram BNP Paribas Fund Services Limited	-	-	3.32	-	3.32	3.89
Accounting Services						
Sundaram Asset Management company Limited	-	-	13.05	-	13.05	16.80
Data Processing						
Sundaram Finance Limited	298.89	-	-	-	298.89	351.00
Deposit Processing						
Sundaram BNP Paribas Home Finance Limited	-	-	19.38	-	19.38	25.99
Telecalling						
Sundaram Asset Management company Limited	-	-	5.76	-	5.76	12.47
Sundaram Finance Limited	90.75	-	-	-	90.75	99.47
Sundaram BNP Paribas Home Finance Limited	-	-	18.11	-	18.11	1.24
Royal Sundaram General Insurance Company Ltd	-	-	60.98	-	60.98	65.58
Expenses						
Sundaram Finance Limited						
a) Rent	1.95	-	-	-	1.95	0.04
b) Internal Audit	3.75	-	-	-	3.75	5.00
Royal Sundaram General Insurance Company Ltd						
Insurance Premium	-	-	0.20	-	0.20	3.35



(Rs. in lakhs)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint venture/ Associate	01-04-2016 to 31-12-2016	2015-16
Receivables						
Sundaram Asset Management company Limited	-	-	2.71	-	2.71	8.07
Sundaram Infotech Solutions Limited	-	-	0.32	-	0.32	0.35
Sundaram BNP Paribas Fund Services Limited	-	-	0.75	-	0.75	0.41
Sundaram BNP Paribas Home Finance Limited	-	-	4.78	-	4.78	3.78
Sundaram Finance Limited	47.14	-	-	-	47.14	46.18
Sundaram Business Services Limited	-	-	5.10	-	5.10	0.00
Royal Sundaram General Insurance Company Ltd	-	-	18.94	-	18.94	29.52
Liabilities						
Liabilities - Outstanding Balance as on 31.12.2016						
Equity Shares						
Sundaram Finance Limited	754.10	-	-	-	754.10	754.10
Sundaram Finance Distribution Limited	-	-	141.03	-	141.03	141.03
Payables						
Sundaram Finance Limited	1.31	-	-	-	1.31	1.31

No Amount has been written off/written back during the year

20.4 The Company Secretary Ms. Shobana S has been nominated by Sundaram Finance Limited the Holding company and no remuneration is borne by this company.

20.5 ESI Claims against the erstwhile Professional Management Consultants Limited (PMCL) not accepted by the company - Rs. 2.06 lakhs (previous year - Rs.2.06 lakhs). Against this claim, PMCL filed an appeal before the Employees' Insurance (EI) Court and a stay was obtained, on a payment of 20% of the disputed amount. Accordingly, PMCL has deposited a sum of Rs. 0.41 lakhs with the EI Court. The said amount has been grouped under Loans and Advances in the Balance Sheet.

In an earlier year, the above appeal was dismissed by the ESI Court and PMCL has since filed an appeal before Hon'ble High Court of Chennai and has obtained a stay against the order of the ESI Court. The case is yet to be posted for hearing.

20.6 ESI Claims against the company not acknowledged as debts - Nil (Previous Year - Rs. 1.25 lakhs). The company has filed an appeal against the Order.

20.7 The pending litigation as on 31st December 2016 have been complied by the company. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements.

20.8 There is no amount due to small scale industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

20.9 Previous year figures have been regrouped / reclassify wherever necessary to conform to current year's classification.

For and on behalf of the Board of Directors of
Sundaram BPO India Limited

s/d
T.T.Srinivasaraghavan
Director

s/d
Rajesh Venkat
Director

s/d
Shobana S
Secretary
Date: 15-02-2017
Place: Chennai

As per our report of even date attached
For Brahmayya & Co.,
Chartered Accountants
FRN 000511S

s/d
L.Ravi Sankar
Partner
Membership No. : 25929

Certified True Copy
For Sundaram BPO India Limited

Director



SUNDARAM BPO INDIA LIMITED

4th Annual Report 2015-16



SUNDARAM BUSINESS SERVICES



Board of Directors

T. T. Srinivasaraghavan

A. N. Raju

P. Viswanathan

S Sridhar

Rajesh Venkat

Audit Committee

A. N. Raju

P. Viswanathan

S Sridhar

Secretary

S Shobana

Bankers

State Bank of Travancore

HDFC Bank Ltd

Auditors

M/s. Brahmaya & Co., Chennai, Chartered Accountants

48, Masilamani Road, Balaji Nagar, Royapettah, Chennai 6000 014

Registered Office

21, Patullos Road,

Chennai 600 002

CIN : U74900TN2012PLC087102

Corporate Office

20, Patullos Road,

Chennai 600 002

Tel : +91 44 2859 9900

Email : info@sundarambpo.com



SUNDARAM BPO INDIA LIMITED

A subsidiary of



SUNDARAM FINANCE LIMITED

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Board's Report

Your Directors have pleasure in presenting the 4th Annual Report and Audited Accounts of the Company for the year ended 31st March, 2016.

The summarised financial results of the Company are given hereunder:

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2016	Year Ended March 31, 2015
Total Income	1621.29	2019.39
Total Expenditure	1619.06	1976.14
Profit/(Loss) before Taxation	2.23	43.24
Provision for Taxation	(3.34)	(28.91)
Profit/(Loss) after Tax	5.57	72.16

REVIEW OF OPERATIONS

Your Company posted revenues of ₹1621.29 lakhs during the financial year 2015-16 and a profit before tax of ₹2.23 lakhs, as against revenues of ₹2019.39 lakhs and profit before tax of ₹43.24 lakhs for the previous year.

The profitability for the year reduced significantly during the year under review as compared to last year we lost one of our largest clients and on account of higher rentals consequent upon relocation to a bigger facility in Thane, considering the growth potential of the business. Your company was however able to generate additional business from existing clients and achieve better pricing.

OUTLOOK

In 2016-17, your Company has planned to expand its presence in the areas of finance & accounting outsourcing and customer service voice operations.

DIVIDEND

Your Directors do not recommend any dividend for the year under review.

DIRECTORS

During the year, there was no change in the Board of Directors of the Company.

Sri P Viswanathan, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

Sri S Sridhar, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

COMMITTEES OF THE BOARD

The Audit Committee of the Company met 4 times during the year.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 4 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your directors confirm:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 profit and loss of the Company for that period.
- 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;
- the directors had prepared the annual accounts on a going concern basis; and



- e) 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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has made Mutual Fund investments, the balance amounted to ₹35.59 lakhs as at the end of the financial year under review. The company has not given any loans or provided any guarantees.

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any material transaction with related parties, under Section 188 of the Companies Act, 2013. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2016, is enclosed -Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the period ended 31st March 2016.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of the limits prescribed under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year 2015-16.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the support and co-operation extended to your company by all customers and the holding company, Sundaram Finance Limited. They also place on record their appreciation to all the employees of the Company for their sincere and dedicated service.

T. T. Srinivasaraghavan
A. N. Raju
P Viswanathan
S Sridhar
Rajesh Venkat
Directors

Chennai 600002

Date: 05.05.2016

Annual Report
2015-16



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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

T. T. Srinivasaraghavan

A. N. Raju

P Viswanathan

S Sridhar

Rajesh Venkat

Directors

Chennai 600002

Date: 05.05.2016



FORM NO.MGT-9**Extract of Annual Return as on the financial year ended on 31st March 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 AND OTHER DETAILS

(i)	CIN	U74900TN2012PLC087102
(ii)	Registration Date	07-08-2012
(iii)	Name of the Company	Sundaram BPO India Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	No. 21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 28881207 info@sundarambpo.com
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Carrying in India or elsewhere, the business of BPO (Business Process Outsourcing) and call centres, contact centres, undertake other activities relating to information technology enabled services in areas of accounting, insurance, banking, human resources, health care, legal, telecom etc and to provide all kinds of support services including without any limitations, administrative, managerial, maintenance, document processing, data entry, reconciliation, training & orientation and other support services.	63 - Data processing	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Limited, 21, Patullos Road, Chennai - 600002	L65191TN1954PLC002429	Holding	84.25	2(46)



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

(i) Category-wise Share Holding

	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 Shares	
A. Promoters										
(1) Indian										
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	89,51,259	89,51,259	100.00	-	89,51,259	89,51,259	100.00	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	89,51,259	89,51,259	100.00	-	89,51,259	89,51,259	100.00	-
(2) Foreign										
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	-	89,51,259	89,51,259	100.00	-	89,51,259	89,51,259	100.00	-
B. Public Shareholding										
(1) Institutions										
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FII's	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub- Total (B) (1)	-	-	-	-	-	-	-	-	-
2. Non- Institutions										
(a)	Bodies Corporate									
(i)	Indian	-	-	-	-	-	-	-	-	-
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals	-	-	-	-	-	-	-	-	-

SUNDARAM BPO INDIA LIMITED



	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 Shares	
(i)	Individual shareholders holding nominal share capital up to ₹1 lakh	-	-	-	-	-	-	-	-	-
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub- Total (B) (2)	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B)(1)+(B) (2)	-	-	-	-	-	-	-	-	-
(C)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	-	89,51,259	89,51,259	100.00	-	89,51,259	89,51,259	100.00	-

(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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited*	75,41,009	84.25	-	75,41,009	84.25	-	-
2	Sundaram Finance Distribution Limited	14,10,250	15.75	-	14,10,250	15.75	-	-
	Total	89,51,259	100.00	-	89,51,259	100.00	-	-

* includes six equity shares held by the nominees of Sundaram Finance Limited



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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sundaram Finance Limited*	75,41,009			
Sundaram Finance Distribution Limited	14,10,250			
At the beginning of the year	89,51,259	100	–	–
Increase / Decrease in Promoters Share holding during the year	–	–	–	–
At the end of the Year	–	–	89,51,259	100

* includes six equity shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year				



(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri T T Srinivasaraghavan, Director*				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
2	Sri A N Raju, Director*				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
3	Sri P Viswanathan, Director*				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
4	Sri Rajesh Venkat, Director*				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
5	Sri S Sridhar, Director				
	At the beginning of the year	-	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	-	-
6	Ms S Shobana, Company Secretary				
	At the beginning of the year	-	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	-	-

*Held as nominee of Sundaram Finance Limited jointly with others



V. INDEBTEDNESS

(₹ in lakhs)

	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	—	—	—	—
(iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	—	—	—	—
Change in Indebtedness during the financial year				
Addition	100.00	—	—	100.00
Reduction	—	—	—	—
Net Change	100.00	—	—	100.00
Indebtedness at the end of the financial year				
(i) Principal Amount	100.00	—	—	100.00
(ii) Interest due but not paid	0.89	—	—	0.89
(iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	100.89	—	—	100.89

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

Sl. No.	Particulars of Remuneration	Name of the MD / WTD / Manager	Total Amount
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	— as % of profit		
	— others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



B. Remuneration to other directors:

Name of the Directors	Particulars of Remuneration			Total Amount
	Fee for attending board / committee meetings	Commission	Others, please specify	
Independent Directors	Not Applicable			
Total (1)				
Other Non-Executive Directors				
Sri T T Srinivasaraghavan	Nil			
Sri A N Raju				
Sri P Viswanathan				
Sri Rajesh Venkat				
Sri S Sridhar				
Total (2)				
Total (B) = (1 + 2)	Nil			
Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary*	CFO	Total Amount
1	Gross Salary	Nil	Not Applicable	Nil
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961			
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	Total (A)			

*The Company Secretary Ms S Shobana has been nominated by Sundaram Finance Limited the holding Company and no remuneration is borne by this Company.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2016.



INDEPENDENT AUDITOR'S REPORT

To the Members of Sundaram BPO India Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram BPO India Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.



4. Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i) 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 paragraph 3 and 4 of the Order.
- ii) 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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".
- 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 has disclosed the effect of the pending legal proceedings against it in its financial statements as mentioned in Note 20.7 of the Notes to the Accounts;
 - ii. the company did not have any long term contracts including derivative contracts.
 - iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

For **BRAHMAYYA & CO.**

Chartered Accountants

Registration Number 000511S

L.RAVI SANKAR

Partner

Membership No.25929

Place: Chennai

Date: 05-05-2016



“ANNEXURE A” TO THE AUDITORS’ REPORT REFERRED TO IN PARAGRAPH 5 OF OUR REPORT OF EVEN DATE

1. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) Fixed assets have been physically verified by the Management during the year, in accordance with an annual plan of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of the fixed assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.

c) The company does not have any immovable properties.

2. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii) (a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company for the year.

3. In our opinion and according to the information and explanations given to us, the company has not granted any loan to its directors and has not made any investment as envisaged in section 185 and 186 of the Companies Act, 2013 respectively.

4. The company has not accepted deposits from public.

5. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.

6. i) In our opinion and according to the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance,

Income tax, sales tax, Service tax, value added tax, cess and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.

- ii) In our opinion and according to the information and explanations given to us, there are no dues of Provident Fund, Income tax, Sales tax, Service tax, value added tax, cess which have not been deposited on account of any dispute. Employee State Insurance dues not deposited on account of dispute are as follows:

Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Employee State Insurance	1.25 Lakhs	2012-13 and 2013-14	Employee State Insurance Corporation Court

7. Based on our audit procedures and the information and explanations given by the Management, we are of the opinion that the Company has not defaulted in the repayment of dues to the bank. The company does not have any borrowings from financial institutions, Government or by issue of debentures.

8. Based on our examination of the records and the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.

9. To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no



fraud by the Company and no fraud on the Company by its officers or employees were noticed or reported by the company –during the course of our audit.

10. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 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
11. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
12. In our opinion and 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 them.

13. In our opinion and according to the information and explanations given to us, the nature of the Company's business/ activities during the year has been such that clause (ii), clause (xi), clause (xii) and clause (xvi) of paragraph 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company for the year..

For **BRAHMAYYA & CO.**

Chartered Accountants

Registration Number 000511S

L.RAVI SANKAR

Partner

Membership No.25929

Place: Chennai

Date: 05-05-2016



“ANNEXURE B” TO THE AUDITORS’ REPORT REFERRED TO IN PARAGRAPH 5 OF OUR REPORT OF EVEN DATE

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

We have audited the internal financial controls over financial reporting of Sundaram BPO India Limited (“the Company”) as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered 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 31st 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 **BRAHMAYYA & CO.**

Chartered Accountants

Registration Number 000511S

L.RAVI SANKAR

Partner

Place: Chennai

Date: 05-05-2016

Membership No.25929



Balance Sheet

as at 31st March, 2016

(₹ in Lakhs)

Particulars	Note	31 March 2016		31 March 2015	
I. EQUITY AND LIABILITIES					
1) Shareholders' Funds					
a) Share Capital	2	895.13		895.13	
b) Reserves and Surplus	3	104.21	999.34	98.64	993.77
2) Non-current Liabilities					
a) Long-term Liabilities	4	69.70		-	-
3) Current Liabilities					
a) Trade payables					
i) Total Outstanding dues to micro enterprises and small enterprises		-		-	
ii) Total Outstanding dues to creditors other than micro enterprises and small enterprises	5	37.88		52.11	
b) Other Current liabilities	6	79.91		45.49	
c) Short-term provisions	7	61.89	249.38	32.38	129.98
		1,248.72		1,123.75	
II ASSETS					
1) Non-current assets					
a) Fixed Assets	8				
i) Tangible assets		86.86		66.18	
ii) Intangible assets		57.55		38.13	
b) Deferred tax assets (net)	9	23.00		19.66	
c) Long-term loans and advances	10	580.07	747.48	421.75	545.72
2) Current Assets					
a) Current investments	11	35.59		225.37	
b) Trade receivables	12	354.01		239.96	
c) Cash and cash equivalents	13	38.73		28.40	
d) Short-term loans and advances	14	72.91	501.24	84.30	578.03
		1,248.72		1,123.75	

Significant Accounting Policies and Notes to the Accounts 1 to 20

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

L Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 5-5-2016

Shobana S
Secretary

T.T. Srinivasaraghavan

Rajesh Venkat
Directors

SUNDARAM BPO INDIA LIMITED



Statement of Profit and Loss for the year ended 31st March, 2016

(₹ in Lakhs)

Particulars	Note	2015-2016	2014-2015
Income:			
Revenue from operations	15	1,605.21	2,004.75
Other income	16	16.08	14.63
Total		1,621.29	2,019.38
Expenses:			
Employee benefit expenses	17	1,129.43	1,448.21
Outsourcing costs		19.36	20.52
Administrative and other expenses	18	414.87	449.20
Finance costs	19	1.11	0.19
Depreciation	8	54.30	58.02
Total		1,619.07	1,976.14
Profit before Tax		2.22	43.24
Tax Expense:			
Current tax		8.66	-
Less : MAT credit entitlement		-8.66	-
Deferred Tax		(3.34)	(28.91)
Profit after Tax		5.57	72.15
Earnings per equity share			
Equity shares of par value of ₹10 each			
Basic - ₹		0.06	0.81
Diluted - ₹		0.06	0.81
Number of shares used in computing earnings per share			
Basic		89,51,259	89,51,259
Diluted		89,51,259	89,51,259
Significant Accounting Policies and Notes to the Accounts 1 to 20			

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
L Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 5-5-2016

Shobana S
Secretary

T.T. Srinivasaraghavan

Rajesh Venkat
Directors

Annual Report
2015-16

Certified True Copy
For Sundaram BPO India Limited

Director



Cash Flow Statement

(In ₹ Lakhs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation	2.22	43.24
Adjustments		
Depreciation	54.30	58.02
Others	-	0.29
Loss on sale of assets/Fixed assets written off	-	15.43
(Profit) / Loss on sale of Investments	-14.36	-8.47
Interest Income	-1.45	-2.00
Provision for doubtful debts & Advances (Net)	0.27	41.70
Operating Profit before working capital changes	40.98	148.20
Changes in assets and liabilities		
(Increase) Decrease in Trade Receivables	-114.31	50.34
(Increase)Decrease in Loans and advances and other assets	-146.91	-62.90
Increase (Decrease) in Liabilities and provisions	119.40	-42.20
Cash generated from operations	-100.84	93.44
Less: Direct Tax Paid	-	-
NET CASH FROM OPERATING ACTIVITIES	-100.84	93.44
B) CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of mutual funds units (net)	204.14	(109.23)
Purchase of Fixed Assets	(94.41)	(55.25)
Sale of assets	-	0.06
Interest Received	1.45	2.00
NET CASH FROM INVESTING ACTIVITIES	111.18	-162.41
C) CASH FLOW FROM FINANCING ACTIVITIES		
Changes in Borrowings	-	-
NET CASH FROM FINANCING ACTIVITIES	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	10.33	-68.97
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	28.40	97.37
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	38.73	28.40
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Bank balances	38.61	28.35
Cash in Hand	0.12	0.05
Total Cash and Cash Equivalents at the end of the year	38.73	28.40

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

L Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 5-5-2016

Shobana S

Secretary

T.T. Srinivasaraghavan

Rajesh Venkat

Directors

SUNDARAM BPO INDIA LIMITED



Notes to the Accounts

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

I. SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial Statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amounts of revenue and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non current and current based on a twelve month operating cycle.

- 1.2 Income Recognition:

Income is recognized on accrual basis

- 1.3 Fixed Assets and Depreciation / Amortisation:

Tangible assets are carried at historical cost less accumulated depreciation and impairment, if any.

Depreciation on tangible assets is provided on the written-down value method over the useful life of assets estimated by the Company. Depreciation for assets purchased/ sold during the year is charged on a pro-rata basis.

The Company estimates the useful lives for the fixed assets as follows:

Computers Equipment

- Servers and Network 10 Years

- End User Devices 7 Years

Office Equipment 8 Years

Electrical installations 15 Years

For these class of assets, based on internal assessment, the Company believes that the useful life as given above represents the year over which the management expects to use these assets. Hence the useful life for these assets is different from the useful life as prescribed under Part C of Schedule II to the Companies Act, 2013.

Intangible assets represent Computer Software acquired / developed, of which cost is amortised over expected useful life which is governed as per the Accounting Standard for Intangible Assets issued by the Institute of Chartered Accountants of India.

- 1.4 Valuation of Investments:

Long Term investments are stated at cost and provision for diminution in value, other than temporary, is considered wherever necessary.

Current investments are valued at lower of cost and market value/net asset value.

- 1.5 Foreign Currency Transactions:

Transactions in foreign currencies are accounted at the prevailing rates of exchange on the date of the transaction.

Monetary items denominated in foreign currencies are restated at the prevailing rates of exchange at the Balance Sheet date. Gain or loss arising out of fluctuations in exchange rates is accounted for in Profit and Loss statement.



NOTES TO THE ACCOUNTS (Contd.)

1.6 Employee Benefits:

A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

B) Post Employment Benefits:

Defined Contribution Plan

i) Provident Fund

The Company contributes to a Government Administered Provident Fund, Pension Fund and Employees State Insurance on account of its employees.

Defined Benefit Plan

ii) Gratuity

The company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the Balance Sheet date, determined every year by LIC using the projected unit credit method.

iii) Leave Encashment

The company makes an annual contribution to a Fund and managed by SBI Life Insurance Company Limited. The Company accounts its Liability based on Actuarial Valuation, as at the Balance sheet date, determined every year, using projected unit credit method.

The expense and actuarial gain /loss on account of the above benefit plans are recognized in the profit and loss statement on the basis of an actuarial valuation

1.7 Taxation:

Current tax is provided on the taxable income for the year.

Deferred Tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on the consideration of prudence.

1.8 Intangible Assets:

Computer software acquired is recorded as an intangible asset and its cost is amortized over the estimated useful life.

1.9 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal /external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.10 Provisions:

Provisions are recognized when there is existence of present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation.



NOTES TO THE ACCOUNTS (Contd.)**NOTE 2****SHARE CAPITAL**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Authorised		
1,52,50,000 Equity Shares of ₹10 each		
(Previous period: 1,52,50,000 Equity Shares of ₹10 each)	1525.00	1525.00
	1525.00	1525.00
Issued, Subscribed and fully paid up:		
89,51,259 Equity Shares of ₹10 each		
(Previous period :89,51,259 Equity Shares of ₹10 each)	895.13	895.13
	895.13	895.13

The company has single class of shares - equity shares of face value of ₹10 each. All equity shares rank pari passu with regard to dividends and share in the company's residual assets. Every shareholder is entitled to one vote per share.

Details of number of shares held by shareholders holding more than 5% shares are set out below:

(₹ in lakhs)

Name	Status	Class of Share	No. of Shares#	% held as at 31.03.2016	No. of Shares #	% held as at 31.03.2015
Sundaram Finance Limited	Holding Company	Equity shares	75.41	84%	75.41	84%
Sundaram Finance Distribution Limited	Fellow Subsidiary	Equity shares	14.10	16%	14.10	16%
Total			89.51		89.51	

Including Equity shares held by nominees

The reconciliation of the number of shares outstanding as at 31st March 2016 is set out below:

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Shares outstanding at the beginning of the period	89.51	89.51
Add: Shares issued during the period	-	-
Shares outstanding at the end of the period	89.51	89.51



NOTES TO THE ACCOUNTS (Contd.)

NOTE 3

RESERVES AND SURPLUS

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
A. Capital reserve	51.93	51.93
B. General reserve	27.00	27.00
C. Profit and Loss statement		
Opening Balance in Profit and Loss statement	19.71	-51.80
Add : Profit for the current period	5.57	72.15
Less : Transition Reserve on Depreciation under Companies Act 2013	-	0.64
Closing balance in Profit and Loss statement	25.28	19.71
Total	104.21	98.64

NOTE 4

LONG - TERM BORROWING

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Secured Loan		
Term loan from HDFC Bank Ltd*	69.70	-
Total	69.70	-

* Term loan is secured by exclusive charge on the current assets of the company.

Interest is payable at 9.75% per annum at monthly rests.



NOTES TO THE ACCOUNTS (Contd.)**NOTE 5****TRADE PAYABLES**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Total Outstanding dues to creditors other than micro enterprises and small enterprises		
For Expenses	37.88	52.11
Total	37.88	52.11

NOTE 6**OTHER CURRENT LIABILITIES**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Current Maturities of Long term debt	30.30	-
TDS & service tax payable	4.58	2.78
Interest accrued and due on term loan	0.89	-
Others	44.14	42.71
Total	79.91	45.49

NOTE 7**SHORT - TERM PROVISIONS**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Provision for Employee Benefits	61.89	32.38
Total	61.89	32.38



NOTES TO THE ACCOUNTS (Contd.)**NOTE 8****FIXED ASSETS**

(₹ in lakhs)

Description	Original Cost				Depreciation				Net Book Value	
	As at April 1st, 2015	Additions	Deletions	As at March 31st, 2016	As at April 1st, 2015	Additions	Deletions	As at March 31st, 2016	As at March 31st, 2016	As at March 31st, 2015
Tangible Assets										
Servers	40.81	-	-	40.81	30.44	3.27	-	33.70	7.11	10.37
Desktops & Printers	82.94	37.48	-	120.42	59.32	18.43	-	77.75	42.67	23.62
IT Network	19.68	10.35	-	30.03	9.46	3.81	-	13.27	16.76	10.22
Office Equipment	43.08	3.99	-	47.07	28.25	4.65	-	32.91	14.16	14.82
Electrical Equipment	13.50	-	-	13.50	7.09	0.78	-	7.87	5.63	6.41
Furnitures and Fixtures	36.76	-	-	36.76	36.02	0.19	-	36.22	0.55	0.74
Leased Assets										
Computer	27.51	-	-	27.51	27.51	-	-	27.51	-	-
SUB TOTAL (A)	264.28	51.82	-	316.10	198.10	31.14	0.00	229.24	86.86	66.18
Intangible Assets										
Computer software	140.27	42.59	-	182.86	102.14	23.17	-	125.30	57.55	38.13
SUB TOTAL (B)	140.27	42.59	-	182.86	102.14	23.17	0.00	125.30	57.55	38.13
Total [A + B]	405	94.41	-	498.96	300.24	54.30	0.00	354.55	144.42	104.31
(Previous Year)	350	55.25	0.66	404.55	226.47	73.18	1.26	300.24	104.31	123.50



NOTE 9

DEFERRED TAX ASSET (NET)

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Deferred Tax Asset		
Provision for doubtful Debts	21.80	18.26
Provision for employee benefits	6.50	2.82
Sub Total	28.30	21.08
Less: Deferred Tax liability		
Depreciation	5.30	1.42
Total	23.00	19.66

NOTE 10

LONG TERM LOAN AND ADVANCES

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Unsecured, Considered Good		
Capital Advance	0.86	11.46
Prepaid Expenses	2.19	-
Advances to Staff	4.64	8.51
Rental and Other Deposit	121.02	-
Other Loans and Advances		
MAT Credit Entitlement	8.66	-
Advance Income Tax and Tax Deducted at Source (net of provision)	442.69	401.78
Total	580.07	421.75

Advance Income Tax and Tax Deducted at Source is net of Provision for Tax ₹35.73 (31.03.15 - ₹27.07)

NOTE 11

CURRENT INVESTMENTS

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Unquoted		
Investments in mutual funds at cost		
1,12,017 units in Sundaram Money Fund Face value Rs 10 per unit (Market Value ₹35,72,055)	35.59	165.37
Nil units in Reliance Quarterly Plan A Face Value Rs 10 per unit	-	60.00
Total	35.59	225.37

Aggregate amount of unquoted investments

35.59 225.37



NOTES TO THE ACCOUNTS (Contd.)

NOTE 12

TRADE RECEIVABLES

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Unsecured, considered good		
Outstanding for a period exceeding six months from due date	27.32	12.44
Others	326.69	227.52
	354.01	239.96
Unsecured, considered doubtful		
Outstanding for a period exceeding six months from due date	60.87	60.53
Others	4.25	4.69
Sub-total	65.12	65.22
Less: Provision for doubtful debts*	65.12	65.22
Total unsecured, considered doubtful	-	-
Total	354.01	239.96

* Of the movement in Provision for doubtful debts Rs 0.14 pertains to bad debts written off.

NOTE 13

CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Cash on hand	0.12	0.05
Balances with banks:		
- In Current Accounts	38.61	28.35
Total	38.73	28.40



NOTES TO THE ACCOUNTS (Contd.)**NOTE 14****SHORT TERM LOAN AND ADVANCES**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Unsecured, Considered good		
Staff advances	6.32	3.58
Prepaid expenses	14.20	11.74
Advance for purchase of mutual fund units	18.00	-
Cenvat Input Credit	10.41	5.95
Rental and other deposits*	21.58	61.79
Other Advances	2.40	1.23
	72.91	84.30
Unsecured, Considered doubtful		
Advances and Deposits	0.92	1.86
Loans due from ex-employees	4.51	4.27
	5.42	6.14
Less:-Provision for Doubtful Loans and Advances	-5.42	-6.14
	-	-
Total	72.91	84.30

* Includes deposit paid to ESI Court Rs 0.41 (31.3.2015 : ₹0.41)

NOTE 15**REVENUE FROM OPERATIONS**

(₹ in lakhs)

Particulars	2015-16	2014-15
Business Process Outsourcing and Related Activities	1605.21	2004.75
Total	1605.21	2004.75

NOTE 16**OTHER INCOME**

(₹ in lakhs)

Particulars	2015-16	2014-15
Interest on deposits with banks and others	0.77	2.00
Profit on sale of investments	14.36	8.47
Provisions no longer required written back	0.26	3.95
Other income	0.68	0.21
Total	16.08	14.63



NOTES TO THE ACCOUNTS (Contd.)

NOTE 17

EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

Particulars	2015-16	2014-15
Salaries, Bonus and other allowances	1007.07	1319.09
Company's contribution to Provident and other funds	88.00	89.63
Staff Welfare Expenses	34.36	39.49
Total	1,129.43	1,448.21

NOTE 18

ADMINISTRATIVE AND OTHER EXPENSES

(₹ in lakhs)

Particulars	2015-16	2014-15
Rent	167.68	152.92
Power and Fuel	70.73	59.98
Rates and Taxes	2.92	1.22
Communication expenses	43.31	56.16
Insurance	12.73	12.19
Travelling and Conveyance	28.73	33.53
Professional fees	5.42	6.34
Repairs and Maintenance - others	46.57	41.52
Printing and Stationery	5.42	6.34
Loss on sale of tangible assets	0.00	0.26
Fixed assets discarded	0.00	15.16
Provision for doubtful advances	0.23	4.27
Provision for doubtful debts (Net)	0.04	37.42
Telephone Deposit written off	0.86	-
Miscellaneous expenses	30.23	21.88
Total	414.87	449.20

NOTE 19

FINANCE COSTS

(₹ in lakhs)

Particulars	2015-16	2014-15
Interest on Term Loan	1.06	-
Interest-others	0.05	0.19
Total	1.11	0.19

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)**NOTE 20****GENERAL****20.1 Disclosure as per AS 15**

Employee Benefits:

Defined Contribution Plan:

During the year, the Company has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

(₹ in lakhs)

Particulars	2015 - 2016	2014 - 2015	2013 - 2014	2012 - 2013
Contribution to Provident Fund	47.91	56.64	52.82	25.38
Contribution to Employees' State Insurance	31.62	32.61	34.84	14.42

Gratuity:**Defined Benefit Plan****I. Principal Actuarial Assumptions (Expressed as weighted averages)**

Particulars	31.03.2016	31.03.2015
Discount Rate	8.00%	8.00%
Salary Escalation	5.00%	5.00%
Attrition	60.00%	60.00%
Expected rate of return on Plan Assets	8.78%	8.78%

II. Reconciliation of opening and closing balances of present value of the defined benefit obligation (PVO)

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
PVO as at the beginning of the period	30.87	40.59
Interest Cost	2.47	2.58
Current service cost	8.09	10.89
Benefits paid	-7.27	-21.44
Actuarial loss/(gain) on obligation (balancing figure)	0.00	-1.74
PVO as at the end of the period	35.08	30.87



NOTES TO THE ACCOUNTS (Contd.)

