PROFESSIONAL MANAGEMENT CONSULTANTS LIMITED

16th Annual Report 2010-11





Board of Directors

P.S.Raghavan

Harsha Viji

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 2859 9900

Fax: 044 2858 7054

Website: www.pmcindia.com

PROFESSIONAL MANAGEMENT CONSULTANTS LIMITED

A wholly-owned subsidiary of



SUNDARAM FINANCE LIMITED

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Directors' Report

Your Directors have pleasure in presenting the 16th Annual Report and Audited Accounts of the Company for the year ended 31st March 2011.

The summarised financial results of the Company are given hereunder:

(₹ in lakhs)

Particulars	Year ended	Year ended
	31.03.2011	31.03.2010
Total Income	482.89	486.51
Total Expenditure	481.07	556.29
Profit/(Loss)before Taxation	1.82	(69.79)
Provision for Taxation	(0.56)	0.81
Profit/(Loss) after Taxation	2.38	(68.98)

REVIEW OF OPERATIONS

During the Financial Year 2010-11, revenue earned was $\stackrel{?}{\sim} 482.88$ lakhs as compared to $\stackrel{?}{\sim} 486.51$ lakhs in the previous year. However, the company enforced strict cost control which resulted in a nominal profit of $\stackrel{?}{\sim} 2.38$ lakhs against a net loss of $\stackrel{?}{\sim} 68.98$ lakhs in the previous year. The company has stepped up its Business Development efforts and expects to make further progress during the current year.

FIXED DEPOSITS

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

INTERNAL AUDIT

The Company has put in place an effective Internal Audit system and has engaged the Internal Audit Department of Sundaram Finance Limited (SFIAD) as Internal Auditors. SFIAD periodically carries out internal audit of the Corporate Office, branches and other office of the Company. It reviews all the internal control measures, reports areas requiring attention, and recommends improvements, where needed, to the Board.

SECRETARIAL COMPLIANCE CERTIFICATE

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

DIRECTORS

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

AUDITORS

M/s Brahmayya & Co, Chartered Accountants, Chennai, retire and are eligible for reappointment. A certificate under Section 224(1B) of the Companies Act, 1956 has been received from them

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

In pursuance of the provisions of Section 217(l)(e) of the Companies act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, 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 Section 217(2A) of the Companies Act, 1956.

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 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;
- iii) 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
- iv) they have prepared the annual accounts on a going-concern basis.

ACKNOWLEDGEMENT

Your Directors thank the holding company, Sundaram Finance Limited for its support. Your Director's also wish to place on record their appreciation of the contribution made by the management team and the employees at all levels.

Chennai 600 002 Date: 09.05.2011 P.S. Raghavan Harsha Viji S. Sivakumar Directors

Annual Report

Old No:39, New No:70 Landons Road, Kilpauk, Chennai – 600 010 Phone: 42858842

Compliance Certificate

Name of the Company : PROFESSIONAL MANAGEMENT CONSULTANTS LIMITED

Registration No. : U74140TN1995PLC032521

Authorised Capital : ₹ 50,00,000/-Paid-up Capital : ₹ 22,06,000/-

To.

The Members Professional Management Consultants Limited 21, Patullos Road, Chennai 600 002

I have examined the registers, records, books and papers of PROFESSIONAL MANAGEMENT CONSULTANTS 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 2011. 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:

- 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.
- 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 5th May 2010, 30th September 2010, 31st December 2010 and 29th March 2011, in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

- The Company was not required to close its Register of Members during the financial year ended 31st March 2011.
- 6. The Annual General Meeting for the financial year ended 31st March, 2010 was held on 2nd June 2010 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.
- One Extra-Ordinary General Meeting was held on 24th January 2011 during the financial year ended 31st March 2011 and the resolution passed thereat was duly recorded in the Minutes Book maintained for the purpose.
- 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.
- 9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
- 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.
- The Company has not issued any duplicate share certificates during the financial year ended 31st March 2011.
- 13. The Company:
 - has delivered the certificate on allotment of securities and on lodgement thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act.



