

**INFREIGHT LOGISTICS SOLUTIONS LIMITED**

**17th Annual Report  
2016-17**





### **Board of Directors**

Srinivas Acharya

P. Viswanathan

S. Sivakumar

### **Audit Committee**

S. Sivakumar

Srinivas Acharya

### **Manager**

Sidhartha Sankar Malla

### **Secretary**

P.N. Srikant

### **Bankers**

HDFC Bank Ltd.

Canara Bank

### **Auditors**

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

### **Registered Office**

21, Patullos Road,  
Chennai 600 002

CIN : U72900TN2000PLC063984

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# **INFREIGHT LOGISTICS SOLUTIONS LIMITED**

A subsidiary of



## **SUNDARAM FINANCE LIMITED**

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# Board's Report

Your Directors have pleasure in presenting the Seventeenth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2017.

The summarised financial results of the Company are given hereunder:

(₹ in lakhs)

Particulars	Year ended 31.03.2017	Year ended March 31, 2016
Total Income	-	0.55
Total Expenditure	0.29	2.72
Profit (Loss) before Tax	(0.29)	(2.18)
Taxation	-	-
Profit (Loss) after Tax	(0.29)	(2.18)

## REVIEW OF OPERATIONS

There were no operations during the year under review.

## SHARE CAPITAL

During February 2017, the holding Company, Sundaram Finance Investments Limited (formerly Sundaram Finance Distribution Limited) transferred its entire holdings in your Company to its holding Company, Sundaram Finance Limited (SFL) and consequently your Company became a direct subsidiary of SFL.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sri P N Srikant, Secretary resigned on 11th April 2017 due to personal reasons. The Directors wish to place on record their appreciation for his service.

## NUMBER OF MEETINGS OF THE BOARD

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

## DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Company has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
3. Proper and sufficient care has been exercised 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;
4. The annual accounts have been prepared on a going concern basis; and
5. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## AMALGAMATION OF THE COMPANY

As you are aware, the Board of Directors of your Company at their meeting held on 17th February 2017, have decided to amalgamate your Company with the holding company Sundaram Finance Limited w.e.f. April 1, 2016 being the Appointed Date fixed for the purpose under a Composite Scheme of Arrangement and Amalgamation ('Scheme') under Sections 230 to 232 of the Companies Act, 2013, subject to necessary approvals.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no investments made, loans or guarantees given by the Company during the year ended 31st March 2017.

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**RELATED PARTY TRANSACTIONS**

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

**EXTRACT OF ANNUAL RETURN**

As required under Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT 9 as on 31st March 2017, is enclosed vide Annexure B.

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

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

**DEPOSITS**

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

**AUDITORS**

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

**ACKNOWLEDGEMENT**

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

**Sri Srinivas Acharya**  
**Sri P Viswanathan**  
**Sri S Sivakumar**  
Directors

Chennai 600 002  
Date: 11th April 2017

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**ANNEXURE – A****Form No. AOC–2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis

**There are no transactions entered into by the Company during the year with related parties.**

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

**There are no transactions entered into by the Company during the year with related parties.**

**Sri Srinivas Acharya**  
**Sri P Viswanathan**  
**Sri S Sivakumar**  
Directors

Chennai 600 002  
Date: 11th April 2017

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

as on the financial year ended on 31st March 2017

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

**I. REGISTRATION AND OTHER DETAILS**

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

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

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

Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company*
Carrying on the business of manufacturing, importing, exporting, supplying, installing, maintaining, drawing, designing or otherwise dealing in computers, software, hardware, teaching and training aids, electronic security equipment's telecommunications equipment/systems and other equipment's required for providing systems management.	52 - Warehousing and support activities for transportation	-

\* There were no operations during the year under review.

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

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

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

##### (i) Category-wise Share Holding

	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
<b>(1)</b>	<b>Indian</b>									
(a)	Individual/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.*	-	56,11,200	56,11,200	100.00	-	56,11,200	56,11,200	100.00	-
(e)	Banks / FI	-	-	-	-	-	-	-	-	-
(f)	Any Other ....	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(1)</b>	-	<b>56,11,200</b>	<b>56,11,200</b>	<b>100.00</b>	-	<b>56,11,200</b>	<b>56,11,200</b>	<b>100.00</b>	-
<b>(2)</b>	<b>Foreign</b>									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other ....	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	-	<b>56,11,200</b>	<b>56,11,200</b>	<b>100.00</b>	-	<b>56,11,200</b>	<b>56,11,200</b>	<b>100.00</b>	-
<b>B.</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FII's & FPIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Others (Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-