III. Reconciliation of opening and closing balances of changes in the fair value of Plan Assets (₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Fair value of plan assets as at the beginning of the period	33.49	45.26
Expected return on plan assets	2.85	14.21
Contributions	2.15	6.28
Benefits paid	-7.27	-21.44
Actuarial gain/(loss) on plan assets [balancing figure]	-	-10.82
Fair value of plan assets as at the end of the period	31.21	33.49

IV. Table showing actual return on plan assets (₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Expected return on plan assets	-9.53	1.29
Actuarial gain (loss) on plan assets	-	-10.82
Actual return on plan assets	-9.53	-9.53

V. Actuarial Gain/Loss recognized (₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Actuarial gain / (loss) for the period - Obligation	-	1.74
Actuarial gain / (loss) for the period- Plan Assets	-	10.82
Total (gain) / loss for the period	-	12.56
Actuarial (gain) / loss recognized in the period	-	12.56
Unrecognized actuarial (gain) / loss at the end of the year	-	-

VI. The amounts to be recognized in the balance sheet and related analysis (₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Present value of the obligation	35.08	30.87
Fair value of plan assets	31.21	33.49
Difference	3.87	-2.61
Amount determined under para 55 of AS15R	3.87	-2.61
Present value of the future reduction in contribution under para 59(b) of AS15R	-3.87	2.61
Net Asset Recognized under para 59 of AS15R	-3.87	2.61

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)**VII. The amounts to be recognized in the Profit and Loss statement**

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Current service cost	8.09	10.89
Interest Cost	2.47	2.58
Expected return on plan assets	-2.85	14.21
Net actuarial (gain)/loss recognised in the year	-	0.40
Expenses recognized in the profit and loss statement	8.36	0.04

VIII. Movements in the Liability recognized in the balance sheet

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Opening net liability	-2.61	-4.67
Expense as above	8.36	0.04
Contribution paid	-1.88	2.01
Closing net liability	-3.87	-2.61

IX. Amount for the Current period

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015
Present Value of obligation	35.08	30.87
Plan Assets	31.21	33.49
Surplus (Deficit)	-3.87	2.61
Experience adjustments on plan assets -(loss)/gain	-	10.82

Other Long Term Benefits:

The Company's liability towards other long - term benefits are provided based on actuarial valuation as at 31st March 2016. The details are given below:

(₹ in lakhs)

Particulars	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Leave encashment	8.21	0.02	13.44	8.82



NOTES TO THE ACCOUNTS (Contd.)

20.2. i Miscellaneous Expenses under Administrative and Other Expenses include remuneration to auditors (Excluding Service Tax) towards -

(₹ in lakhs)

Particulars	2015-16	2014-15
Statutory Audit	3.00	3.00
Tax Audit	0.75	0.50
Certification	0.50	0.60

20.2. ii Earnings per Share (Basic and diluted):

(₹ in lakhs)

Particulars	2015-16	2014-15
A. Profit for the year after taxation (₹)	5.57	72.15
B. Total number of equity shares of ₹10/- each outstanding at the end of the year (in numbers)	89,51,259	89,51,259
C. Basic and diluted earnings per share ₹(A/B)	0.06	0.81

20.3 Details of transactions with Related Parties:

Parties	Relationship
Sundaram Finance Limited	Holding Company
Sundaram BNP Paribas Home Finance Limited	Fellow subsidiary
Sundaram Asset Management Company Limited	Fellow subsidiary
Sundaram Trustee Company Limited	Fellow subsidiary
Sundaram Finance Distribution Limited	Fellow subsidiary
Sundaram Infotech Solutions Limited	Fellow subsidiary
Sundaram Insurance Broking Services Limited	Fellow subsidiary
LGF Services Limited	Fellow subsidiary
Infreight Logistics Solutions Limited	Fellow subsidiary
Sundaram BNP Paribas Fund Services Limited	Fellow subsidiary
Sundaram Asset Management Singapore Pte. Ltd.	Fellow subsidiary
Sundaram Business Services Limited	Fellow subsidiary
Royal Sundaram General Insurance Co. Ltd *	Fellow subsidiary
	(With effect from 29.07.2015)
Key Management Personnel	
Ms. S.Shobana	Secretary



NOTES TO THE ACCOUNTS (Contd.)

Related Party Transactions for the year ended 31st March 2016:

The nature and volume of transactions of the company during the year, with the above related parties are as follows: (₹ in lakhs)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	2015-16	2014-15
Income						
Payroll Processing						
Sundaram BNP Paribas Home Finance Limited	-	-	2.13	-	2.13	7.39
Sundaram Infotech Solutions Limited	-	-	1.80	-	1.80	1.81
Sundaram Asset Management Company Limited	-	-	2.88	-	2.88	2.99
Sundaram BNP Paribas Fund Services Limited	-	-	3.89	-	3.89	3.61
Accounting Services						
Sundaram Asset Management company Limited	-	-	16.80	-	16.80	14.45
Data Processing						
Sundaram Finance Limited	351.00	-	-	-	351.00	430.24
Deposit Processing						
Sundaram BNP Paribas Home Finance Limited	-	-	25.99	-	25.99	24.92
Reimbursement Income						
Sundaram Finance Limited	2.72	-	-	-	2.72	-
Sundaram BNP Paribas Home Finance Limited	-	-	-	-	-	0.09
Sundaram Business Services Limited	-	-	1.34	-	1.34	-
Royal Sundaram General Insurance Co. Ltd	-	-	2.74	-	2.74	-
Telecalling						
Sundaram Asset Management company Limited	-	-	12.47	-	12.47	-
Sundaram Finance Limited	99.47	-	-	-	99.47	-
Sundaram BNP Paribas Home Finance Limited	-	-	1.24	-	1.24	0.91
Royal Sundaram General Insurance Co. Ltd	-	-	65.58	-	65.58	-
Expenses						
Sundaram Finance Limited						
a) Rent	0.04	-	-	-	0.04	0.04
b) Internal Audit	5.00	-	-	-	5.00	4.00
Royal Sundaram General Insurance Co. Ltd						
Insurance Premium	-	-	3.35	-	3.35	-



NOTES TO THE ACCOUNTS (Contd.)

(₹ in lakhs)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	2015-16	2014-15
Receivables						
Sundaram Asset Management company Limited	-	-	8.07	-	8.07	1.84
Sundaram Infotech Solutions Limited	-	-	0.35	-	0.35	0.34
Sundaram BNP Paribas Fund Services Limited	-	-	0.41	-	0.41	0.34
Sundaram BNP Paribas Home Finance Limited	-	-	3.78	-	3.78	3.22
Sundaram Finance Limited	46.18	-	-	-	46.18	40.53
Sundaram Business Services Limited	-	-	-	-	-	9.37
Royal Sundaram General Insurance Co. Ltd	-	-	29.52	-	29.52	-
Liabilities						
Liabilities – Outstanding Balance as on 31.03.2016						
Equity Shares						
Sundaram Finance Limited	754.10	-	-	-	754.10	754.10
Sundaram Finance Distribution Limited	-	-	141.03	-	141.03	141.03
Payables						
Sundaram Finance Limited	1.31	-	-	-	1.31	1.15
Sundaram Infotech Solutions Limited	-	-	-	-	-	1.32
Sundaram Business Services Limited	-	-	-	-	-	13.64

No Amount has been written off/written back during the year



NOTES TO THE ACCOUNTS (Contd.)

- 20.4 The Company Secretary Ms. Shobana S has been nominated by Sundaram Finance Limited the Holding company and no remuneration is borne by this company.
- 20.5 ESI Claims against the erstwhile Professional Management Consultants Limited (PMCL) not accepted by the company - ₹2.06 (previous year - ₹2.06). Against this claim, PMCL filed an appeal before the Employees' Insurance (EI) Court and a stay was obtained, on a payment of 20% of the disputed amount. Accordingly, PMCL has deposited a sum of ₹0.41 with the EI Court. The said amount has been grouped under Loans and Advances in the Balance Sheet.
- In an earlier year, the above appeal was dismissed by the ESI Court and PMCL has since filed an appeal before Hon'ble High Court of Madras and has obtained a stay against the order of the ESI Court. The case is yet to be posted for hearing.
- 20.6 ESI Claims against the company not acknowledged as debts - ₹1.25 (Previous Year - Nil). The company had received an order on 19th February, 2016. Company has filed an appeal in financial year 2016-17.
- 20.7 The pending litigation as on 31st March 2016 have been complied by the company. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements.
- 20.8 There is no amount due to small scale industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006"
- 20.9 Estimated amount of contracts remaining to be executed on capital account - ₹0.86 (net of advances of ₹11.46) (31-03-2015 - ₹2.86 net of advances of ₹11.46)
- 20.10 Previous year figures have been regrouped / reclassify wherever necessary to conform to current year's classification.

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
I. Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 5-5-2016

Shobana S
Secretary

T.T. Srinivasaraghavan

Rajesh Venkat
Directors

Certified True Copy
For Sundaram BPO India Limited


Director

Annual Report

2015-16



SUNDARAM BPO INDIA LIMITED

2nd Annual Report 2013-14



SUNDARAM BUSINESS SERVICES



**Board of Directors**

T. T. Srinivasaraghavan

A. N. Raju

P. Viswanathan

S Sridhar

Rajesh Venkat

Audit Committee

A. N. Raju

P. Viswanathan

S Sridhar

Remuneration Committee

A. N. Raju

P. Viswanathan

S Sridhar

Secretary

S Shobana

Bankers

State Bank of Travancore

HDFC Bank

Auditors

M/s. Brahmayya & Co., Chennai

Chartered Accountants

Registered Office

21, Patullos Road, Chennai 600 002

Tel: 044 2852 1181

CIN : U74900TN2012PLC087102

Corporate Office

20, Patullos Road

Chennai 600002



SUNDARAM BPO INDIA LIMITED

A subsidiary of



SUNDARAM FINANCE

Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Directors' Report

Your Directors have pleasure in presenting the Second Annual Report and Audited Accounts of the Company for the year ending 31st March, 2014.

The summarised financial results of the Company are given hereunder:

Particulars	(Rs in Lakhs)	
	As on March 31, 2014	Period ended March 31, 2013
Total Income	21,05.85	11,07.00
Total Expenditure	20,91.05	11,01.26
Profit/(Loss) before Taxation	14.8	5.74
Provision for Taxation	2.19	(8.31)
Profit/(Loss) after Tax	12.61	14.05

Review of Operations

Your Company posted revenues of ₹ 2,106 lakhs in financial year 2013-14 and a profit before tax of ₹ 14.80 lakhs against revenues of ₹ 1,107 lakhs and profit before tax of ₹ 5.74 lakhs for the previous year.

During 2013-14, Professional Management Consultants Limited ('PMCL') and Caltec Servicez Private Limited ('Caltec'), which were also subsidiaries, of Sundaram Finance merged with your Company under a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956 ('Scheme'), w.e.f. October 1, 2012.

In 2014-15, your Company has planned to expand its presence in the areas of finance & accounting outsourcing and customer service voice operations.

Dividend

Your Directors do not recommend any dividend for the year under review.

Directors

Sri S Sridhar and Sri Rajesh Venkat have been co-opted as additional directors of your Company on 21.08.2013 and 21.10.2013 respectively. Under Section 161 of the Companies Act, 2013, they hold office up to the date of the ensuing Annual General Meeting. The Company has received due notices from members under section 160 of the Companies Act 2013, proposing their appointment as Directors of the Company.

Sri P Viswanathan, retires by rotation and, being eligible, offers himself for re- election. Necessary resolution is submitted for your approval.

Manager

Sri Guha Penayur Kapali, Manager of your Company, resigned with effect from 14th May 2014. Your Directors wish to place on record his contribution to the Company.

Directors' Responsibility Statement

In terms of Section 217(2AA) of the Companies Act, 1956, your directors confirm:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- that they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- that they had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that they had prepared the annual accounts on a going concern basis.



Information as per Section 217(1)(e) of the Companies Act, 1956

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the period ended 31st March 2013.

Personnel

None of the employees of the Company is in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956.

Deposits

Your Company has not accepted any public deposit during the period under review.

Auditors

M/s Brahmaya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that

they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

Acknowledgement

Your Directors gratefully acknowledge the support and co-operation extended to your company by all customers and the holding company, Sundaram Finance Limited. They also placed on record their appreciation to all the employees of the Company for their sincere and dedicated service.

T. T. Srinivasaraghavan

A.N. Raju

P Viswanathan

S Sridhar

Rajesh Venkat

Directors

Chennai

Date: 14th May, 2014



INDEPENDENT AUDITORS' REPORT

To the Members of Sundaram BPO India Limited

1) Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram BPO India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Profit and Loss Statement and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

3) Auditor's Responsibility

- a) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
- b) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the

financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

- c) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4) Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



5) Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **BRAHMAYYA & CO.**
Chartered Accountants
Registration Number 000511S
L.RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date: 14th May, 2014



ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN PARAGRAPH 5 OF OUR REPORT OF EVEN DATE

1. a) We have been informed that the fixed asset register is under updation.
- b) Fixed assets have been physically verified by the management during the year, in accordance with an annual plan of verification which in our opinion is reasonable having regard to the size of the company and the nature of fixed assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets have not been disposed off by the company during the year.
2. a) In our opinion and according to the information and explanations given to us, the company has not granted loans to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of clauses iii (a) to iii (d) of Paragraph 4 of the Order are not applicable to the company for the year.
- b) i) The company has availed an unsecured loan from a company covered in the register maintained under section 301 of the Act. The maximum amount involved during the year was ₹ 51,49,589. The balance outstanding at the end of the year was ₹ NIL
- ii) The rate of interest and other terms and conditions of the loan are, prima facie, not prejudicial to the interest of the company.
- iii) There is no amount overdue on the loans.

Apart from the above, the company has not availed loans from companies, firms or other parties covered in the register maintained under section 301 of the Act.

3. In our opinion and according to the information and explanations given to us, there are adequate internal control

procedures commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and sale of services. During the course of our audit, no major weaknesses have been noticed in the internal controls and therefore the reporting of the same does not arise.

4. a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act that need to be entered in the register maintained under Section 301 of the Act have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of rupees five lakhs in respect of any party during the year, prima facie, have been made at prices which are reasonable having regard to the nature of the services and prevailing market prices at the relevant time.
5. The company has not accepted any deposits from the Public during the year.
6. The company has an internal audit system, which in our opinion, is commensurate with the size and the nature of its business.
7. The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Act.
8. According to the records of the company and the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax and Service tax and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March, 2014 for a period of more than six months from the date they become payable



9. According to the records of the company and the information and explanations given to us, there are no dues of Income tax, Excise duty and Cess which have not been deposited on account of any dispute.
10. The company does not have any borrowings from financial institutions or on issue of debentures. The Company has not defaulted in repayment of dues to bank.
11. According to the information and explanations given to us, the company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
12. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the company.
13. Based on our examination of the records and the information and explanations given to us, the company has not dealt / traded in debentures and other securities during the year. As informed and explained to us, proper records have been maintained in respect of shares held by the company. The shares have been held by the company in its own name.
14. In our opinion and according to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.
15. The company has not availed term loans during the year.
16. According to the information and explanations given to us, the company has not raised funds on short term basis during the year.
17. According to the information and explanations given to us, the company has not issued debentures during the year.
18. The company has not raised monies by public issue during the year.
19. To the best of our knowledge and belief and according to the information and explanations given to us, during the year no fraud by the company and no fraud on the company was noticed or reported during the course of our audit.
20. In our opinion and according to the information and explanations given to us, the nature of the company's business/ activities during the year has been such that clause ii, x, xiii, and xviii of paragraph 4 of the Companies (Auditors' Report) Order, 2003 is not applicable to the company for the year.

For **BRAHMAYYA & CO.**

Chartered Accountants

Registration Number 000511S

L.RAVI SANKAR

Partner

Membership No.25929

Place: Chennai

Date: 14th May, 2014



Balance Sheet

as at 31st March, 2014

(In ₹)

Particulars	Note	31 March 2014		31 March 2013	
I. EQUITY AND LIABILITIES					
1) Shareholders' Funds					
a) Share Capital	2 (a)	8,95,12,590		3,00,00,000	
b) Equity share capital suspense	2 (b)	—		5,95,12,590	
c) Reserves and Surplus	3	27,12,561	9,22,25,151	14,51,273	9,09,63,863
2) Non-current Liabilities					
a) Long-term borrowing	4	—		50,00,000	
b) Deferred Tax Liabilities (Net)	5	9,54,039		7,35,235	
c) Long-term provisions	6	9,31,911	18,85,950	14,33,319	71,68,554
3) Current Liabilities					
a) Trade payables	7	32,23,634		57,30,837	
b) Other Current liabilities	8	46,27,529		42,19,836	
c) Short-term provisions	9	74,73,029	1,53,24,192	62,40,766	1,61,91,439
Total			10,94,35,293		11,43,23,856
II ASSETS					
1) Non-current assets					
a) Fixed Assets	10				
i) Tangible assets		1,23,50,097		1,52,95,981	
b) Deferred tax assets (net)		—		—	
c) Long-term loans and advances	11	3,32,39,804	4,55,89,901	2,91,14,122	4,44,10,103
2) Current Assets					
a) Current investments	12	1,07,66,936		50,000	
b) Trade receivables	13	3,32,00,283		4,35,88,960	
c) Cash and cash equivalents	14	97,36,546		1,66,12,416	
d) Short-term loans and advances	15	1,01,41,627	6,38,45,392	96,62,377	6,99,13,753
Total			10,94,35,293		11,43,23,856

Significant Accounting policies and Notes to the Accounts 1 to 21

As per our report on even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
I. Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 14th May, 2014

Shobana S
Secretary

T.T. Srinivasaraghavan

A.N. Raju
P. Viswanathan
Rajesh Venkat
S. Sridhar
Directors

SUNDARAM BPO INDIA LIMITED

Certified True Copy
For Sundaram BPO India Limited

Director



Profit and Loss Statement for the year ended 31st March, 2014

(In ₹)

Particulars	Note	2013-2014	2012-2013
Income:			
Revenue from operations	16	20,80,90,089	10,97,27,013
Other income	17	24,95,211	9,72,515
Total		21,05,85,300	11,06,99,528
Expenses:			
Employee benefit expenses	18	14,75,53,974	6,78,83,475
Outsourcing costs		35,67,756	95,93,098
Administrative and other expenses	19	4,99,80,807	2,73,28,095
Finance costs	20	3,15,150	5,68,691
Preliminary expenses written off		—	3,82,489
Depreciation		76,87,521	43,69,870
Total		20,91,05,208	11,01,25,718
Profit before Tax		14,80,092	5,73,810
Tax Expense:			
Current Tax		—	—
Deferred Tax		2,18,804	(8,31,251)
Profit after Tax		12,61,288	14,05,061
Earnings per equity share			
Equity shares of par value of ₹ 10 each			
Basic - ₹		0.14	0.47
Diluted - ₹		0.14	0.16
Number of shares used in computing earnings per share			
Basic		89,51,259	30,00,000
Diluted (Previous period: Includes 59,51,259 Equity Shares to be issued pursuant to Scheme of Amalgamation)		89,51,259	89,51,259
Significant Accounting policies and Notes to the Accounts 1 to 21			

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
L Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 14th May, 2014

Shobana S
Secretary

T.T.Srinivasaraghavan
A.N.Raju
P.Viswanathan
Rajesh Venkat
S. Sridhar
Directors

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Certified True Copy
For Sundaram BPO India Limited

Director

Annual Report
2013-14



NOTES TO THE ACCOUNTS

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I. SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial Statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 1956.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amounts of revenue and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non current and current based on a twelve month operating cycle.

- 1.2 Income Recognition:

Income is recognized on accrual basis

- 1.3 Fixed Assets and Depreciation:

Fixed assets are stated at historical cost less accumulated depreciation.

Depreciation on assets is provided on the Written down Value method at rates prescribed in Schedule XIV to the Companies Act, 1956. Assets costing ₹ 5,000 or less acquired during the period are fully depreciated.

- 1.4 Valuation of Investments:

Long Term investments are stated at cost and provision for diminution in value, other than temporary, is considered wherever necessary.

Current investments are valued at lower of cost and market value/net asset value.

- 1.5 Foreign Currency Transactions:

Transactions in foreign currencies are accounted at the prevailing rates of exchange on the date of the transaction.

Monetary items denominated in foreign currencies are restated at the prevailing rates of exchange at the Balance Sheet date. Gain or loss arising out of fluctuations in exchange rates is accounted for in Profit and Loss statement.

- 1.6 Employee Benefits:

- A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

- B) Post Employment Benefits:

Defined Contribution Plan

- i) Provident Fund

The Company contributes to a Government Administered Provident Fund, Pension Fund and Employees State Insurance on account of its employees.



NOTES TO THE ACCOUNTS (Contd.)

ii) Superannuation

The Company makes fixed contributions as a percentage on salary to a Superannuation Fund, which is administered by trustees and managed by the Life Insurance Corporation of India Limited.

The above contributions are charged to Profit and Loss Statement.

Defined Benefit Plan

iii) Gratuity

The company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the Balance Sheet date, determined every year by LIC using the projected unit credit method.

iv) Leave Encashment

The Company accounts its Liability based on Actuarial Valuation, as at the Balance sheet date, determined every year, using projected unit credit method.

The expense and actuarial gain /loss on account of the above benefit plans are recognized in the profit and loss statement on the basis of an actuarial valuation.

1.7 Taxation:

Current tax is provided on the taxable income for the year.

Deferred Tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on the consideration of prudence.

1.8 Intangible Assets:

Computer software acquired is recorded as an intangible asset and its cost is amortized over the estimated useful life.

1.9 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal /external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.10 Provisions:

Provisions are recognized when there is existence of present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation.



NOTES TO THE ACCOUNTS (Contd.)

NOTE 2 (a)

SHARE CAPITAL

(In ₹)

Particulars	31.03.2014	31.03.2013
Authorised		
50,00,000 Equity Shares of ₹ 10 each		5,00,00,000
Authorised Capital of transferor companies (refer note below)		
1,52,50,000 Equity Shares of ₹ 10 each		10,25,00,000
(Previous period: 1,02,50,000 Equity Shares of ₹ 10 each)	15,25,00,000	10,25,00,000
	15,25,00,000	15,25,00,000
Issued, Subscribed and fully paid up:		
89,51,259 Equity Shares of ₹ 10 each		3,00,00,000
(Previous period :30,00,000 Equity Shares of ₹ 10 each)	8,95,12,590	3,00,00,000
	8,95,12,590	3,00,00,000

As per the Scheme of Amalgamation of Caltec Servicez Private Limited and Professional Management Consultants Limited with the Company, the authorised share capital of (i) Caltec Servicez Private Limited of 2,50,000 equity shares of ₹ 10 each amounting to ₹ 25,00,000 and (ii) Professional Management Consultants Limited of 98,75,000 equity shares of ₹ 10 each amounting to ₹ 9,87,50,000 and of 1,25,000 preference shares of ₹ 10 each amounting to ₹ 12,50,000 have been added to the Authorised Share Capital of the Company as 102,50,000 equity shares of ₹ 10 each amounting to ₹ 10,25,00,000 in the financial year ended 31st March 2013.

The company has single class of shares - equity shares of face value of ₹ 10 each. All equity shares rank pari passu with regard to dividends and share in the company's residual assets. Every shareholder is entitled to one vote per share.

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name	Status	Class of Share	No. of Shares#	% held as at 31.03.2014	No. of Shares #	% held as at 31.03.2013
Sundaram Finance Limited	Holding Company	Equity shares	75,41,009	84%	30,00,000	100%
Sundaram Finance Distribution Limited	Fellow Subsidiary	Equity shares	14,10,250	16%	—	—
Total			89,51,259		30,00,000	

Including Equity shares held by nominees

The reconciliation of the number of shares outstanding as at 31 March 2014 is set out below:

Particulars	31.03.2014	31.03.2013
Shares outstanding at the beginning of the period	30,00,000	—
Add: Shares issued during the period	59,51,259	30,00,000
Shares outstanding at the end of the period	89,51,259	30,00,000

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)**NOTE 2 (b)****SHARE CAPITAL SUSPENSE**

(In ₹)

Particulars	31.03.2014	31.03.2013
Equity share capital suspense	–	5,95,12,590
	–	5,95,12,590

NOTE 3**RESERVES AND SURPLUS**

(In ₹)

Capital Reserve	31.03.2014	31.03.2013
Opening balance in Capital reserve	51,93,009	–
Add: Difference due to amalgamation	–	51,93,009
Closing balance in Capital reserve	51,93,009	51,93,009

General reserve	31.03.2014	31.03.2013
Opening balance in General reserve	27,00,000	–
Add : Balance in General reserve of transferor companies	–	27,00,000
Closing balance in General reserve	27,00,000	27,00,000

Surplus in Profit and loss statement	31.03.2014	31.03.2013
Opening balance in Profit and Loss statement	(64,41,736)	–
Add : Profit for the current period	12,61,288	14,05,061
Add : Debit balance in Profit and Loss statement of transferor companies	–	(78,46,797)
Closing balance in Profit and Loss statement	(51,80,448)	(64,41,736)
Total	27,12,561	14,51,273

NOTE 4**LONG - TERM BORROWINGS**

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured		
Loan from Related Party - Sundaram Finance Distribution Limited	–	50,00,000
Total	–	50,00,000



NOTES TO THE ACCOUNTS (Contd.)**NOTE 5****DEFERRED TAX LIABILITIES (NET)**

(In ₹)

Particulars	31.03.2014	31.03.2013
Deferred Tax Liability		
Depreciation	14,95,729	13,22,026
Deferred Tax Asset		
Provision for Employee Benefits	5,41,690	5,86,791
Sub Total	5,41,690	5,86,791
Total	9,54,039	7,35,235

NOTE 6**LONG - TERM PROVISIONS**

(In ₹)

Particulars	31.03.2014	31.03.2013
Provision for Employee Benefits	9,31,911	14,33,319
Total	9,31,911	14,33,319

NOTE 7**TRADE PAYABLES**

(In ₹)

Particulars	31.03.2014	31.03.2013
For Expenses	32,23,634	57,30,837
Total	32,23,634	57,30,837

NOTE 8**OTHER CURRENT LIABILITIES**

(In ₹)

Particulars	31.03.2014	31.03.2013
TDS Payable	3,81,986	8,95,384
Others	42,45,543	33,24,452
Total	46,27,529	42,19,836

NOTE 9**SHORT - TERM PROVISIONS**

(In ₹)

Particulars	31.03.2014	31.03.2013
Provision for Employee Benefits	74,73,029	62,40,766
Total	74,73,029	62,40,766

SUNDARAM BPO INDIA LIMITED



NOTE 10**FIXED ASSETS**

(Amount in ₹)

Description	Gross Block				Depreciation				Net Block	
	As at 01.04.2013	Additions	Deletions	As at 31.03.2014	As at 01.04.2013	Additions	Deletions	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Assets										
Computer	1,52,33,937	18,69,767	69,49,518	1,01,54,186	1,09,73,867	22,41,303	65,30,919	66,84,251	34,69,935	42,60,070
	–	(1,72,52,117)	(20,18,180)	(1,52,33,937)	–	(1,26,19,837)	(16,45,970)	(1,09,73,867)	(42,60,070)	–
Office Equipment	83,74,309	4,23,653	29,43,126	58,54,836	38,45,779	9,86,457	22,53,186	25,79,050	32,75,787	45,28,531
	–	(83,74,309)	–	(83,74,309)	–	(38,45,779)	–	(38,45,779)	(45,28,531)	–
Furnitures and Fixtures	43,77,795	–	7,59,000	36,18,795	30,27,662	2,44,373	6,32,956	26,39,079	9,79,715	13,50,132
	–	(43,77,795)	–	(43,77,795)	–	(30,27,662)	–	(30,27,662)	(13,50,132)	–
Leased Assets										
Computer	27,51,415	–	–	27,51,415	26,97,244	54,171	–	27,51,415	–	54,171
	–	(27,51,415)	–	(27,51,415)	–	(26,97,244)	–	(26,97,244)	(54,171)	–
SUB TOTAL (A)	3,07,37,455	22,93,420	1,06,51,644	2,23,79,231	2,05,44,552	35,26,304	94,17,061	1,46,53,795	77,25,437	1,01,92,904
	–	(3,27,55,635)	(20,18,180)	(3,07,37,455)	–	(2,21,90,522)	(16,45,970)	(2,05,44,552)	(1,01,92,904)	–
Intangible assets										
Computer software	1,46,76,118	45,02,850	65,61,385	1,26,17,583	95,73,040	41,61,216	57,41,334	79,92,922	46,24,661	51,03,078
	–	(1,46,76,118)	–	(1,46,76,118)	–	(95,73,040)	–	(95,73,040)	(51,03,078)	–
SUB TOTAL (B)	1,46,76,118	45,02,850	65,61,385	1,26,17,583	95,73,040	41,61,216	57,41,334	79,92,922	46,24,661	51,03,078
	–	(1,46,76,118)	–	(1,46,76,118)	–	(95,73,040)	–	(95,73,040)	(51,03,078)	–
Total [A+B] (Current Year)	4,54,13,573	67,96,270	1,72,13,029	3,49,96,814	3,01,17,591	76,87,520	1,51,58,395	2,26,46,716	1,23,50,097	1,52,95,981
(Previous Year)	–	(4,74,31,753)	(20,18,180)	(4,54,13,573)	–	(3,17,63,561)	(16,45,970)	(3,01,17,591)	(1,52,95,981)	–

Figures in brackets pertain to the period ended March 31, 2013

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SUNDARAM BUSINESS SERVICES



NOTES TO THE ACCOUNTS (Contd.)**NOTE 11****LONG TERM LOAN AND ADVANCES**

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured, Considered Good		
Advances to Staff	21,14,533	19,31,673
Other Loans and Advances		
Advance Income Tax and Tax Deducted at Source (net of provision)	3,11,25,271	2,71,82,449
Total	3,32,39,804	2,91,14,122

(i) Advance Income Tax and Tax Deducted at Source is net of Provision for Tax ₹ 27,06,774/- (31.03.13 – ₹ 27,06,774)

NOTE 12**CURRENT INVESTMENTS**

(In ₹)

Particulars	31.03.2014	31.03.2013
Unquoted		
Investment in 2,000 shares of Shamrao Vithal Cooperative Bank Limited of ₹ 25 each	—	50,000
Investments in Mutual fund at cost		
3,53,208 units in Sundaram FIF Plan A at cost of 16.4724 per unit (Market Value ₹ 58,52,692/-)	58,18,191	—
1,83,747 units in Sundaram Money Fund at cost of 26.9323 per unit (Market Value ₹ 49,70,428/-)	49,48,745	—
Total	1,07,66,936	50,000
Aggregate amount of unquoted investments	1,07,66,936	50,000

NOTE 13**TRADE RECEIVABLES**

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured, Considered good		
Outstanding for a period exceeding six months from due date	6,33,812	35,57,913
Others	3,25,66,471	4,00,31,047
	3,32,00,283	4,35,88,960
Unsecured, Considered doubtful		
Outstanding for a period exceeding six months from due date	27,79,973	—
Less: Provision for doubtful debts	27,79,973	—
Total	3,32,00,283	4,35,88,960

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)

NOTE 14

CASH & CASH EQUIVALENTS

(In ₹)

Particulars	31.03.2014	31.03.2013
Cash on hand	14,727	25,235
Balances with banks:		
- In Current Accounts	97,21,819	1,55,03,859
- In Deposit Accounts #	—	10,83,323
Total	97,36,546	1,66,12,416

Under lien in favour of a bank for bank guarantee issued.

