

Board of Directors

T.T. Srinivasaraghavan	Chairman
A.N. Raju	
S. Venkatesan	
R. Venkatraman	
Soundara Kumar	
Philippe Benoit	
Christophe Beelaerts	

Audit Committee

R. Venkatraman	Chairman
Soundara Kumar	
Christophe Beelaerts	

Nomination and Remuneration Committee

Soundara Kumar	Chairman
R. Venkatraman	
A.N. Raju	

Compliance and Risk Management Committee

P. Viswanathan
S.Ravi
S. Parthasarathy
Anup Menon

Chief Executive Officer

S. Ravi

Chief Financial Officer

S. Parthasarathy

Company Secretary

R.Ajith Kumar

Registered Office

No.21, Patullos Road, Chennai - 600 002
Phone No: 044 2852 1181, Fax: 044 2858 6641
CIN: U67120TN2008PLC068388

Corporate Office

No. 23, Cathedral Garden Road, Nungambakkam, Chennai - 600 034
Phone No: 044 2830 9100 Fax : 044 2826 2040
email: info@sundarambnpparibasfs.in
website: www.sundarambnpparibasfs.in

Auditors

M/s. Brahmaya & Co., Chartered Accountants
48, Masilamani Road, Balaji Nagar, Royapettah, Chennai - 600 014

Bankers

BNP Paribas
HDFC Bank Limited
State Bank of India

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BOARD'S REPORT

To the Members

Your Directors have pleasure in presenting the Tenth Annual Report along with the audited financial statements for the year ended March 31, 2018.

Review of Operations

During the year under review, your Company earned an income of ₹4,096.62 lakhs, which was higher by 19.81% against ₹3,284.88 lakhs in the previous year. Total expenditure amounted to ₹4,171.58 lakhs against ₹3,756.81 lakhs in the previous year. The Company recorded a net loss of ₹20.15 lakhs against ₹462.51 lakhs in the previous year and hence no dividend is recommended.

The increase in income was mainly due to increase in revenue from existing clients on account of growth of their Assets Under Management during the year and revenue from new clients.

Share Capital

During the year under review, your Company issued and allotted equity shares amounting to ₹5,00,00,000 to Sundaram Finance Ltd and BNP Paribas Securities Services on rights basis to meet capital expenditure and working capital requirements. The paid-up equity share capital of the Company, at present, stands at ₹45,00,30,000.

Board of Directors

The Board of Directors of the company is vested with general power of superintendence, direction and management of the affairs of the Company. The Board of Directors monitor and review the functioning of the Company. During the year under review, some changes in the composition of the Board of Directors have taken place. Mr.Philippe Ricard resigned from the Board and the Board places on record

its appreciation of the significant contribution made by him during his tenure as Director of the Company. Mr.Philippe Benoit has been appointed as an Additional Director with effect from 9th November 2017. The Board met five times in 2017-18. The meeting dates along with attendance of the Directors at the Board meetings are given in Annexure I.

Mr. T.T. Srinivasaraghavan, Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for your approval.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director as required under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

Meeting of Independent Directors

The Independent Directors of the Company met once during the year and conducted the reviews and assessments in accordance with requirements under section 149(8) read with Schedule IV of the Companies Act, 2013.

Annual Evaluation by the Board

The Board has made a formal evaluation of its own performance and that of its committees and individual directors as required under the Companies Act, 2013. The criteria considered for carrying out the evaluation form part of Annexure II (i).

Board Committees

1. Audit Committee

The Audit Committee reviews, inter alia, the financial accounting policies, quarterly unaudited financials & annual financials, related party transactions, adequacy of internal control systems, observations of the internal auditors on internal controls, along with follow up reports of the management besides interacting with the statutory & internal auditors.

The members of the Audit Committee are Mr. R. Venkatraman, Mrs. Soundara Kumar and Mr. Christophe Beelaerts.

During the year under review, the Committee met eight times. The meeting dates along with attendance of the members at the committee meetings are given in Annexure I.

The Company Secretary is the Secretary to the Committee.

2. Nomination and Remuneration Committee

This Committee lays down the criteria for evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors. Further, the Committee also lays down the policy relating to the remuneration of the directors, key managerial personnel and other employees which, inter alia, includes the principles for identification of persons who are qualified to become directors.

