ANNUAL REPORT

for the year ended March 31, 2018

### REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

The Directors have pleasure in presenting the Twenty Sixth Annual Report, together with the audited accounts for the year ended 31st March 2018.

### FINANCIAL RESULTS

(in ₹)

| Particulars  | 2017-18    | 2016-17    |
|--|------------|------------|
| Sales and other income                                   | 51,945     | 40,416     |
| Gross Profit / (Loss) before interest & depreciation     | (26,837)   | (79,282)   |
| Less: Interest   | -          | -          |
| Less: Depreciation                                       | -          | -          |
| Profit / (Loss) before tax                               | (26,837)   | (79,282)   |
| Add / (Less): Provision for Tax (including Deferred Tax) | -          | (58,792)   |
| Profit / (Loss) after tax                                | (26,837)   | (20,490)   |
| Add / (Less): Balance brought forward                    | 26,579,211 | 26,599,701 |
| Less: Transferred to General Reserve                     | -          | -          |
| Balance carried forward                                  | 26,552,824 | 26,579,211 |

### **OPERATIONS**

The Sales and other income during the year under review was at ₹ 51,945/-as against ₹ 40,416/- in the previous year. The operating loss for the year was at ₹ 26,837/- as against loss of ₹ 79,282/- in the previous year and the year ended with a net loss of ₹ 26,837/- as against net loss of ₹ 20,490/- in the previous year.

### **DIVIDEND**

The Directors do not recommend any final dividend for the year under review in view of the losses.

### TRANSFER TO RESERVES

The Company has not transferred any amounts to reserves during the year 2017-2018 in view of no profit.

### **BOARD MEETINGS**

During the financial year 2017-2018, there were 5 (Five) Board meetings, which were held on April 28, 2017, August 18, 2017, December 11, 2017, March 13, 2018 and March 20, 2018.

### DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

- a) in the preparation of annual accounts, the applicable accounting standards had been followed and there were no material departures.
- b) we had selected appropriate accounting policies and applied them consistently and made judgments and estimates that have been made, 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 31st March 2018.
- c) we had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) we had prepared the annual accounts on a going concern basis.
- e) we had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

# PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company being a Non-Banking Finance Company, Section 186 of the Companies Act, 2013 is not applicable to this Company.

#### **DIRECTORS**

Sri K Pasupathy, Director (DIN 02942471) retires from the Board by rotation and being eligible, offers himself for re-appointment.

Sri R Ganesh, Director (DIN 08090366) has been appointed as an Additional Director effective March 20, 2018.

Sri B Shanmugasundaram, Director (DIN 06881648) has resigned from the Board, effective March 13, 2018. The Board recorded its appreciation for the services rendered by Sri B Shanmugasundaram.

The provision of Section 149 pertaining to the appointment of Independent Directors does not apply to our Company.

### **AUDIT COMMITTEE**

As per Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board) Rules, 2014, there was no requirement for the company to have an Audit Committee.

#### RELATED PARTY TRANSACTIONS

All transactions with related parties were on arms' length basis and were in the ordinary course of business. There was no material related party contract during the year. Form AOC-2 as required under Section 134(3)(h) is enclosed as **Annexure - I** to this report.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure - II**.

### **MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION

The Company has no activity relating to conservation of energy and technology absorption.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company did not have any foreign exchange earnings or outgo.

# DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTED OR HAVE RESIGNED DURING THE YEAR

The Company is not required to have any Key Managerial Personnel.

Sri R Ganesh, Director, (DIN 08090366) has been appointed as an Additional Director effective March 20, 2018

Sri B Shanmugasundaram, Director, (DIN 06881648) has resigned from the Board. effective March 13, 2018.

### **CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of business of the Company during the financial year.

# COMPANIES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company does not have any subsidiary, joint venture or associate company.

# PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE

The Company has no subsidiaries, associates or joint venture companies.

### **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013.

### **REGULATORY / COURT ORDERS**

During the year 2017-2018, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### INTERNAL FINANCIAL CONTROLS

The company has internal control procedures and sufficient internal control checks considering the size and nature of its business and the Board of directors are of the view that those controls are adequate with reference to the financial statements. The Company follows risk management practices of the holding Company as may be relevant.

#### **RISK MANAGEMENT**

The Company had identified certain business risks and also the measures for dealing with such risks which it faces in day to day operations of the Company.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Section 135 is not applicable to the company as the company has not met the specified turnover or net worth or profit criteria and hence there is no requirement for the company to undertake CSR activities.

# STATEMENT UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION) OF MANAGERIAL PERSONNEL) RULES, 2014

Statement under Rule 5(2) is not applicable to the Company, as the Company does not have any employee.

### **AUDITORS**

Pursuant to Section 139 of the Companies Act, 2013, M/s Sundaram & Srinivasan, Chartered Accountants, Chennai,(Registration No. 004207S with the Institute of Chartered Accountants of India), were appointed as Statutory Auditors of the Company at the Twenty Second Annual General Meeting of the Company for a consecutive period of 5 years commencing from 27th September, 2014. The Company has received a certificate from the statutory auditors to the effect that if ratification of their appointment, if made, would be in compliance with the requirements of the Companies Act, 2013 and the rules made thereunder. Accordingly, the Board of Directors propose to ratify their appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors of the Company for the fifth consecutive year (in the term of five consecutive years approved at the Twenty second Annual General Meeting held on 27th September, 2014)

# DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted the Anti-Sexual Harassment Policy laid down by the Holding Company (Sundram Fasteners Limited-SFL), which is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) of SFL is entrusted to redress complaints regarding sexual harassment. No complaints were received during the calendar year 2017.

#### **ACKNOWLEDGMENT**

Your Directors thank the holding company, Sundram Fasteners Limited for their continued support.

On behalf of the Board

Chennai April 10, 2018 R KRISHNAN Director K PASUPATHY Director

Annexure - I

### 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 subsection (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 contracts arrangements / transactions with related parties are on arm's length basis and in the ordinary course of business.
- 2. Details of material contracts or arrangement or transactions at arm's length basis

There was no material related party contract or arrangement or transaction during the year.