	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2.</b>	<b>Non-Institutions</b>									
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(i)	Indian	-	-	-	-	-	-	-	-	-
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals	-	-	-	-	-	-	-	-	-
(i)	Individual shareholders holding nominal share capital up to ₹1 lakh	-	-	-	-	-	-	-	-	-
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub- Total (B)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
(C)	Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A) + (B)</b>	-	<b>56,11,200</b>	<b>56,11,200</b>	-	-	<b>56,11,200</b>	<b>56,11,200</b>	<b>100.00</b>	-

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

#### (ii) Shareholding of promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
Sundaram Finance Limited*	56,11,200	100.00	-	56,11,200	100.00	-	-
Total	56,11,200	100.00	-	56,11,200	100.00	-	-

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

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

Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sundaram Finance Ltd				
At the beginning of the year*	56,11,200	100	–	–
Increase / Decrease in Promoters Shareholding during the year	–	–	–	–
At the end of the Year	–	–	56,11,200	100

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

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

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

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

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sri Srinivas Acharya* Director"				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
2	Sri P Viswanathan* Director"				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
3	Sri S Sivakumar* Director"				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
4	Sri P N Srikant* Company Secretary#				
	At the beginning of the year	1	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	1	-
5	Sri Sidhartha Sankar Malla Manager				
	At the beginning of the year	-	-	-	-
	Increase / Decrease in Share holding during the year	-	-	-	-
	At the end of the Year	-	-	-	-

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

# Sri P N Srikant, Company Secretary Resigned on 11th April 2017

## V. INDEBTEDNESS

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

**B. Remuneration to other directors:**

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

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

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

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

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

There were no penalties / punishment / compounding of offences against the Company, Directors and other Officers in Default during the year ended 31st March 2017.

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# Independent Auditor's Report

To the members of Infreight Logistics Solutions Limited

## **REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying standalone financial statements of Infreight Logistics Solutions Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgement and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2017, and its loss and its cash flows for the year ended on that date.

## Report on other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act.
- f. with respect to internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company does not have any pending litigations which would impact its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. the Company is not required to transfer any fund to the Investor Education and Protection Fund.

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

Place: Chennai  
Date : 11th April, 2017

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## The Annexure A referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2017

The Annexure A referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2017 As required by Companies (Auditor's Report) Order, 2016 issued by the Ministry of Corporate Affairs, on the basis of checks of the books and records as we considered appropriate and according to the information and explanations given to us during the course of audit, we state as under:-

- i. The Company does not have any fixed assets, accordingly clause i(a) to i(c) of the Order are not applicable to the Company for the current year.
- ii. The Company does not have any inventories, accordingly clause (ii) (a) to ii(c) of the Order are not applicable to the Company for the current year.
- iii. The Company has not granted unsecured loans to parties covered in the register maintained under section 189 of the Act, accordingly clause iii(a) to iii(b) of the Order are not applicable to the Company for the current year.
- iv. According to the information and explanations given to us, the Company has not granted any loans, investments, guarantee and security , therefore provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the Company.
- v. The Company has not accepted any deposits from the public and hence directives of the Reserve Bank of India and the provisions of the Act and Rules framed there under are not applicable to the Company.
- vi. As explained to us, the maintenance of cost records has not

been prescribed by the Central Government under section 148(1) of the Act in respect of Company's operations.

- vii. a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, and other material statutory dues applicable to it.

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

- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess not been deposited on account of any dispute.
- viii. The Company has not taken any loan or borrowing from financial institutions or bank or government or debenture holder, accordingly clause viii of the order not applicable to the Company for current year.
- ix. The Company has not raised any money by way of public offer, further public offer (including debt instruments) and term loan during the year.
- x. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.