Mrs. Soundara Kumar, Mr. R. Venkatraman and Mr. A.N. Raju are the members of the Nomination and Remuneration Committee. During the year under review, the Committee met four times. The meeting dates along with attendance of the members at the committee meetings are given in Annexure I.

The criteria laid down for evaluation of the directors and the remuneration policy, as approved by the Board, are attached as part of this report vide Annexures II (i) and (ii) respectively.

The Company Secretary is the Secretary to the Committee.

Key Managerial Personnel

During the year under review, (i) Mr. Prashant Soni resigned as the Chief Executive Officer and Mr. Srinivas Prasanth resigned as Company Secretary. (ii) Mr. S. Ravi was appointed as the Interim Business Head and subsequently appointed as Chief Executive Officer with effect from 1st April 2018. Mr. R.Ajith Kumar was appointed as the Company Secretary under Sec 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Risk Management

Your Company has a Compliance, Risk & Audit framework that supports implementation of risk management requirements and enhances the practice of managing risks across various functions in the Company. The Company has an internal Compliance and Risk Management Committee which reviews and monitors the risks facing the Company, at periodic intervals. Risk Control and Mitigation mechanisms are also constantly reviewed for their effectiveness.

Details of significant and material orders passed by the Regulators

During 2017-18, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status or the company's future operations.

Internal Control System

The Company has adequate internal control systems commensurate with nature and size of the business activity, with regard to efficiency of its financial reporting. The internal financial control systems have been designed to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported correctly. The Company has guidelines and procedures in place and carries out extensive and regular internal control programs and policy reviews to ensure that the internal control systems are adequate enough to protect the Company against any loss and safeguard the Company's assets.

The internal financial control system is supplemented by audits conducted by the Internal Auditors. The Audit Committee of the Board of Directors reviews the reports of the Auditors at its periodical meetings.

Deposits

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

Extract of the annual return

The extract of the annual return pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in Form No. MGT-9 is attached to this report as Annexure III.

Personnel

Your Company has, on its rolls, 246 employees as on March 31, 2018. Various employee engagement activities have been carried out during the year.

Disclosure under The Prevention of Sexual Harassment of Women at Workplace

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints, if any, regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

- a) Your Company has no activity relating to conservation of energy or technology absorption
- b) Foreign exchange earnings and Outgo:

During 2017-18, your Company did not have any foreign currency earnings. The Company incurred expenditure equivalent to ₹45.33 lakhs (FY 2016-17: ₹44.14 lakhs) in foreign exchange.

Particulars of loans, guarantees or investments under section 186

During the year under review, your Company has not given any loan or guarantee or provided any security or made any investments under Section 186 of the Companies Act, 2013.

Particulars of contracts or arrangements with related parties

During the year, all transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2, as required under Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure IV.

Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act 2013 relating to Corporate Social Responsibility are not applicable to your Company.

Secretarial Audit Report

Secretarial Audit Report as provided by M/s. M. Damodaran & Associates in terms of Section 204 of the Companies Act, 2013 and the rules issued thereunder is annexed to this Report vide Annexure V.

Directors' Responsibility Statement

In terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your directors confirm that:

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

- (b) 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 and loss of the company for that period;
- (c) proper and sufficient care has been exercised for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis; and
- (e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Statutory Auditors

M/s Brahmaya & Co, Chartered Accountants, Chennai, Statutory Auditors of your Company, hold office until the conclusion of the ensuing Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules 2014. Your Director place

on record the significant contribution made by M/s. Brahmaya & Co., Chartered Accountants, Chennai as Statutory Auditors since the inception of the Company.

Your Director recommend the appointment of M/s. N.C. Rajagopal & Co., Chartered Accountants, Chennai (Registration Number No.003398S), are Statutory Auditors of the Company, in accordance with the provisions of Sections 139,141 and other applicable provisions of the Companies Act 2013, to hold office from the conclusion of 10th Annual General Meeting until the conclusion of 15th Annual General Meeting subject to ratification (if so required by the law).