- (ii) has not deposited any amount in a separate bank account as no dividend was declared during the year ended 31st March 2011.
- (iii) was not required to post warrants to any member of the Company as no dividend was declared during the year ended 31st March 2011.
- (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.
- (v) has duly complied with the requirements of Section 217 of the Act.
- The Board of Directors of the Company is duly constituted and the appointment to the Board has been duly made and registered.
- 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 2011.
- 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 2011.
- 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.
- The Company has not issued any shares, debentures or other securities during the financial year ended 31st March 2011.

- 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. There was no redemption of preference shares / debentures during the financial year ended 31st March 2011.
- 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 2011.
- 24. The Company has made borrowings during the financial year ended 31st March 2011 from its group company M/s. Sundaram Business Services Limited.
- 25. The Company has not made loans and investments or given guarantees or provided securities to other body corporate and consequently no entries have been made in the Register kept for the purpose.
- 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 2011.
- 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 Malini Seshadri
Date: 15th April 2011 No. 5493 CP No. 1323

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Annexture A to Secretarial Compliance Certificate

Registers as maintained by the Company during the financial year ended 31st March, 2011

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

Annexture 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 2011

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 2010.
2.	32	303	Appointment of Sri S Sivakumar as a Director of the Company
3.	23AC & 23ACA	220	Balance Sheet and Profit & Loss Account for the financial year ended 31st March 2010.
4.	20 B	159	Annual Return made upto 2nd June 2010 (Date of AGM).
5.	22B	187C(4)	Declaration by persons not holding beneficial interest in any share.
6.	8	132	Register of charges to be kept by Registrar.
7.	17	138	Satisfaction of Charges.
8.	23	192	Special Resolution under Section 293(1)(d) of the Companies Act, 1956 requires approval of the Members for borrowing moneys for the purpose of the Company by the Board of Directors exceeding the paid-up capital and free reserves.
			Regional Director
			Nil
			Central Government & other Authorities
			Nil



Auditors' Report

To The Members of Professional Management Consultants Limited

- 1. We have audited the attached Balance Sheet of Professional Management Consultants Limited as at 31st March 2011, the Profit and Loss Account and the Cash Flow Statement of the company for the year ended on that date, annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government in terms of sub-section (4A) of section 227 of the Companies Act, 1956, (the Act) and based on the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4. Further to our comments in the Annexure referred to above, we report that:
 - 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.
 - ii) 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.

- iii) the Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- iv) in our opinion, the Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable.
- v) on the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956; and
- vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon 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 March 2011;
 - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For BRAHMAYYA & CO..

Chartered Accountants
Registration Number 00511S

P.BABU

Place : Chennai Partner
Date : 9th May, 2011 Membership No.203358

Annexure To The Auditors' Report referred to in Paragraph 3 of Our Report of Even Date

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets are being physically verified by the management in accordance with a 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.
- a) 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 ₹ 50.00 lakhs. The balance outstanding at the end of the year was ₹ 50.00lakhs.
 - The rate of interest and other terms and conditions of the loan are, prima facie, not prejudicial to the interest of the company.
 - iii) The repayment of principal is regular.
 - iv) 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, the company has not granted any loans secured or unsecured to 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.

- 4. 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.
- 5. 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 registered 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.
- The company has not accepted any deposits from the Public during the year.
- The company has an internal audit system, which in our opinion, is commensurate with the size and the nature of its business.
- 8. The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Act.
- 9. 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, Wealth 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, 2011 for a period of



more than six months from the date they become payable.

- 10. According to the records of the company and the information and explanations given to us, there are no dues of Income tax, Sales tax, Wealth tax, Service tax, Excise duty and Cess which have not been deposited on account of any dispute.
- The company does not have any accumulated losses at the end
 of the financial year and has not incurred cash losses during
 the current financial year.
- 12. The company does not have any borrowings from the financial institutions or issue of debentures. The company has not defaulted in repayment of dues to the bank.
- 13. 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.
- 14. The provisions of any special statute applicable to chit fund /nidhi / mutual benefit fund / societies are not applicable to the company.
- 15. Based on our examination of the records and the information and explanations given to us, the company has not dealt / traded in shares, debentures and securities during the year.
- 16. 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.