On behalf of the Board

Director

Chennai R KRISH April 10, 2018 Director

R KRISHNAN K PASUPATHY

ANNEXURE-II

# FORM NO.MGT-9 EXTRACT OF ANNUAL RETURN

### as on the financial year ended 31st March, 2018

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

### I. REGISTRATION AND OTHER DETAILS

| CIN  | U65991TN1992PLC022618   |
|--|---|
| Registration Date  | 6 <sup>th</sup> May, 1992   |
| Name of the Company  | Sundram Fasteners Investments Limited   |
| Category / Sub-Category of the Company   | Public Company / Limited by Shares  |
| Address of the Registered Office and contact details                           | 98-A, VII Floor, Dr Radhakrishnan Salai,<br>Mylapore, Chennai – 600 004<br>Phone No.91-44-28478500,<br>Fax No.91-44-28478510<br>Email: krishnan.r@sfl.co.in |
| Whether listed company   | No  |
| Name, Address and Contact details of the Registrar and Transfer Agent, if any. | Not Applicable  |

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

| S.<br>No. | Name and description of main products / services | NIC Code of the Product / service | % of total turnover of the company |
|-----------|--|-----------------------------------|------------------------------------|
| 1         | Financial Services                               | As per NIC 2008 64-649            | 100                                |

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

| S.<br>No. | Name and address of the company  | CIN / GLN             | Holding / Subsidiary /<br>Associate | % of votes held | Applicable<br>Section |
|-----------|--|-----------------------|-------------------------------------|-----------------|-----------------------|
| 1         | Sundram Fasteners Limited<br>98-A, VII Floor, Dr Radhakrishnan Salai, Mylapore,<br>Chennai – 600 004 | L35999TN1962PLC004943 | Holding Company                     | 100             | 2(46)                 |

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### (i) Category wise shareholding

| Cotogony of charaboldara                            |       |          | res held at tl<br>g of the year |                   |       | % change |         |                   |      |
|---|-------|----------|---------------------------------|-------------------|-------|----------|---------|-------------------|------|
| Category of shareholders                            | Demat | Physical | Total                           | % of total shares | Demat | Physical | Total   | % of total shares | year |
| A. Promoters 1. Indian                              |       |          |                                 |                   |       |          |         |                   |      |
| a) Individuals / HUF (Nominees of Bodies Corporate) | -     | 6        | 6                               | 0.00              | -     | 6        | 6       | 0.00              | Nil  |
| b) Central Govt.                                    | -     | -        | -                               | •                 | -     | ì        | -       | -                 | -    |
| c) Bodies Corporate                                 | -     | 2489994  | 2489994                         | 100.00            | -     | 2489994  | 2489994 | 100.00            | Nil  |
| d) Banks / FI                                       | -     | -        | -                               | -                 | -     | -        | -       | -                 | -    |
| e) Any other  | -     | -        | -                               | •                 | -     | ì        | -       | -                 | -    |
| Sub-Total (A)(1)                                    | -     | 2490000  | 2490000                         | 100.00            | -     | 2490000  | 2490000 | 100.00            | Nil  |
| Foreign   | -     | -        | -                               | -                 | -     | -        | -       | -                 | -    |
| Sub-Total (A)(2)                                    | -     | -        | -                               | -                 | -     | -        | -       | -                 | -    |
| Total shareholding (A)=(A)(1)+(A)(2)                | -     | 2490000  | 2490000                         | 100.00            | -     | 2490000  | 2490000 | 100.00            | Nil  |
| B. Public Shareholding                              |       |          |                                 |                   |       |          |         |                   |      |
| 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                                 |       | 2490000  | 2490000                         | 100.00            | -     | 2490000  | 2490000 | 100.00            | Nil  |

### (ii) Shareholding of Promoters

| S. No. | Shareholders' Name                       |               | Shareholding beginning of the    |  |               | Shareholding end of the y        |  | % change 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      | Sundram Fasteners Limited                | 2489994       | 100.00                           | 0.00   | 2489994       | 100.00                           | 0.00   | Nil                      |
| 2      | Nominees of Sundram<br>Fasteners Limited | 6             | 0.00                             | 0.00   | 6             | 0.00                             | 0.00   |                          |
|        | Total                                    | 2490000       | 100.00                           | 0.00   | 2490000       | 100.00                           | 0.00   | Nil                      |

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

There have been no changes in the Promoters' shareholding during the year.

(iv) Share holding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Not Applicable

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

|  | Name of the Divertor       | •                | g at the beginning of<br>the year | Cumulative Shareholding durin the year |                                  |  |
|--|----------------------------|------------------|-----------------------------------|--|----------------------------------|--|
| For Each of the Directors and KMP            | Name of the Director / KMP | No. of<br>Shares | % of total shares of the company  | No. of<br>Shares                       | % of total shares of the company |  |
| At the beginning, during and end of the year | R.Krishnan * Director      | 1                | 0.00                              | 1                                      | 0.00                             |  |

Note: There have been no changes in the shareholding of Directors during the year / \* Nominee of Sundram Fasteners Limited. There is no Key Managerial Personnel in the company.

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (as on 31st March, 2018) - NIL

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year 2017-2018, no remuneration was paid to Directors. The company does not have any Key Managerial Personnel.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year ended 31st March 2018, no penalties levied or punishment / compounding fee imposed by the Regional Director / Court on the Company / directors / officers in default.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SUNDRAM FASTENERS INVESTMENTS LIMITED, CHENNAI FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

To the Members of Sundram Fasteners Investments Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of Sundram Fasteners Investments Limited ("the company"), which comprise the Balance Sheet as at 31st March 2018, 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.

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

### Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

- a) of the state of affairs of the Company as at March 31, 2018;
- b) its Loss for the year ended on that date; and
- c) its cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the "Annexure – A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by section 143(3) of the Act, we report that:
  - 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of internal financial controls with reference to financial statements 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:
    - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. AS29 Annexure to financial statements.
    - The Company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.
    - During the year, there was no requirement on the part of the company to transfer any amount to the Investor Education and Protection fund.

For Sundaram & Srinivasan Chartered Accountants Firm Registration No. 004207S

> P Viswanathan Partner Membership No: 224941

Place : Chennai Date : 10.04.2018

# ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SUNDRAM FASTENERS INVESTMENTS LIMITED, CHENNAI FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

Annexure A referred to in our report under "Report on Other Legal and Regulatory requirements Para 1" of even date on the accounts for the year ended 31st March 2018.