Acknowledgement

Your Directors thank your Company's shareholders - Sundaram Finance Limited & BNP Paribas Securities Services, Clients, Service Providers, Banks and Regulators for their support.

Your Directors also place on record their appreciation of the dedication and commitment displayed by the employees of your Company.

For and on behalf of the Board of Directors

Place: Chennai
Date: May 07, 2018

T T Srinivasaraghavan
Chairman

Annexure I

A. Details of the Board Meetings attended by the Directors:

S. No.	Director	No. of Meetings		Meeting Dates
		Held	Attended	
1.	Mr. T T Srinivasaraghavan	5	5	09.05.2017, 10.08.2017, 09.11.2017, 08.02.2018, 16.03.2018.
2.	Mr. A N Raju	5	4	
3.	Mr. S Venkatesan	5	5	
4.	Mr. R Venkatraman	5	5	
5.	Mrs. Soundara Kumar	5	5	
6.	Mr. Philippe Ricard*	3	0	
7.	Mr. Christophe Beelaerts	5	4	
8.	Mr. Philippe Benoit**	2	1	

* Mr. Philippe Ricard resigned from the Director with effect from 7th November 2017

** Mr. Philippe Benoit has appointed as Director with effect from 7th November 2017

B. Details of the Audit Committee Meetings attended by the Members:

S. No.	Director	No. of Meetings		Meeting Dates
		Held	Attended	
1.	Mr. R. Venkatraman	8	8	09.05.2017, 19.06.2017 10.08.2017, 20.09.2017 09.11.2017, 19.01.2018 08.02.2018, 15.03.2018
2.	Mrs. Soundara Kumar	8	8	
3.	Mr. Christophe Beelaerts	8	5	

C. Details of the Nomination and Remuneration Committee Meetings attended by the Members:

S. No.	Director	No. of Meetings		Meeting Dates
		Held	Attended	
1.	Mrs. Soundara Kumar	4	4	09.05.2017, 09.11.2017, 08.02.2018, 16.03.2018.
2.	Mr. R Venkatraman	4	4	
3.	Mr. A N Raju	4	3	

For and on behalf of the Board of Directors

Place: Chennai

Date: May 07, 2018

T T Srinivasaraghavan

Chairman

Annexure II (i)

Criteria for evaluation

Criteria for evaluation of the Board and non-independent Directors at a separate meeting of the Independent Directors

Directors

1. Composition of the Board and availability of multi-disciplinary skills

Whether the Board comprises of Directors with sufficient qualifications and experience in diverse fields to make the Company a versatile institution

2. Commitment to good corporate governance principles
 - a) Whether the Company practises high ethical and moral standards
 - b) Whether the Company is fair and transparent in all its dealings with the stake holders

3. Adherence to Regulatory Compliance
Whether the Company adheres to the required regulations

4. Financial performance
Whether the Company has been recording satisfactory financial performance year on year

5. Effectiveness of Risk Management System
Whether the Company has an effective risk management system in place covering:
 - (a) Strategic risk
 - (b) Operational risk
 - (c) Technology related risk

6. Strategy
Whether the Board looks at strategic issues and takes long term views

Criteria for evaluation of Chairman at a separate meeting of the Independent Directors

1. Leadership qualities
2. Standard of Integrity
3. Understanding of macro-economic trends and micro industry trends
4. Future vision
5. Ensuring different stakeholders have full opportunity to air and discuss their views

Criteria for evaluation of Independent Directors by the entire Board

1. Qualification and experience
2. Standard of Integrity
3. Attendance in Board Meetings either in person or otherwise
4. Understanding of Company's business
5. Value addition in Board Meetings
6. Whether interest of all the shareholders are looked after equally

Criteria for evaluation of Audit Committee by the Board

1. Qualification and experience of members
2. Depth of review of financial performance
3. Oversight of Audit & Inspection
4. Review of Regulatory Compliance

For and on behalf of the Board of Directors

Place: Chennai
Date: May 07, 2018

T T Srinivasaraghavan
Chairman

Annexure II (ii)

Remuneration Policy

Sundaram BNP Paribas Fund Services Limited (hereinafter referred to as 'the Company') has formulated performance based remuneration structures for its employees at all levels, so as to provide ample opportunity for inclusive growth, supported with adequate learning. Accordingly, the remuneration structure is based on the qualification and skill levels at the time of joining the organisation and reviewed on a yearly basis by way of an assessment of their actual performance, through a robust "Performance Management System".