- 17. The company has availed a term loan during the year and applied the same for the purposes for which the loan was obtained.
- 18. According to the information and explanations given to us, the company has raised funds on short term basis during the year and the same have not been used for long term investments.
- 19. According to the information and explanations given to us, the company has not issued debentures during the year.
- 20. The company has not raised monies by public issue during the year.
- 21. 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.
- 22. 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, 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 00511S

P.BABU

Place : Chennai Partner
Date : 9th May, 2011 Membership No. 203358

Balance Sheet

as at 31st March, 2011

		Schedule	31.0	3.2011	31.03	3.2010
<u>I</u>	SOURCES OF FUNDS		₹	₹	₹	₹
1.	Shareholders' Funds					
a)	Capital	1	22,06,000		22,06,000	
b)	Reserves and Surplus	2	2,08,75,864		2,06,38,184	
				2,30,81,864		2,28,44,184
2.	Loan Funds					
a)	Secured Loans	3	38,50,069		7,07,482	
b)	Unsecured Loans	4	50,00,000		25,00,000	
				88,50,069		32,07,482
3.	Deferred Tax Liability (Net)	5		1,54,239		2,09,950
		Total		3,20,86,172		2,62,61,616
II	APPLICATION OF FUNDS					
1.	Fixed Assets	6				
	Gross Block		1,79,10,352		1,65,00,936	
	Less: Depreciation		1,22,36,796		98,20,640	
	Net Block			56,73,556		66,80,296
2.	Investments			-		_
3.	Current Assets, Loans and Advances					
	a) Current Assets	7	94,35,152		1,00,88,770	
	b) Loans and Advances	8	2,07,47,721		1,55,70,008	
		(A)	3,01,82,873		2,56,58,778	
	Less: Current Liabilities and Provisi	ions				
	a) Current Liabilities	9	37,70,257		60,77,458	
	b) Provisions					
		(B)	37,70,257		60,77,458	
	Net Current Assets	(A-B)		2,64,12,616		1,95,81,320
		Total		3,20,86,172		2,62,61,616
No	tes to the accounts	14				

As per our report of even date attached	P S Raghavan
For Brahmayya & Co.,	
Chartered Accountants	Harsha Viji
P Babu	
Partner	S Sivakumar
Chennai	
9th May 2011	Directors

PROFESSIONAL MANAGEMENT CONSULTANTS LIMITED



Profit and Loss Account

for the Year Ended 31st March 2011

	Schedule	2010-11	2009-10
		₹	₹
INCOME			
Income from Operations - Business Process Outsourcing		4,82,86,594	4,83,94,087
Other Income	10	2,384	2,55,987
	(.)		/ 2/ 72 27/
Total	(A)	4,82,88,978	4,86,50,074
EXPENDITURE			
Establishment expenses	11	3,35,47,354	4,23,08,843
Administrative and Other Expenses	12	1,15,22,516	99,45,257
Financial Expenses	13	6,20,983	3,94,128
Depreciation		24,16,156	29,80,463
Total	(B)	4,81,07,009	5,56,28,691
Profit/(Loss) before Tax	(A-B)	1,81,969	(69,78,617)
Less: Taxation			
Deferred Tax		(55,711)	80,828
Profit/(Loss) after tax		2,37,680	(68,97,789)
Balance of Profit brought forward from the previous year		1,79,38,184	2,48,35,973
Surplus Balance carried to Balance Sheet		1,81,75,864	1,79,38,184
Notes to the accounts	14		
Earnings per Equity Share			
(Refer Note 4.4 Schedule 14)			
Number of Shares considered		2,20,600	2,20,600
(Face Value of ₹ 10/- per share)			
Basic and Diluted earnings per share (in ₹)		1.08	(31.27)

As per our report of even date attached	P S Raghavan
For Brahmayya & Co.,	
Chartered Accountants	Harsha Viji