NOTE 15

SHORT TERM LOANS AND ADVANCES

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured, Considered good		
Loans and advances to employees	6,43,056	6,90,100
Prepaid expenses	11,45,286	6,75,426
Advance for expenses	20,000	4,98,893
Advance for capital expenditure	15,01,571	—
Service tax receivable	4,42,336	10,76,948
Rental and other deposits	63,89,378	67,21,010
	1,01,41,627	96,62,377
Unsecured, Considered doubtful		
Outstanding for a period exceeding six months from due date	1,86,486	—
Less:-Provision for Doubtful Advance and Deposit	1,86,486	—
Total	1,01,41,627	96,62,377



NOTES TO THE ACCOUNTS (Contd.)

NOTE 16

REVENUE FROM OPERATIONS

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Business Process Outsourcing and Related Activities	20,80,90,089	10,97,27,013
Total	20,80,90,089	10,97,27,013

NOTE 17

OTHER INCOME

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Interest on deposits with banks and others	12,68,876	8,98,860
Profit on Sale of Investments	10,76,514	73,655
Other Income	1,49,821	—
Total	24,95,211	9,72,515

NOTE 18

EMPLOYEE BENEFIT EXPENSES

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Salaries, Allowances, Commission, Bonus	13,82,17,822	6,20,25,700
Company's contribution to Provident Fund, Gratuity, Superannuation	54,06,628	28,64,370
Staff Welfare Expenses	39,29,524	29,93,405
Total	14,75,53,974	6,78,83,475



NOTES TO THE ACCOUNTS (Contd.)

NOTE 19

ADMINISTRATIVE AND OTHER EXPENSES

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Power and Fuel	71,44,337	24,84,353
Rent	1,74,57,833	89,81,100
Rates and Taxes	2,50,689	72,676
Communication expenses	45,49,420	40,50,711
Insurance	9,01,553	1,87,546
Travelling and Conveyance	49,12,279	34,04,591
Professional fees	12,68,256	14,10,154
Repairs and Maintenance - others	65,07,100	45,10,688
Printing & Stationery	9,01,828	5,21,843
Loss on sale of tangible assets	96,052	38,381
Fixed assets written off	19,57,596	—
Provision for doubtful advances	1,86,486	—
Provision for bad debts	27,79,973	—
Bad debts written off	78,975	7,71,301
Miscellaneous expenses	9,88,430	8,94,751
Total	4,99,80,807	2,73,28,095

Miscellaneous expenses under "Administrative and other expenses" includes remuneration to auditors (excluding Service Tax) towards:

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Statutory Audit	1,15,000	1,15,000
Tax Audit	15,000	15,000
Certification	1,15,000	1,15,000

NOTE 20

FINANCE COSTS

(In ₹)

Particulars	2013-2014	07.08.2012 to 31.03.2013
Interest expenses	2,19,161	5,17,051
Bank charges	95,989	51,640
Total	3,15,150	5,68,691



NOTES TO THE ACCOUNTS (Contd.)

NOTE 21

GENERAL

21.1 Scheme of Amalgamation Caltec Servicez Private Limited and Professional Management Consultants Limited with the Company under sections 391 and 394 of the Companies Act, 1956

On 18th December 2012, the Board of Directors approved a Scheme of Amalgamation ('Scheme') of Caltec Servicez Private Limited ('Caltec') and Professional Management Consultants Limited ('PMCL') ('Transferor Companies') with the Company ('Transferee Company') under sections 391 and 394 of the Companies Act, 1956. The Court approved the Scheme vide its order dated 26th April 2013 with the appointed date as 1st October 2012. The certified true copy of the scheme was filed with the Registrar of Companies on 15th May 2013 and accordingly the effective date was 15th May 2013.

From the effective date, the authorised share capital of the transferor Company shall stand combined with the authorised share capital of the transferee Company. Upon the Scheme becoming fully effective, the authorised share capital of the Company would be ₹ 15,25,00,000 divided into 1,52,50,000 equity shares of ₹ 10 each.

In accordance with the Scheme approved by the Court, the accounting for this amalgamation has been done in financial year 2012-13 in accordance with the "Pooling of Interest Method" referred to in Accounting Standard 14- "Accounting for Amalgamation" of the Companies (Accounting Standards) Rules, 2006.

The difference between the book value of net identifiable assets and liabilities of erstwhile Caltec and PMCL transferred to the Company pursuant to this Scheme and the consideration being the value of new equity shares to be issued and allotted by the Company has been credited to Capital Reserve.

Accordingly, 14,10,250 equity shares of ₹ 10 each and 45,41,009 equity shares of ₹ 10 each fully paid up, aggregating to 59,51,259 equity shares of ₹ 10 each were issued to the shareholders of erstwhile Caltec and PMCL respectively under this amalgamation in financial year 2013-14.



NOTES TO THE ACCOUNTS (Contd.)

21.2 Disclosure as per AS 15

Employee Benefits:

Defined Contribution Plan:

During the year, the Company has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

(Amount in ₹)

Particulars	2013 - 2014	2012 - 2013
Contribution to Provident Fund	52,81,641	25,37,878
Contribution to Employee's State Insurance	34,83,593	14,42,003

Gratuity:

Defined Benefit Plan

I. Principal Actuarial Assumptions (Expressed as weighted averages)

Particulars	31.03.2014	31.03.2013
Discount Rate	8.50%	8.20%
Salary Escalation	8.00%	8.00%
Attrition	60.00%	5.00%
Expected rate of return on Plan Assets	8.78%	8.00%

II. Reconciliation of opening and closing balances of present value of the defined benefit obligation (PVO)

(Amount in ₹)

Particulars	31.03.2014
PVO as at the beginning of the period	51,06,099
Interest Cost	4,10,104
Current service cost	9,93,398
Past service cost - (non vested benefits)	—
Past service cost - (vested benefits)	—
Benefits paid	(5,62,699)
Actuarial loss/(gain) on obligation (balancing figure)	(18,87,975)
PVO as at the end of the period	40,58,927



NOTES TO THE ACCOUNTS (Contd.)**III. Reconciliation of opening and closing balances of changes in the fair value of Plan Asset**

(Amount in ₹)

Particulars	31.03.2014
Fair value of plan assets as at the beginning of the period	14,42,649
Expected return on plan assets	2,55,499
Contributions	35,17,389
Benefits paid	(5,62,699)
Actuarial gain/(loss) on plan assets [balancing figure]	(1,26,819)
Fair value of plan assets as at the end of the period	45,26,019

IV. Table showing actual return on plan assets

(Amount in ₹)

Particulars	31.03.2014
Expected return on plan assets	2,55,499
Actuarial gain (loss) on plan assets	(1,26,819)
Actual return on plan assets	1,28,680

V. Actuarial Gain/Loss recognized

(Amount in ₹)

Particulars	31.03.2014
Actuarial gain / (loss) for the period - Obligation	18,87,975
Actuarial gain / (loss) for the period - Plan Assets	(1,26,819)
Total (gain) / loss for the period	(17,61,155)
Actuarial (gain) / loss recognized in the period	(17,61,155)
Unrecognized actuarial (gain) / loss at the end of the year	—

VI. The amounts to be recognized in the balance sheet and related analysis

(Amount in ₹)

Particulars	31.03.2014
Present value of the obligation	40,58,927
Fair value of plan assets	45,26,019
Difference	(4,67,092)
Unrecognised transitional liability	—
Unrecognised past service cost - non vested benefits	—
Amount determined under para 55 of AS15R	(4,67,092)
Net Liability Recognized in the balance sheet	—
Present value of the future reduction in contribution under para 59(b) of AS15R	4,67,092
Net Asset Recognized under para 59 of AS15R	4,67,092



NOTES TO THE ACCOUNTS (Contd.)**VII. The amounts to be recognized in the Profit and Loss statement**

(Amount in ₹)

Particulars	31.03.2014
Current service cost	9,93,398
Interest Cost	4,10,104
Expected return on plan assets	(2,55,499)
Net actuarial (gain)/loss recognised in the year	(17,61,155)
Transitional Liability recognised in the year	—
Past service cost - non-vested benefits	—
Past service cost - vested benefits	—
Effect of limit as per para 59(b) read with para 61(g) of AS15R	—
Expenses recognized in the profit and loss statement	(6,13,153)

VIII. Movements in the Liability recognized in the balance sheet

(Amount in ₹)

Particulars	31.03.2014
Opening net liability	36,63,450
Expense as above	(6,13,153)
Contribution paid	(35,17,389)
Closing Net Liability	(4,67,092)

IX. Amount for the Current period

(Amount in ₹)

Particulars	31.03.2014
Present Value of obligation	40,58,927
Plan Assets	45,26,019
Surplus (Deficit)	4,67,092
Experience adjustments on plan liabilities -(loss)/gain	6,25,498
Experience adjustments on plan assets -(loss)/gain	(1,26,819)

The Gratuity Liability determined on actuarial basis was not funded in the previous year. Hence, the other disclosures as required under AS15 have not been furnished for previous year.

Other Long Term Benefits:

The Company's liability towards other long - term benefits are provided based on actuarial valuation as at 31st March 2014. The details are given below:

(Amount in ₹)

Particulars	31.03.2014	31.03.2013
Leave encashment	13,43,818	8,82,483



NOTES TO THE ACCOUNTS (Contd.)

21.3. Details of transactions with Related Parties:

Parties	Relationship
Sundaram Finance Limited	Holding Company
Sundaram BNP Paribas Home Finance Limited	Fellow subsidiary
Sundaram Asset Management Company Limited	Fellow subsidiary
Sundaram Trustee Company Limited	Fellow subsidiary
Sundaram Finance Distribution Limited	Fellow subsidiary
Sundaram Infotech Solutions Limited	Fellow subsidiary
Professional Management Consultants Limited*	Fellow subsidiary#
Sundaram Parekh Warehousing Services Limited	Fellow subsidiary
Sundaram Insurance Broking Services Limited	Fellow subsidiary
LGF Services Limited	Fellow subsidiary
Infreight Logistics Solutions Limited	Fellow subsidiary
Sundaram BNP Paribas Fund Services Limited	Fellow subsidiary
Caltec Servicez Private Limited *	Fellow subsidiary#
Sundaram Business Services Limited	Fellow subsidiary

Till 15th May 2013

*Amalgamated with the Company w.e.f 1st October 2012



NOTES TO THE ACCOUNTS (Contd.)
Related Party Transactions for the year ended 31st March 2014:

The nature and volume of transactions of the company during the year, with the above related parties are as follows: (Amount in ₹)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	Total 2013-14	Total 2012-13
Income						
Payroll Processing						
Sundaram BNP Paribas Home Finance Limited	—	—	6,26,100	—	6,26,100	2,86,100
Sundaram Infotech Solutions Limited	—	—	1,50,000	—	1,50,000	1,20,000
Sundaram Asset Management company Limited	—	—	2,88,000	—	2,88,000	8,19,000
Sundaram BNP Paribas Fund Services Limited	—	—	3,60,000	—	3,60,000	1,80,000
Accounting Services						
Sundaram Asset Management company Limited	—	—	13,56,400	—	13,56,400	—
Data Processing						
Sundaram Finance Limited	3,74,91,539	—	—	—	3,74,91,539	1,55,63,711
Deposit Processing						
Sundaram BNP Paribas Home Finance Limited	—	—	37,87,686	—	37,87,686	17,70,689
Interest received SF	—	—	—	—	—	—
Sundaram Finance Limited	—	—	—	—	—	6,93,965
Processing Charges						
Professional Management Consultants Limited	—	—	—	—	—	—
Sundaram Business Services Limited	—	—	—	—	—	—
Reimbursement Income						
Sundaram BNP Paribas Fund Services Limited	—	—	—	—	—	—
Sundaram BNP Paribas Home Finance Limited	—	—	—	—	—	—
Sundaram Infotech Solutions Limited	—	—	—	—	—	—
Sundaram Asset Management company Limited	—	—	—	—	—	—
Sundaram Finance Limited	2,46,547	—	—	—	2,46,547	—
Sundaram Business Services Limited	—	—	—	—	—	—
Expenses						
Sundaram Finance Limited						
a) Rent	1,68,750	—	—	—	1,68,750	—
b) Training Programme	—	—	—	—	—	86,525
c) Internal Audit	3,50,000	—	—	—	3,50,000	50,000
d) Telephone Charges	—	—	—	—	—	34,154
e) Others	—	—	—	—	—	8,502
Sundaram Business services Limited						
a) Processing Charges	—	—	—	—	—	37,96,374
b) Other expenses	—	—	—	—	—	—
Sundaram Finance Distribution Limited						
Interest on Loan	—	—	2,07,123	—	2,07,123	4,71,889

NOTES TO THE ACCOUNTS (Contd.)

(Amount in ₹)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	Total 2013-14	Total 2012-13
Receivables						
Sundaram Asset Management company Limited	—	—	1,53,372	—	1,53,372	2,77,080
Sundaram Infotech Solutions Limited	—	—	28,090	—	28,090	1,04,439
Sundaram BNP Paribas Fund Services Limited	—	—	33,708	—	33,708	30,337
Sundaram BNP Paribas Home Finance Limited	—	—	7,22,248	—	7,22,248	3,58,706
Sundaram Finance Limited	39,11,084	—	—	—	39,11,084	56,29,703
Sundaram Business Services Limited	—	—	8,94,817	—	8,94,817	29,00,010
Loans and Advances						
Sundaram Infotech Solutions Limited	—	—	6,41,720	—	6,41,720	4,21,350
Intercompany Deposit						
Sundaram Finance Limited						
Deposit Made	—	—	—	—	—	—
Closing Balance	—	—	—	—	—	—
Investments						
Sundaram Asset Management Co Ltd						
Investment made in Mutual Funds	—	—	12,90,30,411	—	12,90,30,411	—
Investment redeemed Mutual Funds	—	—	11,82,63,475	—	11,82,63,475	—
Closing Balance	—	—	1,07,66,936	—	1,07,66,936	—
Liabilities						
Liabilities – Outstanding Balance						
Equity Shares	—	—	—	—	—	—
Sundaram Finance Limited	7,54,10,090	—	—	—	7,54,10,090	30,00,00,000
Sundaram Finance Distribution Limited	—	—	1,41,02,500	—	1,41,02,500	—
Inter Corporate Loan						
Caltec Servicez Private Limited	—	—	—	—	—	—
Sundaram Finance Distribution Limited	—	—	—	—	—	50,00,000
Payables						
Professional Management Consultants Limited	—	—	—	—	—	—
Sundaram Finance Limited	1,28,249	—	—	—	1,28,249	2,02,248
Sundaram Business Services Limited	—	—	7,83,063	—	7,83,063	9,02,732

No Amount has been written off/written back during the year

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)

21.4 ESI Claims against the erstwhile Professional Management Consultants Limited (PMCL) not accepted by the company – ₹ 2, 06,900/- (previous year – ₹ 2, 06,900/-). Against this claim, PMCL filed an appeal before the Employees' Insurance (EI) Court and a stay was obtained, on a payment of 20% of the disputed amount. Accordingly, PMCL has deposited a sum of ₹ 41, 400/- with the EI Court. The said amount has been grouped under Loans and Advances in the Balance Sheet.

In an earlier year, the above appeal was dismissed by the EI Court and PMCL has since filed an appeal before Hon'ble High Court of Chennai and has obtained a stay against the order of the EI Court. The case is yet to be posted for hearing.

21.5 There is no amount due to small scale industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

21.6 Estimated amount of contracts remaining to be executed on capital account – ₹ 4,15,280 (net of advances of ₹ 10,16,720) (31-03-2013 – ₹ 8,75,000, net of advances of ₹ 3,75,000).

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
L Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 14th May, 2014

Shobana S
Secretary

T.T.Srinivasaraghavan

A.N.Raju

P.Viswanathan

Rajesh Venkat

S. Sridhar
Directors

Certified True Copy
For Sundaram BPO India Limited

Director



Cash Flow Statement for the year ended 31st March 2014

(In ₹)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation	14,80,092	5,73,810
Adjustments		
Depreciation	76,87,521	43,69,870
Deferred Tax	(2,18,804)	8,31,251
Loss on sale of assets	20,53,648	38,381
Bad debts written off	78,975	7,71,301
Advances Written off	30,000	-
(Profit) / Loss on sale of Investments	(10,76,514)	(73,655)
Interest Income	(12,68,876)	(7,42,243)
Dividend Income	6,300	-
Operating Profit before working capital changes	87,72,342	57,68,715
Changes in assets and liabilities		
(Increase) Decrease in Trade Receivables	1,03,09,702	(4,43,60,261)
(Increase) Decrease in Loans and advances and other assets	(35,51,612)	(3,87,76,499)
Increase (Decrease) in Liabilities and provisions	(11,49,851)	1,83,59,993
Adjustment on account of amalgamation for net current assets	-	6,61,64,960
Adjustment on account of amalgamation in respect of borrowings	-	(96,98,418)
Cash generated from operations	1,43,80,581	(25,41,510)
Less: Direct Tax Paid	-	-
NET CASH FROM OPERATING ACTIVITIES	1,43,80,581	(25,41,510)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of mutual funds units (net)	(96,40,422)	73,655
Investment in shares - Current	-	(50,000)
Purchase of Fixed Assets (Refer Note below)	(67,96,270)	(2,00,38,061)
Sale of assets	987	3,33,829
Interest Received	12,68,876	6,96,228
Dividend Income	(6,300)	-
NET CASH FROM INVESTING ACTIVITIES	(1,51,73,129)	(1,89,84,349)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issuance of share capital	-	3,00,00,000
Proceeds from unsecured loan from fellow subsidiary	(50,00,000)	50,00,000
NET CASH FROM FINANCING ACTIVITIES	(50,00,000)	3,50,00,000
NET INCREASE IN CASH AND CASH EQUIVALENTS	(57,92,548)	1,34,74,141
Cash And Cash Equivalents At The Beginning Of The Year	1,55,29,094	-
Add: Cash and cash equivalents taken over on amalgamation	-	20,54,953
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	97,36,546	1,55,29,094
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Cash and bank balances	97,36,546	1,55,29,094

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

L Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 14th May, 2014

T.T.Srinivasaraghavan

A.N.Raju

P.Viswanathan

Rajesh Venkat

S. Sridhar

Directors

Shobana S

Secretary

SUNDARAM BPO INDIA LIMITED

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Certified True Copy
For Sundaram BPO India Limited

M. Anand
Director



SUNDARAM BPO INDIA LIMITED

3rd Annual Report 2014-15



SUNDARAM BUSINESS SERVICES



Board of Directors

T. T. Srinivasaraghavan

A. N. Raju

P. Viswanathan

S Sridhar

Rajesh Venkat

Audit Committee

A. N. Raju

P. Viswanathan

S Sridhar

Secretary

S Shobana

Bankers

State Bank of Travancore

HDFC Bank Ltd

Auditors

M/s. Brahmaya & Co., Chennai, Chartered Accountants

48, Masilamani Road, Balaji Nagar, Royapettah, Chennai 6000 014

Registered Office

21, Patullos Road,

Chennai 600 002

CIN : U74900TN2012PLC087102

Corporate Office

20, Patullos Road,

Chennai 600 002

Tel : +91 44 2859 9900

Email : info@sundarambpo.com



SUNDARAM BPO INDIA LIMITED

A subsidiary of



SUNDARAM FINANCE
Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Directors' Report

Your Directors have pleasure in presenting the Third Annual Report and Audited Accounts of the Company for the year ending 31st March, 2015.

The summarised financial results of the Company are given hereunder:

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
Total Income	2,019.39	2,105.85
Total Expenditure	1,976.14	2,091.05
Profit/(Loss) before Taxation	43.24	14.80
Provision for Taxation	(28.91)	2.19
Profit/(Loss) after Tax	72.16	12.61

REVIEW OF OPERATIONS

Your Company posted revenues of ₹2019.39 lakhs during the financial year 2014–15 and a profit before tax of ₹43.24 lakhs, as against revenues of ₹2105.85 lakhs and profit before tax of ₹14.80 lakhs respectively for the previous year.

During the year under review, your Company was able to generate additional business from existing clients and achieve better pricing. The engagement with the largest client, accounting for around 24% of monthly revenue, was called off by mutual agreement at the end of December 2014; this impacted profitability during the last quarter of the year.

OUTLOOK

In 2015–16, your Company has planned to expand its presence in the areas of finance & accounting outsourcing and customer service voice operations.

DIVIDEND

Your Directors do not recommend any dividend for the year under review.

DIRECTORS

During the year, there was no change in the Board of Directors of the Company.

Sri T T Srinivasaraghavan, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

Sri A N Raju, retires by rotation and, being eligible, offers himself for re-election. Necessary resolution is submitted for your approval.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 5 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your directors confirm:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 profit and loss of the Company for that period.
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has made Mutual Fund investments, the balance amounted to ₹225.36 lakhs as at the end of the financial year under review. The company has not given any loans or provided any guarantees.

RELATED PARTY TRANSACTIONS

During the year, the Company did not enter into any material transaction with related parties, under Section 188 of the Companies Act, 2013. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2 as required under Sec 134 (3) (h) of the Companies Act 2013, read with Rule 8(2) of the Companies (Accounts Rules) 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2015, is enclosed –Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the period ended 31st March 2015.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of the limits prescribed under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year 2014-15.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the support and co-operation extended to your company by all customers and the holding company, Sundaram Finance Limited. They also place on record their appreciation to all the employees of the Company for their sincere and dedicated service.

T. T. Srinivasaraghavan

A. N. Raju

P Viswanathan

S Sridhar

Rajesh Venkat

Directors

Chennai 600002

Date: 6th May, 2015



Annexure – A

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

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature.

T.T. Srinivasaraghavan

A.N. Raju

P. Viswanathan

S. Sridhar

Rajesh Venkat

Directors

Chennai 600002

Date: 6th May, 2015



FORM NO.MGT-9**Extract of Annual Return as on the financial year ended on 31st March 2015**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1)
of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	U74900TN2012PLC087102
(ii)	Registration Date	07-08-2012
(iii)	Name of the Company	Sundaram BPO India Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	No. 21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 2859 9900 info@sundarambpo.com
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Carrying in India or elsewhere, the business of BPO (Business Process Outsourcing) and call centres, contact centres, undertake other activities relating to information technology enabled services in areas of accounting, insurance, banking, human resources, health care, legal, telecom etc and to provide all kinds of support services including without any limitations, administrative, managerial, maintenance, document processing, data entry, reconciliation, training & orientation and other support services.	63 - Data processing	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Limited, 21, Patullos Road Chennai - 600002	L65191TN1954PLC002429	Holding	84.25	2(46)

SUNDARAM BPO INDIA LIMITED



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

(i) Category-wise Share Holding

	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 Shares	
A. Promoters										
(1) Indian										
(a)	Individual/HUF	—	—	—	—	—	—	—	—	—
(b)	Central Govt	—	—	—	—	—	—	—	—	—
(c)	State Govt(s)	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.	—	89,51,259	89,51,259	100.00	—	89,51,259	89,51,259	100.00	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(1)	—	89,51,259	89,51,259	100.00	—	89,51,259	89,51,259	100.00	—
(2) Foreign										
(a)	NRIs - Individuals	—	—	—	—	—	—	—	—	—
(b)	Other - Individuals	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.	—	—	—	—	—	—	—	—	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(2)	—	—	—	—	—	—	—	—	—
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	—	89,51,259	89,51,259	100.00	—	89,51,259	89,51,259	100.00	—
B. Public Shareholding										
(1) Institutions										
(a)	Mutual Funds	—	—	—	—	—	—	—	—	—
(b)	Banks / FI	—	—	—	—	—	—	—	—	—
(c)	Central Govt	—	—	—	—	—	—	—	—	—
(d)	State Govt(s)	—	—	—	—	—	—	—	—	—
(e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
(f)	Insurance Companies	—	—	—	—	—	—	—	—	—
(g)	FIs	—	—	—	—	—	—	—	—	—
(h)	Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
(i)	Others (Specify)	—	—	—	—	—	—	—	—	—
	Sub- Total (B)(1)	—	—	—	—	—	—	—	—	—
2. Non- Institutions										
(a)	Bodies Corporate									
(i)	Indian	—	—	—	—	—	—	—	—	—
(ii)	Overseas	—	—	—	—	—	—	—	—	—
(b)	Individuals	—	—	—	—	—	—	—	—	—



	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 Shares	
(i)	Individual shareholders holding nominal share capital up to ₹1 lakh	—	—	—	—	—	—	—	—	—
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	—	—	—	—	—	—	—	—	—
(c)	Others (specify)	—	—	—	—	—	—	—	—	—
	Sub- Total (B) (2)	—	—	—	—	—	—	—	—	—
	Total Public Shareholding (B) = (B)(1) + (B) (2)	—	—	—	—	—	—	—	—	—
(C)	Shares held by Custodian for GDRs and ADRs	—	—	—	—	—	—	—	—	—
	GRAND TOTAL (A)+(B)+(C)	—	89,51,259	89,51,259	100.00	—	89,51,259	89,51,259	100.00	—

(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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited *	7541009	84.25	—	7541009	84.25	—	—
2	Sundaram Finance Distribution Limited	1410250	15.75	—	1410250	15.75	—	—
	Total	8951259	100.00	—	8951259	100.00	—	—

* includes six equity shares held by the nominees of Sundaram Finance Limited



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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	89,51,259	100	—	—
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year	—	—	89,51,259	100

* includes six equity shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri T T Srinivasaraghavan, Director*				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
2	Sri A N Raju, Director*				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
3	Sri P Viswanathan, Director*				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
4	Sri Rajesh Venkat, Director*				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
5	Sri S Sridhar, Director				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—
6	Ms S Shobana, Company Secretary				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—

* Held as nominess of Sundaram Finance Limited jointly with others



V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD / WTD / Manager	Total Amount
1	Gross Salary	Not Applicable	
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	– as % of profit		
	– others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Name of the Directors	Particulars of Remuneration			Total Amount
	Fee for attending board / committee meetings	Commission	Others, please specify	
Independent Directors	Not Applicable			
Total (1)				
Other Non-Executive Directors				
Sri T T Srinivasaraghavan	Nil			
Sri A N Raju				
Sri P Viswanathan				
Sri Rajesh Venkat				
Sri S Sridhar				
Total (2)				
Total (B) = (1 + 2)	Nil			
Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary*	CFO	Total Amount
1	Gross Salary	Nil	Not Applicable	Nil
	a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961			
	b) Value of perquisites u/s 17 (2) Income-tax Act, 1961			
	c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	Total (A)			

* The Company Secretary Ms S Shobana has been nominated by Sundaram Finance Limited the holding Company and no remuneration is borne by this Company.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2015.

SUNDARAM BPO INDIA LIMITED



INDEPENDENT AUDITOR'S REPORT

To the Members of Sundaram BPO India Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram BPO India Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.



4. Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i) As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraph 3 of the Order.
- ii) 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

f) 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 has disclosed the effect of the pending litigations in its financial statements as mentioned in Note 20.7 of the Notes to the Accounts;
- ii. the company did not have any long term contracts including derivative contracts.
- iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company during the year.

For **BRAHMAYYA & CO.**
Chartered Accountants
Registration Number 000511S
L.RAVI SANKAR
Partner
Membership No.25929

Place: Chennai
Date: 6th May, 2015



ANNEXURE TO THE AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 5 OF OUR REPORT OF EVEN DATE

1. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
b) Fixed assets have been physically verified by the Management during the year, in accordance with an annual plan of verification, which in our opinion is reasonable having regard to the size of the company and the nature of the fixed assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
2. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii) (a) and (b) of paragraph 3 of the Order are not applicable to the Company for the year.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for services rendered. During the course of our audit, no major weaknesses were noticed in the internal controls and therefore the reporting of the same does not arise.
4. The company has not accepted deposits from public.
5. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
6. i) According to the records of the Company and the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax and Service tax and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
ii) According to the records of the Company and the information and explanations given to us, there are no dues of Income tax and Service Tax which have not been deposited on account of any dispute.
iii) Based on our examination of the records and the information and explanations given to us, there was no amount to be transferred to Investor Education and Protection Fund by the Company during the year in accordance with the relevant provision of the Companies Act, 1956 and the rules made thereunder.
7. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the current and immediately preceding financial year.
8. Based on our audit procedures and the information and explanations given by the Management, the company does not have any borrowings from bank, financial institutions or by issue of debentures.
9. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.



10. Based on our examination of the records and the information and explanations given to us, the company has not availed any term loans during the year under review.

11. To the best of our knowledge and belief and according to the information and explanations given to us, during the year no fraud by the Company and no fraud on the Company were noticed or reported during the course of our audit.

12. In our opinion and according to the information and explanations given to us, the nature of the Company's business/

activities during the year has been such that clause ii of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company for the year.

For **BRAHMAYYA & CO.**

Chartered Accountants

Registration Number 000511S

L.RAVI SANKAR

Partner

Membership No.25929

Place: Chennai

Date: 6th May, 2015



Balance Sheet

as at 31st March, 2015

(In ₹)

Particulars	Note	31 March 2015		31 March 2014	
I. EQUITY AND LIABILITIES					
1) Shareholders' Funds					
a) Share Capital	2	8,95,12,590		8,95,12,590	
b) Reserves and Surplus	3	<u>98,64,301</u>	9,93,76,891	<u>27,12,561</u>	9,22,25,151
2) Non-current Liabilities					
a) Deferred Tax Liabilities (Net)	4A	—		9,54,039	
b) Long-term provisions	5	—	—	9,31,911	18,85,950
3) Current Liabilities					
a) Trade payables	6	52,02,552		32,23,634	
b) Other Current liabilities	7	45,48,827		46,27,529	
c) Short-term provisions	8	<u>32,38,484</u>	1,29,89,863	<u>74,73,029</u>	1,53,24,192
Total			<u>11,23,66,754</u>		<u>10,94,35,293</u>
II ASSETS					
1) Non-current assets					
a) Fixed Assets	9				
i) Tangible assets		1,04,31,249		1,23,50,096	
b) Deferred tax assets (net)	4B	19,65,996		—	
c) Long-term loans and advances	10	<u>4,54,05,184</u>	5,78,02,429	<u>3,94,07,231</u>	5,17,57,327
2) Current Assets					
a) Current investments	11	2,25,36,547		1,07,66,936	
b) Trade receivables	12	2,39,96,261		3,32,00,283	
c) Cash and cash equivalents	13	28,40,327		97,36,546	
d) Short-term loans and advances	14	<u>51,91,190</u>	5,45,64,325	<u>39,74,201</u>	5,76,77,966
Total			<u>11,23,66,754</u>		<u>10,94,35,293</u>

Significant Accounting policies and Notes to the Accounts 1 to 20

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

L Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 6th May, 2015

Shobana S
Secretary**T.T. Srinivasaraghavan****A.N. Raju****P. Viswanathan****S. Sridhar****Rajesh Venkat**

Directors

Annual Report

2014-15

Statement of Profit and Loss for the year ended 31st March, 2015

(In ₹)

Particulars	Note	2014-2015	2013-2014
Income:			
Revenue from operations	15	20,04,74,610	20,80,90,089
Other income	16	14,64,166	24,95,211
Total		20,19,38,776	21,05,85,300
Expenses:			
Employee benefit expenses	17	14,48,21,123	14,75,53,974
Outsourcing costs		20,52,360	35,67,756
Administrative and other expenses	18	4,48,17,517	4,99,80,807
Finance costs	19	1,21,268	3,15,150
Depreciation	9	58,02,219	76,87,521
Total		19,76,14,487	20,91,05,208
Profit before Tax		43,24,289	14,80,092
Tax Expense:			
Current Tax		-	-
Deferred Tax		(28,91,427)	2,18,804
Profit after Tax		72,15,716	12,61,288
Earnings per equity share			
Equity shares of par value of ₹10 each			
Basic – ₹		0.81	0.14
Diluted – ₹		0.81	0.14
Number of shares used in computing earnings per share			
Basic		89,51,259	89,51,259
Diluted		89,51,259	89,51,259
Significant Accounting policies and Notes to the Accounts 1 to 20			

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

I. Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 6th May, 2015

Shobana S
Secretary

T.T. Srinivasaraghavan

A.N. Raju

P. Viswanathan

S. Sridhar

Rajesh Venkat

Directors

SUNDARAM BPO INDIA LIMITED

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Certified True Copy
For Sundaram BPO India Limited

Director



NOTES TO THE ACCOUNTS

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

I. SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial Statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amounts of revenue and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The assets and liabilities have been classified as non current and current based on a twelve month operating cycle.