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets:
  - (b) Fixed assets consist of land. Hence, the question of verification of asset does not arise.
  - (c) The title deeds of immovable properties of the Company are not held in the name of the company. The title deeds are held in the name of the seller and the registration in the name of the company is still pending. However full consideration has been paid to the seller and possession and enjoyment is with the company.
- The Company has no stock of inventory and hence reporting on physical verification does not arise.
- iii. The company has not granted any loan to a company, firm, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the order are not applicable to the company.
- iv. The company has not granted any loan or has made any investments, furnished any guarantees or provided any security. Hence reporting on whether there is compliance with provisions of section 185 and 186 of the Companies Act, 2013 does not arise.
- The company has not accepted any deposit within the meaning of sections 73 to 76 of the Companies Act, 2013, during the year.
- vi. According to the information and explanations furnished to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- vii. (a) According to the records provided to us, the company is regular in depositing undisputed statutory dues viz., Income Tax deducted at Source with appropriate authority. Depositing sums under Provident Fund, Employees' State Insurance, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax (GST) coming into effect from 1st July 2017 and cess are not applicable during the year.
  - (b) According to the information and explanations furnished to us, no undisputed amounts payable in respect of Income Tax deducted at Source with appropriate authority were in arrears, as at 31st March 2018 for a period of more than six months from the date they became payable.
  - (c) According to information and explanations furnished to us, the following are the details of the disputed dues that were not deposited with the concerned authorities:

| Name of the statute | Inc            | come Tax Act  | , 1961                                   |
|---------------------|----------------|---------------|--|
| Assessment<br>Year  | Nature of dues | Amount<br>(₹) | Forum where<br>the dispute is<br>pending |
| 2012-13             | Income Tax     | 2,80,220      | Commissioner                             |
| 2013-14             | Income Tax     | 4,34,720      | of Income Tax                            |
| 2014-15             | Income Tax     | 10,17,780     | (Appeals),<br>Chennai                    |

- viii. The company has not availed any term loan from banks or financial institutions. Hence the question of reporting on default in repayment thereof does not arise.
- ix. The company has not raised any money by the way of initial public offer or further public offers including debt instruments or by way of term loan during the year. Hence, reporting under clause (ix) of the order is not applicable to the Company.
- x. Based on the audit procedures adopted and information and explanations furnished to us by the management, no fraud on or by the company has been noticed or reported during the course of our audit.
- No managerial remuneration has been paid or provided during the year.
- xii. The Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company.
- xiii. (a) The provisions of section 177 of the Companies Act, 2013 relating to constitution of Audit Committee are not applicable. In our opinion and according to the information and explanations furnished to us, all transactions with the related parties are in compliance with section 188 of Companies Act, 2013.
  - (b) The details of transactions during the year have been disclosed in the Financial Statements as required by the applicable accounting standards. Refer Note no.15 to financial statements.
- xiv. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013. Hence, reporting requirements under clause 3(xiv) of the order are not applicable to the Company
- xv. In our opinion and according to the information and explanations furnished to us, the company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013.
- xvi. The company is required to register under section 45-IA of the Reserve Bank of India Act, 1934 and has valid Certificate of Registration issued by Reserve Bank of India.

For Sundaram & Srinivasan Chartered Accountants Firm Registration No. 004207S

> P Viswanathan Partner Membership No: 224941

Place : Chennai Date : 10.04.2018

# ANNEXURE "B" TO INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SUNDRAM FASTENERS INVESTMENTS LIMITED, CHENNAI FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

# Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Sundram Fasteners Investments Limited, Chennai ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (hereinafter "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.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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.

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 with reference to financial statements.

### 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;

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- II. 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
- III. 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2018, based on;

- existing policies and procedures adopted by the Company for ensuring orderly and efficient conduct of business.
- ii. continuous adherence to Company's policies.
- existing procedures in relation to safeguarding of Company's fixed assets, receivables, loans and advances made and cash and bank balances.
- iv. existing system to prevent and detect fraud and errors.
- v. accuracy and completeness of Company's accounting records; and
- vi. existing capacity to prepare timely and reliable financial information.

For Sundaram & Srinivasan Chartered Accountants Firm Registration No. 004207S

P Viswanathan
Partner
Membership No: 224941

Place : Chennai Date : 10.04.2018

| Bala                      | nce Sheet as at March  | 31, 20 <sup>-</sup> | 18                                       |                                     |                             | ₹                               | Stat             | ement of Profit   | t and Loss for the yea  | ar ended Marc                         | ch 31, 2018                               | ₹   |
|---------------------------|--|---------------------|--|-------------------------------------|-----------------------------|---------------------------------|------------------|---|---|---------------------------------------|---|---|
| SI.<br>No.                | Particulars  | Note<br>No.         | As<br>31-03-                             |                                     | As<br>31-03-                |                                 | SI.<br>No.       |   | Particulars   | Note<br>No.                           | Year Ended 31-03-2018                     | Year Ended<br>31-03-2017                      |
| l.<br>(1)                 | EQUITY AND<br>LIABILITIES<br>Shareholders' funds<br>(a) Share capital<br>(b) Reserves and<br>surplus                 | 1 2                 | 2,49,00,000<br>3,60,34,020               | 6,09,34,020                         | 2,49,00,000<br>3,60,60,407  | 6,09,60,407                     | I<br>II<br>III   | Revenue From<br>Total Revenue<br>Expenses<br>Finance Cost<br>Other Expense<br>Total Expense | es  | 9<br>10<br>11                         | 51,945<br>51,945<br>-<br>78,332<br>78,332 | 40,416<br>40,416<br>-<br>1,19,698<br>1,19,698 |
| (2)                       | <b>Current liabilities</b> Other current liabilities   | 3                   | 35,351                                   | 35,351                              | 28,751                      | 28,751                          | IV.              | Profit before   | exceptional and<br>items and tax (II-III)                         |                                       | (26,387)                                  | (79,282)                                      |
|                           | TOTAL  |                     |  | 6,09,69,371                         |                             | 6,09,89,158                     | V.<br><b>VI.</b> | Exceptional ite   | ` ,   | nd                                    | (26,387)                                  | -<br>(79,282)                                 |
| II.<br>(1)                | ASSETS Non-current assets (a) Fixed assets   | 4                   | 0.54.00.000                              |                                     | 0.54.00.000                 |                                 |                  | Extraordinary I  Profit before t  Tax expense:  |   |                                       | -<br>(26,387)                             | (79,282)                                      |
|                           | Tangible assets (b) Non-current investments  | 5                   | 2,51,20,000<br>3,45,12,150               |                                     | 2,51,20,000<br>3,45,12,150  |                                 |                  | <ul><li>(1) Current tax</li><li>(2) Deferred ta</li><li>(3) Earlier year</li></ul>          | X   |                                       |   | (58,792)                                      |
|                           | (c) Long-term loans<br>and advances<br>(d) Other non-current<br>assets   | 6<br>7              | 10,22,010                                | 6,06,54,160                         | 10,20,706                   | 6,06,52,856                     | X<br>XI          | Profit (Loss) f   | for the year from perations (VIII-IX) om discontinuing operations | tions                                 | (26,387)                                  | (20,490)                                      |
| (2)                       | Current assets (a) Current   | 5                   | 35,535                                   |                                     | 35.535                      |                                 | XII<br>XIII      | Tax expense of Profit/(loss) fr   | of discontinuing operation of discontinuing                       |                                       |   | -   |
|                           | investments (b) Cash and cash  | 8                   | 2,77,493                                 |                                     | 2,99,784                    |                                 | XIV<br>XV        |   | fter tax) (XI-XII)<br>for the year (X + XIII)<br>equity share:    |                                       | (26,387)                                  | (20,490)                                      |
|                           | equivalents (c) Other current assets   | 7                   | 2,183                                    | 3,15,211                            | 983                         | 3,36,302                        |                  | (1) Basic<br>(2) Diluted<br>No. of Equity S   | Shares of ₹ 10 each   |                                       | (0.01)<br>(0.01)<br>24,90,000             | (0.01)<br>(0.01)<br>24,90,000                 |
| <b>T</b> 1                | TOTAL  |                     |  | 6,09,69,371                         | -                           | 6,09,89,158                     | The              | . ,   | integral part of the Fi   | inancial State                        |   | _ 1,00,000                                    |
| As per S<br>For S<br>Char | notes form an integral<br>er our report of even date<br>SUNDARAM & SRINIVAS<br>tered Accountants<br>Regn No. 004207S | attache             | d For an<br><b>Sundr</b><br><b>Chenr</b> | d on behalf o<br>am Fastener<br>nai | f the Board of s Investment | s Limited,                      | For S            | er our report of e<br>SUNDARAM & S<br>tered Accountan<br>Regn No. 00420                     | ts  | Sundram Fa<br>Chennai                 | pehalf of the Board<br>asteners Investm   | ents Limited,                                 |
| P VIS                     | SWANATHAN  |                     | Directo                                  | SHNAN<br>or<br>00271938]            | Dire                        | ASUPATHY<br>ctor<br>: 02942471] | Parti            | SWANATHAN<br>ner<br>bership Number  | 224941  | R KRISHNA<br>Director<br>[DIN: 002719 | [   | C PASUPATHY<br>Director<br>DIN: 02942471]     |
| Cher<br>April             | nnai<br>10, 2018   |                     | R GAN<br>Directo<br>[DIN: 0              |                                     |                             |                                 | Che<br>April     | nnai<br>10, 2018  |   | R GANESH<br>Director<br>[DIN: 080903  | 366]                                      |   |