P Babu

Partner S Sivakumar

Chennai

9th May 2011 Directors

		31.03.2011		31.03.2010	
		₹	₹	₹	₹
1.	Capital				
	Authorised				
	3,75,000 Equity Shares of ₹ 10/- each	37,50,000		37,50,000	
	1,25,000 Preferene sares of ₹ 10/- each	12,50,000	50,00,000	12,50,000	50,00,000
	Issued and Subscribed and Paid up				
	2,20,600 Equity Shares of ₹ 10/- each				
	(Includes 2,10,300 Eqity shares issued as fully paid Bonus shares by way of Capitalisation of Reserves)		22,06,000		22,06,000
	(The Share Capital is held by Sundaram Finance Limited and its nominees)				
2.	Reserves and Surplus				
	General Reserve				
	As per Last Balance Sheet		27,00,000		27,00,000
	Surplus balance in Profit and Loss Account		1,81,75,864		1,79,38,184
			2,08,75,864		2,06,38,184
3.	Secured Loans				
	From a Scheduled Bank		38,50,069		7,07,482
			38,50,069		7,07,482
4.	Unsecured Loans				
	From Sundaram Business Services Limited		50,00,000		25,00,000
			50,00,000		25,00,000
5.	Deferred Tax Liability (Net)				
	Deferred Tax Liabilities - Depreciation		2,70,054		3,46,977
	Less: Deferred Tax Assets - Employee Benefits		1,15,815		1,37,027
			1,54,239		2,09,950



95,55,919

66,80,296

98,20,640

1,10,021

29,80,463

71,67,263

2,15,000 | 1,65,00,936

2,09,820

1,65,06,116

Previous Year

66,80,296

56,73,556

,22,36,796

24,16,156

98,20,640

27,65,342 1,79,10,352

41,74,758

1,65,00,936

Total

in₹

Fixed Assets

4,41,132 3,73,755 11,04,190 12,37,494 11,79,708 31.03.2010 13,33,840 10,10,177 As at NET BLOCK Deductions 31.03.2011 31.03.2011 9,21,400 4,16,704 7,88,806 4,34,631 10,65,532 10,13,507 10,32,976 As at 13,64,207 10,95,846 2,89,521 15,01,465 18,01,069 23,34,711 38,49,977 Upto **DEPRECIATION BLOCK** Additions 2,36,685 9,17,136 4,49,746 2,07,049 3,04,631 76,922 2,23,987 31.03.2010 7,91,215 11,27,522 2,12,599 14,17,575 34,00,231 12,77,478 15,94,020 Upto 31.03.2011 7,24,152 22,85,607 27,51,415 46,38,783 21,61,378 25,14,972 28,34,045 As at Deductions 27,65,342 GROSS BLOCK Additions 1,37,798 29,93,717 9,29,031 53,895 60,317 5,86,354 22,31,712 31.03.2010 44,10,408 27,73,728 27,51,415 12,32,347 25,14,972 As at 4. Furniture and Fittings 5. Temporary Partitions 6. Plant and Machinery 2. Computer Software 3. Office Equipment Particulars 7. Leased Assets (Computers) 1. Computers

		31.03.2	2011	31.03	3.2010
		₹	₹	₹	₹
7	Current Assets				
	a) Sundry Debtors - Considered Good				
	Outstanding for a period exceeding six months	2,86,841		6,74,097	
	Others	89,11,407		74,31,900	
			91,98,248		81,05,997
	Cash and Bank Balances				
	Cash on hand		_		4,668
	with Scheduled Banks in				1,000
	Current Account		2,36,904		19,78,105
	Guitene Account	_	94,35,152		1,00,88,770
		_	71,33,132		1,00,00,770
8.	Loans and Advances				
	Advance Income Tax and Tax deducted at Source (Net of Provision)		1,80,56,825		1,28,56,907
	Advance Fringe benefit Tax (Net of Provision)		21,827		21,827
	Advances and deposits recoverable in cash or				
	kind or for value to be received	_	26,69,069		26,91,274
			2,07,47,721		1,55,70,008
9.	Current Liabilities (*)				
	Sundry Creditors				
	For expenses	33,83,252		45,50,798	
	others	1,09,990		1,76,605	
			34,93,242		47,27,403
	Liability for leased assets		2,77,015		13,50,055
		-	37,70,257		60,77,458
(*) There are no amounts due and outstanding to be credited				
	to Investor Education and Protection Fund				