- 1.2 Income Recognition:

Income is recognized on accrual basis

- 1.3 Fixed Assets and Depreciation / Amortisation:

Tangible assets are carried at historical cost less accumulated depreciation and impairment, if any.

Depreciation on tangible assets is provided on the written-down value method over the useful life of assets estimated by the Company. Depreciation for assets purchased/ sold during the year is charged on a pro-rata basis.

The Company estimates the useful lives for the fixed assets as follows:

Computers Equipment

- Servers and Network 10 Years
- End User Devices 7 Years

Office Equipment 8 Years

Electrical installations 15 Years

For these class of assets, based on internal assessment, the Company believes that the useful life as given above represents the year over which the management expects to use these assets. Hence the useful life for these assets is different from the useful life as prescribed under Part C of Schedule II to the Companies Act, 2013.

Intangible assets represent Computer Software acquired/developed, of which cost is amortised over expected useful life which is governed as per the Accounting Standard for Intangible Assets issued by the Institute of Chartered Accountants of India.

- 1.4 Valuation of Investments:

Long Term investments are stated at cost and provision for diminution in value, other than temporary, is considered wherever necessary.

Current investments are valued at lower of cost and market value/net asset value.

- 1.5 Foreign Currency Transactions:

Transactions in foreign currencies are accounted at the prevailing rates of exchange on the date of the transaction.

Monetary items denominated in foreign currencies are restated at the prevailing rates of exchange at the Balance Sheet date. Gain or loss arising out of fluctuations in exchange rates is accounted for in Profit and Loss statement.



NOTES TO THE ACCOUNTS (Contd.)

1.6 Employee Benefits:

A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

B) Post Employment Benefits:

Defined Contribution Plan

i) Provident Fund

The Company contributes to a Government Administered Provident Fund, Pension Fund and Employees State Insurance on account of its employees.

ii) Superannuation

The Company makes fixed contributions as a percentage on salary to a Superannuation Fund, which is administered by trustees and managed by the Life Insurance Corporation of India Limited.

The above contributions are charged to Profit and Loss Statement.

Defined Benefit Plan

iii) Gratuity

The company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the Balance Sheet date, determined every year by LIC using the projected unit credit method.

iv) Leave Encashment

The company makes an annual contribution to a Fund and managed by SBI Life Insurance Company Limited. The Company accounts its Liability based on Actuarial Valuation, as at the Balance sheet date, determined every year, using projected unit credit method.

The expense and actuarial gain /loss on account of the above benefit plans are recognized in the profit and loss statement on the basis of an actuarial valuation.

1.7 Taxation:

Current tax is provided on the taxable income for the year.

Deferred Tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on the consideration of prudence.

1.8 Intangible Assets:

Computer software acquired is recorded as an intangible asset and its cost is amortized over the estimated useful life.

1.9 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal /external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.10 Provisions:

Provisions are recognized when there is existence of present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of obligation.



NOTES TO THE ACCOUNTS (Contd.)

NOTE 2 (a)

SHARE CAPITAL

(In ₹)

Particulars	31.03.2015	31.03.2014
Authorised		
1,52,50,000 Equity Shares of ₹10 each (Previous period: 1,52,50,000 Equity Shares of ₹10 each)	15,25,00,000 <u>15,25,00,000</u>	15,25,00,000 <u>15,25,00,000</u>
Issued, Subscribed and fully paid up:		
89,51,259 Equity Shares of ₹10 each (Previous period :89,51,259 Equity Shares of ₹10 each)	8,95,12,590 <u>8,95,12,590</u>	8,95,12,590 <u>8,95,12,590</u>

The company has single class of shares – equity shares of face value of ₹10 each. All equity shares rank pari passu with regard to dividends and share in the company's residual assets. Every shareholder is entitled to one vote per share.

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name	Status	Class of Share	No. of Shares#	% held as at 31.03.2015	No. of Shares #	% held as at 31.03.2014
Sundaram Finance Limited	Holding Company	Equity shares	75,41,009	84%	75,41,009	84%
Sundaram Finance Distribution Limited	Fellow Subsidiary	Equity shares	14,10,250	16%	14,10,250	16%
Total			89,51,259		89,51,259	

Including Equity shares held by nominees

The reconciliation of the number of shares outstanding as at 31 March 2015 is set out below:

Particulars	31.03.2015	31.03.2014
Shares outstanding at the beginning of the period	89,51,259	30,00,000
Add: Shares issued during the period	–	59,51,259
Shares outstanding at the end of the period	<u>89,51,259</u>	<u>89,51,259</u>



NOTES TO THE ACCOUNTS (Contd.)**NOTE 3****RESERVES AND SURPLUS**

(In ₹)

Particulars	31.03.2015	31.03.2014
A. Capital reserve	51,93,009	51,93,009
B. General reserve	27,00,000	27,00,000
C. Profit and Loss statement		
Opening Balance in Profit and Loss statement	(51,80,448)	(64,41,736)
Add : Profit for the current period	72,15,716	12,61,288
Less : Transition Reserve on Depreciation under Companies Act 2013	63,976	-
Closing balance in Profit and Loss statement	19,71,292	(51,80,448)
Total	98,64,301	27,12,561

NOTE 4-A**DEFERRED TAX LIABILITIES (NET)**

(In ₹)

Particulars	31.03.2015	31.03.2014
Deferred Tax Liability		
Depreciation	-	14,95,729
Deferred Tax Asset		
Provision for Employee Benefits	-	5,41,690
Provision for Bad and doubtful debts	-	-
Sub Total		5,41,690
Total	-	9,54,039

NOTE 4-B**DEFERRED TAX ASSET (NET)**

(In ₹)

Particulars	31.03.2015	31.03.2014
Deferred Tax Asset		
Provision for Bad and doubtful debts	21,08,024	-
Sub Total	21,08,024	-
Deferred Tax Liability		
Depreciation	1,42,028	-
Total	19,65,996	-

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)

NOTE 5

LONG – TERM PROVISIONS

(In ₹)

Particulars	31.03.2015	31.03.2014
Provision for Employee Benefits	–	9,31,911
Total	–	9,31,911

NOTE 6

TRADE PAYABLES

(In ₹)

Particulars	31.03.2015	31.03.2014
For Expenses	52,02,552	32,23,634
Total	52,02,552	32,23,634

NOTE 7

OTHER CURRENT LIABILITIES

(In ₹)

Particulars	31.03.2015	31.03.2014
Statutory Dues	2,78,005	3,81,986
Others	42,70,822	42,45,543
Total	45,48,827	46,27,529

NOTE 8

SHORT – TERM PROVISIONS

(In ₹)

Particulars	31.03.2015	31.03.2014
Provision for Employee Benefits	32,38,484	74,73,029
Total	32,38,484	74,73,029



NOTES TO THE ACCOUNTS (Contd.)

NOTE 9

FIXED ASSETS

(In ₹)

Description	Original Cost				Depreciation				Net Book Value		
	As at April 1st, 2014	Additions	Deletions	As at March 31st, 2015	As at April 1st, 2014	Additions / Write Off	Deletions	Transition Reserve	As at March 31st, 2015	As at March 31st, 2015	As at April 1st, 2014
Tangible Assets											
Servers	40,81,125	—	—	40,81,125	25,66,309	4,77,407	—	—	30,43,716	10,37,409	15,14,816
Desktops & Printers	52,95,717	29,97,859	—	82,93,576	39,67,415	18,72,014	—	92,585	59,32,014	23,61,562	13,28,302
IT Network	12,89,322	6,78,671	—	19,67,993	4,43,596	5,02,495	—	—	9,46,091	10,21,902	8,45,726
Office Equipment	42,22,015	1,51,724	65,970	43,07,769	16,53,462	12,05,575	33,575	—	28,25,462	14,82,307	25,68,553
Electrical Equipment	11,20,843	2,29,309	—	13,50,152	6,32,522	76,827	—	—	7,09,349	6,40,803	4,88,321
Furnitures and Fixtures	36,18,794	57,379	—	36,76,173	26,39,079	9,63,158	—	—	36,02,237	73,936	9,79,715
Leased Assets											
Computer	27,51,415	—	—	27,51,415	27,51,415	—	—	—	27,51,415	—	—
SUB TOTAL (A)	2,23,79,231	41,14,942	65,970	2,64,28,203	1,46,53,798	50,97,476	33,575	92,585	1,98,10,284	66,17,919	77,25,433
Intangible assets											
Computer software	1,26,17,583	14,09,674	—	1,40,27,257	79,92,920	22,21,007	—	—	1,02,13,927	38,13,330	46,24,663
SUB TOTAL (B)	1,26,17,583	14,09,674	—	1,40,27,257	79,92,920	22,21,007	—	—	1,02,13,927	38,13,330	46,24,663
Total [A+B] (Current Year)	3,49,96,814	55,24,616	65,970	4,04,55,460	2,26,46,718	73,18,483	33,575	92,585	3,00,24,211	1,04,31,249	1,23,50,096
(Previous Year)	454,13,573	67,96,270	1,72,13,029	3,49,96,814	3,01,17,593	76,87,521	1,51,58,396	—	2,26,46,718	1,23,50,096	1,52,95,981



NOTES TO THE ACCOUNTS (Contd.)
NOTE 10
LONG TERM LOAN AND ADVANCES

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured, Considered Good		
Capital Advance	11,45,600	15,01,572
Advances to Staff	8,51,330	21,14,533
Rental and Other Deposits	32,30,000	46,65,855
Other Loans and Advances		
Advance Income Tax and Tax Deducted at Source (net of provision)	4,01,78,254	3,11,25,271
Total	4,54,05,184	3,94,07,231

Advance Income Tax and Tax Deducted at Source is net of Provision for Tax ₹27,06,774/- (31.03.14 – ₹27,06,774)

NOTE 11
CURRENT INVESTMENTS

(In ₹)

Particulars	31.03.2015	31.03.2014
Investments in Mutual fund at cost		
5,64,359 units in Sundaram Money Fund Face value ₹10 per unit (Market Value Rs1,66,36,864)	16,536,547	58,18,191
5,45,951 units in Reliance Quarterly Plan A Face Value ₹10 per unit (Market Value ₹62,92,357)	60,00,000	49,48,745
Total	2,25,36,547	1,07,66,936

NOTE 12
TRADE RECEIVABLES

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured, Considered good		
Outstanding for a period exceeding six months from due date	12,44,433	6,33,812
Others	2,27,51,828	3,25,66,471
	2,39,96,261	3,32,00,283
Unsecured, Considered doubtful		
Outstanding for a period exceeding six months from due date	6,053,285	27,79,973
Others	469,035	—
Less: Provision for doubtful debts	65,22,320	27,79,973
Total	2,39,96,261	3,32,00,283



NOTES TO THE ACCOUNTS (Contd.)**NOTE 13****CASH & CASH EQUIVALENTS**

(In ₹)

Particulars	31.03.2015	31.03.2014
Cash on hand	5,193	14,727
Balances with banks:		
– In Current Accounts	28,35,134	97,21,819
Total	28,40,327	97,36,546

NOTE 14**SHORT TERM LOANS AND ADVANCES**

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured, Considered good		
Loans and advances to employees and others	3,58,099	6,30,473
Prepaid expenses	11,74,260	11,45,286
Other Advance	1,23,226	12,583
Cenvat Input Credit	5,95,004	4,42,336
Rental and other deposits	29,40,601	17,43,523
	51,91,190	39,74,201
Unsecured, Considered doubtful		
Advance and Deposits	1,86,486	1,86,486
Loan to Ex Employee	4,27,479	–
	6,13,965	1,86,486
Less:—Provision for Doubtful Loans and Advance	(613,965)	(1,86,486)
Total	51,91,190	39,74,201



NOTES TO THE ACCOUNTS (Contd.)**NOTE 15****REVENUE FROM OPERATIONS**

(In ₹)

Particulars	2014-2015	2013-2014
Business Process Outsourcing and Related Activities	20,04,74,610	20,80,90,089
Total	20,04,74,610	20,80,90,089

NOTE 16**OTHER INCOME**

(In ₹)

Particulars	2014-2015	2013-2014
Interest on deposits with banks and others	2,00,369	12,68,876
Profit on Sale of Investments	8,46,758	10,76,514
Provisions no longer required written back	3,95,965	—
Other Income	21,074	1,49,821
Total	14,64,166	24,95,211

NOTE 17**EMPLOYEE BENEFIT EXPENSES**

(In ₹)

Particulars	2014-2015	2013-2014
Salaries, Allowances, Commission, Bonus	13,19,42,715	13,47,34,229
Company's contribution to Provident Fund, Gratuity, ESI and Superannuation.	89,29,256	88,90,221
Staff Welfare Expenses	39,49,152	39,29,524
Total	14,48,21,123	14,75,53,974



NOTES TO THE ACCOUNTS (Contd.)**NOTE 18****ADMINISTRATIVE AND OTHER EXPENSES**

(In ₹)

Particulars	2014-2015	2013-2014
Rent	1,52,91,874	1,74,57,833
Power and Fuel	59,98,451	71,44,337
Rates and Taxes	1,21,614	2,50,689
Communication expenses	56,15,727	45,49,420
Insurance	12,18,594	9,01,553
Travelling and Conveyance	33,53,408	49,12,279
Professional fees	6,33,744	9,78,087
Repairs and Maintenance – others	41,51,781	65,07,100
Printing and Stationery	6,34,338	9,01,828
Loss on sale of tangible assets	26,395	96,052
Fixed assets written off	15,16,264	19,57,596
Provision for doubtful advances	4,27,479	1,86,486
Provision for bad debts	37,42,347	27,79,973
Bad debts written off	–	78,975
Miscellaneous expenses	20,85,501	12,78,599
Total	4,48,17,517	4,99,80,807

NOTE 19**FINANCE COSTS**

(In ₹)

Particulars	2014-2015	2013-2014
Interest expenses	1,21,268	3,15,150
Total	1,21,268	3,15,150



NOTES TO THE ACCOUNTS (Contd.)**NOTE 20****GENERAL****20.1 Disclosure as per AS 15**

Employee Benefits:

Defined Contribution Plan:

During the year, the Company has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

(In ₹)

Particulars	2014 – 2015	2013 – 2014
Contribution to Provident Fund	56,64,396	52,81,641
Contribution to Employees' State Insurance	32,60,559	34,83,593

Gratuity:**Defined Benefit Plan****I. Principal Actuarial Assumptions (Expressed as weighted averages)**

Particulars	31.03.2015	31.03.2014
Discount Rate	8.00%	8.50%
Salary Escalation	8.00%	8.00%
Attrition	60.00%	60.00%
Expected rate of return on Plan Assets	8.78%	8.78%

II. Reconciliation of opening and closing balances of present value of the defined benefit obligation (PVO)

(In ₹)

Particulars	31.03.2015	31.03.2014
PVO as at the beginning of the period	40,58,927	51,06,099
Interest Cost	2,57,987	4,10,104
Current service cost	10,88,797	9,93,398
Past service cost – (non vested benefits)	–	–
Past service cost – (vested benefits)	–	–
Benefits paid	(21,43,980)	(5,62,699)
Actuarial loss/(gain) on obligation (balancing figure)	(1,74,485)	(18,87,975)
PVO as at the end of the period	30,87,246	40,58,927



NOTES TO THE ACCOUNTS (Contd.)**III. Reconciliation of opening and closing balances of changes in the fair value of Plan Asset**

(In ₹)

Particulars	31.03.2015	31.03.2014
Fair value of plan assets as at the beginning of the period	45,26,019	14,42,649
Expected return on plan assets	14,20,619	2,55,499
Contributions	6,28,026	35,17,389
Benefits paid	(21,43,980)	(5,62,699)
Actuarial gain/(loss) on plan assets [balancing figure]	(10,81,966)	(1,26,819)
Fair value of plan assets as at the end of the period	33,48,718	45,26,019

IV. Table showing actual return on plan assets

(In ₹)

Particulars	31.03.2015	31.03.2014
Expected return on plan assets	1,28,680	2,55,499
Actuarial gain (loss) on plan assets	(10,81,966)	(1,26,819)
Actual return on plan assets	(9,53,286)	1,28,680

V. Actuarial Gain/Loss recognized

(In ₹)

Particulars	31.03.2015	31.03.2014
Actuarial gain / (loss) for the period – Obligation	1,74,485	18,87,975
Actuarial gain / (loss) for the period– Plan Assets	10,81,966	(1,26,819)
Total (gain) / loss for the period	12,56,451	(17,61,155)
Actuarial (gain) / loss recognized in the period	12,56,451	(17,61,155)
Unrecognized actuarial (gain) / loss at the end of the year		–

VI. The amounts to be recognized in the balance sheet and related analysis

(In ₹)

Particulars	31.03.2015	31.03.2014
Present value of the obligation	30,87,246	40,58,927
Fair value of plan assets	33,48,718	45,26,019
Difference	(2,61,472)	(4,67,092)
Unrecognised transitional liability		–
Unrecognised past service cost – non vested benefits		–
Amount determined under para 55 of AS15R	(2,61,472)	(4,67,092)
Net Liability Recognized in the balance sheet		–
Present value of the future reduction in contribution under para 59(b) of AS15R	2,61,472	4,67,092
Net Asset Recognized under para 59 of AS15R	2,61,472	4,67,092



NOTES TO THE ACCOUNTS (Contd.)**VII. The amounts to be recognized in the Profit and Loss statement**

(In ₹)

Particulars	31.03.2015	31.03.2014
Current service cost	10,88,797	9,93,398
Interest Cost	2,57,987	4,10,104
Expected return on plan assets	14,20,619	(2,55,499)
Net actuarial (gain)/loss recognised in the year	4,301	(17,61,155)
Transitional Liability recognised in the year		—
Past service cost – non-vested benefits		—
Past service cost – vested benefits		—
Effect of limit as per para 59(b) read with para 61(g) of AS15R		—
Expenses recognized in the profit and loss statement	4,301	(6,13,153)

VIII. Movements in the Liability recognized in the balance sheet

(In ₹)

Particulars	31.03.2015	31.03.2014
Opening net liability	(4,67,092)	36,63,450
Expense as above	4,301	(6,13,153)
Contribution paid	2,01,319	(35,17,389)
Closing net liability	(2,61,472)	(4,67,092)

IX. Amount for the Current period

(In ₹)

Particulars	31.03.2015	31.03.2014
Present Value of obligation	30,87,246	40,58,927
Plan Assets	33,48,718	45,26,019
Surplus (Deficit)	2,61,472	4,67,092
Experience adjustments on plan liabilities –(loss)/gain		6,25,498
Experience adjustments on plan assets –(loss)/gain	10,81,966	(1,26,819)

Other Long Term Benefits:

The Company's liability towards other long – term benefits are provided based on actuarial valuation as at 31st March 2015. The details are given below:

(In ₹)

Particulars	31.03.2015	31.03.2014
Leave encashment	1,845	13,43,818



NOTES TO THE ACCOUNTS (Contd.)

20.2 Miscellaneous Expenditure under Administrative and other Expenses includes remuneration to auditors (Excluding Service Tax) towards –

(In ₹)

Particulars	31.03.2015	31.03.2014
Statutory Audit	3,00,000	1,15,000
Tax Audit	50,000	15,000
Certification	60,000	1,15,000

20.3. Details of transactions with Related Parties:

Parties	Relationship
Sundaram Finance Limited	Holding Company
Sundaram BNP Paribas Home Finance Limited	Fellow subsidiary
Sundaram Asset Management Company Limited	Fellow subsidiary
Sundaram Trustee Company Limited	Fellow subsidiary
Sundaram Finance Distribution Limited	Fellow subsidiary
Sundaram Infotech Solutions Limited	Fellow subsidiary
Sundaram Parekh Warehousing Services Limited*	Fellow subsidiary
Sundaram Insurance Broking Services Limited	Fellow subsidiary
LGF Services Limited	Fellow subsidiary
Infreight Logistics Solutions Limited *	Fellow subsidiary
Sundaram BNP Paribas Fund Services Limited	Fellow subsidiary
Sundaram Asset Management Singapore Pte. Ltd.	Fellow subsidiary
Sundaram Business Services Limited	Fellow subsidiary
Key Management Personnel	
Ms. S.Shobana	Secretary

* Sundaram Parekh Warehousing Services Limited has been merged with Infreight Logistics Solutions Limited with effect from 1st April 2014, pursuant to the order passed by the Honourable High Court of Judicature at Madras on 18th March 2015.



NOTES TO THE ACCOUNTS (Contd.)**Related Party Transactions for the year ended 31st March 2015:**

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(In ₹)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	Total 2014-15	Total 2013-14
Income						
Payroll Processing						
Sundaram BNP Paribas Home Finance Limited	—	—	7,38,684	—	738,684	6,26,100
Sundaram Infotech Solutions Limited	—	—	1,81,000	—	181,000	1,50,000
Sundaram Asset Management company Limited	—	—	2,99,040	—	299,040	2,88,000
Sundaram BNP Paribas Fund Services Limited	—	—	3,61,145	—	361,145	3,60,000
Accounting Services					—	
Sundaram Asset Management company Limited	—	—	14,44,692	—	1,444,692	13,56,400
Data Processing					—	
Sundaram Finance Limited	4,30,23,742	—	—	—	43,023,742	3,74,91,539
Deposit Processing					—	
Sundaram BNP Paribas Home Finance Limited	—	—	24,92,105	—	2,492,105	37,87,686
Reimbursement Income					—	
Sundaram Finance Limited	—	—	—	—	—	2,46,547
Sundaram BNP Paribas Home Finance Limited			8,749		8,749	
Telecalling					—	
Sundaram BNP Paribas Home Finance Limited			91,350		91,350	
Expenses						
Sundaram Finance Limited						
a) Rent	3,888	—	—	—	3,888	1,68,750
b) Internal Audit	4,00,000	—	—	—	400,000	350,000
Sundaram Finance Distribution Limited					—	
Interest on Loan	—	—	—	—	—	2,07,123



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiaries	Joint Venture/ Associates	Total 2014-15	Total 2013-14
Receivables						
Sundaram Asset Management company Limited	—	—	1,84,271	—	184,271	1,53,372
Sundaram Infotech Solutions Limited	—	—	33,707	—	33,707	28,090
Sundaram BNP Paribas Fund Services Limited	—	—	33,708	—	33,708	33,708
Sundaram BNP Paribas Home Finance Limited	—	—	3,21,934	—	321,934	7,22,248
Sundaram Finance Limited	40,53,257	—	—	—	4,053,257	39,11,084
Sundaram Business Services Limited	—	—	9,37,118	—	937,118	8,94,817
Loans and Advances					—	
Sundaram Infotech Solutions Limited	—	—	—	—	—	6,41,720
Investments					—	
Sundaram Asset Management Co Ltd					—	
Investment made in Mutual Funds	—	—	11,59,16,944	—	115,916,944	12,90,30,411
Investment redeemed Mutual Funds	—	—	9,33,80,397	—	93,380,397	11,82,63,475
Closing Balance	—	—	2,25,36,547	—	22,536,547	1,07,66,936
Liabilities						
Liabilities – Outstanding Balance as on 31.03.2015						
Equity Shares						
Sundaram Finance Limited	7,54,10,090	—	—	—	75,410,090	7,54,10,090
Sundaram Finance Distribution Limited	14,102,500	—	—	—	14,102,500	1,41,02,500
Payables						
Sundaram Finance Limited	1,14,637	—	—	—	114,637	1,28,249
Sundaram Infotech Solutions Limited	—	—	131,922	—	131,922	—
Sundaram Business Services Limited	—	—	13,64,019	—	1,364,019	7,83,063

No Amount has been written off/written back during the year

SUNDARAM BPO INDIA LIMITED



NOTES TO THE ACCOUNTS (Contd.)

20.4 The Company Secretary Ms. Shobana S has been nominated by Sundaram Finance Limited, the Holding Company and no remuneration is borne by this company.

20.5 In accordance with the provisions of The Companies Act, 2013 the Company has during the year reviewed its policy of providing depreciation on tangible fixed assets and also has reassessed the remaining useful lives of those assets as on 1st April 2014. The assets have been depreciated on the written-down value method over the useful life as assessed by the company which is different from the useful life specified in Schedule II to the Companies Act, 2013.

Consequently depreciation for the year ended 31st March 2015 is lower by ₹22.49 lakhs.

In respect of Assets which have no remaining useful life, the carrying cost less residual value as on 31st March 2014 amounting to ₹0.93 lakhs has been absorbed against retained earnings and accounted as a Transition Reserve under Fixed Assets.

20.6 ESI Claims against the erstwhile Professional Management Consultants Limited (PMCL) not accepted by the company – ₹2, 06,900/- (previous year – ₹2, 06,900/-). Against this claim, PMCL filed an appeal before the Employees' Insurance (EI) Court and a stay was obtained, on a payment of 20% of the disputed amount. Accordingly, PMCL has deposited a sum of ₹41, 400/- with the EI Court. The said amount has been grouped under Loans and Advances in the Balance Sheet.

In an earlier year, the above appeal was dismissed by the EI Court and PMCL has since filed an appeal before Hon'ble High Court of Chennai and has obtained a stay against the order of the EI Court. The case is yet to be posted for hearing.

20.7 The pending litigation as on 31st March 2015 have been complied by the company and reviewed by the Statutory Auditors. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements.

20.8 There is no amount due to small scale industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006"

20.9 Estimated amount of contracts remaining to be executed on capital account – ₹2,86,400 (net of advances of ₹11,45,600) (31-03-2014 – ₹4,15,280 net of advances of ₹10,16,720)

20.10 Prior year figures have been regrouped / reclassified wherever necessary to conform to current year's classification.

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

FRN 000511S

I Ravi Sankar

Partner

Membership No. : 25929

Place: Chennai

Date: 6th May, 2015

Shobana S
Secretary

T.T. Srinivasaraghavan

A.N. Raju

P. Viswanathan

S. Sridhar

Rajesh Venkat

Directors

**Certified True Copy
For Sundaram BPO India Limited**

Director



Cash Flow Statement for the year ended 31st March 2015

(In ₹)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation	43,24,289	14,80,092
Adjustments		
Depreciation	58,02,219	76,87,521
Deferred Tax	28,91,427	(2,18,804)
Others	28,607	—
Loss on sale of assets/Fixed assets written off	15,42,659	20,53,649
Bad debts written off	—	78,975
Advances Written off	—	30,000
(Profit) / Loss on sale of Investments	(8,46,758)	(10,76,514)
Interest Income	(2,00,369)	(12,68,876)
Dividend Income	—	(6,300)
Operating Profit before working capital changes	1,35,42,074	87,59,743
Changes in assets and liabilities		
(Increase) Decrease in Trade Receivables	92,04,022	1,03,09,702
(Increase)Decrease in Loans and advances and other assets	(91,80,938)	(35,51,613)
Increase (Decrease) in Liabilities and provisions	(42,20,276)	(11,49,851)
Cash generated from operations	93,44,882	1,43,67,981
Less: Direct Tax Paid	—	—
NET CASH FROM OPERATING ACTIVITIES (A)	93,44,882	1,43,67,981
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of mutual funds units (net)	(1,09,22,853)	(96,40,422)
Purchase of Fixed Assets	(55,24,616)	(67,96,270)
Sale of assets	6,000	987
Interest Received	2,00,369	12,68,876
Dividend Income	—	6,300
NET CASH FROM INVESTING ACTIVITIES (B)	(1,62,41,100)	(1,51,60,529)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from unsecured loan from fellow subsidiary	—	(50,00,000)
NET CASH FROM FINANCING ACTIVITIES (C)	—	(50,00,000)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(68,96,218)	(57,92,548)
Cash and Cash Equivalents at the beginning of the year	97,36,546	1,55,29,094
Cash and Cash Equivalents at the end of the year	28,40,327	97,36,546
Components of Cash and Cash Equivalents at the end of the year		
Cash and bank balances	28,40,327	97,36,546

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S
I. Ravi Sankar
Partner
Membership No. : 25929
Place: Chennai
Date: 6th May, 2015

Shobana S
Secretary

T.T. Srinivasaraghavan
A.N. Raju
P. Viswanathan
S. Sridhar
Rajesh Venkat
Directors

SUNDARAM BPO INDIA LIMITED

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Certified True Copy
For Sundaram BPO India Limited

Director



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUNDARAM FINANCE INVESTMENTS LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Finance Investments Limited (formerly Sundaram Finance Distribution Limited) ("the Company"), which comprise the Balance Sheet as at 31st December, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the nine month period then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.

4. Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for the nine month period ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the nine month period ended on that date.