|                               | ISH FLOW STATEMENT FOR T  | HE YEAR EN                                      | IDED March 31,   | 2018  | ₹ Not          | es to the Financial Statements  | for the year   | ended Marc   | h 31, 2018  | ₹  |
|-------------------------------|---|---|--|---|----------------|---|--|--|---|--|
|                               |   |   | Ended<br>3-2018  | Year Ended<br>31-03-2017  | SI             | Particulars   |  |  | As at   | As at  |
| A.                            | CASH FLOW FROM<br>OPERATING ACTIVITIES  | 31-03   | J-2010   | 31-03-2017  | No<br>1        | SHARE CAPITAL   |  |  | 31-03-2018  | 31-03-2017   |
|                               | Net Profit/(Loss) before Tax  Adjustments For:  |   | (26,387)   | (79,28  | <b>a</b><br>2) | Authorised  1,000 Redemable Preference \$  24,99,000 Equity Shares of ₹ 1   |  | each each  | 10,000  | 10,000 2,49,90,000   |
|                               | Operating Profit before Extra   |   |  |   |                | 2 1,00,000 Equity Office of C 1   | o odom   |  |   | 2,50,00,000  |
|                               | ordinary items &  |   |  |   | b              | Issued  |  |  | 2,50,00,000   | 2,50,00,000  |
|                               | Working Capital changes:<br>Adjustments For Changes in  |   | (26,387)   | (79,28)   | 2)<br><b>c</b> | 24,90,000 Equity Shares of ₹ 1 Subscribed and Paid-up   | 0 each   |  | 2,49,00,000   | 2,49,00,000  |
|                               | Working Capital :   |   |  |   | ·              | 24,90,000 Equity Shares of ₹ 1  | 0 each fully p   | aid-up   | 2.49.00.000   | 2,49,00,000  |
|                               | Loans and Advances  | (1,304)   | )  | (9,035)   | d              | Reconciliation of number of   | , ,  | a.a ap   |   |  |
|                               | Other Current Assets  | (1,200)   | )  | (983)   |                |   |  | at   | Δο  | at   |
|                               | Other Current liabilities   | 6,600   | 4,096  | (1,375) (11,39  | 3) SI          |   | 31-03  |  | 31-03   |  |
|                               | Cash Generated From<br>Operations   |   | (22,291)   | (90,67  | N.             | Fauity Shares   | No. of<br>Shares   | Value  | No. of<br>Shares  | Value  |
|                               | Direct Taxes Paid   |   | -  | -   | -              |   | Onuico   | `  | Onarco  | `  |
|                               | NET CASH FROM OPERATING ACTIVITIES (a   | )   | (22,291)   | (90,67  | 1<br>5)        | No. of shares outstanding at the beginning of the year  | 24,90,000  | 2,49,00,000  | 24,90,000   | 2,49,00,000  |
| В.                            | CASH FLOW FROM INVESTING ACTIVITIES:  |   |  |   | _ 2            | Add: Shares issued during the year  | -  | -  | -   | -  |
|                               | Purchase of Investments   |   |  |   | 3              | Bonus Shares issued during  | -  | -  | _   | -  |
|                               | Sale of Investments   |   |  |   | -              | the year  |  |  |   |  |
|                               | NET CASH USED IN  |   |  |   | 7 4            | Balance as at the end of the  | 24.00.000  | 2 40 00 000  | 04.00.000   | 0.40.00.000  |
|                               | INVESTING ACTIVITIES (b   | )   | -  |   | -              | year  |  |  | 24,90,000   |  |
| C.                            | CASH FLOW FROM  |   |  |   | ⊔ e            | Details of shares held by sha<br>shares in the Company  | reholders ho   | lding more t   | han 5% of th  | e aggregate  |
|                               | FINANCING ACTIVITIES: Proceeds From Short term  |   |  |   | -              |   | As<br>31-03  | at<br>-2018  | As<br>31-03   | at<br>-2017  |
|                               | Borrowings (net of repayments) NET CASH USED IN   |   |  |   | _ SI           | Name of the Share Holder  |  | Shares   |   | Shares   |
|                               | FINANCING ACTIVITIES (c)  | )   | -  |   | No             | . Name of the Shale Holder  | No. of   | as % of  | No. of  | as % of  |
|                               | NET INCREASE /  | •   | (22,291)   | (90,67  | 5)             |   | Shares   | Total No. of<br>Shares   | Shares  | Total No. of<br>Shares   |
|                               | (DECREASE) IN CASH AND  | ١   |  |   | 1              | Sundram Fasteners Limited,  | 24,90,000  |  | 24,90,000   |  |
|                               | CASH EQUIVALENTS (a+b+c<br>CASH AND CASH<br>EQUIVALENTS - Opening   | )   | 2,99,784   | 3,90,45   | 9              | Chennai, the holding company and its six nominees   |  |  |   |  |
|                               | Balance   |   |  |   | 2              | Total No of shares of the   |  |  |   |  |
|                               | CASH AND CASH   |   |  |   | 7              | Company   | 24,90,000  |  |   |  |
|                               | EQUIVALENTS - Closing<br>Balance  |   | 2,77,493   | 2,99,78   | 4 f            | Shares alloted as fully paid u<br>immediately preceding Marcl   |  | Bonus share  | es (during 5  | years  |
|                               | CASH AND CASH   |   |  |   |                | Equity shares alloted as fully pa   |  | shares by ca   | pitalization of   | reserves Nil   |
|                               | EQUIVALENTS include:  |   |  |   | g              | Terms/rights attached to sha  |  |  |   |  |
|                               | With Scheduled Banks:   |   |  |   |                | The Company has two class   | of shares v  |  |   |  |
|                               |   |   |  |   |                | 1 . ( 1 (7.40)  |  |  |   |  |
|                               | i) Current Account  |   | 2,77,493   | 2,99,78   | _              | having a face value of ₹ 10/- e   |  |  |   |  |