	2010-11	2009-10
	₹ ₹	₹
10. Other Income		
Profit on Sale of Current Investments	1,984	45,021
Miscellaneous Income	400	2,10,966
	2,384	2,55,987
11. Establishment Expenses		
Salaries, allowances, commission bonus etc	2,94,73,387	3,78,01,146
Company's contribution to Provident Fund, Gratuity and		
Employees' State Insurance Schemes	32,47,490	37,37,751
Staff welfare expenses	8,26,477	7,69,946
	3,35,47,354	4,23,08,843
12. Administrative and other expenses		
Rent	23,78,952	29,95,009
Rates and taxes	17,385	-
Lease Charges	8,042	2,48,699
Electricity expenses	10,66,136	11,34,316
Filing Fees	6,690	6,954
Outsourcing Cost	25,29,142	-
Professional Fees	22,80,365	25,30,147
Repairs and Maintenance - Others	5,31,302	4,92,643
Insurance	60,082	89,548
Printing and Stationery	5,27,718	5,42,849
Audit Fees		
Statutory Audit Fees	75,000	75,000
Tax Audit Fees	25,000	25,000
	1,00,000	1,00,000
Miscellaneous expenses	20,16,702	18,05,092
	1,15,22,516	99,45,257
13. Financial Expenses		
Interest – Fixed loans	4,15,840	3,66,151
Others	2,05,143	27,977
	6,20,983	3,94,128

14. 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 provisions of The Companies Act, 1956.

The preparation of 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 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.

1.2 Income recognition:

Income from Services is recognised 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 year are depreciated at 100 percent on a pro rata basis from the date of their acquisition.

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 Employee Benefits:

A) Short Term Employee Benefits:

Short Term Employee Benefits expected to be paid for the 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 Schemes on account 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 for future Gratuity benefits based on an actuarial valuation, as at the Balance Sheet Date, determined every year by LIC using the projected unit credit method.

PROFESSIONAL MANAGEMENT CONSULTANTS LIMITED



14. NOTES TO THE ACCOUNTS (Contd.)

ii) Leave Encashment

Liability on account of encashment of leave to employees is provided on actuarial basis. The actuarial gain /loss arising in the above benefit plans has been duly recognized in the profit and loss account.

1.6 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.

1.7 Intangible Assets:

Items of Computer software acquired are recorded as intangible assets and their cost is amortized over their expected useful life.

1.8 Impairment of Assets:

The carrying amount of assets is 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.

1.9 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 for the amount of obligation.

2. BALANCE SHEET

2.1 Secured Loan:

Overdraft facility with a Scheduled Bank is secured by hypothecation of Receivables.

2.2 Fixed Assets:

Intangible Assets: In accordance with Accounting Standard – AS 26 – Intangible Assets, Software purchased amounting to ₹ 9,29,031/-(31.03.2010 – Nil) is amortised over a period of three years on the basis of technical evaluation.

2.3 Sundry Debtors under current assets includes balances due from the companies under the same management.

Name of the Company	Balance as on	Maximum amount	Balance as on	Maximum amount
	31.03.11	outstanding	31.03.10	outstanding
		during the year		during 2009-10
	₹	₹	₹	₹
Sundaram BNP Paribas Fund Services Limited	3,758	5,551	Nil	Nil
Sundaram Business Services Limited*	NIL	4,02,695	Nil	Nil

^{*} Sundaram Business Services Limited was Holding Company till 29.09.2010

14. NOTES TO THE ACCOUNTS (Contd.)

2.4 Loans and Advances:

- i) Advance Income Tax and Tax Deducted at Source is net of Provision for Tax of ₹ 1,43,30,000/- (31.03.2010 ₹ 1,43,30,000/-)
- ii) Advance Fringe Benefit Tax is net of Provision for Fringe Benefit Tax of ₹ 1,22,064/- (31.03.2010 ₹ 1,22,064/-).
- 2.5 In accordance with Accounting Standard AS 19 Leases, the reconciliation between the total of minimum lease payments and the present value of minimum lease payments (MLP) as on 31/03/2011 as follows:

Maturity pattern of total/present minimum lease payments:

In ₹

	31-03-2011	31-03-2010
Total of minimum lease payments	2,77,015	13,50,055
Present value of minimum lease payments	2,68,842	12,72,757

(Amount in ₹)

Period	31st March, 2011		31st March, 2011		31st M	larch, 2010
	MLP	Present value	MLP	Present value		
Not later than one year	2,77,015	2,68,842	10,73,056	10,03,913		
Later than 1 year and not later than 5 years	_	-	2,77,015	2,68,842		

3) PROFIT AND LOSS ACCOUNT

3.1) Employee Benefits:

i) Defined Contribution Plan:

Particulars	31.03.2011	31.03.2010
	(₹)	(₹)
Contribution to Provident Fund	16,11,874	20,91,328
Contribution to Employees' State Insurance	10,99,740	13,62,180