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

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

Place: Chennai  
Date : 11th April, 2017

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## Annexure B referred to in our Report of even date to the members of Infreight Logistics Solutions Limited for the year ended 31st March, 2017

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

We have audited the internal financial controls over financial reporting of Infreight Logistics Solutions Limited (“the Company”) as at March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting including obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company’s internal financial control over financial reporting is

a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliances with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

Place: Chennai  
Date : 11th April, 2017

# Balance Sheet

as at 31st March, 2017

(In ₹)

	Note	31st March, 2017	31st March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1) Shareholders' funds</b>			
(a) Share capital	2	5,61,12,000.00	5,61,12,000.00
(b) Reserves and surplus	3	(10,74,18,419.15)	(10,73,89,267.15)
(c) Money received against share warrants		-	-
		(5,13,06,419.15)	(5,12,77,267.15)
<b>2) Share application money pending allotment</b>			
		-	-
<b>3) Non-current liabilities</b>			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
		-	-
<b>4) Current liabilities</b>			
(a) Short-term borrowings	4	5,17,00,000.00	5,17,00,000.00
(b) Trade payables		-	-
(c) Other current liabilities	5	74,107.00	74,032.00
(d) Short-term provisions		-	-
		5,17,74,107.00	5,17,74,032.00
<b>TOTAL</b>		<b>4,67,687.85</b>	<b>4,96,764.85</b>
<b>II. ASSETS</b>			
<b>1) Non-current assets</b>			
(a) Fixed assets			
i) Tangible assets		-	-
ii) Intangible assets		-	-
iii) Capital work-in-progress		-	-
iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets		-	-
		-	-
<b>2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	6	4,67,687.85	4,96,764.85
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
		4,67,687.85	4,96,764.85
<b>TOTAL</b>		<b>4,67,687.85</b>	<b>4,96,764.85</b>

See accompanying notes forming part of financial statements

In terms of our report attached

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

**Sidhartha Sankar Malla**  
Manager

**P.N. Srikant**  
Secretary

**Srinivas Acharya**  
**S. Sivakumar**  
**P. Viswanathan**  
Directors

Membership No. - 040234

Place : Chennai

Date : 11th April, 2017

INFREIGHT LOGISTICS SOLUTIONS LIMITED

## Statement of Profit and Loss

for the Year Ended 31st March, 2017

(In ₹)

	Note	2016-17	2015-16
I. Revenue from operations		-	-
II. Other income	7	-	54,783.00
<b>III. Total Revenue (I + II)</b>		-	<b>54,783.00</b>
IV. Expenses:			
Cost of Services		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expenses		-	-
Finance costs	8	-	337.08
Depreciation and amortisation expense		-	-
Other expenses	9	29,152.00	2,72,022.00
<b>Total expenses</b>		<b>29,152.00</b>	<b>2,72,359.08</b>
V. (Loss)/ Profit before exceptional and extraordinary items and tax (III-IV)		(29,152.00)	(2,17,576.08)
VI. Exceptional items		-	-
VII. (Loss)/ Profit before extraordinary items and tax (V - VI)		(29,152.00)	(2,17,576.08)
VIII. Extraordinary Items		-	-
IX. (Loss)/ Profit before tax (VII- VIII)		(29,152.00)	(2,17,576.08)
X Tax expense:			
1) Current tax		-	-
2) Deferred tax		-	-
XI (Loss)/ Profit for the period from continuing operations (IX-X)		(29,152.00)	(2,17,576.08)
XII (Loss)/ Profit from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV (Loss)/ Profit from Discontinuing operations (after tax) (XII-XIII)		-	-
XV (Loss)/ Profit for the period (XI + XIV)		(29,152.00)	(2,17,576.08)
XVI Earnings per equity share:			
1) Basic		(0.01)	(0.04)
2) Diluted		(0.01)	(0.04)
See accompanying notes forming part of financial statements			

In terms of our report attached

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

**Sidhartha Sankar Malla**  
Manager

**P.N. Srikant**  
Secretary

**Srinivas Acharya**  
**S. Sivakumar**  
**P. Viswanathan**  
Directors

Membership No. - 040234

Place : Chennai

Date : 11th April, 2017

# Cash Flow Statement

(In ₹)

	2016-17	2015-16
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after Tax	(29,152.00)	(2,17,576.08)
	(29,152.00)	(2,17,576.08)
<b>Changes in Assets &amp; Liabilities:</b>		
(Increase) / Decrease in Short term Loans and Advances	-	3,12,083.00
Increase / (Decrease) in other Current liabilities	75.00	(35,189.00)
Net Cash from Operating Activities	(29,077.00)	59,317.92
<b>Cash flow from Investing Activities</b>		
Net Cash from investing Activities	-	-
<b>Cash flow from Financing Activities</b>		
Repayment of Short - term Borrowings	-	(5,00,000.00)
Net Cash from Financing Activities	-	(5,00,000.00)
Net increase / (decrease) in cash and cash equivalents	(29,077.00)	(4,40,682.08)
Cash and cash equivalents at the beginning of the period	4,96,764.85	9,37,446.93
Cash and cash equivalents at the end of the period	4,67,687.85	4,96,764.85
<b>Components of Cash and Cash Equivalents at the end of the period</b>		
Balances with Banks - in Current Accounts	4,67,687.85	4,96,764.85
Cash on Hand	-	-
	4,67,687.85	4,96,764.85