The components forming part of the compensation structure for each grade are designed to reward performance as well as to mitigate some of the location based hardships faced by the employees.

Section 178(2), (3) and (4) of the Companies Act, 2013 read with the applicable rules thereto provide that the Nomination and Remuneration Committee (NRC) shall identify persons who are qualified to become Directors and shall also recommend to the Board a policy, relating to the remuneration for Directors, Key Managerial Personnel, Senior Management and other employees.

The objectives and purpose of this policy are:

- a) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (CEO), evaluating the CEO's performance in light of those goals and objectives, and, either as a committee together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation are subject to board approval.
- b) To formulate the criteria for evaluation of performance of all the Directors on the Board.

- c) To devise a policy on Board diversity and the following policy shall be hereinafter referred to as "Remuneration Policy of Sundaram BNP Paribas Fund Services Limited".

I Definitions

- a) "Remuneration" means any monetary benefit or its equivalent extended to any person for services rendered by him/her and includes perquisites as defined under the Income-tax Act, 1961.
- b) "Key Managerial Personnel" means,
 - i) Managing Director, Chief Executive Officer or Manager;
 - ii) Whole-time Director;
 - iii) Chief Financial Officer;
 - iv) Company Secretary.
- c) "Senior Management", defined by the Board of Directors and as may be modified from time to time, means all persons reporting directly to Chief Executive Officer.
- d) "Employee" will mean an employee who has been appointed on the rolls of Sundaram BNP Paribas Fund Services Limited (hereinafter referred to as 'the Company') and has been issued an appointment order by the Company.

II Board Diversity

It will be the endeavour of the Company to attract people to be on the Board of our Company as Directors from a variety of backgrounds which are appropriate to the business interests of the Company. To this end, our Directors over the years, have come from backgrounds as varied as securities services, consulting, banking and other financial services including NBFC and accounting profession.

III Remuneration Pattern

The NRC lays down the following remuneration pattern for Non-executive Directors and Independent Directors, Executive Directors, Key Managerial Personnel, Senior Management and other employees under the Remuneration Policy:

1. The remuneration payable to Non-Executive Directors (other than the Directors nominated by Sundaram Finance Limited and BNP Paribas Securities Services) and Independent Directors shall consist of:
 - a) Sitting fees for attending the meetings of the Board and sub-committees of the Board, within the limit prescribed under the Companies Act, 2013;
 - b) Commission for each financial year, within the limits specified under the Companies Act, 2013 as may be decided by the Board of Directors;
 - c) Reimbursement of expenses for attending meetings of the Board and sub-committees of the Board.
2. The remuneration payable to Whole-time Directors, who are appointed based on Shareholders' approval, shall consist of:
 - a) Salary, allowances, commission and perquisites;
 - b) Commission for each financial year, as may be decided by the Board of Directors, based on the recommendations of the NRC;
 - c) Minimum Remuneration in any financial year, when the Company has no profits or its profits are inadequate, by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The overall remuneration payable to Directors, including Executive Directors, shall be within the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V.

3. The remuneration payable to Key Managerial Personnel, Senior Management and other employees of the company shall consist of Salary, allowances, perquisites and variable components reflecting the short and long term performance objectives appropriate to the working of the Company, which are aligned to industry standards.

IV Implementation of the Remuneration Policy

The remuneration payable to Non-executive Directors and Independent Directors shall be determined by the Board of Directors, after taking into account their performance and contribution.

The Remuneration Policy of the Company, to the extent applicable to Key Managerial Personnel other than Executive Directors, Senior Management and other employees shall be monitored by the Managing Director/Whole Time Director/CEO, who shall take appropriate steps to ensure that the remuneration is commensurate with their experience, qualification, responsibilities, contributions, performance and industry standards.

The NRC shall take suitable steps to issue guidelines, procedures and such other steps as may be considered appropriate from time to time, for effective implementation of the Remuneration Policy.