|                               | i) Current Account  |   | 2,77,493<br>2,77,493   | 2,99,78<br>2,99,78  | _              | each. Each holder of equity sh  | are is entitled  | to one vote  | per share. A  | s and when,  |
| No                            | i) Current Account<br>te: Cashflow Statement is prepar  | ed under Indi                                   | 2,77,493   |   | _              |   | are is entitled<br>d it will be pa   | I to one vote<br>aid in Indian   | per share. A<br>Rupees. In  | s and when,<br>the event of  |
| As                            | ,   | d For a   | 2,77,493<br>rect Method<br>and on behalf of the  |   | 4              | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop   | are is entitled<br>d it will be pa<br>e holders of e<br>pany, after di                       | I to one vote<br>aid in Indian<br>quity shares<br>stribution of                | per share. A<br>Rupees. In<br>will be entitle<br>all preferent                                    | s and when,<br>the event of<br>ed to receive<br>ial amounts.                                 |
| As<br>Fo                      | te: Cashflow Statement is prepare   | d For a   | 2,77,493 rect Method and on behalf of the dram Fasteners                                 | 2,99,78   | 4              | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop<br>shareholders.  | are is entitled<br>d it will be pare<br>e holders of e<br>pany, after di<br>portion to the   | I to one vote<br>aid in Indian<br>quity shares<br>stribution of<br>number of e | per share. A<br>Rupees. In<br>will be entitle<br>all preferent<br>equity shares                   | s and when,<br>the event of<br>ed to receive<br>ial amounts.<br>held by the                  |
| As<br>Fo                      | te: Cashflow Statement is prepar<br>per our report of even date attached<br>r SUNDARAM & SRINIVASAN   | d For a<br>Sund<br>Chei                         | 2,77,493 rect Method and on behalf of the dram Fasteners                                 | 2,99,78 ne Board of Directors o investments Limited,                                  | 4              | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop   | are is entitled d it will be pare holders of e pany, after disportion to the edeemable pro-  | I to one vote<br>aid in Indian<br>quity shares<br>stribution of<br>number of e | per share. A<br>Rupees. In<br>will be entitle<br>all preferent<br>equity shares                   | s and when,<br>the event of<br>ed to receive<br>ial amounts.<br>held by the                  |
| As<br>Fo<br>Ch<br>Fir         | te: Cashflow Statement is prepare<br>per our report of even date attached<br>r SUNDARAM & SRINIVASAN<br>artered Accountants<br>m Regn No. 004207S                         | d For a<br>Sund<br>Chei<br>[CIN<br>R KF         | 2,77,493 rect Method and on behalf of the dram Fasteners nnai :U65991TN1992IRISHNAN      | 2,99,78 ne Board of Directors o Investments Limited, PLC022618] K PASUPATHY           | 4<br>f         | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop<br>shareholders.<br>The terms and conditions of re<br>the time of issue of such share   | are is entitled d it will be pare holders of e bany, after disportion to the edeemable pros. | I to one vote<br>aid in Indian<br>quity shares<br>stribution of<br>number of e | per share. A<br>Rupees. In<br>will be entitle<br>all preferent<br>equity shares                   | as and when,<br>the event of<br>ed to receive<br>ial amounts.<br>held by the<br>etermined at |
| As<br>Fo<br>Ch<br>Firm<br>P \ | te: Cashflow Statement is prepare<br>per our report of even date attached<br>r SUNDARAM & SRINIVASAN<br>artered Accountants<br>m Regn No. 004207S<br>//ISWANATHAN<br>ther | d For a Sund Cher<br>[CIN<br>R KF               | 2,77,493 rect Method and on behalf of the dram Fasteners nnai :U65991TN1992IRISHNAN ctor | 2,99,78 ne Board of Directors of Investments Limited, PLC022618] K PASUPATHY Director | f<br>h<br>s.   | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop<br>shareholders.<br>The terms and conditions of re-<br>the time of issue of such share<br>Shares held by holding comp               | are is entitled d it will be pare holders of e bany, after disportion to the edeemable pros. | I to one vote<br>aid in Indian<br>quity shares<br>stribution of<br>number of e | per share. A<br>Rupees. In<br>will be entitle<br>all preferent<br>equity shares<br>ares will be d | as and when,<br>the event of<br>ed to receive<br>ial amounts.<br>held by the<br>etermined at |
| As<br>Fo<br>Ch<br>Firm<br>P \ | te: Cashflow Statement is prepare<br>per our report of even date attached<br>r SUNDARAM & SRINIVASAN<br>artered Accountants<br>m Regn No. 004207S                         | Sund<br>Cher<br>[CIN<br>R KF<br>Direct<br>[DIN: | 2,77,493 rect Method and on behalf of the dram Fasteners nnai :U65991TN1992IRISHNAN      | 2,99,78 ne Board of Directors o Investments Limited, PLC022618] K PASUPATHY           | f<br>h<br>s.   | each. Each holder of equity sh<br>the company declares dividen<br>liquidation of the Company, the<br>remaining assets of the comp<br>The distribution will be in prop<br>shareholders.<br>The terms and conditions of re<br>the time of issue of such share<br>Shares held by holding comp<br>Particulars | are is entitled d it will be pare holders of e bany, after disportion to the edeemable pros. | I to one vote<br>aid in Indian<br>quity shares<br>stribution of<br>number of e | per share. A Rupees. In will be entitle all preferent equity shares ares will be d                | as and when, the event of ed to receive ial amounts. held by the etermined at  Nos. As at    |