**Notes:**

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

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

Membership No. - 040234  
Place : Chennai  
Date : 11th April, 2017

**Sidhartha Sankar Malla**  
Manager

**P.N. Srikant**  
Secretary

**Srinivas Acharya**  
**S. Sivakumar**  
**P. Viswanathan**  
Directors

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## **Notes to Financial Statements For the Year Ended 31st March, 2017**

Note 1

### **Significant Accounting Policies**

#### **1.1 Basis of preparation of financial statements**

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

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

#### **1.3 Borrowing Cost**

Borrowing cost includes interest and amortisation of ancillary costs.

#### **1.4 Revenue Recognition**

Income and expenditure are accounted on accrual basis.

#### **1.5 Provisions and Contingencies**

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

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

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

## NOTES TO THE ACCOUNTS (Contd.)

### 1.6 Earnings per Share

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

### 1.7 Cash & Cash Equivalents

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

### 1.8 Cash Flow Statement

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

#### Note 2

#### SHARE CAPITAL

(In ₹)

	As at March 31, 2017	As at March 31, 2016
<b>Authorised Capital</b> 1,01,00,000 (1,01,00,000) Equity Shares of ₹10/- each	10,10,00,000.00 <u>10,10,00,000.00</u>	10,10,00,000.00 <u>10,10,00,000.00</u>
<b>Issued Subscribed &amp; fully paid up Share Capital</b> <b>Equity Share Capital</b> 56,11,200 (56,11,200) Equity Shares of ₹ 10/- each	5,61,12,000.00 <u>5,61,12,000.00</u>	5,61,12,000.00 <u>5,61,12,000.00</u>

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

Equity Shares of ₹ 10/- each fully paid up

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	₹	No. of Shares	₹
At the beginning of period	56,11,200	5,61,12,000.00	56,11,200	5,61,12,000.00
Issued during the period	—	—	—	—
Outstanding at the end of period	<b>56,11,200</b>	<b>5,61,12,000.00</b>	<b>56,11,200</b>	<b>5,61,12,000.00</b>



## NOTES TO THE ACCOUNTS (Contd.)

### b. Terms/rights attached to Equity Shares

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

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

### c. Shares held by Holding Company

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

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2017			As at 31st March, 2016		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Limited	56,11,200	100%	5,61,12,000	56,11,200	100%	5,61,12,000

\* Including Equity Shares held by nominees.

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

Equity Shares of ₹10/- each fully paid up

Name	As at 31st March, 2017			As at 31st March, 2016		
	No. of Shares *	%	₹	No. of Shares	%	₹
Sundaram Finance Limited	56,11,200	100%	5,61,12,000	56,11,200	100%	5,61,12,000

\* Including Equity Shares held by nominees.

### Note 3

#### RESERVES & SURPLUS

(In ₹)

	As at March 31, 2017	As at March 31, 2016
<b>Statement of Profit &amp; Loss</b>		
At the beginning of the period	(10,73,89,267.15)	(10,71,71,691.07)
Add: (Loss)/ Profit for the period	(29,152.00)	(2,17,576.08)
<b>At the end of the period</b>	<b>(10,74,18,419.15)</b>	<b>(10,73,89,267.15)</b>

### Note 4

#### SHORT-TERM BORROWINGS

(In ₹)

	As at March 31, 2017	As at March 31, 2016
<b>Unsecured Borrowings</b>		
From Holding Company (Refer Related Party Statement)*	5,17,00,000.00	5,17,00,000.00
<b>Total Short Term Borrowings</b>	<b>5,17,00,000.00</b>	<b>5,17,00,000.00</b>
<b>*(Repayment Term is one year from sanction date and renewable for further period and borrowing is interest free)</b>		

**NOTES TO THE ACCOUNTS (Contd.)****Note 5****OTHER CURRENT LIABILITIES**

(In ₹)

	As at March 31, 2017	As at March 31, 2016
Expenses Payable	74,007.00	73,932.00
Statutory Liabilities Payable	100.00	100.00
	<b>74,107.00</b>	<b>74,032.00</b>