5. Report on Other Legal and Regulatory Requirements

- (i) 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) 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:
- the Company has disclosed the effect of pending litigations in its financial statements as mentioned in Note 21.3 of the Notes to the accounts;
 - the company did not have any long term contracts including derivative contracts;
 - there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai

Date: 13th February, 2017

For **BRAHMAYYA & Co**
Chartered Accountants
Firm Regn. No.000511S



P. Babu
Partner
Membership No. 203358

March 31, 2016	Particulars	Note	December 31, 2016	December 31, 2015
EQUITY AND LIABILITIES				
(1) Shareholders' funds				
5,000,000	(a) Share Capital	2	5,000,000	5,000,000
140,500,018	(b) Reserves and Surplus	3	148,696,457	145,026,020
-	(c) Money received against share warrants		-	-
145,500,018			153,696,457	150,026,020
(2) Share application money pending allotment				
-			-	-
(3) Non-current liabilities				
-	(a) Long Term Borrowings		-	-
-	(b) Deferred Tax Liabilities (Net)		-	-
-	(c) Other Long term liabilities		-	-
724,181	(d) Long-term provisions	4	992,835	1,350,892
724,181			992,835	1,350,892
(4) Current liabilities				
-	(a) Short Term Borrowings		-	-
-	(b) Trade payables	5	-	-
-	(i) total outstanding due to micro and small enterprises		-	-
1,006,117	(ii) total outstanding due of creditors other than micro and small enterprises		1,195,947	842,804
-	(c) Other current liabilities	6	-	6,981
13,465,753	(d) Short-term provisions	7	1,353,913	756,153
14,471,870			2,549,860	1,605,938
160,696,069	TOTAL		157,239,152	152,982,850
ASSETS				
(1) Non-current assets				
(a) Fixed Assets				
-	(i) Tangible assets		-	-
-	(ii) Intangible assets		-	-
-	(iii) Capital work in progress		-	-
-	(iv) Intangible assets under development		-	-
30,456,862	(b) Non-current investments	8	30,456,862	30,456,862
213,542	(c) Deferred tax assets (net)	9	307,199	156,600
39,624,027	(d) Long-term loans and advances	10	20,527,732	38,666,445
-	(e) Other non-current assets		-	-
70,294,431			51,291,793	69,279,907
(2) Current assets				
66,392,563	(a) Current investments	11	79,380,488	63,711,749
-	(b) Inventories		-	-
15,286,536	(c) Trade receivables	12	15,455,078	12,540,894
7,721,869	(d) Cash and cash equivalents	13	9,439,752	6,653,588
800,140	(e) Short term loans and advances	14	1,599,287	750,258
200,530	(f) Other current assets	15	72,754	46,455
90,401,638			105,947,359	83,702,944
160,696,069	TOTAL ASSETS		157,239,152	152,982,850

Significant Accounting Policies and Notes to Accounts-1-to 21

Per our report of even date attached
For Brahmayya & Co.,
Chartered Accountants
Registration Number .0005115

Sd/-
Harsha Viji
Director

Sd/-
A N Raju
Director

Sd/-
P Babu
Partner
Membership No.203358

Sd/-
M Ramaswamy
Director

Sd/-
P Viswanathan
Director

Chennai
13th February, 2017

CERTIFIED TRUE COPY
For Sundaram Finance Investments Limited

Harsha Viji

Director

Sundaram Finance Investments Limited (Formerly Sundaram Finance Distribution Limited)

Statement of Profit and Loss for the period ended 31st December, 2016

(In ₹)

2016-2017	Particulars	Note	Apr-Dec 16	Apr-Dec 15
	REVENUE:			
74,215,382	Revenue from Operations	16	34,325,689	55,140,856
7,190,334	Other income	17	9,622,904	1,659,399
<u>81,405,716</u>	Total Revenue	(A)	<u>43,948,593</u>	<u>56,800,255</u>
	EXPENSES:			
77,243	Finance Costs	18	-	77,243
7,374,851	Employee benefits	19	6,486,164	5,541,943
61,587,674	Administrative and Other expenses	20	25,259,647	47,494,537
<u>69,039,768</u>	Total expenses	(B)	<u>31,745,811</u>	<u>53,113,723</u>
12,365,948	Profit before Tax	(A - B)	12,202,782	3,686,532
	Tax expense:			
2,400,000	Current tax		4,100,000	1,173,406
(56,942)	Deferred tax		(93,657)	-
<u>2,343,058</u>			<u>4,006,343</u>	<u>1,173,406</u>
<u>10,022,890</u>	Profit after Tax		<u>8,196,439</u>	<u>2,513,127</u>
	Earnings per equity share:			
500,000	Weighted average number of shares		500,000	500,000
20.05	Basic		16.39	5.03
	Diluted			

Significant Accounting Policies and Notes to Accounts-1 to 21

Per our report of even date attached
For Brahmaya & Co.,
Chartered Accountants
Registration Number .000511S

Sd/-
Harsha Viji
Director

Sd/-
A N Raju
Director

Sd/-
P Babu
Partner
Membership No.203358

Sd/-
M Ramaswamy
Director

Sd/-
P Viswanathan
Director

Chennai
13th February, 2017

CERTIFIED TRUE COPY
For Sundaram Finance Investments Limited

Harsha Viji

Director

Cash Flow Statement for the period ended 31st December, 2016

(In ₹)

	Apr-Dec 16	2015-16
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit	8,196,439	10,022,890
Add: Provision for Taxation (including Deferred Tax)	4,006,343	2,343,058
	12,202,782	12,365,948
Finance Costs	-	77,243
Less: Interest Income	(3,770,519)	(294,441)
Less: Dividend Income	-	-
Less: Net gain on sale of investments	(5,757,325)	(6,640,504)
Add: Diminution in value of investment	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,674,938	5,508,246
(Increase)/Decrease in Long Term Loans and Advances	16,720,896	(8,878,798)
(Increase)/Decrease in Short Term Loans and Advances	(799,147)	(228,370)
(Increase)/Decrease in Trade Receivables	(168,541)	(1,226,708)
(Increase) / Decrease in Bank Deposits	6,000,000	(6,000,000)
(Increase)/Decrease in Other Current Assets	103,408	(120,441)
Increase / (Decrease) in Long Term Provisions	268,654	(436,948)
Increase / (Decrease) in Short Term Provisions	(77,033)	11,583
Increase / (Decrease) in Other Current Liabilities	510	-
Increase (Decrease) in Trade Payables	190,277	(392,466)
Cash generated from Operations	22,239,024	(17,272,148)
Finance Costs Paid	-	(77,243)
Direct Taxes Paid	(1,700,000)	(500,000)
NET CASH FROM OPERATING ACTIVITIES (A)	23,213,962	(12,341,145)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	(149,800,000)	(105,050,000)
Sale of Current Investments (net proceeds)	136,812,078	124,069,896
Interest Received	3,770,519	294,442
Net gain/loss on sale of investments	5,757,325	6,640,504
NET CASH FROM INVESTING ACTIVITIES (B)	(3,460,078)	25,954,842
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(12,036,000)	(15,044,706)
NET CASH FROM FINANCING ACTIVITIES (C)	(12,036,000)	(15,044,706)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	7,717,884	(1,431,009)
Cash and Cash Equivalents at the Beginning of the Period	1,721,868	3,152,878
Cash and Cash Equivalents at the end of the period	9,439,752	1,721,869
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Current Account with Banks	9,439,752	1,721,869
Cash, Stamps and Stamp Papers on Hand	-	-
Short Term Deposits	-	-

Per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number .000511S

Sd/-
Harsha Viji
Director

Sd/-
A N Raju
Director

Sd/-
P Babu
Partner
Membership No.203358

CERTIFIED TRUE COPY
For Sundaram Finance Investments Limited

Sd/-
M Ramaswamy
Director

Sd/-
P Viswanathan
Director

Chennai
13th February, 2017

Harsha Viji
Director

NOTES TO THE ACCOUNTS:

1 SIGNIFICANT ACCOUNTING POLICIES :

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the period and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle

1.2 Income Recognition:

Income in respect of services rendered, insurance commission and brokerage is accounted on accrual basis.

1.3 Valuation of Investments:

Long Term investments are stated at cost. Provision for decline in value, other than temporary, is considered wherever necessary.

Current Investments are valued at lower of Cost and Market Value / Net Asset Value.

1.4 Employee Benefits:

A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

B) Post employment benefits:

Defined Contribution Plan

(i) Provident Fund

The Company contributes to a government administered Provident Fund and Pension Fund under the Employees Provident Fund Act on behalf of its employees.

Defined Benefit Plan

(i) Gratuity

The Company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the balance sheet date, using the Projected Unit Credit method.

The expenses and actuarial gain/ loss on account of the above benefit plan is recognized in the Statement of Profit and Loss account on the basis of an actuarial valuation.

C) Other Long Term Employee Benefits:

The liability in respect of other long term benefits like Employee Assured Bonus Scheme, and entitlement of sick leave has been provided on the basis of actuarial valuation obtained at the Balance Sheet date.



1.5 Taxation:

Current tax is provided on the taxable income for the period. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.7 Provisions:

Provisions are recognized when the company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.



31.03.2016	Note 2: Share Capital
30,000,000	Authorised capital 30,00,000 Equity shares of face value of ₹ 10/- each
5,000,000	Issued, Subscribed and fully paid up 5,00,000 Equity shares of face value of ₹ 10/- each

31.12.2016	31.12.2015
30,000,000	30,000,000
5,000,000	5,000,000

Reconciliation of number of shares

Shares outstanding at the beginning of the Period

Add: Shares issued during the Period

Less: Shares bought back during the Period

Shares outstanding at the end of the Period

Nos.	Nos.
500,000	500,000
-	-
-	-
500,000	500,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.12.2016	No. of Shares	% held as at 31.03.2016
Sundaram Finance Limited*	Holding Company	500,000	100	500,000	100

* include 6 equity shares held by nominees of Sundaram Finance Limited

Note 3: Reserves and Surplus

31.03.2016	
136,213,240	a.General Reserve
1,000,000	Opening balance
137,213,240	Add: Transfer from Surplus in the Statement of Profit and Loss
6,299,653	b.Surplus in the Profit and Loss statement
10,022,890	Opening Balance
16,322,543	Add: Profit for the year from the Statement of Profit and Loss
1,000,000	Less : Appropriations
10,000,000	General Reserve
2,035,765	Dividend
3,286,778	Final (Proposed)
	Dividend Tax
140,500,018	

31.12.2016	31.12.2015
137,213,240	136,213,240
-	-
137,213,240	136,213,240
3,286,778	6,299,653
8,196,439	2,513,127
11,483,217	8,812,780
-	-
-	-
-	-
11,483,217	8,812,780
148,696,457	145,026,020



31.03.2016	Note 4 : Long-Term Provisions
724,181	Provision for employee benefits

31.12.2016	31.12.2015
992,835	1,350,892

31.03.2016	Note 5 : Trade Payables *
	(i) Total outstanding due to micro and small enterprises
	(ii) Total outstanding due of creditors other than micro and small enterprises
491,062	-For Expenses
515,055	-For Others
<u>1,006,117</u>	

31.12.2016	31.12.2015
-	-
622,070	372,877
573,877	469,927
<u>1,195,947</u>	<u>842,804</u>

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

31.03.2016	Note 6 : Other Current Liabilities
-	Sundry creditors for finance
<u>-</u>	

31.12.2016	31.12.2015
-	6,981
<u>-</u>	<u>6,981</u>

31.03.2016	Note 7 : Short-term provisions
1,429,988	Provision for employee benefits
	Others
10,000,000	- Proposed Dividend
2,035,765	- Dividend Distribution Tax
<u>13,465,753</u>	

31.12.2016	31.12.2015
1,353,913	756,153
-	-
-	-
<u>1,353,913</u>	<u>756,153</u>



Note 8 : Non-Current Investments

(₹)

31.03.2016
28,281,862
2,175,000
30,456,862

- a) Investments in Equity Instruments
b) Investments in Bonds

31.12.2016	31.12.2015
28,281,862	28,281,862
2,175,000	2,175,000
30,456,862	30,456,862

As at 31.03.2016		Particulars	Face Value (In ₹)	As at 31.12.2016		As at 31.12.2015	
Holding (Number)	Cost (₹.)			Holding (Number)	Cost (₹.)	Holding (Number)	Cost (₹.)
		a) Investments in Equity Instruments					
		i) Subsidiary Companies (Unquoted)					
5,611,200	4,481,615	Infreight Logistics Solutions Limited	10	5,611,200	4,481,615	5,611,200	4,481,615
		ii.) Other Companies (Unquoted)					
78,000	1,560	UMW Industries Limited. *	10	78,000	1,560	78,000	1,560
1,410,250	28,280,302	Sundaram BPO India Ltd	10	1,410,250	28,280,302	1,410,250	28,280,302
	32,763,477	TOTAL			32,763,477		32,763,477
		* Investments are carried at other than cost					
	4,481,615	Less: Provision for investment - Infreight Logistics Solutions Limited	-		4,481,615		4,481,615
	28,281,862				28,281,862		28,281,862
		b) Investments in Bonds					
		Non-Trade (Quoted)					
2,175	2,175,000	8% IRFC Tax Free Bonds, 2012	1,000	2,175	2,175,000	2,175	2,175,000
	2,175,000				2,175,000		2,175,000

(In ₹)

Particulars	Cost	Mkt Value
Aggregate amount of Quoted Investments	2,175,000	2,403,375
Aggregate amount of Unquoted Investments	32,763,477	

Note 9 : Deferred Tax Asset

(₹)

31.03.2016
143,218
70,324
213,542

- On Investments
On Employee Benefits

31.12.2016	31.12.2015
143,218	106,798
163,981	49,802
307,199	156,600

Note 10 : Long-Term Loans and Advances

(₹)

31.03.2016
38,161,320
1,339,788
122,919
39,624,027

- Unsecured, Considered good
Advance Income Tax and Tax deducted at source (net of Provision)
Staff Advances
Other Advances



31.12.2016	31.12.2015
19,345,190	37,370,545
1,000,376	1,230,879.00
182,166	65,023.00
20,527,732	38,666,445

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹ 1,65,27,066/- and tax paid under dispute of ₹ 65,82,688/- (Previous Year provision for Income Tax ₹ 2,25,48,488/- and tax paid under dispute ₹ 1,72,44,442/- respectively)

Note 11 : Current Investments - Others

As at 31.03.2016		Particulars	Face Value (In ₹)	As at 31.12.2016		As at 31.12.2015	
Holding (Number)	Cost (₹)			Holding (Number)	Cost (₹)	Holding (Number)	Cost (₹)
		Unquoted, Valued at cost or fair value whichever is lower					
		Investments in Mutual Funds:					
-		Sundaram Ultra Short Term Fund	10	3,198,798	69,800,000	-	-
828,307	26,392,565	Sundaram Money Fund	10	284,596	9,580,488	118,870	3,711,749
-		Sundaram Money Fund-FTP (Growth)	10	-	-	2,000,000	20,000,000.00
837,342	40,000,000	ICICI Prudential Long Term Gilt Fund - Growth	10	-	-	837,342	40,000,000.00
		Less: Diminution in value of investments					-
	66,392,565	Aggregate amount of Unquoted Investments			79,380,488		63,711,749

31.03.2016	Particulars	Cost	
		31.12.2016	31.12.2015
66,392,565	Aggregate amount of Unquoted Investments	79,380,488	63,711,749
-	Less : Provision for diminution	-	-
66,392,565		79,380,488	63,711,749

31.03.2016	Note 12 : Trade Receivables	31.12.2016	31.12.2015
	Unsecured Considered Good		
-	More than six months	-	-
	Less than six months		
15,093,473	Service Income	15,327,621	12,425,894
51,190	Insurance Commission	27,457	15,000
141,873	Brokerage	100,000	100,000
15,286,536		15,455,078	12,540,894

31.03.2016	Note 13 : Cash and Cash equivalents	31.12.2016	31.12.2015
1,721,869	Balances with Banks in Current Accounts	9,439,752	653,588
6,000,000	Bank Deposits (upto 12 months maturity)	-	6,000,000
7,721,869		9,439,752	6,653,588

31.03.2016	Note 14 : Short Term Loans and Advances	31.12.2016	31.12.2015
	Unsecured, Considered good		
507,584	Service Tax Input Credit	1,442,062	475,172
283,855	Staff advances	157,225	275,086
8,701	Other advances	-	-
800,140		1,599,287	750,258

31.03.2016	Note 15 : Other Current Assets	31.12.2016	31.12.2015
200,530	Interest Receivable	72,754	46,455



PROFIT AND LOSS STATEMENT

Note 16 : Revenue from Operations

(In ₹)

2015-2016
71,871,956
703,194
1,640,232
<u>74,215,382</u>

Service Income
Insurance Commission
Brokerage

Apr-Dec 16	Apr-Dec 15
23,528,239	53,490,626
374,557	493,032
10,422,893	1,157,198
<u>34,325,689</u>	<u>55,140,856</u>

Note 17 : Other Income

(In ₹)

2015-2016
390,740
6,640,504
159,090
<u>7,190,334</u>

Interest Income
Net gain on sale of Current investments
Other non-operating income

Apr-Dec 16	Apr-Dec 15
3,840,579	208,890
5,757,325	1,299,290
25,000	151,219
<u>9,622,904</u>	<u>1,659,399</u>

Note 18 : Finance Costs

(In ₹)

2015-2016
77,243

Interest

Apr-Dec 16	Apr-Dec 15
-	77,243

Note 19 : Employee Benefits

(In ₹)

2015-2016
6,867,965
305,565
201,321
<u>7,374,851</u>

Salaries,allowances and Bonus
Company's contribution to Provident Fund and Gratuity
Staff Welfare Expenses

Apr-Dec 16	Apr-Dec 15
6,018,170	5,136,462
380,135	276,161
87,859	129,320
<u>6,486,164</u>	<u>5,541,943</u>

Defined Contribution Plan:

The Company has recognised the following amounts in the Profit and Loss statement, which are included in Employee benefits in Note No.19

(In ₹)

Particulars	Apr-Dec-16	2015-16	2014-15	2013-14	2012-13
Contribution to Provident Fund	70,609	82,616	109,379	146,665	131,322
Contribution to Pension Fund	113,838	151,425	137,859	117,772	126,510
Contribution to Employees' State Insurance	-	-	-	-	-



(In ₹)

Description of Benefit Plans	Funded Gratuity	
	Apr-Dec-16	2015-16
A) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Opening Balance: Present value of obligation	596,293	506,612
Interest cost	34,570	40,529
Current service cost	62,007	82,676
Benefits paid	(40,260)	-
Actuarial (gain)/loss on obligations	122,604	(33,524)
Closing Balance :Present value of obligation	775,214	596,293
B) Reconciliation of opening and closing balances of the fair value of plan assets		
Opening Balance : Fair value of plan assets	719,211	571,634
Expected return on plan assets	43,575	55,498
Contributions made	54,320	92,079
Benefits paid	(40,260)	-
Actuarial gain/(loss) on plan assets	1,612	-
Closing Balance:Fair value of plan assets	778,459	719,211
C) Reconciliation of present value of defined benefit obligation and fair value assets to the assets and liabilities recognised in the Balance sheet		
Closing Balance : Present value of obligation	775,214	596,293
Closing Balance : Fair value of plan assets	778,459	719,211
Unrecognised past service cost	-	-
Net Asset/(Liability) recognised in Balance Sheet	3,245	122,918
D) Expenses recognised in the Statement of Profit and Loss		
Current service cost	62,007	82,676
Interest cost	34,570	40,529
Expected return on plan assets	43,575	55,498
Net actuarial (gain)/loss recognized	120,992	(33,524)
Total Expenses	173,994	34,183
E) Actuarial assumptions *		
Discount rate	7%	8%
Expected rate of return on plan assets	8%	8%
Rate of increase in compensation levels	7%	7%
Attrition rate	3%	1-3%

* The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in the employment market.



	(In ₹)				
Particulars	31.12.2016	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Defined Benefit Obligation	775,214	596,293	506,612	286,051	286,720
Plan Assets	778,459	719,211	571,634	390,269	308,877
Surplus / (deficit)	3,245	122,918	65,022	107,218	22,157
Experience adjustments on plan liabilities	120,992	(33,524)	178,246	(95,064)	45,477
Experience adjustments on plan assets	-	-	-	-	-

The present value of obligation towards compensated absences, as per actuarial certificate, as on 31.12.2016 was ₹ 2,80,574 (31.03.2016 – ₹ 2,12,698) and is provided in the books of account.

Other Employee Benefits

The Company's liability towards other employee benefits are given below:

	(In ₹)				
Particulars	31.12.2016	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Staff Medical Scheme	57,608	92,689	54,414	98,621	81,195
Employee Assured Bonus Scheme	1,197,430	1,179,329	1,636,119	1,707,555	336,368

Note 20 : Administrative and Other expenses

		(In ₹)	
2015-2016		Apr-Dec 16	Apr-Dec 15
11,850,172	Outsourcing cost	9,565,604	10,281,170
48,846,014	Service Expenses	14,130,667	36,598,352
5,858	Rates and taxes	2,183	3,719
885,630	Miscellaneous expenses	1,561,193	611,295
<u>61,587,674</u>		<u>25,259,647</u>	<u>47,494,537</u>



21 GENERAL

21.1 The company is engaged primarily in the business of Agency and Retail Distribution. There are no separate reportable segments as per Accounting Standard AS 17 'Segment Reporting'.

21.2 Related Party disclosures: In accordance with the Accounting Standard 18 on 'Related Party disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:

Holding Company:

Sundaram Finance Limited

Subsidiaries:

Infreight Logistics Solutions Limited

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

LGF Services Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Sundaram BNP Paribas Fund Services Limited

Sundaram Insurance Broking Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

Royal Sundaram General Insurance Co. Limited (Effective from 29-Jul-2015)

Related Party Transactions

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(In ₹)

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Apr to Dec-16	2015-16
<u>Expenses</u>					
Sundaram Finance Ltd.					
Sourcing Fees	-			-	107,267
Service Expenses	14,040,000			14,040,000	48,846,014
Royal Sundaram General Insurance Co. Limited					
Insurance			10,145	10,145	7,411
<u>Assets</u>					
<u>Investment in Equity Shares</u>					
Infreight Logistics Solutions Limited		4,481,615		4,481,615	4,481,615
Sundaram BPO India Limited			28,280,302	28,280,302	28,280,302
<u>Prepaid Expenses</u>					
Royal Sundaram General Insurance Co. Limited			-	-	9,963
<u>Liabilities</u>					
Sundaram Finance Ltd.					
- Equity Share Holdings	5,000,000			5,000,000	50,00,000
- Dividend Payable					12,500,000
- Sourcing fees payable	-			-	301,686

No amount has been written off/ written back during the year.



21.3 The pending litigations as on 31st December, 2016 have been complied by the company and reviewed by the Statutory Auditors. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements.

21.4 Miscellaneous expenses include Remuneration to Auditors towards:

	(In ₹)	
Audit Fee	Apr-Dec 16	2015-16
Statutory Audit	225,000	300,000
Tax Audit	56,250	75,000
Certification	15,000	20,000

21.5 Earnings Per Share (Basic and diluted)	Apr-Dec-16	2015-16
A. Profit for the year after taxation (in ₹)	8,196,439	10,022,890
B. Weighted average no. of equity shares	500,000	500,000
C. Basic and diluted earnings per share (A/B) (in ₹)	16.39	20.05
D. Dividend Proposed/Paid (₹)	-	10,000,000
E. Dividend per share (₹)	-	20.00

21.6 There is no amount due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

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

Signatures to notes 1 to 21

Per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number .000511S

Sd/-
Harsha Viji
Director

Sd/-
A N Raju
Director

Sd/-
P Babu
Partner
Membership No.203358

Sd/-
M Ramaswamy
Director

Sd/-
P Viswanathan
Director

Chennai
13th February, 2017

CERTIFIED TRUE COPY

For **Sundaram Finance Investments Limited**

Harsha Viji

Director



SUNDARAM FINANCE DISTRIBUTION LIMITED

20th ANNUAL REPORT 2013-14



SUNDARAM DISTRIBUTION



HW

BOARD OF DIRECTORS

S Venkatesan

A N Raju

K Sankarakumar

BANKERS

State Bank of Travancore

ICICI Bank

AUDITORS

M/s. Brahmaya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road, Chennai 600 002

Tel. : 044 -2852 1181

CIN : U67120TN1993PLC025996



SUNDARAM FINANCE DISTRIBUTION LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE
Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Directors' Report

Your Directors present the Twentieth Annual Report and Audited Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

(₹ in cr.)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Income from Operations	12.73	12.39
Other Income	0.31	0.85
Total Income	13.04	13.24
Less: Total Expenditure	9.82	12.16
Profit before Tax	3.21	1.08
Profit after Tax	2.17	0.73
Surplus brought forward	0.22	0.14
Amount available for appropriation	2.39	0.88
Appropriations have been made as under:		
Transfers to General Reserve	0.22	0.07
Dividend	1.50	0.50
Dividend Tax	0.25	0.09
Surplus carried to balance sheet	0.42	0.22

BUSINESS REVIEW

During the year, your Company earned revenue from operations of ₹ 12.73 cr. as against ₹ 12.39 cr. in the previous year. The profit after tax for the year was at ₹ 2.17 cr. as against ₹ 0.73 cr. in the previous year.

DIVIDEND

Your directors are happy to recommend a higher dividend of ₹ 30/- per share (300% on the face value of ₹ 10/-) for the financial year 2013-14 on the paid-up capital of ₹ 50.00 lakhs, as against ₹ 10/- per share (100% on the face value of ₹ 10/-) during the

previous year. The dividend together with dividend tax of ₹ 0.25 cr. absorbs a sum of ₹ 1.75 cr.

SUBSIDIARIES

Infreight Logistics Solutions Limited (Infreight)

The Company had no operations during the year under review following the management's decision in the previous year to exit the logistics business.

Sundaram Parekh Warehousing Services Limited (Sundaram Parekh)

The Company has not commenced its core operations.

DIRECTORS

Sri S Venkatesan, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- they have 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 of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- they have prepared the annual accounts on a going-concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate is attached with this report.



INFORMATION AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that

they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Ltd for its support. Your Directors also placed on record their appreciation to the contribution made by the management team and the employees at all levels.

Chennai 600 002

Date: 14 May, 2014

S. Venkatesan

A. N. Raju

K Sankarakumar

Directors



Secretarial Compliance Certificate

Name of the Company : SUNDARAM FINANCE DISTRIBUTION LIMITED
 Registration No. : U67120TN1993PLC025996
 Authorized Capital : ₹ 3,00,00,000/-
 Paid-up Capital : ₹ 50,00,000/-

To,
 The Members
 Sundaram Finance Distribution Limited
 21, Patullos Road,
 Chennai 600 002.

I have examined the registers, records, books and papers of **SUNDARAM FINANCE DISTRIBUTION LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March 2014**. In my opinion and to the best of information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public limited Company and has the minimum prescribed paid up capital.
4. The Board of Directors duly met Four (4) times on 20th May 2013, 2nd September 2013, 21st October 2013, 23rd January 2014 in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of Members

during the financial year ended 31st March 2014.

6. The Nineteenth Annual General Meeting for the financial year ended 31st March, 2013 was held on 29th June 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year ended 31st March 2014.
8. The Company has not advanced any loans or given any guarantees or provided any securities to its directors or persons or firms or companies referred to under Section 295 of the Act during the year ended 31st March 2014.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the year ended 31st March 2014.
13. The Company:
 - i) has not effected any allotment / transfer / transmission of securities during the year ended 31st March 2014.
 - ii) has deposited the amount of final dividend for the year 2012-13 in a separate bank account on 2nd July 2013 which is within five days from the date of declaration of such dividend.
 - iii) has paid dividends to the members within a period of 30 (Thirty) days from the date of declaration during the financial year ended 31st March 2014.
 - iv) has no unpaid dividend and hence the question of



transfer of dividend to unpaid dividend account does not arise. The Company has not issued fresh shares or debentures and has not accepted any deposits and hence, the question of application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund does not arise.

- v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment to the Board has been duly made and registered.
 15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year under review.
 16. The Company has not appointed any sole selling agent during the financial year ended 31st March 2014.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director and / or such authorities prescribed under the various provisions of the Act during the financial year ended 31st March 2014.
 18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has not issued any shares, debentures or other securities during the financial year ended 31st March 2014.
 20. The Company has not bought back any shares during the financial year and hence the question of complying with the buy back provisions does not arise.
 21. The Company has no preference share capital and has not issued debentures and hence the question of redemption of

preference shares/ debentures during the financial year does not arise.

22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year ended 31st March 2014.
24. The Company has not made any borrowings during the financial year ended 31st March 2014.
25. The Company has made loans to bodies corporate during the year ended 31st March 2014 in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. During the period under review, the Company has not altered the provisions of its Memorandum and its Articles of Association.
27. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
28. The Company has not received any money as security from its employees during the financial year ended 31st March 2014.
29. During the year under review, the Company was regular in depositing Provident fund with statutory authorities. It has no PF Trust on its own as envisaged under Section 418 of the Act.

Place: Chennai

Date: 31st March, 2014

Malini Seshadri, A.C.S.

No. 5493 CP1323



Annexure A to Secretarial Compliance Certificate

Registers as maintained by the Company during the financial year ended 31st March, 2014

Sl. No.	Section Number	Name of the Register
1.	—	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of the meetings of Board of directors
4.	193	Minutes of the meetings of the Members
5.	303	Register of Directors
6.	307	Register of Directors' Shareholding
7.	372A	Register of Investments / Loans / Guarantees and Securities
8.	—	Board Meeting Attendance Register
9.	—	General Meeting Attendance Register
10.	—	Common Seal Register

Annexure B to Secretarial Compliance Certificate

Returns/Documents/forms filed with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2014

REGISTRAR OF COMPANIES

Sl. No	Form No.	Relevant Section	Description
1.	66	383A	Compliance Certificate issued by Ms Malini Seshadri, Practising Company Secretary, for the financial year ended 31st March 2013.
2.	23AC -XBRL & 23ACA - XBRL	220	Balance Sheet and Profit & Loss Account for the financial year ended 31st March 2013.
3.	20 B	159	Annual Return made upto 29th June 2013 (Date of AGM).

REGIONAL DIRECTOR

NIL

CENTRAL GOVERNMENT & OTHER AUTHORITIES

NIL

Place: Chennai

Date: 31st March.2014

Malini Seshadri, A.C.S.

No. 5493 CP1323



Independent Auditors' Report

To the Members of Sundaram Finance Distribution Limited

1) Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Finance Distribution Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

3) Auditor's Responsibility

a) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

b) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

4) Opinion

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

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;



- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
- 5) Report on Other Legal and Regulatory Requirements
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **BRAHMAYYA & CO.,**

Chartered Accountants

Firm Regn. No.000511S

P. BABU

Partner

Membership No.203358

Place: Chennai

Date : 14th May, 2014

Annexure to the Auditors' Report referred to in Paragraph 5 of our Report of even date

1. In our opinion and according to the information and explanations given to us, the company has not granted or taken loans to / from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of clauses iii(a) to iii(g) of Paragraph 4 of the Order are not applicable to the company for the year.
2. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to services rendered. During the course of our audit, no major weaknesses have been noticed in the internal controls and therefore the reporting of the same does not arise.
3. The company has not accepted deposits from public.
4. The company has an internal audit system, which in our opinion, is commensurate with the size and the nature of its business.
5. The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
6. a) According to the records of the company, provident fund, income tax and service tax was regularly deposited during the year with the appropriate authorities.
b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax and service tax, which are outstanding as at 31st March, 2014 for a period of more than six months

from the date they become payable.

7. According to the records of the company and the information and explanations given to us, there are no dues of service tax which have not been deposited on account of any dispute. Details of disputed income tax demand, not deposited on account of short credit of TDS, are as follows:

Nature of dues	Amount (₹)	Period to which amount the amount relates	Forum where the dispute is pending
Income Tax	12,36,490	Assessment Year 2009-10	Assessing Officer

8. The company does not have any accumulated losses at the end of the financial year and has not incurred cash loss during the current and immediately preceding financial year.
9. The company does not have any borrowing from financial institutions, banks or by issue of debentures.
10. According to the information and explanations given to us, during the year, the company has not:
 - a) granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
 - b) given any guarantees for loan taken by others from banks or financial institutions.
 - c) availed any term loan.
 - d) raised any short term funds .
 - e) issued any debentures.
 - f) raised monies by public issue.



11. The company is not a chit fund / nidhi / mutual benefit fund or society.
12. Based on our examination of records and information and explanations given to us, proper records have been maintained of the transactions and contracts relating to dealing in shares and securities and timely entries have been made therein. The shares and securities have been held by the company in its own name.
13. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.
14. In our opinion and according to the information and explanations given to us, the nature of the company's business/ activities during the year have been such that clauses i, ii, v, xiii, and xviii of paragraph 4 of the Companies (Auditors Report) Order, 2003 are not applicable to the company.