nominees

April 10, 2018

Director

[DIN: 08090366]

|                                    |  |  |             | 5           | INVESTMENTS                     |             |             |                      |             |
|------------------------------------|--|--|-------------|-------------|---------------------------------|-------------|-------------|----------------------|-------------|
| General Reserve                    |  |  |             |             |                                 | Non C       | urrent      | Curre                | nt          |
| Particulars                        |  | As at  | As at       |             | Particulars                     | As at       | As at       | As at                | As at       |
|                                    |  |  |             |             |                                 | 31-03-2018  | 31-03-2017  | <b>31-03-2018</b> 3  | 1-03-2017   |
|                                    | •  | 12,63,032  | 12,63,032   | 1.          |                                 |             |             |                      |             |
| Add: Transfer from Statement of    | Profit and Loss  | -  | -           |             | ,                               |             |             |                      |             |
| Sub Total                          |  | 12,63,032  | 12,63,032   |             |                                 |             |             | 25 000               | 25 000      |
|                                    |  |  |             | a.          |                                 |             | -           | 35,000               | 35,000      |
| •                                  |  | 12,63,032  | 12,63,032   |             | , , ,                           |             |             |                      |             |
| Act, 1934                          | erve Bank of India   |  |             |             | equity shares of ₹ 1/- of State |             |             |                      |             |
|                                    |  | Δs at  | Δs at       |             | ` ,                             |             |             |                      |             |
| Particulars                        |  |  |             |             | ' '                             |             |             |                      |             |
| Balance as at the beginning of the | ne year  |  |             |             | ·                               |             |             |                      |             |
| Add: Transfer from Statement of P  | rofit and Loss   |  | -           |             |                                 |             |             |                      |             |
| Sub Total                          |  | 82,18,164  | 82,18,164   |             | (No of Shares Last Year 300     |             |             |                      |             |
| Less: Amount utilized              |  | -  | -           |             | Equity Shares of ₹ 10/- each    |             |             |                      |             |
| Balance as at the end of the year  | r  | 82.18.164  | 82.18.164   |             | State Bank of Travancore,       |             |             |                      |             |
| Surplus in Statement of Profit ar  | nd Loss  |  | 02,10,101   |             | . ,                             |             |             |                      |             |
|                                    |  | As at  | As at       | b.          | , ,                             | -           | -           | 535                  | 535         |
| Particulars                        |  |  |             |             |                                 |             |             |                      |             |
|                                    | year   | 2,65,79,211  | 2,65,99,701 |             | *                               | 04.045      | 04.045      |                      |             |
| , ,                                |  | (26,387)   |             | C.          |                                 | 94,345      | 94,345      | -                    | -           |
|                                    | (1+2)  | 2,65,52,824  | 2,65,79,211 |             |                                 |             |             |                      |             |
|                                    | ar to Special Reserve  |  | _           |             | 11                              |             |             |                      |             |
|                                    |  |  | 2 65 70 211 |             | Equity shares of ₹ 10/- each    |             |             |                      |             |
|                                    |  |  |             |             | fully paid-up                   |             |             |                      |             |
|                                    | 2.0)   |  | 3,00,00,101 | d.          | 7800 Equity Shares of ₹ 10/-    | 11,10,305   | 11,10,305   | -                    | -           |
| OTHER LIADILITIES                  | Non-Current  | Curr   | ont         |             |                                 |             |             |                      |             |
| Dortiouloro                        |  |  |             |             | •                               |             |             |                      |             |
|                                    | <b>-03-2018</b> 31-03-2017   | 7 31-03-2018   | 31-03-2017  |             | Sub-Total (A)                   | 12,04,650   | 12,04,650   | 35,535               | 35,535      |
| Statutory Dues                     | -  | - 4,500  | 2,875       |             | Unquoted equity instruments     |             |             |                      |             |
| Outstanding Liabilities            | -  | - 30,851   | 25,876      | e.          | 33,30,050 Equity Shares of      | 3,33,07,500 | 3,33,07,500 | -                    | -           |
| Total                              | -  | - 35,351   | 28,751      |             | ,, ,                            |             |             |                      |             |
| ASSETS                             |  |  |             |             | Infotech Limited, Chennai       |             |             |                      |             |
| Non Current assets                 |  |  |             |             | Sub-Total (B)                   |             |             | •                    | -           |
| Fixed Assets                       |  |  |             |             | Total ( C) (A+B)                | 3,45,12,150 | 3,45,12,150 | 35,535               | 35,535      |
|                                    | Tangible   | A  | A4          |             | Particulars                     |             |             | As at                | As at       |
| Particulars                        | Land - Fre   | AS at e 31_03_2018 4   | AS at       | а           | Aggregate Value of Quoted Invi  | estments    |             |                      |             |
|                                    | Hold *   | 01-00-2010   | 01-00-2017  |             | 00 0                            |             |             | , ,                  | , ,         |
|                                    | 0.51.00.00   | 0 0 54 00 000  | 0 54 00 000 | ٥.          |                                 |             | -           |                      |             |
|                                    | 2,51,20,00   | . 2,51,20,000  | 2,51,20,000 | C.          |                                 |             |             | <b>3,43,47,003</b> 3 | ,45,47,065  |
|                                    |  |  | _           | ٠.          | investments                     |             |             |                      |             |
| As at 31-03-2018                   | 2,51,20,00   | 0 2,51,20,000  | 2,51,20,000 | d.          | Market Value of Quoted Investr  | nents       |             | 69,81,268            | 50,97,319   |
| Depreciation/ Americation          |  | . ,  |             | 6           |                                 |             | ered good u |                      |             |
|                                    |  |  | _           |             | ,                               | •           | •           |                      | ,           |
|                                    |  |  | -           |             | Particulars                     |             |             |                      | As at       |
| Deduction on sale or discards      |  |  | -           |             |                                 |             |             |                      |             |
| Impairment for the year            |  |  | -           |             | Other loans and advances        |             |             |                      |             |
| As at 31-03-2018                   |  |  | -           |             | Tax deduction at source (TDS)   | 1,304       | -           | -                    | -           |
| Written Down Value                 |  |  |             |             |                                 |             |             |                      |             |
| As at 31-03-2018                   | 2,51,20,00   | 0 2,51,20,000  |             |             | Income Tax Refund               | 10,20,706   | 10,20,706   | -                    | -           |
| As at 31-03-2017                   | 2,51,20,00   | 0  | 2,51,20,000 |             | Receivables                     |             |             |                      |             |
|                                    | Particulars  Balance as at the beginning of the Add: Transfer from Statement of Sub Total Less: Amount utilized  Balance as at the end of the year Special Reserve u/s 45IC of the year Sub Total Less: Amount utilized  Balance as at the end of the year Surplus in Statement of Profit are Particulars  Balance as at the beginning of the Profit/(Loss) for the Year Balance available for appropriation Appropriations: Amount appropriated during the year Balance as the end of the year (3-4) Total Reserves and Surplus (a+i) OTHER LIABILITIES  Particulars  31 Statutory Dues Outstanding Liabilities  Particulars  Cost of Assets As at 01.04.2017 Additions Sales/Discards As at 31-03-2018  Depreciation/ Amortization As at 01.04.2017 Charges for the year Deduction on sale or discards Impairment for the year As at 31-03-2018  Written Down Value As at 31-03-2018 | Particulars  Balance as at the beginning of the year Add: Transfer from Statement of Profit and Loss Sub Total Less: Amount utilized Balance as at the end of the year Special Reserve u/s 45IC of Reserve Bank of India Act, 1934  Particulars  Balance as at the beginning of the year Add: Transfer from Statement of Profit and Loss Sub Total Less: Amount utilized Balance as at the end of the year Add: Transfer from Statement of Profit and Loss Sub Total Less: Amount utilized Balance as at the end of the year Surplus in Statement of Profit and Loss  Particulars  Balance as at the beginning of the year Profit/(Loss) for the Year Balance available for appropriation (1+2) Appropriations: Amount appropriated during the year to Special Reserve Balance as the end of the year (3-4) Total Reserves and Surplus (a+b+c)  OTHER LIABILITIES  Non-Current  Particulars  As at As at As at 31-03-2018 31-03-2018 31-03-2018  Statutory Dues Outstanding Liabilities  Total  ASSETS Non Current assets Fixed Assets  Tangible Land - Fre Hold *  Cost of Assets  As at 01.04.2017 2,51,20,00  Additions Sales/Discards As at 31-03-2018 2,51,20,00  Depreciation/ Amortization As at 01.04.2017 Charges for the year Deduction on sale or discards Impairment for the year As at 31-03-2018  Written Down Value As at 31-03-2018  Written Down Value As at 31-03-2018  Viritten Down Value As at 31-03-2018 | Particulars | Particulars | Particulars                     | Particulars | Particulars | Particulars          | Particulars |