**Note 6****CASH & BANK BALANCES**

(In ₹)

	As at March 31, 2017	As at March 31, 2016
Cash and Cash Equivalent		
Balances with scheduled banks in current account	4,67,687.85	4,96,764.85
Cash on hand	-	-
	<b>4,67,687.85</b>	<b>4,96,764.85</b>

**Note 7****OTHER INCOME**

(In ₹)

	FY 2016 - 2017	FY 2015 - 2016
Interest on Income Tax Refund	-	37,437.00
Deposit/Advances/Creditors W/Back	-	17,346.00
	<b>-</b>	<b>54,783.00</b>

**Note 8****FINANCE COSTS**

(In ₹)

	FY 2016 - 2017	FY 2015 - 2016
Bank Charges	-	337.08
	<b>-</b>	<b>337.08</b>

**NOTES TO THE ACCOUNTS (Contd.)**
**Note 9**
**OTHER EXPENSES**

(In ₹)

	EY 2016 - 2017	EY 2015 - 2016
Professional Fees & Legal Charges	10,684.00	1,89,311.00
Auditors' Remuneration (Refer Note (a) below)	17,250.00	18,861.00
Miscellaneous Expenses	1,218.00	63,850.00
	<b>29,152.00</b>	<b>2,72,022.00</b>
<b>a) Details of payments made to auditor :</b>		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fees	-	17,175.00
<u>In other capacity (Including Service Tax)</u>		
For Other Services	<b>17,250.00</b>	<b>1,686.00</b>
	<b>17,250.00</b>	<b>18,861.00</b>

**Note 10**
**EARNINGS PER SHARE**

	EY 2016 - 2017	EY 2015 - 2016
Net (Loss)/ Profit as per Profit and Loss Account ₹	(29,152.00)	(2,17,576.08)
Shares outstanding at the beginning of the period (Nos.)	56,11,200	56,11,200
Shares issued during the period	-	-
Weighted average number of shares outstanding during the period (Nos)	56,11,200	56,11,200
<b>Basic and diluted earnings per share ₹</b>	<b>(0.01)</b>	<b>(0.04)</b>

**Note 11**
**General**

The Board of Directors have approved a Composite Scheme of Arrangement and Amalgamation for the Amalgamation of the Company with Sundaram Finance Limited effective from 1st April 2016 subject to approval of various statutory and regulatory authorities and shareholders/creditors as directed by the regulatory authorities.

Sundaram Finance Limited has filed applications with the National Stock Exchange of India Limited and Competition Commission of India for the approval of the transactions contemplated in the Composite Scheme of Arrangement and Amalgamation.

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## NOTES TO THE ACCOUNTS (Contd.)

Pending approvals from statutory and regulatory authorities, the financial statements have not been adjusted to give effect to the composite Scheme of Arrangement and Amalgamation. Once the requisite approvals are obtained, the composite Scheme of Arrangement and Amalgamation would be given effect in the financials of the Company in accordance with the said scheme.

### Note 12

The Company did not have any cash transactions during the year and therefore the reporting requirements of Specified Bank Notes (SBN) as required vide Ministry of Corporate Affairs Notification (No. G.S.R. 308C) dated 30th March 2017 is not applicable.

### Note 13

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

### Note 14

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

### Note 15

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

### Note 16

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

### Note 17

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

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

## Details of transactions with above related parties for the year ended 31st March, 2017

Particulars	Holding Company	Subsidiary Company	Fellow Subsidiary Companies	Key Management Personnel	Relative of Key Management Personnel	Total Related Parties (FY 2016-2017) ₹	Total Related Parties (FY 2015-2016) ₹
Transactions during the year							
<b>LIABILITIES :</b>							
<b>Inter-corporate Loan Repaid to:</b>							
Sundaram Finance Ltd.						-	5,00,000.00
<b>Outstanding Balances at the end of the year</b>							
<b>Inter-corporate Loan</b>							
Sundaram Finance Ltd.	5,17,00,000.00					5,17,00,000.00	5,17,00,000.00

In terms of our report attached

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

 Membership No. - 040234  
 Place : Chennai  
 Date : 11th April, 2017

**Sidhartha Sankar Malla**  
 Manager

**P.N. Srikant**  
 Secretary

**Srinivas Acharya**  
**S. Sivakumar**  
**P. Viswanathan**  
 Directors