For and on behalf of the Board of Directors

Place: Chennai
Date: May 07, 2018

T T Srinivasaraghavan
Chairman

Annexure III

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March 2018

[Puruant 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)	C I N	U67120TN2008PLC068388
ii)	Registration Date	27/06/2008
iii)	Name of the Company	Sundaram BNP Paribas Fund Services Limited
iv)	Category / Sub-Category of the Company	Public Company / Company having Share Capital
v)	Address of the Registered office and contact details	21 Patullos Road, Chennai - 600 002 Tel: 044-2852 1181
vi)	Whether listed Company	No
vii)	Name, Address and Contact details of Registrar and Transfer agent, if any	Not applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name & Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	Registrars and Transfer Agents services	As per National Industrial Classification - 2008: Section K - Financial and Insurance Activities Division 66 - Other financial activities	82.91%
2	Fund Accounting Services	As per National Industrial Classification - 2008: Section M - Professional, Scientific and Technical Activities Division 69 - Legal and accounting activities	16.33%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. 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 - 600 002	L65191TN1954PLC002429	Holding	51%	Sec. 2 (46)

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

(i) Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% Change During the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTER									
1)	Indian									
a)	Individual / HUF	–	–	–	–	–	–	–	–	–
b)	Central Govt	–	–	–	–	–	–	–	–	–
c)	State Govt(s)	–	–	–	–	–	–	–	–	–
d)	Bodies Corp.	–	2,04,01,530	2,04,01,530	51%	–	2,29,51,530	2,29,51,530	51%	–
e)	Banks / FI	–	–	–	–	–	–	–	–	–
f)	Any Other	–	–	–	–	–	–	–	–	–
	Sub Total A(1)	–	2,04,01,530	2,04,01,530	51%	–	2,29,51,530	2,29,51,530	51%	–
2)	Foreign									
a)	NRIs - Individuals	–	–	–	–	–	–	–	–	–
b)	Other Individuals	–	–	–	–	–	–	–	–	–
c)	Bodies Corp.	–	1,96,01,470	1,96,01,470	49%	–	2,20,51,470	1,96,01,470	44%	–
d)	Banks / FI	–	–	–	–	–	–	–	–	–
e)	Any Other	–	–	–	–	–	–	–	–	–
	Sub Total A(2)	–	1,96,01,470	1,96,01,470	49%	–	220,51,470	220,51,470	49%	–
	Total Shareholding of promoter (A) = (A) (1) + (A)(2)	–	4,00,03,000	4,00,03,000	100%	–	4,50,03,000	4,50,03,000	100%	–
B.	Public Shareholding									
1)	Institutions									
a)	Mutual Funds	–	–	–	–	–	–	–	–	–
b)	Banks / FI	–	–	–	–	–	–	–	–	–
c)	Central Govt	–	–	–	–	–	–	–	–	–
d)	State Govt(s)	–	–	–	–	–	–	–	–	–
e)	Venture Capital Funds	–	–	–	–	–	–	–	–	–
f)	Insurance Companies	–	–	–	–	–	–	–	–	–

	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	
g)	FHIs	–	–	–	–	–	–	–	–	–
h)	Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i)	Others (Specify)	–	–	–	–	–	–	–	–	–
	Sub Total B(1)	–	–	–	–	–	–	–	–	–
2)	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	–	–	–	–	–	–	–	–	–
ii)	Overseas	–	–	–	–	–	–	–	–	–
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto ₹1 Lakh	–	–	–	–	–	–	–	–	–
ii)	Individual shareholders holding nominal share capital in excess of ₹1 Lakh	–	–	–	–	–	–	–	–	–
c)	Others (Specify)	–	–	–	–	–	–	–	–	–
	Sub Total B(2)	–	–	–	–	–	–	–	–	–
	Total Public Shareholding (B) = (B)(1) + (B)(2)	–	–	–	–	–	–	–	–	–
C.	Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
	Grand Total (A + B + C)	–	4,00,03,000	4,00,03,000	100%	–	4,50,03,000	4,50,03,000	100%	–
% Change During the year - There is no change in % to total shares. Hence given “–”										

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Sundaram Finance Limited	2,04,01,530	51%	–	2,29,51,530	51%	–	–
2	BNP Paribas Securities Services	1,96,01,470	49%	–	2,20,51,470	49%	–	–