|    | OTHER ASSETS (Unsecured,                     | Non Curr                |         | Curr           | ,        | Particular   | s                 | Year Ended 31-03-2018                       | 31-03-2017     |
|----|--|-------------------------|---------|----------------|----------|--|-------------------|---|----------------|
|    | Particulars                                  | As at<br>31-03-2018 31- | As at   | As at          | As at    | 14 Information furnished i<br>of Paragraph 18 of Non             | -                 |   |                |
| a  | Interest receivable                          | -                       | -       | 2,183          | 983      | Banking Financial Com<br>Prudential Norms (Res                   |                   |   |                |
|    | -  | -                       | -       | 2,183          | 983      | Directions, 2016   | sive ballk)       |   |                |
| }  | CASH AND CASH EQUIVALEN                      | ITS                     |         |                |          | Break-up of Investment   |                   |   |                |
|    | Balances with Banks in Current               |                         | -       | 72,119         | 48,767   | Current Investments - oth<br>parties Quoted Equity Sh            |                   | 35,535                                      | 35,5           |
|    | Account                                      |                         |         |                |          | Long Term other than rel   |                   | 12,04,650                                   | 12,04,6        |
|    | Deposit Accounts-maturity less than 3 months | -                       | -       | •              | 2,51,017 | Quoted Equity Shares<br>Long Term - Unquoted E                   | quity Shares      | 3,33,07,500                                 | 3,33,07,5      |
|    | Deposit Accounts-maturity less than 6 months |                         |         | 2,05,374       |          | Break up value of Unqu<br>Shares (unaudited)                     |                   | 1,93,29,189                                 | 1,75,59,9      |
|    | -  |                         | -       | 2,77,493       | 2,99,784 | 15 RELATED PARTY TRAI  | NASACTIONS        |   |                |
|    |  |                         |         |                |          | a) Holding Company - Sund  | Iram Fasteners    |   |                |
|    | Particulars                                  |                         | Year Er | nded Yea       | ar Ended | Limited, Chennai<br>Reimbursements made                          |                   | 2,850                                       | 10,3           |
|    | Revenue from Operations                      | •                       | 31-03-2 | <b>018</b> 31- | 03-2017  | b) Other related parties   |                   | ,   | ,              |
| )  | Interest on Term deposits v                  |                         | 1:      | 3,026          | 2,000    | Fellow Subsidiaries  |                   |   |                |
| )  | Interest on Income Tax Re                    |                         |         | -              | 9,035    | TVS Upasana Limited, C   | hennai            |   |                |
| )  | Dividend                                     | idiid                   | 38      | 8,919          | 29,381   | (fromerly Upasana Engin  | eering Limited,   |   |                |
| ,  |  | Total                   |         | 1,945          | 40,416   | Chennai)   | nol Enormy        |   |                |
|    |  | Total                   |         | 1,545          | 70,710   | Sundram Non-convention<br>Systems Limited, Chenna                | ٠,                |   |                |
| 0  | Finance Cost                                 |                         |         |                |          | Sundram Precision Com  |                   |   |                |
|    | Interest expense                             |                         |         | -              | -        | Limited, Chennai (former   | ly Sundram        |   |                |
|    |  |                         |         |                |          | Bleistahl Limited)   |                   |   |                |
| 1  | Other Expenses                               |                         |         |                |          | Sundram Fasteners (Zhe<br>People Republic of China               | ,                 | /No Trons                                   | ti             |
| 1) | Rates & Taxes                                |                         |         | 7,384          | 7,834    | Cramlington Precision Fo   |                   | (No Trans                                   | sactions)      |
| )  | Misc Expenses (refer note                    | no.12)                  | 70      | 0,948          | 1,11,864 | Northumberland, U.K.   |                   |   |                |
|    |  | Total                   | 78      | 8,332          | 1,19,698 | Sundram International In<br>USA                                  | c., Michigan,     |   |                |
| 2  | Miscellaneous Expenses                       |                         |         |                |          | Sundram International Li   | mited, United     |   |                |
| )  | Remuneration to Auditors                     |                         | 52      | 2,500          | 91,800   | Kingdom  |                   |   |                |
|    | (refer Note No.13)                           |                         |         |                |          | TVS Infotech Limited, Ch   |                   |   |                |
| )  | Professional fees                            |                         |         | 6,000          | 16,000   | TVS Infotech Inc, Michiga TVS Next Private Limited               |                   |   |                |
| )  | Demat Fee                                    |                         |         | 1,540          | 1,431    | (formerly Blisslogix Tech  |                   |   |                |
| I) | IncomeTax Appeal fee                         |                         |         | -              | 2,000    | Private Limited, Chennai   |                   |   |                |
| )  | Bank Charges                                 |                         |         | 908            | 633      |  |                   |   |                |
|    |  | Total                   | 70      | 0,948          | 111,864  | 16 Directors have waived th                                      | eir sitting fees. |   |                |
| 3  | Remuneration to Auditor                      | s consist of:           |         |                |          | 17 Accounting Standards  |                   | Annexure                                    |                |
| )  | Statutory Auditors                           |                         | 29      | 9,500          | 28,750   | A  |                   | . b. d. | al af Diameter |
| )  | For Taxation Matters                         |                         |         | -              | 40,150   | As per our report of even date attache For SUNDARAM & SRINIVASAN |                   | n behalf of the Boar<br>Fasteners Investr   |                |
| :) | Reimbursement of expense                     | es                      | 2       | 3,000          | 22,900   | Chartered Accountants  | Chennai           | . 201011013 11175311                        | EIIIIC         |
|    |  | Total                   | 52      | 2,500          | 91,800   | Firm Regn No. 004207S  |                   | 91TN1992PLC02                               | 2618]          |
|    |  |                         |         |                |          | P VISWANATHAN  | R KRISHN          | IAN   | K PASUPATI     |
|    |  |                         |         |                |          | Partner  | Director          |   | Director       |
|    |  |                         |         |                |          | Membership Number 224941   | [DIN: 0027        | '1938]                                      | [DIN: 029424   |
|    |  |                         |         |                |          | '  |                   | •   |                |
|    |  |                         |         |                |          | Chennai  | R GANES           | •   |                |