For **BRAHIMAYYA & CO.,**

Chartered Accountants

Firm Regn. No.000511S

P. BABU

Partner

Membership No.203358

Place: Chennai

Date : 14th May, 2014

Balance Sheet

as at 31st March, 2014

(In ₹)

Particulars	Note	March 31, 2014	March 31, 2013
EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	13,84,85,203	13,43,04,806
c) Money received against share warrants		—	—
		14,34,85,203	13,93,04,806
2) Share application money pending allotment		—	—
3) Non-current liabilities			
a) Long Term Borrowings		—	—
b) Deferred Tax Liabilities (Net)		—	—
c) Other Long term liabilities		—	—
d) Long-term provisions	4	10,45,417	4,74,026
		10,45,417	4,74,026
4) Current liabilities			
a) Short Term Borrowings		—	—
b) Trade payables	5	17,93,098	1,04,40,947
c) Other current liabilities	6	17,109	—
d) Short-term provisions	7	1,91,98,640	71,17,453
		2,10,08,847	17,558,400
TOTAL		16,55,39,467	15,73,37,232
ASSETS			
1) Non-current assets			
a) Fixed Assets		—	—
i) Tangible assets		—	—
ii) Intangible assets		—	—
iii) Capital work in progress		—	—
iv) Intangible assets under development		—	—
b) Non-current investments	8	3,04,56,862	3,54,56,862
c) Deferred tax assets (net)	9	139,628	3,49,084
d) Long-term loans and advances	10	2,39,38,812	2,37,54,406
e) Other non-current assets		—	—
		5,45,35,302	59,560,352
2) Current assets			
a) Current investments	11	4,85,89,396	2,44,53,100
b) Inventories		—	—
c) Trade receivables	12	3,93,10,187	4,09,07,538
d) Cash and cash equivalents	13	1,46,09,416	12,76,404
e) Short term loans and advances	14	80,43,041	3,06,35,060
f) Other current assets	15	4,52,125	5,04,778
		11,10,04,165	9,77,76,880
TOTAL		16,55,39,467	15,73,37,232

Significant Accounting Policies and Notes to the Accounts - 1 to 22

As per our report of even date attached

For **Brahmayya & Co.,**
Chartered Accountants
Registration Number: 000511S
P Babu
Partner
Membership No.203358
Chennai
14th May, 2014

S Venkatesan

A N Raju

K Sankarakumar

SUNDARAM FINANCE DISTRIBUTION LIMITED

Statement of Profit and Loss

for the Year Ended 31st March, 2014

(In ₹)

Particulars	Note	2013-14	2012-13
REVENUE :			
Revenue from operations	16	12,72,85,463	12,38,66,042
Other income	17	30,76,090	85,39,342
Total Revenue	(A)	<u>13,03,61,553</u>	<u>13,24,05,384</u>
EXPENSES :			
Finance Costs	18	2,04,387	37,927
Employee benefits	19	84,39,743	76,65,986
Administrative and Other expenses	20	8,95,53,209	11,34,10,093
Provisions and Write Off	21	15,600	5,30,200
Total Expenses	(B)	<u>9,82,12,939</u>	<u>12,16,44,206</u>
Profit before Tax	(A-B)	3,21,48,614	1,07,61,178
Tax expense:			
Current tax		1,02,09,511	36,15,935
Deferred tax		<u>2,09,456</u>	<u>(1,87,966)</u>
		1,04,18,967	34,27,969
Profit after tax		<u>2,17,29,647</u>	<u>73,33,209</u>
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		43.46	14.67
Diluted		43.46	14.67
Significant Accounting Policies and Notes to the Accounts - 1 to 22			

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number: 000511S
P Babu
Partner
Membership No.203358
Chennai
14th May, 2014

S Venkatesan

A N Raju

K Sankarakumar

Directors

CERTIFIED TRUE COPY¹⁵
For Sundaram Finance Investments Limited

Hansha M

Director



Annual Report
2013-14

NOTES TO THE ACCOUNTS

Note 1

SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 1956.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2 Income Recognition:

Income in respect of services rendered, insurance commission and brokerage is accounted on accrual basis.

- 1.3 Valuation of Investments:

Long Term investments are stated at cost. Provision for decline in value, other than temporary, is considered wherever necessary.

Current Investments are valued at lower of Cost and Market Value / Net Asset Value.

- 1.4 Employee Benefits:

- A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

- B) Post employment benefits:

Defined Contribution Plan

- i) Provident Fund

The Company contributes to a government administered Provident Fund and Pension Fund under the Employees Provident Fund Act on behalf of its employees.



NOTES TO THE ACCOUNTS (Contd.)**Defined Benefit Plan****i) Gratuity**

The Company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by LIC using the Projected Unit Credit method.

ii) Leave Encashment

Liability on account of encashment of leave to employees is provided on the basis of an actuarial valuation.

The expenses and actuarial gain/ loss on account of the above benefit plans are recognized in the Statement of Profit and Loss on the basis of an actuarial valuation.

C) Other Long Term Employee Benefits:

The liability in respect of other long term benefits like Employee Assured Bonus Scheme, reimbursement of medical expenses and entitlement of sick leave has been provided on the basis of actuarial valuation obtained at the Balance Sheet date.

1.5 Taxation:

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.7 Provisions:

Provisions are recognized when the company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

NOTES TO THE ACCOUNTS (Contd.)

BALANCE SHEET

Note 2

SHARE CAPITAL

(In ₹)

Particulars	31.03.2014	31.03.2013
Authorised		
30,00,000 Equity shares of face value of ₹ 10/- each	3,00,00,000	3,00,00,000
Issued, Subscribed and fully paid up		
5,00,000 Equity Shares of face value of ₹ 10/- each	50,00,000	50,00,000
Reconciliation of number of shares	Nos.	Nos.
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2014	No. of Shares	% held as at 31.03.2013
Sundaram Finance Limited*	Holding Company	5,00,000	100%	5,00,000	100%

* include 6 equity shares held by nominees of Sundaram Finance Limited.

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)

Note 3:

(In ₹)

RESERVES AND SURPLUS

	31.03.2014		31.03.2013	
a. General Reserve				
Opening balance	13,21,33,000		13,14,00,000	
Add: Transfer from Surplus in the Statement of Profit and Loss	21,73,000	13,43,06,000	7,33,000	13,21,33,000
b. Surplus in the Statement of Profit and Loss				
Opening Balance	21,71,806		14,21,347	
Add: Profit for the year from the Statement of Profit and Loss	2,17,29,647		73,33,209	
	2,39,01,453		87,54,556	
Less: Appropriations				
General Reserve	21,73,000		7,33,000	
Dividend				
Final (Proposed)	1,50,00,000		50,00,000	
Dividend Distribution Tax	25,49,250	41,79,203	8,49,750	21,71,806
		13,84,85,203		13,43,04,806

Note 4

LONG TERM PROVISIONS

(In ₹)

Particulars	31.03.2014	31.03.2013
Provision for Employee Benefits	10,45,417	4,74,026

Note 5

TRADE PAYABLES *

(In ₹)

Particulars	31.03.2014	31.03.2013
- For Expenses	11,94,554	4,8,84,683
- For Others	5,98,544	55,56,264
Total	17,93,098	1,04,40,947

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

NOTES TO THE ACCOUNTS (Contd.)**Note 6****OTHER CURRENT LIABILITIES**

(In ₹)

Particulars	31.03.2014	31.03.2013
Sundry creditors for finance	17,109	—
	<u>17,109</u>	<u>—</u>

Note 7**SHORT-TERM PROVISIONS**

(In ₹)

Particulars	31.03.2014	31.03.2013
Provision for employee benefits	16,49,390	12,67,703
Others		
- Proposed Dividend	1,50,00,000	50,00,000
- Dividend Distribution Tax	<u>25,49,250</u>	<u>8,49,750</u>
	1,91,98,640	71,17,453

Note 8**NON-CURRENT INVESTMENTS**

(In ₹)

Particulars	31.03.2014	31.03.2013
a) Investments in Equity Instruments	2,82,81,862	2,82,81,862
b) Investments in Bonds	21,75,000	71,75,000
Total	3,04,56,862	3,54,56,862



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Particulars	Face Value (In ₹)	As at 31.03.2014		As at 31.03.2013	
		Holding (Numbers)	Cost (In ₹)	Holding (Numbers)	Cost (In ₹)
a) Investments in Equity Instruments					
i) Subsidiary Companies (Unquoted)					
Infreight Logistics Solutions Limited	10	56,11,200	44,81,615	56,11,200	44,81,615
ii) Other Companies (Unquoted)					
Caltec Servicez Private Limited	10	—	—	2,50,000	2,82,80,302
UMW Industries Limited. *	10	78,000	1,560	78,000	1,560
Sundaram BPO India Ltd	10	14,10,250	2,82,80,302	—	—
TOTAL			3,27,63,477		3,27,63,477
* Investments are carried at other than cost					
Less: Provision for investment - Infreight Logistics Solutions Limited	—	—	44,81,615	—	44,81,615
			2,82,81,862		2,82,81,862
b) Investments in Bonds					
Non-Trade (Quoted)					
Indian Railway Finance Corporation Limited	1,000	2,175	21,75,000	2,175	21,75,000
Non-Trade (Unquoted)					
Rural Electrification Corporation Limited	10,000	—	—	500	50,00,000
			21,75,000		71,75,000

(In ₹)

Particulars	Cost	Market Value
Aggregate amount of Quoted Investments	21,75,000	22,40,250
Aggregate amount of Unquoted Investments	3,27,63,477	

Note 9
DEFERRED TAX ASSET

(In ₹)

Particulars	31.03.2014	31.03.2013
On Investments	1,09,872	3,20,471
On Employee Benefits	29,756	28,613
	1,39,628	3,49,084

NOTES TO THE ACCOUNTS (Contd.)

Note 10

LONG-TERM LOANS AND ADVANCES

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured, Considered Good		
Loans and advances to related parties		
To Fellow Subsidiary	—	50,00,000
- Advance Income Tax and Tax deducted at source (net of Provision)	2,32,03,478	1,84,59,335
- Others Advances	7,35,334	2,95,071
Total	2,39,38,812	2,37,54,406

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹ 2,65,37,789/-
(Previous Year ₹ 18,95,56,741/-)

Note 11

CURRENT INVESTMENTS-OTHERS

Particulars	Face Value (In ₹)	31.03.2014		31.03.2013	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at cost or fair value whichever is lower					
Investments in Mutual Funds:					
Sundaram Money Fund	10	5,25,207	1,41,51,896	—	—
Sundaram Money Fund-FTP (Growth)	10	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Sundaram PSU Opportunities Fund	10	5,00,000	44,37,500	5,00,000	44,53,100
Sundaram FIIP Quarterly Series-90 days	10	6,07,076	1,00,00,000	—	—
Aggregate amount of Unquoted Investments			48,589,396		2,44,53,100

(In ₹)

Particulars	Cost	Market Value
	31.03.2014	31.03.2013
Aggregate amount of Unquoted Investments	4,91,51,896	2,50,00,000
Less : Provision for diminution	5,62,500	5,46,900
	4,85,89,396	2,44,53,100



NOTES TO THE ACCOUNTS (Contd.)

Note 12

TRADE RECEIVABLES

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured Considered Good		
More than six months		
Less than six months		
Service Income	3,90,68,322	3,89,15,292
Insurance Commission	1,18,415	2,45,299
Brokerage	1,23,450	17,46,947
	<u>3,93,10,187</u>	<u>4,09,07,538</u>

Note 13

CASH AND CASH EQUIVALENTS

(In ₹)

Particulars	31.03.2014	31.03.2013
Balances with Banks in Current Accounts	46,08,416	12,76,404
Bank Deposits (upto 3 months maturity)	1,00,01,000	—
	<u>1,46,09,416</u>	<u>12,76,404</u>

Note 14

SHORT-TERM LOANS AND ADVANCES

(In ₹)

Particulars	31.03.2014	31.03.2013
Unsecured, Considered good		
Loans and advances to related parties		
To Holding Company	—	95,00,000
To Fellow Subsidiary	75,00,000	—
Others	—	1,75,00,000
Service Tax Input Credit	4,58,361	35,78,635
Other advances	84,680	56,425
	<u>8,043,041</u>	<u>3,06,35,060</u>

Note 15

OTHER CURRENT ASSETS

(In ₹)

Particulars	31.03.2014	31.03.2013
Interest Receivable	4,52,125	5,04,778

NOTES TO THE ACCOUNTS (Contd.)

STATEMENT OF PROFIT AND LOSS

Note 16 : REVENUE FROM OPERATIONS:

(In ₹)

Particulars	2013-2014	2012-2013
Service Income	12,02,82,889	10,37,60,378
Insurance Commission	13,12,762	21,61,732
Brokerage	56,89,812	1,79,43,932
	<u>12,72,85,463</u>	<u>12,38,66,042</u>

Note 17 : OTHER INCOME

(In ₹)

Particulars	2013-2014	2012-2013
Interest Income	19,95,712	82,18,089
Dividend Income	9,10,799	2,60,724
Net gain on sale of Current investments	1,22,912	21,126
Other non-operating Income	46,667	39,403
	<u>30,76,090</u>	<u>85,39,342</u>

Note 18 : FINANCE COSTS

(In ₹)

Particulars	2013-2014	2012-2013
Interest	2,04,387	37,927

Note 19 : EMPLOYEE BENEFITS

(In ₹)

Particulars	2013-2014	2012-2013
Salaries, allowances and Bonus	79,33,769	70,64,980
Company's contribution to Provident Fund and Gratuity	2,88,059	3,94,766
Staff Welfare Expenses	2,17,915	2,06,240
	<u>84,39,743</u>	<u>76,65,986</u>

Defined Contribution Plan:

The Company has recognised the following amounts in the Profit and Loss statement, which are included in Employee benefits in Note No.19

(In ₹)

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Contribution to Provident Fund	1,46,665	1,31,322	1,05,478	92,874	30,859
Contribution to Pension Fund	1,17,772	1,26,510	1,22,080	1,18,277	49,355
Contribution to Employees' State Insurance	—	—	59,321	87,516	—
	—	—	—	—	—

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)

Defined Benefit Plans

(In ₹)

Description of Benefit Plans	Funded Gratuity	
	2013-14	2012-13
A) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Opening Balance: Present value of obligation	2,86,720	1,76,027
Interest cost	22,938	14,082
Current service cost	86,411	51,134
Benefits paid	(17,954)	—
Actuarial (gain)/loss on obligations	(95,064)	45,477
Closing Balance : Present value of obligation	2,83,051	2,86,720
B) Reconciliation of opening and closing balances of the fair value of plan assets		
Opening Balance : Fair value of plan assets	3,08,877	2,12,013
Expected return on plan assets	28,840	22,157
Contributions made	70,506	74,707
Benefits paid	(17,954)	—
Actuarial gain/(loss) on plan assets	—	—
Closing Balance: Fair value of plan assets	3,90,269	3,08,877
C) Reconciliation of present value of defined benefit obligation and fair value of plan assets to the assets and liabilities recognised in the Balance sheet		
Closing Balance : Present value of obligation	2,83,051	2,86,720
Closing Balance : Fair value of plan assets	3,90,269	3,08,877
Unrecognised past service cost	—	—
Net Asset/(Liability) recognised in Balance Sheet	1,07,218	22,157
D) Expenses recognised in the Statement of Profit and Loss		
Current service cost	86,411	51,134
Interest cost	22,938	14,082
Expected return on plan assets	28,840	22,157
Net actuarial (gain)/loss recognized	(95,064)	45,477
Total Expenses	(14,555)	88,536
E) Actuarial assumptions*		
Discount rate	8%	8%
Expected rate of return on plan assets	8%	8%
Rate of increase in compensation levels	7%	7%
Attrition rate	1-3%	1-3%

* The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in the employment market.

NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Defined Benefit Obligation	2,83,051	2,86,720	1,76,027	2,17,223	1,27,490
Plan Assets	3,90,269	3,08,877	2,12,013	2,34,583	1,71,915
Surplus / (deficit)	1,07,218	22,157	35,986	17,360	44,425
Experience adjustments on plan liabilities	(95,064)	45,477	(62,396)	45,227	—
Experience adjustments on plan assets	—	—	—	—	—

The present value of obligation towards compensated absences, as per actuarial certificate, as on 31.03.2014 was ₹ 91,710 (31.03.2013 – ₹ 84,181) and is provided in the books of account.

Other Employee Term Benefits

The Company's liability towards other employee benefits are given below:

(In ₹)

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Staff Medical Scheme	98,621	81,195	59,614	27,924	3,808
Employee Assured Bonus Scheme	17,07,555	8,15,598	3,36,368	1,21,722	—

Note 20**ADMINISTRATIVE AND OTHER EXPENSES**

(In ₹)

Particulars	2013-14	2012-13
Outsourcing cost	4,56,50,325	7,00,46,868
Service Expenses	4,31,45,093	4,28,24,368
Rates and taxes	8,945	10,187
Miscellaneous expenses	7,48,846	5,28,670
	8,95,53,209	11,34,10,093

Miscellaneous expenses include Remuneration to Auditors towards:

(In ₹)

Particulars	2013-14	2012-13
Audit Fee		
Statutory Audit	65,000	55,000
Tax Audit	25,000	20,000
Certification	20,000	35,000

Note 21**PROVISIONS AND WRITE OFF (NET)**

(In ₹)

Particulars	2013-14	2012-13
Diminution in value of investments	5,62,500	5,46,900
Less: Reversal of diminution in value of investments	(5,46,900)	(16,700)
	15,600	5,30,200

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)**22 GENERAL**

- 22.1 The company is engaged primarily in the business of Agency and Retail Distribution. There are no separate reportable segments as per Accounting Standard AS 17 'Segment Reporting'.
- 22.2 Related Party disclosures: In accordance with the Accounting Standard 18 on 'Related Party disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:**Holding Company:**

Sundaram Finance Limited

Subsidiaries:

Infreight Logistics Solutions Limited

Sundaram Parekh Warehousing Services Limited

Caltec Servicez Private Limited (Till 15th May, 2013)

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

LGF Services Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Professional Management Consultants Limited (Till 15th May, 2013)

Sundaram BNP Paribas Fund Services Limited

Sundaram Insurance Broking Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

NOTES TO THE ACCOUNTS (Contd.)

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(In ₹)

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Total
Expenses				
Sundaram Finance Ltd.	15,49,208			15,49,208
Sourcing Fees	(15,27,803)			(15,27,803)
Sundaram Finance Ltd.				
Service Expenses	4,31,45,093			4,31,45,093
	(4,28,24,368)			(4,28,24,368)
Income				
Sundaram Finance Limited				
Interest on Inter Corporate Deposit	6,77,900			6,77,900
	(67,07,561)			(67,07,561)
Sundaram Business Services Limited				
Interest on Inter-Corporate loan			4,57,665	4,57,665
			—	—
Sundaram BPO India Limited				
Interest on Inter-Corporate loan			2,07,123	2,07,123
			(6,00,000)	(6,00,000)
Assets				
Investment in Equity Shares				
Infreight Logistics Solutions Limited		44,81,615		44,81,615
		(44,81,615)		(44,81,615)
Sundaram BPO India Limited			2,82,80,302	2,82,80,302
			(2,82,80,302)	(2,82,80,302)
Inter Corporate Deposit				
Sundaram Finance Limited				
— Investment	2,00,00,000			2,00,00,000
	(3,10,00,000)			(3,10,00,000)
— Disinvestment	2,95,00,000			2,95,00,000
	(8,41,00,000)			(8,41,00,000)
— Outstanding at end of the year	—			—
	(95,00,000)			(95,00,000)
— Interest Receivable	—			—
	(4,554)			(4,554)



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Total
Inter Corporate loan				
Sundaram Business Services Limited				
– Disbursement			75,00,000	75,00,000
			–	–
– Outstanding			75,00,000	75,00,000
			–	–
– Interest Receivable			2,06,815	2,06,815
			–	–
Sundaram BPO India Limited				
– Disbursement			–	–
			–	–
– Outstanding			–	–
			(50,00,000)	(50,00,000)
– Interest Receivable			–	–
			(1,47,945)	(1,47,945)
Liabilities				
Sundaram Finance Ltd.				
– Equity Share Holdings	50,00,000			50,00,000
	(50,00,000)			(50,00,000)
– Dividend Payable	1,50,00,000			1,50,00,000
	(50,00,000)			(50,00,000)
– Interim Dividend Paid	–			–
	–			–
– Service Expenses Payable	–			–
	(28,50,685)			(28,50,685)
– Sourcing Fees payable	2,41,500			2,41,500
	(4,12,355)			(4,12,355)

No amount has been written off/written back during the year.

Previous year figures are given in brackets.

NOTES TO THE ACCOUNTS (Contd.)

22.3 Earnings Per Share (Basic and diluted)

Particulars	2013-14	2012-13
A. Profit for the year after taxation (in ₹)	217,29,647	73,33,209
B. Weighted average no. of equity shares	5,00,000	5,00,000
C. Basic and diluted earnings per share (A/B) (in ₹)	43.46	14.67
D. Dividend Proposed/Paid (₹)	150,00,000	50,00,000
E. Dividend per share (₹)	30.00	10.00

22.4 There is no amount due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".

22.5 Previous year's figures have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

Signatures to Notes 1 to 22

As per our report of even date attached
For **Brahmayya & Co.**,
Chartered Accountants
Registration Number. 0005115
P Babu
Partner
Membership No.203358
Chennai
14th May, 2014

S Venkatesan
A N Raju
K Sankarakumar
Directors

SUNDARAM FINANCE DISTRIBUTION LIMITED

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For Sundaram Finance Investments Limited

Haisha

Director



CASH FLOW STATEMENT

	2013-14 (₹)	2012-13 (₹)
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	2,17,29,647	73,33,209
Add: Provision for Taxation (including Deferred Tax)	1,04,18,967	34,27,969
	3,21,48,614	1,07,61,178
Finance Costs	2,04,387	37,927
Less: Interest Income	(19,95,712)	(82,18,089)
Less: Dividend Income	(9,10,799)	(2,60,724)
Less: Net gain on sale of investments	(1,22,912)	(21,126)
Add: Diminution in value of investment	15,600	5,30,200
Operating Profit Before Working Capital Changes	2,93,39,178	28,29,366
(Increase)/Decrease in Long Term Loans and Advances	(40,93,917)	(30,78,769)
(Increase)/Decrease in Short Term Loans and Advances	2,25,92,018	6,26,16,133
(Increase)/Decrease in Trade Receivables	15,97,351	(2,94,95,132)
(Increase)/Decrease in Other Current Assets	52,653	(89,805)
Increase/(Decrease) in Long Term Provisions	5,71,391	2,00,168
Increase/(Decrease) in Short Term Provisions	3,81,686	2,76,529
Increase/(Decrease) in Other Current Liabilities	17,109	-
Increase (Decrease) in Trade Payables	(86,47,850)	74,00,385
Cash generated from Operations	1,24,70,442	3,78,29,509
Finance Costs Paid	(2,04,387)	(37,927)
Direct Taxes Paid	(63,00,000)	(86,00,000)
NET CASH FROM OPERATING ACTIVITIES (A)	3,53,05,233	3,20,20,948
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of non-current Investments	-	(67,45,752)
Sale of Non-Current Investments (net proceeds)	50,00,000	-
Purchase of Current Investments	(17,28,63,887)	(12,51,33,627)
Sale of Current Investments (net proceeds)	14,87,11,991	10,63,47,173
Interest Received	19,95,712	82,18,089
Dividend Received	9,10,799	2,60,724
Net gain/loss on sale of investments	1,22,912	21,126
NET CASH FROM INVESTING ACTIVITIES (B)	(1,61,22,473)	(1,70,32,267)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(58,49,750)	(1,45,27,813)
NET CASH FROM FINANCING ACTIVITIES (C)	(58,49,750)	(1,45,27,813)
Net Increase In Cash And Cash Equivalents (A)+(B)+(C)	1,33,33,010	4,60,868
Cash and Cash Equivalents at the Beginning of the Period	12,76,406	8,15,538
Cash and Cash Equivalents at the end of the period	1,46,09,416	12,76,406
Components of Cash and cash equivalents at the end of The Year		
Current Account with Banks	46,08,416	12,76,406
Cash, Stamps and Stamp Papers on Hand	-	-
Short Term Deposits	1,00,01,000	-

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number. 000511S

P Babu

Partner

Membership No.203358

Chennai

14th May, 2014

S Venkatesan

A N Raju

K Sankarakumar

Directors

CERTIFIED TRUE COPY 31
For Sundaram Finance Investments Limited

Hansa M

Director
DirectorAnnual Report
2013-14

**Statement Pursuant to Section 212 (1) (e) of The Companies Act, 1956,
relating to Subsidiary Companies for FY 2013-14**

Name of the Subsidiary Company	Financial year of the Subsidiary ended on	Issued, Subscribed and fully paid-up	Net aggregate amount of the profits of the subsidiary not dealt with in the Holding Company's accounts (₹ In Lakhs)		Net aggregate amount of the profits of the subsidiary dealt with in the Holding Company's accounts by way of dividends on the shares held in Subsidiary Company	
			a) For the financial year of the Subsidiary Company	b) For the Previous financial years, Since it became a Subsidiary Company	a) For the financial year of the Subsidiary Company	b) For the Previous financial years, Since it became a Subsidiary Company
Infreight Logistics Solutions Limited	31.03.2014	56,11,200 Equity Shares of ₹ 10/- each (100%)	(4.81)	(1,054.89)	—	—
Sundaram Parekh Warehousing Services Limited	31.03.2014	1,00,000 Equity Shares of ₹ 10/- each (100%)	(1.50)	2.82	—	—



SUNDARAM FINANCE DISTRIBUTION LIMITED

21st ANNUAL REPORT 2014-15



SUNDARAM DISTRIBUTION



BOARD OF DIRECTORS

S Venkatesan

A N Raju

K Sankarakumar

BANKERS

State Bank of Travancore

ICICI Bank

AUDITORS

M/s. Brahmayya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road

Chennai 600 002

CIN : U67120TN1993PLC025996



SUNDARAM FINANCE DISTRIBUTION LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE

Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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- Infreight Logistics Solutions Limited	33



Directors' Report

Your Directors present the Twenty First Annual Report and Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

(₹ in cr.)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Income from Operations	10.43	12.73
Other Income	0.52	0.31
Total Income	10.95	13.04
Less: Total Expenditure	8.17	9.82
Profit before Tax	2.78	3.21
Profit after Tax	1.91	2.17
Surplus brought forward	0.42	0.22
Amount available for appropriation	2.33	2.39
Appropriations have been made as under:		
Transfers to General Reserve	0.19	0.22
Dividend	1.25	1.50
Dividend Tax	0.25	0.25
Surplus carried to balance sheet	0.63	0.42

BUSINESS REVIEW

During the year, your Company earned revenue from operations of ₹10.43 cr. as against ₹12.73 cr. in the previous year. The profit after tax for the year was at ₹1.91 cr. as against ₹2.17 cr. in the previous year.

DIVIDEND

Your directors are happy to recommend a dividend of ₹25/- per share (250% on the face value of ₹ 10/-) for the financial year 2014-15 on the paid-up capital of ₹50.00 lakhs, as against ₹ 30/- per share (300% on the face value of ₹ 10/-) during the previous

year. The dividend together with dividend tax of ₹0.25 cr. absorbs a sum of ₹ 1.50 cr.

SUBSIDIARIES

Infreight Logistics Solutions Limited (Infreight)

During the year Sundaram Parekh Warehousing Services Limited, wholly owned subsidiary of Infreight merged with Infreight, under a Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956, effective 1st April 2014.

DIRECTORS

Sri A N Raju, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 5 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis; and



- v) the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has the following investments as on 31st March 2015.

₹ in Cr.

Investment in Equity Instruments	3.05
Investment in Bonds	0.22
Investments in Mutual Funds	8.54

There were no loans made or guarantees given by the Company.

RELATED PARTY TRANSACTIONS

During the year, the Company has entered into materially significant transaction with related parties. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2 as required under Sec 134 (3) (h) of the Companies Act 2013, read with Rule 8(2) of the Companies (Accounts Rules) 2014, is attached as part of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2015, is enclosed -Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES, 2014

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of the limits prescribed under Rule 5 of Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year 2014-15.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Ltd for its support. Your Directors also place on record their appreciation to the contribution made by the management team and the employees at all levels.

S. Venkatesan

A.N. Raju

K Sankarakumar
Directors

Chennai 600 002
Date: 6th May 2015



Annexure - A

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

- a) Name(s) of the related party and nature of relationship

Sundaram Finance Limited, Holding Company

- b) Nature of contracts/arrangements/transactions

Sourcing Fees and Services Expenses incurred towards distribution and marketing of financial products.

- c) Duration of the contracts / arrangements/transactions

One Year

- d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Service Expenses shall be paid under the following terms:

Cost per unit (Transaction)	₹452/-
Pre-determined units of Transactions per annum	1,07,000
For every additional unit	₹452/-

Subject to a minimum of ₹40,50,000/- per month.

- e) Date(s) of approval by the Board, if any:

14th May 2014

- e) Amount paid as advances, if any:

Nil

S. Venkatesan

A.N. Raju

K Sankarakumar

Directors

Chennai 600 002

Date: 6th May 2015



FORM NO.MGT-9**Extract of Annual Return as on the financial year ended on 31st March 2015**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1)
of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	U67120TN1993PLC025996
(ii)	Registration Date	13-10-1993
(iii)	Name of the Company	Sundaram Finance Distribution Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 28881207 pv@sundaramfinance.in
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Engaged in the distribution and marketing of financial, savings, loan, investment and insurance products	66 - Other Financial Activities	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Sundaram Finance Limited 21, Patullos Road, Chennai 600002	L65191TN1954PLC002429	Holding	100	2(46)
2	Infreight Logistics Solutions Limited 21, Patullos Road, Chennai 600002	U72900TN2000PLC063984	Subsidiary	100	2(87)(ii)
3	Sundaram Parekh Warehousing Services Limited* 21, Patullos Road, Chennai 600002	U63030TN2010PLC077122	Subsidiary	—	2(87)(ii)

* Sundaram Parekh Warehousing Services Limited was merged with Infreight Logistics Solutions Limited with effect from 01.04.2014 based on the order passed by the High Court of Judicature at Madras on 18.03.2015.

SUNDARAM FINANCE DISTRIBUTION LIMITED



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	—	—	—	—	—	—	—	—	—
(b)	Central Govt	—	—	—	—	—	—	—	—	—
(c)	State Govt(s)	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp - Sundaram Finance Limited *	—	5,00,000	5,00,000	100.00	—	5,00,000	5,00,000	100.00	0.00
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(1)	—	5,00,000	5,00,000	100.00	—	5,00,000	5,00,000	100.00	0.00
(2)	Foreign									
(a)	NRIs-Individuals	—	—	—	—	—	—	—	—	—
(b)	Other-Individuals	—	—	—	—	—	—	—	—	—
(c)	Bodies Corp.	—	—	—	—	—	—	—	—	—
(d)	Banks / FI	—	—	—	—	—	—	—	—	—
(e)	Any Other	—	—	—	—	—	—	—	—	—
	Sub-Total (A)(2)	—	—	—	—	—	—	—	—	—
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	—	5,00,000	5,00,000	100.00	—	5,00,000	5,00,000	100.00	0.00
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	—	—	—	—	—	—	—	—	—
(b)	Banks / FI	—	—	—	—	—	—	—	—	—
(c)	Central Govt	—	—	—	—	—	—	—	—	—
(d)	State Govt(s)	—	—	—	—	—	—	—	—	—
(e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
(f)	Insurance Companies	—	—	—	—	—	—	—	—	—
(g)	FIs	—	—	—	—	—	—	—	—	—
(h)	Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
(i)	Any Other—Foreign Portfolio Investors	—	—	—	—	—	—	—	—	—
	Sub-Total(B)(1)	—	—	—	—	—	—	—	—	—

	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 Shares	
2.	Non- Institutions									
(a)	Bodies Corporate	—	—	—	—	—	—	—	—	—
(i)	Indian	—	—	—	—	—	—	—	—	—
(ii)	Overseas	—	—	—	—	—	—	—	—	—
(b)	Individuals									
i	Individual shareholders holding nominal shares capital up to ₹1 lakh	—	—	—	—	—	—	—	—	—
ii	Individual shareholders holding nominal shares capital in excess of ₹1 lakh	—	—	—	—	—	—	—	—	—
(c)	Others (specify)	—	—	—	—	—	—	—	—	—
	Sub-Total (B)(2)	—	—	—	—	—	—	—	—	—
	Total Public Shareholding (B)=(B)(1)+(B)(2)	—	—	—	—	—	—	—	—	—
(C)	Shares held by Custodian for GDRs and ADRs	—	—	—	—	—	—	—	—	—
	GRAND TOTAL (A)+(B)+(C)	—	5,00,000	5,00,000	100.00	—	5,00,000	5,00,000	100.00	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited

(ii) Shareholding of promoters

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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
Sundaram Finance Limited*	5,00,000	100%	—	5,00,000	100%	—	—
Total	5,00,000	100%	—	5,00,000	100%	—	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited

SUNDARAM FINANCE DISTRIBUTION LIMITED



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

Particulars	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
Sundaram Finance Limited*				
At the beginning of the year	5,00,000	100%	—	—
Increase / Decrease in Promoters Share holding during the year	—	—	—	—
At the end of the Year	—	—	5,00,000	100%

* Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	Not Applicable			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri S Venkatesan				
	At the beginning of the year	—	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	—	—
2	Sri A N Raju *				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—
3	Sri K Sankarakumar *				
	At the beginning of the year	1	—	—	—
	Increase / Decrease in Share holding during the year	—	—	—	—
	At the end of the Year	—	—	1	—

* Held as nominees of Sundaram Finance Limited jointly with others

V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	Gross Salary	Not Applicable	
	(a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		



B. Remuneration to other directors:

Name of the Directors	Particulars of Remuneration			Total Amount
	Fee for attending board / committee meetings	Commission	Others, please specify	Nil
Independent Directors	Not Applicable			
Total (1)				
Other Non-Executive Directors	Nil			
Sri S Venkatesan				
Sri A N Raju				
Sri S Sankarakumar				
Total (2)				
Total (B) = (1 + 2)				
Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary	CFO	Total Amount
1	Gross Salary	Not Applicable		
(a)	Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961			
(b)	Value of perquisites u/s 17 (2) Income-tax Act, 1961			
(c)	Profits in lieu of salary under section 17 (3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	Total (A)			

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2015.