14. NOTES TO THE ACCOUNTS (Contd.)

ii) Defined Contribution Plan:

Gratuity

A. Reconciliation of opening and closing balances of present value of the defined benefit obligation

	31.03.2011	31.03.2010
	(₹)	(₹)
Present value of obligations at the beginning of the year	26,02,993	26,54,032
Interest cost	2,08,239	2,12,323
Current service cost	5,41,447	4,90,826
Benefits paid	(5,98,960)	(4,78,511)
Actuarial (gain) / loss on obligation	(81,826)	(2,75,677)
Present value of obligations at the end of the year	26,71,893	26,02,993

B. Reconciliation of opening and closing balances of fair value of Plan Assets Fund Maintained by LIC

	31.03.2011	31.03.2010
	(₹)	(₹)
Fair value of plan assets at the beginning of the year	28,08,654	26,46,889
Expected return on plan assets	2,40,583	2,39,987
Contributions	2,54,406	4,00,289
Benefits paid	(5,98,960)	(4,78,511)
Actuarial loss/gain on plan assets	Nil	Nil
Fair value of plan assets at the end of the year	27,04,683	28,08,654

C. Actuarial Gain/Loss recognized

	31.03.2011 (₹)	31.03.2010 (₹)
Actuarial (gain)/loss on obligations	(81,826)	(2,75,677)
Actuarial (gain)/loss for the year – plan assets	Nil	Nil
Actuarial (gain)/loss on obligations	(81,826)	(2,75,677)
Actuarial (gain) / loss recognized in the year	(81,826)	(2,75,677)

14. NOTES TO THE ACCOUNTS (Contd.)

D. The amounts to be recognized in the balance sheet and statements of profit and loss

	31.03.2011	31.03.2010
	(₹)	(₹)
Present value of obligations as at the end of year	26,71,893	26,02,993
Fair value of plan assets as at the end of the year	27,04,683	28,08,654
Funded status	32,790	-
Net assets/(liability) recognized in balance sheet	32,790	(2,05,661)

E. Expenses Recognised in statement of Profit and Loss

	31.03.2011 (₹)	31.03.2010 (₹)
Current Service cost	5,41,447	4,90,826
Interest Cost	2,08,239	2,12,323
Expected return on plan assets	(2,40,583)	(2,39,987)
Net Actuarial (gain)/loss recognized in the year	(81,826)	(2,75,677)
Expenses recognized in statement of Profit and loss	4,27,277	1,87,485

F. Actuarial Assumptions*

	31.03.2011	31.03.2010
Discount Rate	8%	8%
Expected return on plan assets	8%	8%
Rate of increase in compensation levels	7%	6.5%

^{*} 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 employment market.

Amount for the current and previous two years are as follows:

	31.03.2011	31.03.2010	31.03.2009
Defined Benefit Obligation	26,71,893	26,02,993	26,54,032
Plan Assets	27,04,683	28,08,654	26,46,889
Surplus / (Deficit)	(81,826)	(2,75,677)	2,52,445
Experience adjustments on plan liabilities	(81,826)	(2,75,677)	2,52,445
Experience adjustments on plan assets	Nil	Nil	7,661



14. NOTES TO THE ACCOUNTS (Contd.)

3.3 The Present value of obligation towards Compensated absences as per actuarial certificate s on 31st March 2011 was ₹ 3,57,455 /- (31.03.2010 – ₹ 4,43,452/-) and is provided for in the books of account.

4) RELATED PARTY DISCLOSURES:

4.1) Related party disclosures, as stipulated by Accounting Standard-AS 18- Related Party Disclosures, are given below:

Details of Related Parties:

Ultimate Holding Company:

Sundaram Finance Limited (up to 29.09.2010)

Holding Company:

Sundaram Finance Limited (from 30.09.2010)

Sundaram Business Services Limited (up to 29.09.2010)

Fellow Subsidiaries:

Sundaram Business Services Limited (from 30.09.2010)

Sundaram BNP Paribas Fund Services Limited

Sundaram BNP Paribas Home Finance Limited

Sundaram Asset Management Company Limited

Sundaram Infotech Solutions Limited

Sundaram Finance Distribution Limited

Sundaram Trustee Company Limited

Sundaram Parekh Warehousing Services Limited

Sundaram Insurance Broking Services Limited

LGF Services Limited

Infreight Logistics Solutions Limited

Associate:

Sundaram Mutual Fund

14. NOTES TO THE ACCOUNTS (Contd.)

Related Party Transactions for the year ended 31st March 2011

The nature and volume of transactions of the company during the year, with the above related parties are as follows.