### Annexure to Notes on Accounts for the year ended 31st March 2018

### Notes on Significant Accounting Policies and Accounting Standards prescribed by The Institute of Chartered Accountants of India

### I. Significant Accounting Policies

 The financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees.

### 2. Taxes on Income:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

### II. Accounting Standards

### AS 1 Disclosure of accounting policies

The accounts are maintained on accrual basis as a going concern. Note No.I above for Significant Accounting Policies.

#### AS 2 Valuation of Inventories

The Company has no Inventory. Hence this standard is not applicable.

### AS 3 Cash flow statements

The Cash Flow Statement is prepared under indirect method and attached to the Balance Sheet and Statement of Profit and Loss.

# AS 4 Contingencies and Events occurring after the balance sheet date

There are no events occurring after the Balance Sheet Date that require adjustment or disclosure.

# AS 5 Net Profit or loss for the period, prior period items and changes in accounting policies

All items of income and expense in the period are included in the determination of net profit/ (loss) for the period, unless specifically mentioned elsewhere in the financial statements or is required by an Accounting Standard. There are no prior period items. There are no changes in the accounting policies of the Company from the previous year.

### AS 6 Depreciation Accounting

This standard has been omitted with effect from 30th March 2016.

### AS 7 Accounting for Construction Contracts

The above standard is not applicable to the Company, as it is not engaged in the business of construction.

### AS 8 Accounting for Research and Development

This standard has been withdrawn with effect from 1-4-2003.

### AS 9 Revenue Recognition

The Revenue and expenditure are accounted on a going concern basis.

Interest income/expenditure is recognized using the time proportion method based on the rates implicit in the transaction.

Dividend income is recognized when the right to receive dividend is established.

### AS10 Property, Plant and Equipment

Land is valued at cost. The Company has no depreciable assets.

## AS11 Accounting for effects of changes in foreign exchange

There are no foreign exchange transactions during the year.

### AS12 Accounting for Government Grants

The Company has not received any grant from the Government

### AS13 Accounting of Investments

Investments are accounted at the cost of acquisition which includes stamp fees, etc.

The diminution in the market value of quoted non current investments compared to cost of acquisition will be accounted only at the time sale of such investments.

As regards diminution in value of unquoted shares viz. Investments in Equity instruments in TVS Infotech Limited, Chennai, compared to the cost of acquisition, no provision is made as the investments are held on long term basis and will be accounted at the time of sale of such investments.

Investments which are proposed to be sold are classified as Current Investments. The diminution in the market value of current investments will be provided for, if required.

The investments have been held by the company in its own name.

### AS14 Accounting for Amalgamation

There was no Amalgamation during the year under review.

### AS15 Accounting for Employee Benefits

The Company has no employee.

### AS16 Borrowing Cost

The standard is not applicable since there are no qualifying assets.

### **AS17** Segment Reporting

The Company is engaged in the business of financing and accordingly there are no separate reportable segments.

### AS18 Related party disclosures

Please refer to Note No.15 Notes to Financial statements

### AS19 Accounting for Leases

The Company has not entered into any lease contracts during the year.

### AS20 Earnings per share (EPS)

Basic earnings per share are disclosed in the Statement of Profit and Loss. There is no diluted earnings per share as there are no dilutive potential equity shares.

| SI.<br>No. | Particulars  | Year Ended 31.03.2018 | Year Ended 31.03.2017 |
|------------|--|-----------------------|-----------------------|
| a)         | Profit / (Loss)<br>attributable to equity<br>shareholders          | (26,387)              | (20,490)              |
| b)         | Basic/Diluted EPS<br>before considering<br>Extraordinary items (₹) | (0.01)                | (0.01)                |
| c)         | Basic/Diluted EPS<br>after considering<br>Extraordinary items (₹)  | (0.01)                | (0.01)                |
| d)         | Weighted average number of shares                                  | 24,90,000             | 24,90,000             |
| e)         | Face Value per share (fully paid up)                               | ₹ 10/-                | ₹ 10/-                |

### AS21 Consolidated financial statements

This Standard is not applicable to the Company.

### AS22 Accounting for taxes on Income

The company has provided for the income tax liability under the provisions of Income Tax Act, 1961. The company has deferred tax Asset. But as a measure of prudence no deferred tax asset has been recognized during the year.

### AS23 Accounting for Investments in associates in Consolidated Financial Statements

This Standard is not applicable to the Company.

### **AS24** Discontinuing Operations

The company has not discontinued any operations during the vear.

### AS25 Interim financial Reporting

This Standard is not applicable to the Company

### AS26 Accounting for Intangible Assets

The Company has no intangible assets.

### AS27 Financial Reporting of Interests in Joint Ventures

The Company has no Joint Ventures.

### **AS28** Impairment of Assets

The Company has no impaired asset.

### AS29 Provisions, Contingent Liabilities and Contingent Assets

Disputed Income tax Liabilities not provided for Rs.18,32,110 Last Year Rs.18,32,110

### AS30 Financial Instruments: Recognition and Measurement

This standard was withdrawn effective from September 2016.

### IND AS Applicability

As the Company is a Non-Banking Financial Company, the implementation of IND AS are not applicable for the current year.