Independent Auditors' Report

To the Members of Sundaram Finance Distribution Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Finance Distribution Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give



the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cashflows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i) As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraph 3 of the Order.
- ii) 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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 has disclosed the effect of the pending litigations in its financial statements as mentioned in Note 22.3 of the Notes to the Accounts;
 - ii. the company did not have any long term contracts including derivative contracts;
 - iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company during the year.

For **BRAHMAYYA & CO.,**

Chartered Accountants

Firm Regn. No.000511S

P. BABU

Partner

Membership No.203358

Place: Chennai

Date : 6th May, 2015



Annexure to the Auditors' Report referred to in Paragraph 5 of our Report of even date

1. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii) (a) and (b) of paragraph 3 of the Order are not applicable to the Company for the year.
2. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to services rendered. During the course of our audit, no major weaknesses were noticed in the internal controls and therefore the reporting of the same does not arise.
3. The company has not accepted deposits from public.
4. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
5. i) According to the records of the Company and the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax, Service tax and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.

ii) According to the records of the Company and the information and explanations given to us, there are no dues of Service tax which have not been deposited on account of any dispute. Details of disputed income tax demand, not deposited on account of short credit of TDS, are as follows:
- iii) Based on our examination of the records and the information and explanations given to us, there was no amount to be transferred to Investor Education and Protection Fund by the Company during the year in accordance with the relevant provision of the Companies Act, 1956 and the rules made thereunder.
6. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the current and immediately preceding financial years.
7. Based on our audit procedures and the information and explanations given by the Management, the company does not have any borrowings from banks, financial institutions or by issue of debentures.
8. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
9. Based on our examination of the records and the information and explanations given to us, the company does not have any term loans.
10. To the best of our knowledge and belief and according to the information and explanations given to us, during the year no fraud by the Company and no fraud on the Company were noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the nature of the Company's business/ activities during the year has been such that clause (i) and (ii) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company for the year.

Nature of dues	Amount (₹)	Period to which the amount relates	Forum where the dispute is pending
Income tax	12,36,490	Assessment Year 2009-10	Assessing Officer

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S
P. BABU
Partner
Membership No.203358

Place: Chennai
Date : 6th May, 2015



Balance Sheet

as at 31st March, 2015

(In ₹)

Particulars	Note	March 31, 2015	March 31, 2014
EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	14,25,12,893	13,84,85,203
c) Money received against share warrants		—	—
		14,75,12,893	14,34,85,203
2) Share application money pending allotment		—	—
3) Non-current liabilities			
a) Long Term Borrowings		—	—
b) Deferred Tax Liabilities (Net)		—	—
c) Other Long term liabilities		—	—
d) Long-term provisions	4	11,61,129	10,45,417
		11,61,129	10,45,417
4) Current liabilities			
a) Short Term Borrowings		—	—
b) Trade payables	5	13,98,584	17,93,098
c) Other current liabilities	6	—	17,109
d) Short-term provisions	7	1,64,63,111	1,91,98,640
		1,78,61,695	2,10,08,847
TOTAL		16,65,35,717	16,55,39,467
ASSETS			
1) Non-current assets			
a) Fixed Assets			
i) Tangible assets		—	—
ii) Intangible assets		—	—
iii) Capital work in progress		—	—
iv) Intangible assets under development		—	—
b) Non-current investments	8	3,04,56,862	3,04,56,862
c) Deferred tax assets (net)	9	1,56,600	1,39,628
d) Long-term loans and advances	10	3,26,45,230	2,39,38,812
e) Other non-current assets		—	—
		6,32,58,692	5,45,35,302
2) Current assets			
a) Current investments	11	8,54,12,459	4,85,89,396
b) Inventories		—	—
c) Trade receivables	12	1,40,59,830	3,93,10,187
d) Cash and cash equivalents	13	31,52,878	1,46,09,416
e) Short term loans and advances	14	5,71,770	80,43,041
f) Other current assets	15	80,088	4,52,125
		10,32,77,025	11,10,04,165
TOTAL		16,65,35,717	16,55,39,467

Significant Accounting Policies and Notes to the Accounts - 1 to 22

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number: 000511S

P Babu

Partner

Membership No. 203358

Chennai

6th May, 2015

S Venkatesan**A N Raju****K Sankarakumar**

Directors

CERTIFIED TRUE COPY
For Sundaram Finance Investments Limited

Handwritten Signature

Director



Statement of Profit and Loss for the Year Ended 31st March, 2015

(In ₹)

Particulars	Note	2014-15	2013-14
REVENUE :			
Revenue from Operations	16	10,42,65,260	12,72,85,463
Other income	17	51,91,310	30,76,090
Total Revenue	(A)	10,94,56,570	13,03,61,553
EXPENSES:			
Finance Costs	18	1,771	2,04,387
Employee benefits	19	75,64,476	84,39,743
Administrative and Other expenses	20	7,46,97,399	8,95,53,209
Provisions and Write Off	21	(5,62,500)	15,600
Total expenses	(B)	8,17,01,146	9,82,12,939
Profit before Tax	(A-B)	2,77,55,424	3,21,48,614
Tax expense:			
Current tax		87,00,000	1,02,09,511
Deferred tax		(16,972)	2,09,456
		86,83,028	1,04,18,967
Profit after Tax		1,90,72,396	2,17,29,647
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		38.14	43.46
Diluted		38.14	43.46

Significant Accounting Policies and
Notes to the Accounts 1 to 22

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number: 000511S
P Babu
Partner
Membership No.203358
Chennai
6th May, 2015

S Venkatesan

A N Raju

K Sankarakumar

Directors

SUNDARAM FINANCE DISTRIBUTION LIMITED

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For Sundaram Finance Investments L

Harsha M

Director



NOTES TO THE ACCOUNTS

Note 1

SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle

- 1.2 Income Recognition:

Income in respect of services rendered, insurance commission and brokerage is accounted on accrual basis.

- 1.3 Valuation of Investments:

Long Term investments are stated at cost. Provision for decline in value, other than temporary, is considered wherever necessary.

Current Investments are valued at lower of Cost and Market Value / Net Asset Value.

- 1.4 Employee Benefits:

- A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

- B) Post employment benefits:

Defined Contribution Plan

- i) Provident Fund

The Company contributes to a government administered Provident Fund and Pension Fund under the Employees Provident Fund Act on behalf of its employees.

NOTES TO THE ACCOUNTS (Contd.)

Defined Benefit Plan

i) Gratuity

The Company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by LIC using the Projected Unit Credit method.

ii) Leave Encashment

Liability on account of encashment of leave to employees is provided on the basis of an actuarial valuation. The expenses and actuarial gain / loss on account of the above benefit plans are recognized in the Statement of Profit and Loss on the basis of an actuarial valuation.

C) Other Long Term Employee Benefits:

The liability in respect of other long term benefits like Employee Assured Bonus Scheme, reimbursement of medical expenses and entitlement of sick leave has been provided on the basis of actuarial valuation obtained at the Balance Sheet date.

1.5 Taxation:

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.7 Provisions:

Provisions are recognized when the company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.



NOTES TO THE ACCOUNTS (Contd.)

BALANCE SHEET

Note 2

SHARE CAPITAL

(In ₹)

Particulars	31.03.2015	31.03.2014
Authorised		
30,00,000 Equity shares of face value of ₹10/- each	3,00,00,000	3,00,00,000
Issued, Subscribed and fully paid up		
5,00,000 Equity Shares of face value of ₹10/- each	50,00,000	50,00,000
Reconciliation of number of shares	Nos.	Nos.
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2015	No. of Shares	% held as at 31.03.2014
Sundaram Finance Limited*	Holding Company	5,00,000	100%	5,00,000	100%

* include 6 equity shares held by nominees of Sundaram Finance Limited.



NOTES TO THE ACCOUNTS (Contd.)

Note 3:

(In ₹)

RESERVES AND SURPLUS

	31.03.2015		31.03.2014	
a. General Reserve				
Opening balance	13,43,06,000		13,21,33,000	
Add: Transfer from Surplus in the Statement of Profit and Loss	19,07,240		21,73,000	
		13,62,13,240		13,43,06,000
b. Surplus in the Profit and Loss Statement				
Opening Balance	41,79,203		21,71,806	
Add: Profit for the year from the Statement of Profit and Loss	1,90,72,396		2,17,29,647	
	2,32,51,599		2,39,01,453	
Less: Appropriations				
General Reserve	19,07,240		21,73,000	
Dividend				
Final (Proposed)	1,25,00,000		1,50,00,000	
Dividend Distribution Tax	25,44,706	62,99,653	25,49,250	41,79,203
		14,25,12,893		13,84,85,203

Note 4

LONG TERM PROVISIONS

(In ₹)

Particulars	31.03.2015	31.03.2014
Provision for Employee Benefits	11,61,129	10,45,417

Note 5

TRADE PAYABLES *

(In ₹)

Particulars	31.03.2015	31.03.2014
- For Expenses	8,14,931	11,94,554
- For Others	5,83,653	5,98,544
Total	13,98,584	17,93,098

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.



NOTES TO THE ACCOUNTS (Contd.)**Note 6****OTHER CURRENT LIABILITIES**

(In ₹)

Particulars	31.03.2015	31.03.2014
Sundry creditors for finance	—	17,109
	—	<u>17,109</u>

Note 7**SHORT-TERM PROVISIONS**

(In ₹)

Particulars	31.03.2015	31.03.2014
Provision for employee benefits	14,18,405	16,49,390
Others		
- Proposed Dividend	1,25,00,000	1,50,00,000
- Dividend Distribution Tax	25,44,706	25,49,250
	<u>1,64,63,111</u>	<u>1,91,98,640</u>

Note 8**NON-CURRENT INVESTMENTS**

(In ₹)

Particulars	31.03.2015	31.03.2014
a) Investments in Equity Instruments	2,82,81,862	2,82,81,862
b) Investments in Bonds	21,75,000	21,75,000
Total	<u>3,04,56,862</u>	<u>3,04,56,862</u>



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Particulars	Face Value (In ₹)	As at 31.03.2015		As at 31.03.2014	
		Holding (Numbers)	Cost (In ₹)	Holding (Numbers)	Cost (In ₹)
a) Investments in Equity Instruments					
i) Subsidiary Companies (Unquoted)					
Infreight Logistics Solutions Limited	10	56,11,200	44,81,615	56,11,200	44,81,615
ii) Other Companies (Unquoted)					
UMW Industries Limited. *	10	78,000	1,560	78,000	1,560
Sundaram BPO India Ltd	10	14,10,250	2,82,80,302	14,10,250	2,82,80,302
TOTAL			3,27,63,477		327,63,477
* Investments are carried at other than cost					
Less: Provision for investment - Infreight Logistics Solutions Limited	-	-	44,81,615	-	44,81,615
			2,82,81,862		2,82,81,862
b) Investments in Bonds					
Non-Trade (Quoted)					
Indian Railway Finance Corporation Limited	1,000	2,175	21,75,000	2,175	21,75,000
			21,75,000		21,75,000

(In ₹)

Particulars	Cost	Market Value
Aggregate amount of Quoted Investments	21,75,000	23,27,576
Aggregate amount of Unquoted Investments	3,27,63,477	

Note 9
DEFERRED TAX ASSET

(In ₹)

Particulars	31.03.2015	31.03.2014
On Investments	1,06,798	1,09,872
On Employee Benefits	49,802	29,756
	1,56,600	1,39,628

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)**Note 10****LONG-TERM LOANS AND ADVANCES**

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured, Considered Good		
- Advance Income Tax and Tax deducted at source (net of Provision)	3,17,35,988	2,32,03,478
- Others Advances	9,09,242	7,35,334
Total	3,26,45,230	2,39,38,812

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹3,53,11,651/- and tax paid under dispute of ₹64,02,564/- (Previous Year provision for Income Tax ₹2,65,37,789/- and tax paid under dispute ₹64,02,564/- respectively).

Note 11**CURRENT INVESTMENTS-OTHERS**

Particulars	Face Value (In ₹)	As at 31.03.2015		As at 31.03.2014	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at cost or fair value whichever is lower					
Investments in Mutual Funds:					
Sundaram Money Fund	10	8,66,236	2,54,12,459	5,25,207	1,41,51,896
Sundaram Money Fund-FTP (Growth)	10	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Sundaram PSU Opportunities Fund	10	—	—	5,00,000	44,37,500
Sundaram FIIP Quarterly Series-90days	10	—	—	6,07,076	1,00,00,000
ICICI Prudential Long Term Gilt Fund - Growth	10	8,37,342	4,00,00,000		
Aggregate amount of Unquoted Investments			8,54,12,459		4,85,89,396

(In ₹)

Particulars	Cost	
	31.03.2015	31.03.2014
Aggregate amount of Unquoted Investments	8,54,12,459	4,91,51,896
Less : Provision for diminution	—	5,62,500
	8,54,12,459	4,85,89,396

NOTES TO THE ACCOUNTS (Contd.)**Note 12****TRADE RECEIVABLES**

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured Considered Good		
More than six months	—	—
Less than six months	—	—
Service Income	1,39,58,216	3,90,68,322
Insurance Commission	1,01,614	1,18,415
Brokerage	—	1,23,450
	1,40,59,830	3,93,10,187

Note 13**CASH AND CASH EQUIVALENTS**

(In ₹)

Particulars	31.03.2015	31.03.2014
Balances with Banks in Current Accounts	31,52,878	46,08,416
Bank Deposits (upto 3 months maturity)	—	1,00,01,000
	31,52,878	1,46,09,416

Note 14**SHORT-TERM LOANS AND ADVANCES**

(In ₹)

Particulars	31.03.2015	31.03.2014
Unsecured, Considered good		
Loans and advances to related parties		
To Fellow Subsidiary	—	75,00,000
Service Tax Input Credit	3,26,080	4,58,361
Other advances	2,45,690	84,680
	5,71,770	80,43,041

Note 15**OTHER CURRENT ASSETS**

(In ₹)

Particulars	31.03.2015	31.03.2014
Interest Receivable	80,088	4,52,125

SUNDARAM FINANCE DISTRIBUTION LIMITED

NOTES TO THE ACCOUNTS (Contd.)

STATEMENT OF PROFIT AND LOSS

Note 16 : REVENUE FROM OPERATIONS:

(In ₹)

Particulars	2014-2015	2013-2014
Service Income	10,11,23,836	12,02,82,889
Insurance Commission	8,74,295	13,12,762
Brokerage	22,67,129	56,89,812
	10,42,65,260	12,72,85,463

Note 17 : OTHER INCOME

(In ₹)

Particulars	2014-2015	2013-2014
Interest Income	6,63,953	19,95,712
Dividend Income	-	9,10,799
Net gain on sale of Current investments	44,59,877	1,22,912
Other non-operating income	67,480	46,667
	51,91,310	30,76,090

Note 18 : FINANCE COSTS

(In ₹)

Particulars	2014-2015	2013-2014
Interest	1,771	2,04,387

Note 19 : EMPLOYEE BENEFITS

(In ₹)

Particulars	2014-2015	2013-2014
Salaries,allowances and Bonus	67,98,842	79,33,769
Company's contribution to Provident Fund and Gratuity	5,05,245	2,88,059
Staff Welfare Expenses	2,60,389	2,17,915
	75,64,476	84,39,743

Defined Contribution Plan:

The Company has recognised the following amounts in the Profit and Loss statement, which are included in Employee benefits in Note No.19

(In ₹)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Contribution to Provident Fund	1,09,379	1,46,665	1,31,322	1,05,478	92,874
Contribution to Pension Fund	1,37,859	1,17,772	1,26,510	1,22,080	1,18,277
Contribution to Employees' State Insurance	-	-	-	59,321	87,516

NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Description of Benefit Plans	Funded Gratuity	
	2014-15	2013-14
A) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Opening Balance: Present value of obligation	2,83,051	2,86,720
Interest cost	22,644	22,938
Current service cost	64,196	86,411
Benefits paid	(41,525)	(17,954)
Actuarial (gain)/loss on obligations	1,78,246	(95,064)
Closing Balance :Present value of obligation	5,06,612	2,83,051
B) Reconciliation of opening and closing balances of the fair value of plan assets		
Opening Balance : Fair value of plan assets	3,90,269	3,08,877
Expected return on plan assets	42,158	28,840
Contributions made	1,80,732	70,506
Benefits paid	(41,525)	(17,954)
Actuarial gain/(loss) on plan assets	-	-
Closing Balance:Fair value of plan assets	5,71,634	3,90,269
C) Reconciliation of present value of defined benefit obligation and fair value of plan assets to the assets and liabilities recognised in the Balance sheet		
Closing Balance : Present value of obligation	5,06,612	2,83,051
Closing Balance : Fair value of plan assets	5,71,634	3,90,269
Unrecognised past service cost	-	-
Net Asset/(Liability) recognised in Balance Sheet	65,022	1,07,218
D) Expenses recognised in the Statement of Profit and Loss		
Current service cost	64,196	86,411
Interest cost	22,644	22,938
Expected return on plan assets	42,158	28,840
Net actuarial (gain)/loss recognized	1,78,246	(95,064)
Total Expenses	2,22,928	(14,555)
E) Actuarial assumptions*		
Discount rate	8%	8%
Expected rate of return on plan assets	8%	8%
Rate of increase in compensation levels	7%	7%
Attrition rate	1-3%	1-3%

* The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in the employment market.

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Defined Benefit Obligation	5,06,612	2,83,051	2,86,720	1,76,027	2,17,223
Plan Assets	5,71,634	3,90,269	3,08,877	2,12,013	2,34,583
Surplus / (deficit)	65,022	1,07,218	22,157	35,986	17,360
Experience adjustments on plan liabilities	1,78,246	(95,064)	45,477	(62,396)	45,227
Experience adjustments on plan assets	—	—	—	—	—

The present value of obligation towards compensated absences, as per actuarial certificate, as on 31.03.2015 was ₹ 1,50,643 (31.03.2014 – ₹ 91,710) and is provided in the books of account.

Other Employee Benefits

The Company's liability towards other employee benefits are given below:

(In ₹)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Staff Medical Scheme	54,414	98,621	81,195	59,614	27,924
Employee Assured Bonus Scheme	16,36,119	17,07,555	8,15,598	3,36,368	1,21,722

Note 20

ADMINISTRATIVE AND OTHER EXPENSES

(In ₹)

Particulars	2014-15	2013-14
Outsourcing cost	2,55,97,002	4,56,50,325
Service Expenses	4,83,04,958	4,31,45,093
Rates and taxes	4,369	8,945
Miscellaneous expenses	7,91,070	7,48,846
	7,46,97,399	8,95,53,209

Note 21

PROVISIONS AND WRITE OFF (NET)

(In ₹)

Particulars	2014-15	2013-14
Diminution in value of investments	—	5,62,500
Less: Reversal of diminution in value of investments	(5,62,500)	(5,46,900)
	(5,62,500)	15,600

NOTES TO THE ACCOUNTS (Contd.)

22 GENERAL

- 22.1 The company is engaged primarily in the business of Agency and Retail Distribution. There are no separate reportable segments as per Accounting Standard AS 17 'Segment Reporting'.
- 22.2 Related Party disclosures: In accordance with the Accounting Standard 18 on 'Related Party disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:

Holding Company:

Sundaram Finance Limited

Subsidiaries:

Infreight Logistics Solutions Limited

Sundaram Parekh Warehousing Services Limited (merged with Infreight Logistics Solutions Ltd. with effect from 01.04.2014)

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

LGF Services Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Sundaram BNP Paribas Fund Services Limited

Sundaram Insurance Broking Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited



NOTES TO THE ACCOUNTS (Contd.)

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(In ₹)

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	Total
Expenses				
Sundaram Finance Ltd.				
Sourcing Fees	16,72,958 (15,49,208)			16,72,958 (15,49,208)
Service Expenses	4,83,04,958 (4,31,45,093)			4,83,04,958 (4,31,45,093)
Income				
Sundaram Finance Limited				
Interest on Inter Corporate Deposit	— (6,77,900)			— (6,77,900)
Sundaram Business Services Limited				
Interest on Inter-Corporate loan			3,77,804 (4,57,665)	3,77,804 (4,57,665)
Assets				
Investment in Equity Shares				
Infreight Logistics Solutions Limited		44,81,615 (44,81,615)		44,81,615 (44,81,615)
Sundaram BPO India Limited			2,82,80,302 (2,82,80,302)	2,82,80,302 (2,82,80,302)
Inter Corporate Deposit				
Sundaram Finance Limited				
- Investment	— (2,00,00,000)			— (2,00,00,000)
- Disinvestment	— (2,95,00,000)			— (2,95,00,000)
- Outstanding at end of the year	— —			— —
Inter Corporate loan				
Sundaram Business Services Limited				
- Disbursement			— (75,00,000)	— (75,00,000)
- Repayment			75,00,000 —	75,00,000 —
- Outstanding			— (75,00,000)	— (75,00,000)
- Interest Receivable			— (2,06,815)	— (2,06,815)
Liabilities				
Sundaram Finance Ltd.				
- Equity Share Holdings	50,00,000 (50,00,000)			50,00,000 (50,00,000)
- Dividend Payable	1,25,00,000 (1,50,00,000)			1,25,00,000 (1,50,00,000)
- Sourcing Fees payable	3,01,686 (2,41,500)			3,01,686 (2,41,500)

No amount has been written off/written back during the year.

Previous year figures are given in brackets.

NOTES TO THE ACCOUNTS (Contd.)

- 22.3 The pending litigations as on 31st March, 2015 have been complied by the company and reviewed by the Statutory Auditors. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements.

- 22.4 Miscellaneous expenses include Remuneration to Auditors towards: (in ₹)

Audit Fee	2014-2015	2013-2014
Statutory Audit	2,00,000	65,000
Tax Audit	40,000	25,000
Certification	20,000	20,000

- 22.5 Earnings Per Share (Basic and diluted) (in ₹)

	2014-2015	2013-2014
A. Profit for the year after taxation (in ₹)	1,90,72,396	2,17,29,647
B. Weighted average no. of equity shares	5,00,000	5,00,000
C. Basic and diluted earnings per share (A/B) (in ₹)	38.14	43.46
D. Dividend Proposed/Paid (₹)	1,25,00,000	1,50,00,000
E. Dividend per share (₹)	25.00	30.00

- 22.6 There is no amount due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".
- 22.7 Previous year's figures have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

Signatures to notes 1 to 22

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number. 000511S
P Babu
Partner
Membership No.203358
Chennai
06th May, 2015

S Venkatesan

A N Raju

K Sankarakumar

Directors

SUNDARAM FINANCE DISTRIBUTION LIMITED

Harsha Kumar

Director



CASH FLOW STATEMENT

(in ₹)

	2014-15	2013-14
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	1,90,72,396	2,17,29,647
Add: Provision for Taxation (including Deferred Tax)	86,83,028	1,04,18,967
	2,77,55,424	3,21,48,614
Finance Costs	1,771	2,04,387
Less: Interest Income	(6,02,276)	(19,95,712)
Less: Dividend Income	—	(9,10,799)
Less: Net gain on sale of investments	(44,59,877)	(1,22,912)
Add: Diminution in value of investment	(5,62,500)	15,600
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,21,32,542	2,93,39,178
(Increase)/Decrease in Long Term Loans and Advances	(1,35,06,419)	(40,93,917)
(Increase)/Decrease in Short Term Loans and Advances	74,71,271	2,25,92,018
(Increase)/Decrease in Trade Receivables	2,52,50,356	15,97,351
(Increase)/Decrease in Other Current Assets	3,72,037	52,653
Increase/(Decrease) in Long Term Provisions	1,15,712	5,71,391
Increase/(Decrease) in Short Term Provisions	(2,30,985)	3,81,686
Increase/(Decrease) in Other Current Liabilities	(17,107)	17,109
Increase (Decrease) in Trade Payables	(3,94,515)	(86,47,850)
Cash generated from Operations	1,90,60,350	1,24,70,442
Finance Costs Paid	(1,771)	(2,04,387)
Direct Taxes Paid	(39,00,000)	(63,00,000)
NET CASH FROM OPERATING ACTIVITIES (A)	3,72,91,121	3,53,05,233
B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Non-Current Investments (net proceeds)	—	50,00,000
Purchase of Current Investments	(25,35,77,025)	(17,28,63,887)
Sale of Current Investments (net proceeds)	21,73,16,463	14,87,11,99
Interest Received	6,02,276	19,95,712
Dividend Received	—	9,10,799
Net gain / loss on sale of investments	44,59,877	1,22,912
NET CASH FROM INVESTING ACTIVITIES (B)	(3,11,98,409)	(1,61,22,473)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(1,75,49,250)	(58,49,750)
NET CASH FROM FINANCING ACTIVITIES (C)	(1,75,49,250)	(58,49,750)
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	(1,14,56,538)	1,33,33,010
Cash and Cash Equivalents at the Beginning of the Period	1,46,09,416	12,76,406
Cash and Cash Equivalents at the end of the period	31,52,878	1,46,09,416
Components of Cash and Cash Equivalents at the end of the Year		
Current Account with Banks	31,52,878	46,08,416
Cash, Stamps and Stamp Papers on Hand	—	—
Short Term Deposits	—	1,00,01,000

As per our report of even date attached

For Brahmaya & Co.,

Chartered Accountants

Registration Number: 000511S

P Babu

Partner

Membership No. 203358

Chennai

6th May, 2015

S Venkatesan

A N Raju

K Sankarakumar

Directors

CERTIFIED TRUE COPY
For Sundaram Finance Investments Limited

Handwritten signature

Director

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Annual Report
2014-15

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

(In ₹)

1	Name of the subsidiary	Infreight Logistics Solutions Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
4	Share capital	561,12,000.00
5	Reserves & surplus	(1071,71,691.07)
6	Total assets	12,49,529.93
7	Total Liabilities	523,09,221.00
8	Investments	—
9	Turnover	73,038.10
10	Profit before taxation	(13,34,002.90)
11	Provision for taxation	—
12	Profit after taxation	(13,34,002.90)
13	Proposed Dividend	—
14	% of shareholding	100%
	Names of subsidiaries which have been merged during the year	Sundaram Parekh Warehousing Services Limited

Place: Chennai

Date : 6th May, 2015

S Venkatesan

A N Raju

K Sankarakumar

Directors



SUNDARAM FINANCE DISTRIBUTION LIMITED

SUNDARAM FINANCE DISTRIBUTION LIMITED

22nd ANNUAL REPORT 2015-16



SUNDARAM DISTRIBUTION



BOARD OF DIRECTORS

S Venkatesan

A N Raju

K Sankarakumar

BANKERS

State Bank of Travancore

ICICI Bank

AUDITORS

M/s. Brahmayya & Co., Chennai

Chartered Accountants

REGISTERED OFFICE

21, Patullos Road

Chennai 600 002

CIN : U67120TN1993PLC025996





SUNDARAM FINANCE DISTRIBUTION LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE
Enduring values. New age thinking.

SUNDARAM FINANCE LIMITED

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Board's Report

Your Directors present the Twenty Second Annual Report and Audited Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

(₹ in cr.)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Income from Operations	7.42	10.43
Other Income	0.72	0.52
Total Income	8.14	10.95
Less: Total Expenditure	6.90	8.17
Profit before Tax	1.24	2.78
Profit after Tax	1.00	1.91
Surplus brought forward	0.63	0.42
Amount available for appropriation	1.63	2.33
Appropriations have been made as under:		
Transfers to General Reserve	0.10	0.19
Dividend	1.00	1.25
Dividend Tax	0.20	0.25
Surplus carried to balance sheet	0.33	0.63

BUSINESS REVIEW

During the year, your Company earned revenue from operations of ₹7.42 cr. as against ₹10.43 cr. in the previous year. The profit after tax for the year was at ₹1.00 cr. as against ₹1.91 cr. in the previous year.

DIVIDEND

Your directors are happy to recommend a dividend of ₹20/- per share (200% on the face value of ₹10/-) for the financial year 2015-16 on the paid-up capital of ₹50.00 lakhs, as against ₹25/-

per share (250% on the face value of ₹10/-) during the previous year. The dividend together with dividend tax of ₹0.20 cr. absorbs a sum of ₹1.20 cr.

SUBSIDIARIES

Infreight Logistics Solutions Limited (Infreight) - There were no operations during the year under review.

DIRECTORS

Sri K Sankarakumar, Director, retires by rotation and being eligible offers himself for re-election. Necessary resolution is submitted for your approval.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, 4 meetings of the Board of Directors were held.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis; and



- v) the Directors devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has the following investments as on 31st March 2016.

₹ in Cr.

Investment in Equity Instruments	2.83
Investment in Bonds	0.22

There were no loans made or guarantees given by the Company.

RELATED PARTY TRANSACTIONS

During the year, the Company has entered into materially significant transaction with related parties. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2 as required under Sec 134 (3) (h) of the Companies Act 2013, read with Rule 8(2) of the Companies (Accounts Rules) 2014, is attached as parts of this report vide Annexure A.

EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2016, is enclosed -Annexure B.

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES, 2014

Your Company has no activity relating to conservation of energy or technology absorption. Your Company did not have any foreign exchange earnings or outgo during the year.

PERSONNEL

None of the employees of the Company is in receipt of remuneration in excess of the limits prescribed under Rule 5 of Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DEPOSITS

Your Company has not accepted any public deposit during the period under review.

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate from the Auditors that they satisfy the conditions prescribed under the Companies Act, 2013 and the Rules made thereunder (including satisfaction of criteria under Section 141 of the Companies Act, 2013), has been received from them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year 2015-16.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Limited for its support. Your Directors also place on record their appreciation to the contribution made by the management team and the employees at all levels.

S. Venkatesan

A.N. Raju

K Sankarakumar

Directors

Chennai 600 002
Date: 14th May 2016



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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

All transactions entered into by the Company during the year with related parties were on an arm's length basis.

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

- a) Name(s) of the related party and nature of relationship

Sundaram Finance Limited, Holding Company

- b) Nature of contracts/arrangements/transactions

Sourcing Fees and Services Expenses incurred towards distribution and marketing of financial products.