	Current Year (2010-11) (in ₹)				Previous Year (2009-10 (in ₹)		
Nature of Transactions	Ultimate Holding company	Holding Company	Fellow Subsidiaries	Total April 2010 to March 2011	Ultimate Holding company	Holding Company	Total April 2009 to March 2010
Income							
Sundaram Finance Limited –							
a) Data processing	14,00,000	14,16,000		28,16,000	10,19,144		10,19,144
b) Call Centre charges		3,19,870		3,19,870			NIL
Sundaram Business Services Limited –							
a) Data processing		8,78,363	14,36,284	23,14,647		23,76,424	23,76,424
b) Web Maintenance			3,12,881	3,12,881			NIL
Sundaram BNP Paribas							
Fund Services Limited							
Data Processing			8,440	8,440			NIL
<u>Expenses</u>							
Sundaram Finance Limited							
a) Lease Rent	5,36,530	5,36,530		10,73,060	10,73,060		10,73,060
b) Web Maintenance Charges	2,04,418	2,21,078		4,25,496	5,30,752		5,30,752
c) Internal Audit Fees	40,000	40,000		80,000	80,000		80,000
Sundaram Business Services Limited							
a) Professional charges paid		9,00,000	9,00,000	18,00,000		18,00,000	18,00,000
b) Interest on Loan		1,66,439	2,49,401	4,15,840			



14. NOTES TO THE ACCOUNTS (Contd.)

(in **₹**)

Nature of Transactions	Ultimate Holding company	Holding Company	Fellow Subsidiaries	April 2010 to March 2011	April 2009 to March 2010
Assets					
a) Purcahse of Fixed Assets					
Sundaram Finance Limited-					
Computer Software	1,00,000	-	-	1,00,000	Nil
b) Sale of Fixed Assets					
Sundaram Business Services Ltd –					
Computer hardware	-	27,65,342	-	27,65,342	Nil
<u>Liabilites</u>					
Inter Corporate Loan					
Sundaram Business Services Limited					
Availed	-	25,00,000	25,00,000	50,00,000	25,00,000
Repayment			25,00,000	25,00,000	Nil
Liabilities – Outstanding Balances					
as on 31.03.2011					
Inter Corporate Loan					
Sundaram Business Services Limited				50,00,000	25,00,000

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

- 4.2 There is no amount due to Small Scale Industries in terms of "The Micro, Small and Medium Enterprises Development Act, 2006"
- 4.3 ESI Claims against the company not accepted by the company ₹ 2,06,900/- (previous year ₹ 2,06,900/-). Against this claim, the company had filed an appeal before the Employees' Insurance (EI) Court and stay has been obtained, on a payment of 20% of the disputed amount. Accordingly, the company 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.

During the year, the above appeal was dismissed by the EI Court and the company has since filed an appeal before Hon'ble High Court of Chennai and has obtained a stay against the order of the EI Court.

14. NOTES TO THE ACCOUNTS (Contd.)

4.4	Earı	nings per Share (Basic and diluted)	2010-11	2009-10
	a)	Profit/(Loss) for the year after taxation (₹)	2,37,680	(68,97,789)
	b)	Total number of equity shares of ₹ 10/-each	2,20,600	2,20,600
	c)	Basic and diluted earnings per share ₹ (a/b)	1.08	(31.27)

^{4.5} Previous year figures have been regrouped / reclassified wherever necessary to conform to the current period's classification.

4.6 Figures have been rounded off to the nearest rupee.

As per our report of even date attached P S Raghavan

For Brahmayya & Co.,

Chartered Accountants Harsha Viji

P Babu

Partner S Sivakumar

Chennai

9th May 2011 Directors



CASH FLOW STATEMENT

			2010-11		2009-10	
			(₹)		(₹)	
A)	CASH FLOW FROM OPERATING ACTIVITIES					
	Net(Loss)/ Profit		2,37,680		(68,97,789)	
	Add:					
	Provision for Taxation		(55,711)		(80,828)	
	Depreciation		24,16,156		29,80,463	
	Financial Expenses		6,20,983		3,94,128	
	(Profit) loss on sale of Investments		(1,984)		(45,021)	
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES			32,17,124		(36,49,047)
	(Increase)/ Decrease in Loans and Advances		(51,77,713)		(37,62,204)	
	(Increase)/ Decrease in Other Receivables		(10,92,251)		7,112,400	
	Increase / (Decrease) in Current Liabilities		(23,07,201)		(66,73,754)	
				(85,77,165)		(33,23,558)
	Cash generated from Operations			(53,60,041)		(69,72,605)
	Direct Taxes Paid					
	NET CASH FROM OPERATING ACTIVITIES ((A)		(53,60,041)		(69,72,605)
B)	CASH FLOW FROM INVESTING ACTIVITIES					
	Purchase of Fixed Assets			(41,74,758)		(2,09,820)
	Sale of Fixed Assets			27,65,342		1,04,979
	NET CASH FROM INVESTING ACTIVITIES ((B)		(14,09,416)		(1,04,841)
C)	CASH FLOW FROM FINANCING ACTIVITIES					
	Financial Expenses Paid			(6,20,983)		(3,94,128)
	Profit on sale of Investments			1,984		45,021
	Loan from Holding Company/fellow subsidiary Company			25,00,000		25,00,000
	Increase/(Decrease) in long term borrowings			31,42,587		(29,80,093)
	NET CASH FROM FINANCING ACTIVITIES ((C)		50,23,588		(8,29,200)
NE'	I INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)			(17,45,869)		(79,06,646)
CAS	SH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR			19,82,773		98,89,419
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD				2,36,904		19,82,773
	-					
CO	COMPONENTS OF CASH AND CASH EQUIVALENTS					
AT	AT THE END OF THE YEAR					
Current Account with Banks				2,36,904		19,78,105
	Cash, Stamps and Stamp Papers on Hand			_		4668
	• • •			2,36,904		19,82,773
						- , , , -

As per our report of even date attached P S Raghavan For Brahmayya & Co.,

Chartered Accountants Harsha Viji

P Babu

Partner S Sivakumar

Chennai

9th May 2011 Directors

Annual Report

Balance Sheet Abstract and Company's General Business Profile Information as required under part IV of the Schedule VI of the Companies Act, 1956

I	Registration Details						
	Registration No.	3 2 5 2 1 State	e Code 1 8				
	Balance Sheet Date	3 1 0 3 2 0 1 1					
		Date Month Year					
II	Capital Raised during the Y	ear (Amount in ₹ Thousands)					
		Public Issue	Rights Issue				
		N I L	N I L				
		Bonus Issue	Private Placement				
		NIL	N I L				
III	Position of Mobilisation an	d Deployment of Funds (Amount in ₹ Thousand					
		Total Liabilities	Total Assets				
		3 2 0 8 6	3 2 0 8 6				
	Sources of Funds	Paid up Capital	Reserves & Surplus				
			2 0 8 7 6				
		Secured Loans	Unsecured Loans				
		Deferred Tax Liability					
		1 5 4	_				
	Applications of Funds	Net Fixed Assets	Investments				
		5 6 7 4	NIL				
		Net Current Assets	Misc. Expenditure				
		2 6 4 1 3	N I L				
		Accumulated Loss					
		NIL					
IV	Performance of Company (Amount in ₹ Thousands)						
		Turnover	Total Expenditure				
		4 8 2 8 9	4 8 1 0 7				
		+ - Profit / (Loss) Before Tax	+ - Profit / (Loss) After Tax				
		1 8 2	✓				
		(Please tick appropriate box + for profit, – for los	ss)				
	Earnings Per Share ₹ Ps. Dividend Rate %						
	Ear	Dividend Rate %					
		+ 1 . 0 8	$\lfloor N \mid I \mid L \rfloor$				
v	Generic Names of Three Dr	incinal Products / Services of Company (As now r	nonetary terms)				
•	Item Code No. (ITC Code)	neric Names of Three Principal Products / Services of Company (As per monetary terms)					
	Product / Service Description						
	110ddet/ octytec Description	O U T S O U R C I N G	0 1 1 0 0				
		O O I O O R O I N O					