- c) Duration of the contracts / arrangements/transactions - **One Year**

- d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Service Expenses shall be paid under the following terms:

Cost per unit (Transaction)	₹452/-.
Pre-determined units of Transactions per annum	1,07,000
For every additional unit	₹452/-

Subject to a minimum of ₹40,50,000/- per month.

- e) Date(s) of approval by the Board, if any: **6th May 2015**
f) Amount paid as advances, if any: **Nil**

S. Venkatesan

A.N. Raju

K. Sankarakumar
Directors



SUNDARAM FINANCE DISTRIBUTION LIMITED

Annexure - B

FORM NO.MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 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 AND OTHER DETAILS

(i)	CIN	U67120TN1993PLC025996
(ii)	Registration Date	13-10-1993
(iii)	Name of the Company	Sundaram Finance Distribution Limited
(iv)	Category / Sub-Category of the Company	Limited by Shares, Indian Non-Government Company
(v)	Address of the Registered Office and contact details	No. 21, Patullos Road, Chennai 600002 Sri P Viswanathan 044 28881207 pv@sundaramfinance.in
(vi)	Whether Listed Company Yes / No	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Engaged in the distribution and marketing of financial, savings, loan, investment and insurance products	66 - Other Financial Activities	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Sundaram Finance Limited 21, Patullos Road, Chennai - 600002	L65191TN1954PLC002429	Holding	100	2(46)
2	Infreight Logistics Solutions Limited 21, Patullos Road, Chennai - 600002	U72900TN2000PLC063984	Subsidiary	100	2(87)(ii)



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

(i) Category-wise Share Holding

	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 Shares	
A.	Promoters									
(1)	Indian									
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp - Sundaram Finance Limited *	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
(2)	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Any Other - Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
	Sub- Total (B)(1)	-	-	-	-	-	-	-	-	-



	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 Shares	
2.	Non- Institutions									
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(i)	Indian	-	-	-	-	-	-	-	-	-
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									
i	Individual shareholders holding nominal shares capital up to ₹1 lakh	-	-	-	-	-	-	-	-	-
ii	Individual shareholders holding nominal shares capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub- Total (B)(2)	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
(C)	Shares held by Custodian for GD ₹ and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	-	5,00,000	5,00,000	100.00	-	5,00,000	5,00,000	100.00	-

* Includes 6 shares held by the nominees of Sundaram Finance Limited

(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	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited*	5,00,000	100%	—	5,00,000	100%	—	—
	Total	500000	100%	—	500000	100%	—	—

* Includes 6 shares held by the nominees of Sundaram Finance Limited



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

Particulars	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
Sundaram Finance Limited*				
At the beginning of the year	5,00,000	100%	-	-
Increase / Decrease in Promoters Share holding during the year	-	-	-	-
At the end of the Year	-	-	5,00,000	100%

*Includes 6 shares held by the nominees of Sundaram Finance Limited

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	NOT APPLICABLE			
Increase / Decrease in Share holding during the year				
At the end of the Year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name 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	Sri S Venkatesan				
	At the beginning of the year	-	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	-	-
2	Sri A N Raju *				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
3	Sri K Sankarakumar *				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-

* Held as nominees of Sundaram Finance Limited jointly with others
SUNDARAM FINANCE DISTRIBUTION LIMITED



V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil			
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross Salary	NOT APPLICABLE	
	(a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Name of the Directors	Particulars of Remuneration			Total Amount
	Fee for attending board / committee meetings	Commission	Others, please specify	
Independent Directors	Not Applicable			Nil
Total (1)				
Other Non-Executive Directors	Nil			
Sri S Venkatesan				
Sri A N Raju				
Sri K Sankarakumar				
Total (2)				
Total (b) = (1+2)				
Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

Sl. No.	Particulars of Remuneration	Company Secretary	CFO	Total Amount
1	Gross Salary	NOT APPLICABLE		
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961			
	b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	Total (A)			

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2016.



Independent Auditors' Report

To the Members of Sundaram Finance Distribution Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram Finance Distribution Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

3. 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 thereunder.

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.

4. Opinion

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

a) in the case of the Balance Sheet, of the state of affairs of

the Company as at March 31, 2016;

- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- i) 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 statement on the matters specified in paragraph 3 and 4 of the Order.
- ii) 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 31st March, 2016 taken on

record by the Board of Directors, none of the directors is disqualified as on 31st 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"
- 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 has disclosed the effect of the pending litigations in its financial statements as mentioned in Note 21.3 of the Notes to the accounts;
 - ii. the Company did not have any long term contracts including derivative contracts;
 - iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

For **BRAHMAYYA & CO.,**
Chartered Accountants
Firm Regn. No.000511S

P. BABU
Partner

Membership No.203358

Place: Chennai
Date : 14-05-2016



“Annexure A” to the Auditors’ Report referred to in Paragraph 5 of our Report of even date

1. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii)(a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company for the year.
 2. In our opinion and according to the information and explanations given to us, the company has not granted any loans, made any investments or provided any guarantee or security as envisaged under Section 185 and Section 186 of the Act, 2013 respectively.
 3. The Company has not accepted any deposits from the public.
 4. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
 5. i) In our opinion and according to the information and explanations given to us, undisputed statutory dues, including Provident Fund, Income tax, Service tax, cess and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
ii) In our opinion and according to the information and explanations given to us, there are no dues of Service tax which have not been deposited on account of any dispute. The dues in respect of Income tax which have not been deposited on account of dispute are as follows:
- | Nature of dues | Amount (₹) | Period to which the amount relates | Forum where the dispute is pending |
|----------------|------------|------------------------------------|------------------------------------|
| Income Tax | 6,46,765/- | Assessment Year 2009-10 | CIT (A) |
6. The Company does not have any borrowings from banks, financial institutions, government or by issue of debentures.
 7. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) or by way of term loans.
 8. To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company and no fraud on the Company by its officers or employees were noticed or reported during the course of our audit.
 9. The Company has not incurred any expenditure towards managerial remuneration.
 10. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 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.
 11. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 12. In our opinion and 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 them.
 13. In our opinion and according to the information and explanations given to us, the nature of the Company's business/activities during the year has been such that clause (i), clause (ii), clause (xii) and clause (xvi) of paragraph 3 of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company for the year.

For **BRAHMAYYA & CO.,**

Chartered Accountants

Firm Regn. No.000511S

P. BABU

Partner

Membership No.203358

Place: Chennai

Date : 14-05-2016



Annual Report
2015-16

“Annexure B” to the Auditors’ Report referred to in Paragraph 5 of our Report of even date

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

We have audited the internal financial controls over financial reporting of Sundaram Finance Distribution Limited (“the Company”) as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered 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 **BRAHMAYYA & CO.,**

Chartered Accountants

Firm Regn. No.000511S

P. BABU

Partner

Membership No.203358

Place: Chennai

Date : 14-05-2016



Balance Sheet

as at 31st March, 2016

(In ₹)

	Note	March 31, 2016	March 31, 2015
EQUITY AND LIABILITIES			
1) Shareholders' funds			
a) Share Capital	2	50,00,000	50,00,000
b) Reserves and Surplus	3	14,05,00,018	14,25,12,893
c) Money received against share warrants		-	-
		14,55,00,018	14,75,12,893
2) Share application money pending allotment		-	-
3) Non-current liabilities			
a) Long Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		-	-
c) Other Long term liabilities		-	-
d) Long-term provisions	4	7,24,181	11,61,129
		7,24,181	11,61,129
4) Current liabilities			
a) Short Term Borrowings		-	-
b) Trade payables	5	-	-
i) total outstanding due to micro and small enterprises		-	-
ii) total outstanding due of creditors other than micro and small enterprises		10,06,117	13,98,584
c) Other current liabilities		-	-
d) Short-term provisions	6	1,34,65,753	1,64,63,111
		1,44,71,870	1,78,61,695
TOTAL EQUITY AND LIABILITIES		16,06,96,069	16,65,35,717
ASSETS			
1) Non-current assets			
a) Fixed Assets			
i) Tangible assets		-	-
ii) Intangible assets		-	-
iii) Capital work in progress		-	-
iv) Intangible assets under development		-	-
b) Non-current investments	7	3,04,56,862	3,04,56,862
c) Deferred tax assets (net)	8	2,13,542	1,56,600
d) Long-term loans and advances	9	3,96,24,027	3,26,45,230
e) Other non-current assets		-	-
		7,02,94,431	6,32,58,692
2) Current assets			
a) Current investments	10	6,63,92,563	8,54,12,459
b) Inventories		-	-
c) Trade receivables	11	1,52,86,536	1,40,59,830
d) Cash and cash equivalents	12	77,21,869	31,52,878
e) Short term loans and advances	13	8,00,140	5,71,770
f) Other current assets	14	2,00,530	80,088
		9,04,01,638	10,32,77,025
TOTAL ASSETS		16,06,96,069	16,65,35,717

Significant Accounting Policies and Notes to the Accounts - 1 to 21

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number. 000511S

P Babu

Partner

Membership No. 203358

Chennai

14th May, 2016

SUNDARAM FINANCE DISTRIBUTION LIMITED

S Venkatesan

A N Raju

K Sankarakumar

Directors

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18 For Sundaram Finance Investments Limited



Hanisha Kumar
Director



Statement of Profit and Loss

for the Year Ended 31st March, 2016

(In ₹)

	Note	2015-2016	2014-2015
REVENUE :			
Revenue from Operations	15	7,42,15,382	10,42,65,260
Other income	16	71,90,334	51,91,310
Total Revenue	(A)	8,14,05,716	10,94,56,570
EXPENSES:			
Finance Costs	17	77,243	1,771
Employee benefits	18	73,74,851	75,64,476
Administrative and Other expenses	19	6,15,87,674	7,46,97,399
Provisions and Write Off	20	-	(5,62,500)
Total Expenses	(B)	6,90,39,768	8,17,01,146
Profit before Tax	(A-B)	1,23,65,948	2,77,55,424
Tax expense:			
Current tax		24,00,000	87,00,000
Deferred tax		(56,942)	(16,972)
		23,43,058	86,83,028
Profit after Tax		1,00,22,890	1,90,72,396
Earnings per equity share:			
Weighted average number of shares		5,00,000	5,00,000
Basic		20.05	38.14
Diluted		20.05	38.14
Significant Accounting Policies and Notes to the Accounts - 1 to 21			

As per our report of even date attached

For **Brahmayya & Co.,**

Chartered Accountants

Registration Number. 000511S

P Babu

Partner

Membership No.203358

Chennai

14th May, 2016

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For Sundaram Finance Investments Limited

Director

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S Venkatesan

A N Raju

K Sankarakumar

Directors

Annual Report

2015-16

CASH FLOW STATEMENT

(In ₹)

	2015-16	2014-15
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	1,00,22,890	1,90,72,396
Add: Provision for Taxation (including Deferred Tax)	23,43,058	86,83,028
	1,23,65,948	2,77,55,424
Finance Costs	77,243	1,771
Less: Interest Income	(2,94,441)	(6,02,276)
Less: Net gain on sale of investments	(66,40,504)	(44,59,877)
Add: Diminution in value of investment	-	(5,62,500)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	55,08,246	2,21,32,542
(Increase)/Decrease in Long Term Loans and Advances	(88,78,798)	(1,35,06,419)
(Increase)/Decrease in Short Term Loans and Advances	(2,28,370)	74,71,271
(Increase)/Decrease in Trade Receivables	(12,26,708)	2,52,50,356
(Increase) /Decrease in Bank Deposits	(60,00,000)	-
(Increase)/Decrease in Other Current Assets	(1,20,441)	3,72,037
Increase /(Decrease) in Long Term Provisions	(4,36,948)	1,15,712
Increase /(Decrease) in Short Term Provisions	11,583	(2,30,985)
Increase /(Decrease) in Other Current Liabilities	-	(17,107)
Increase (Decrease) in Trade Payables	(3,92,466)	(3,94,515)
Cash generated from Operations	(1,72,72,148)	1,90,60,350
Finance Costs Paid	(77,243)	(1,771)
Direct Taxes Paid	(5,00,000)	(39,00,000)
NET CASH FROM OPERATING ACTIVITIES (A)	(1,23,41,145)	3,72,91,121
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Current Investments	(10,50,50,000)	(25,35,77,025)
Sale of Current Investments (net proceeds)	12,40,69,896	21,73,16,463
Interest Received	2,94,442	6,02,276
Net gain/loss on sale of investments	66,40,504	44,59,877
NET CASH FROM INVESTING ACTIVITIES (B)	2,59,54,842	(31,1,98,409)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(1,50,44,706)	(1,75,49,250)
NET CASH FROM FINANCING ACTIVITIES (C)	(1,50,44,706)	(1,75,49,250)
Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	(14,31,009)	(1,14,56,538)
Cash and Cash Equivalents at the Beginning of the Period	31,58,878	1,46,09,416
Cash and Cash Equivalents at the end of the period	17,21,869	31,52,878
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Current Account with Banks	17,21,869	31,52,878
Cash, Stamps and Stamp Papers on Hand	-	-
Short Term Deposits	-	-

As per our report of even date attached

For **Brahmayya & Co.,**
Chartered Accountants
Registration Number. 0005118

P Babu
Partner
Membership No. 203358
Chennai
14th May, 2016

S Venkatesan

A N Raju

K Sankarakumar

Directors

SUNDARAM FINANCE DISTRIBUTION LIMITED

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For Sundaram Finance Investments Limited



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Harsha M

Director

NOTES TO THE ACCOUNTS

Note 1 : SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in the financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements.

The assets and liabilities have been classified as non-current and current based on a twelve month operating cycle.

- 1.2 Income Recognition:

Income in respect of services rendered, insurance commission and brokerage is accounted on accrual basis.

- 1.3 Valuation of Investments:

Long Term investments are stated at cost. Provision for decline in value, other than temporary, is considered wherever necessary. Current Investments are valued at lower of Cost and Market Value / Net Asset Value.

- 1.4 Employee Benefits:

- A) Short Term Employee Benefits:

Short Term Employee Benefits for services rendered by employees are recognized during the period when the services are rendered.

- B) Post employment benefits:

Defined Contribution Plan

- i) Provident Fund:

The Company contributes to a government administered Provident Fund and Pension Fund under the Employees Provident Fund Act on behalf of its employees.

Defined Benefit Plan

- i) Gratuity :

The Company makes an annual contribution to a Gratuity Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The company accounts its liability based on an actuarial valuation, as at the balance sheet date, determined every year by LIC using the Projected Unit Credit method. The expenses and actuarial gain/ loss on account of the above benefit plan is recognized in the Statement of Profit and Loss account on the basis of an actuarial valuation.



NOTES TO THE ACCOUNTS (Contd.)

C) Other Long Term Employee Benefits:

The liability in respect of other long term benefits like Employee Assured Bonus Scheme, reimbursement of medical expenses and entitlement of sick leave has been provided on the basis of actuarial valuation obtained at the Balance Sheet date.

1.5 Taxation:

Current tax is provided on the taxable income for the year. Deferred tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

1.7 Provisions:

Provisions are recognized when the company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.



NOTES TO THE ACCOUNTS (Contd.)

BALANCE SHEET

Note 2

SHARE CAPITAL

(In ₹)

	31.03.2016	31.03.2015
Authorised		
30,00,000 Equity shares of face value of ₹10/- each	3,00,00,000	3,00,00,000
Issued, Subscribed and fully paid up		
5,00,000 Equity Shares of face value of ₹10/- each	50,00,000	50,00,000

	Nos.	Nos.
Reconciliation of number of shares		
Shares outstanding at the beginning of the year	5,00,000	5,00,000
Add: Shares issued during the year	—	—
Less: Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,00,000	5,00,000

Details of number of shares held by shareholders holding more than 5% shares are set out below:

Name of the Shareholder	Status	No. of Shares	% held as at 31.03.2016	No. of Shares	% held as at 31.03.2015
Sundaram Finance Limited*	Holding Company	5,00,000	100	5,00,000	100

* include 6 equity shares held by nominees of Sundaram Finance Limited



NOTES TO THE ACCOUNTS (Contd.)

Note 3:

RESERVES AND SURPLUS

(In ₹)

	31.03.2016		31.03.2015	
a. General Reserve				
Opening balance	13,62,13,240		13,43,06,000	
Add: Transfer from Surplus in the Statement of Profit and Loss	10,00,000		19,07,240	
		13,72,13,240		13,62,13,240
b. Surplus in the Statement of Profit and Loss				
Opening Balance	62,99,653		41,79,203	
Add: Profit for the year from the Statement of Profit and Loss	1,00,22,890		1,90,72,396	
	1,63,22,543		2,32,51,599	
Less: Appropriations				
General Reserve	10,00,000		19,07,240	
Dividend				
Final (Proposed)	1,00,00,000		1,25,00,000	
Dividend Distribution Tax	20,35,765	32,86,778	25,44,706	62,99,653
		14,05,00,018		14,25,12,893

Note 4

LONG TERM PROVISIONS

(In ₹)

	31.03.2016	31.03.2015
Provision for employee benefits	7,24,181	11,61,129

Note 5

TRADE PAYABLES *

(In ₹)

	31.03.2016	31.03.2015
i) Total outstanding due to micro and small enterprises	-	-
ii) Total outstanding due of creditors other than micro and small enterprises		
- For Expenses	4,91,062	8,14,931
- For Others	5,15,055	5,83,653
	10,06,117	13,98,584

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.



NOTES TO THE ACCOUNTS (Contd.)**Note 6****SHORT-TERM PROVISIONS**

(In ₹)

	31.03.2016	31.03.2015
Provision for employee benefits	14,29,988	14,18,405
Others		
- Proposed Dividend	1,00,00,000	1,25,00,000
- Dividend Distribution Tax	20,35,765	25,44,706
	<u>1,34,65,753</u>	<u>1,64,63,111</u>

Note 7**NON-CURRENT INVESTMENTS**

(In ₹)

	31.03.2016	31.03.2015
a) Investments in Equity Instruments	2,82,81,862	2,82,81,862
b) Investments in Bonds	21,75,000	21,75,000
	<u>3,04,56,862</u>	<u>3,04,56,862</u>

NOTES TO THE ACCOUNTS (Contd.)

	Face Value (In ₹)	As at 31.03.2016		As at 31.03.2015	
		Holding (Numbers)	Cost (In ₹)	Holding (Numbers)	Cost (In ₹)
a) Investments in Equity Instruments					
i) Subsidiary Companies (Unquoted)					
Infreight Logistics Solutions Limited	10	56,11,200	44,81,615	56,11,200	44,81,615
ii) Other Companies (Unquoted)					
UMW Industries Limited. *	10	78,000	1,560	78,000	1,560
Sundaram BPO India Ltd	10	14,10,250	2,82,80,302	14,10,250	2,82,80,302
TOTAL			3,27,63,477		3,27,63,477
* Investments are carried at other than cost					
Less: Provision for investment - Infreight Logistics Solutions Limited	—	—	44,81,615	—	44,81,615
			2,82,81,862		2,82,81,862
b) Investments in Bonds					
Non-Trade (Quoted)					
8% IRFC Tax Free Bonds, 2012	1,000	2,175	21,75,000	2,175	21,75,000
			21,75,000		21,75,000

(In ₹)

	Cost	Market Value
Aggregate amount of Quoted Investments	21,75,000	23,70,750
Aggregate amount of Unquoted Investments	3,27,63,477	

Note 8

DEFERRED TAX ASSET

(In ₹)

	31.03.2016	31.03.2015
On Investments	1,43,218	1,06,798
On Employee Benefits	70,324	49,802
	2,13,542	1,56,600



NOTES TO THE ACCOUNTS (Contd.)**Note 9****LONG-TERM LOANS AND ADVANCES**

(In ₹)

	31.03.2016	31.03.2015
Unsecured, Considered Good		
Advance Income Tax and Tax deducted at source (net of Provision)	3,81,61,320	3,17,35,988
Staff Advances	13,39,788	8,44,220
Other Advances	1,22,919	65,022
Total	3,96,24,027	3,26,45,230

Advance payment of Income Tax and Tax deducted at source is net of provision for Income Tax of ₹2,25,48,488/- and tax paid under dispute of ₹1,72,44,442/- (Previous Year provision for Income Tax ₹3,53,11,651/- and tax paid under dispute ₹ 64,02,564/- respectively)

Note 10**CURRENT INVESTMENTS-OTHERS**

	Face Value (In ₹)	As at 31.03.2016		As at 31.03.2015	
		Holding (Number)	Cost (In ₹)	Holding (Number)	Cost (In ₹)
Unquoted, Valued at cost or fair value whichever is lower					
Investments in Mutual Funds:					
Sundaram Money Fund	10	8,28,307	2,63,92,563	8,66,236	2,54,12,459
Sundaram Money Fund-FTP (Growth)	10	-	-	20,00,000	2,00,00,000
ICICI Prudential Long Term Gilt Fund - Growth	10	8,37,342	4,00,00,000	8,37,342	4,00,00,000
Aggregate amount of Unquoted Investments			6,63,92,563		8,54,12,459

(In ₹)

	Cost	
	31.03.2016	31.03.2015
Aggregate amount of Unquoted Investments	6,63,92,563	8,54,12,459
Less : Provision for diminution	-	-
	6,63,92,563	8,54,12,459

NOTES TO THE ACCOUNTS (Contd.)**Note 11****TRADE RECEIVABLES**

(In ₹)

	31.03.2016	31.03.2015
Unsecured Considered Good		
More than six months	-	-
Less than six months		
Service Income	1,50,93,473	1,39,58,216
Insurance Commission	51,190	1,01,614
Brokerage	1,41,873	-
	<u>1,52,86,536</u>	<u>1,40,59,830</u>

Note 12**CASH AND CASH EQUIVALENTS**

(In ₹)

	31.03.2016	31.03.2015
Balances with Banks in Current Accounts	17,21,869	31,52,878
Bank Deposits (upto 12 months maturity)	60,00,000	-
	<u>77,21,869</u>	<u>31,52,878</u>

Note 13**SHORT-TERM LOANS AND ADVANCES**

(In ₹)

	31.03.2016	31.03.2015
Unsecured, Considered good		
Service Tax Input Credit	5,07,584	3,26,080
Staff advances	2,83,855	2,39,058
Other advances	8,701	6,632
	<u>8,00,140</u>	<u>5,71,770</u>

Note 14**OTHER CURRENT ASSETS**

(In ₹)

	31.03.2016	31.03.2015
Interest Receivable	2,00,530	80,088

SUNDARAM FINANCE DISTRIBUTION LIMITED

NOTES TO THE ACCOUNTS (Contd.)**STATEMENT OF PROFIT AND LOSS****Note 15 : REVENUE FROM OPERATIONS:**

(In ₹)

	2015-2016	2014-2015
Service Income	7,18,71,956	10,11,23,836
Insurance Commission	7,03,194	8,74,295
Brokerage	16,40,232	22,67,129
	7,42,15,382	10,42,65,260

Note 16 : OTHER INCOME

(In ₹)

	2015-2016	2014-2015
Interest Income	3,90,740	6,63,953
Net gain on sale of Current investments	66,40,504	44,59,877
Other non-operating income	1,59,090	67,480
	71,90,334	51,91,310

Note 17 : FINANCE COSTS

(In ₹)

	2015-2016	2014-2015
Interest	77,243	1,771

Note 18 : EMPLOYEE BENEFITS

(In ₹)

	2015-2016	2014-2015
Salaries, allowances and Bonus	68,67,965	67,98,842
Company's contribution to Provident Fund and Gratuity	3,05,565	5,05,245
Staff Welfare Expenses	2,01,321	2,60,389
	73,74,851	75,64,476

Defined Contribution Plan:

The Company has recognised the following amounts in the statement of Profit and Loss, which are included in Employee benefits in Note No.18

(In ₹)

	2015-16	2014-15	2013-14	2012-13	2011-12
Contribution to Provident Fund	82,616	1,09,379	1,46,665	1,31,322	1,05,478
Contribution to Pension Fund	1,51,425	1,37,859	1,17,772	1,26,510	1,22,080
Contribution to Employees' State Insurance	-	-	-	-	59,321

NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

Description of Benefit Plans		Funded Gratuities	
		2015-16	2014-15
A)	Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
	Opening Balance: Present value of obligation	5,06,612	2,83,051
	Interest cost	40,529	22,644
	Current service cost	82,676	64,196
	Benefits paid	-	(41,525)
	Actuarial (gain)/loss on obligations	(33,524)	1,78,246
	Closing Balance :Present value of obligation	5,96,293	5,06,612
B)	Reconciliation of opening and closing balances of the fair value of plan assets		
	Opening Balance : Fair value of plan assets	5,71,634	3,90,269
	Expected return on plan assets	55,498	42,158
	Contributions made	92,079	1,80,732
	Benefits paid	-	(41,525)
	Actuarial gain/(loss) on plan assets	-	-
	Closing Balance:Fair value of plan assets	7,19,212	5,71,634
C)	Reconciliation of present value of defined benefit obligation and fair value of plan assets to the assets and liabilities recognised in the Balance sheet		
	Closing Balance : Present value of obligation	5,96,293	5,06,612
	Closing Balance : Fair value of plan assets	7,19,212	5,71,634
	Unrecognised past service cost	-	-
	Net Asset/(Liability) recognised in Balance Sheet	1,22,919	65,022
D)	Expenses recognised in the Statement of Profit and Loss		
	Current service cost	82,676	64,196
	Interest cost	40,529	22,644
	Expected return on plan assets	55,498	42,158
	Net actuarial (gain)/loss recognized	(33,524)	1,78,246
	Total Expenses	34,183	2,22,928
E)	Actuarial assumptions *		
	Discount rate	8%	8%
	Expected rate of return on plan assets	8%	8%
	Rate of increase in compensation levels	7%	7%
	Attrition rate	1-3%	1-3%

* The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in the employment market.

SUNDARAM FINANCE DISTRIBUTION LIMITED



NOTES TO THE ACCOUNTS (Contd.)

(In ₹)

	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Defined Benefit Obligation	5,96,293	5,06,612	2,83,051	2,86,720	1,76,027
Plan Assets	7,19,212	5,71,634	3,90,269	3,08,877	2,12,013
Surplus / (deficit)	1,22,919	65,022	1,07,218	22,157	35,986
Experience adjustments on plan liabilities	(33,524)	1,78,246	(95,064)	45,477	(62,396)
Experience adjustments on plan assets	-	-	-	-	-

The present value of obligation towards compensated absences, as per actuarial certificate, as on 31.03.2016 was ₹2,12,698 (31.03.2015 – ₹1,50,643) and is provided in the books of account.

Other Employee Benefits

The Company's liability towards other employee benefits are given below:

(In ₹)

	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Staff Medical Scheme	92,689	54,414	98,621	81,195	59,614
Employee Assured Bonus Scheme	11,79,329	16,36,119	17,07,555	8,15,598	3,36,368

Note 19**ADMINISTRATIVE AND OTHER EXPENSES**

(In ₹)

	2015-2016	2014-2015
Outsourcing cost	1,18,50,172	2,55,97,002
Service Expenses	4,88,46,014	4,83,04,958
Rates and taxes	5,858	4,369
Miscellaneous expenses	8,85,630	7,91,070
	6,15,87,674	7,46,97,399

Note 20**PROVISIONS AND WRITE OFF (NET)**

(In ₹)

	2015-2016	2014-2015
Diminution in value of investments	-	-
Less: Reversal of diminution in value of investments	-	(5,62,500)
	-	(5,62,500)

NOTES TO THE ACCOUNTS (Contd.)

21 GENERAL

- 21.1 The company is engaged primarily in the business of Agency and Retail Distribution. There are no separate reportable segments as per Accounting Standard AS 17 'Segment Reporting'
- 21.2 Related Party disclosures: In accordance with the Accounting Standard 18 on 'Related Party disclosures', the details of related parties and the transactions with related parties are given below:

Related Parties:

Holding Company:

Sundaram Finance Limited

Subsidiaries:

Infreight Logistics Solutions Limited

Fellow Subsidiaries:

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Trustee Company Limited

LGF Services Limited

Sundaram Infotech Solutions Limited

Sundaram Business Services Limited

Sundaram BNP Paribas Fund Services Limited

Sundaram Insurance Broking Services Limited

Sundaram Asset Management Singapore Pte Limited

Sundaram BPO India Limited

Royal Sundaram General Insurance Co. Limited (Effective from 29-Jul-2015)



NOTES TO THE ACCOUNTS (Contd.)**Related Party Transactions**

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(In ₹)

Nature of Transactions	Holding Company	Subsidiaries	Fellow Subsidiaries	2015-16	2014-15
Expenses					
Sundaram Finance Ltd.					
Sourcing Fees	1,07,267			1,07,267	16,72,958
Service Expenses	4,88,46,014			4,88,46,014	4,83,04,958
Royal Sundaram General Insurance Co. Limited					
Insurance			7,411	7,411	-
Income					
Sundaram Business Services Limited					
Interest on Inter-Corporate loan			-	-	3,77,804
Assets					
Investment in Equity Shares					
Infreight Logistics Solutions Limited		44,81,615		44,81,615	44,81,615
Sundaram BPO India Limited			2,82,80,302	2,82,80,302	2,82,80,302
Inter Corporate loan					
Sundaram Business Services Limited					
- Repayment			-	-	75,00,000
Prepaid Expenses					
Royal Sundaram General Insurance Co. Limited			9,963	9,963	-
Liabilities					
Sundaram Finance Ltd.					
- Equity Share Holdings	50,00,000			50,00,000	50,00,000
- Dividend Payable	1,00,00,000			1,00,00,000	1,25,00,000
- Sourcing Fees payable	-			-	3,01,686

No amount has been written off/written back during the year.



NOTES TO THE ACCOUNTS (Contd.)

- 21.3 The pending litigations as on 31st March, 2016 have been compiled by the company and reviewed by the Statutory Auditors. The effect of the current position of the litigations have been evaluated and appropriately considered and disclosed in the financial statements..

- 21.4 Miscellaneous expenses include Remuneration to Auditors towards: (In ₹)

Audit Fee	2015-2016	2014-2015
Statutory Audit	3,00,000	2,00,000
Tax Audit	75,000	40,000
Certification	20,000	20,000

- 21.5 Earnings Per Share (Basic and diluted)

	2015-2016	2014-2015
A. Profit for the year after taxation (in ₹)	1,00,22,890	1,90,72,396
B. Weighted average no. of equity shares	5,00,000	5,00,000
C. Basic and diluted earnings per share (A/B) (in ₹)	20.05	38.14
D. Dividend Proposed/Paid (₹)	1,00,00,000	1,25,00,000
E. Dividend per share (₹)	20.00	25.00

- 21.6 There is no amount due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006".
- 21.7 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's presentation.

Signatures to notes 1 to 21

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number. 000511S
P Babu
Partner
Membership No.203358
Chennai
14th May, 2016

S Venkatesan
A N Raju
K Sankarakumar
Directors

SUNDARAM FINANCE DISTRIBUTION LIMITED



Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

(In ₹)

1	Name of the subsidiary	Infreight Logistics Solutions Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2016
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
4	Share capital	5,61,12,000.00
5	Reserves & surplus	(10,73,89,267.15)
6	Total assets	4,96,764.85
7	Total Liabilities	5,17,74,032.00
8	Investments	—
9	Turnover	54,783.00
10	Profit before taxation	(2,17,576.06)
11	Provision for taxation	—
12	Profit after taxation	(2,17,576.06)
13	Proposed Dividend	—
14	% of shareholding	100%

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
Registration Number: 000511S
P Babu
Partner
Membership No. 203358
Chennai
14th May, 2016

S Venkatesan

A N Raju

K Sankarakumar

CERTIFIED TRUE COPY

Directors



For Sundaram Finance Investments Limited

Director