(iii) Change in Promoter's Shareholding (Please specify, if there is no change)

Sl. No	Shareholder's Name and other particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	Sundaram Finance Limited At the beginning of the year	2,04,01,530	51%	2,04,01,530	51%
	Allotment of shares on rights basis 21st February 2017	25,50,000	-	2,29,51,530	51%
	At the End of the year	-	-	2,29,51,530	51%
2	BNP Paribas Securities Services At the beginning of the year	1,96,01,470	49%	1,96,01,470	49%
	Allotment of shares on rights basis 21st February 2017	24,50,000	-	2,20,51,470	49%
	At the End of the year	-	-	2,20,51,470	49%

Note: There is no change in the shareholding percentage of the respective Promoters

(iv) Shareholding pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		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	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No	Name of the Directors / KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	Mr. A.N. Raju At the beginning of the year -held jointly with others as a nominee of Sundaram Finance Limited	1	Negligible	1	Negligible
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / Transfer/Bonus/ sweat equity, etc.)	Nil			
	At the End of the year -held jointly with others as a nominee of Sundaram Finance Limited	-	-	1	Negligible

Note: None of the other Directors or KMPs held shares of the Company in any capacity

V. INDEBTEDNESS

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

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time directors and/or Manager

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager			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	—	—	—	—
4	Commission				
	- as % of Profits	—	—	—	—
	- Others, specify	—	—	—	—
5	Others, please specify	—	—	—	—
	Total (A)	—	—	—	—
	Ceiling as per the Act				Not Applicable

B. Remuneration to Other Directors

Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr. R Venkatraman	Mrs. Soundara Kumar	
1	Independent Directors			
	- Fee for attending Board/Committee meetings	2,95,000	2,95,000	5,90,000
	- Commission	—	—	—
	- Others, Please Specify	—	—	—
	Total (1)	2,95,000	2,95,000	5,90,000
2	Other Non-Executive Directors			
	- Fee for attending Board/Committee meetings	—	—	—
	- Commission	—	—	—
	- Others, please specify	—	—	—
	Total (2)	—	—	—
	Total (B) = (1 +2)	2,95,000	2,95,000	5,90,000
3	Total Managerial Remuneration (A + B)	—	—	5,90,000
	Overall Ceiling as per the Act			Not Applicable

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	70,87,269*	20,51,634**	25,68,781	117,07,684
			91,796***		91,796
	(b) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	18,000	-	-	18,000
	(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 Profits	-	-	-	-
	- Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	71,05,269	21,43,430	25,68,781	1,18,17,480

* Mr. Prashant Soni has resigned from the post of CEO with effect from 31st March 2018

**Mr. Srinivas Prashanth has resigned from the post of Company Secretary with effect from 23rd February 2018

***Mr. R. Ajith Kumar has been appointed as Company Secretary with effect from 7th March 2018

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A.	COMPANY					
	Penalty					
	Punishment			Nil		
	Compounding					
B.	DIRECTORS					
	Penalty					
	Punishment			Nil		
	Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment			Nil		
	Compounding					

For and on behalf of the Board of Directors

Place: Chennai
Date : May 07, 2018

T T Srinivasaraghavan
Chairman

Annexure IV

Form No. AOC -2

**(Pursuant to clause(h) of sub section (3) of Section 134 of the Companies Act, 2013
and Rule 8(2) of the Companies (Accounts) Rules, 2014**

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

Nil

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

The details of transactions entered into by the Company during the year with related parties at arm's length basis are provided under note 19.3 of the annual accounts.

For and on behalf of the Board of Directors

Place: Chennai

Date: May 07, 2018

T T Srinivasaraghavan

Chairman

Annexure V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2018

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sundaram BNP Paribas Fund Services Limited.
CIN-U67120TN2008PLC068388
21, Patullos Road, Chennai - 600002.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sundaram BNP Paribas Fund Services Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. Sundaram BNP Paribas Fund Services Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Sundaram BNP Paribas Fund Services Limited for the financial year ended on 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Companies Amendment Act, 2017;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client;

I have also examined compliance with the applicable clauses of Secretarial Standards (SS-1) for Board Meeting and Secretarial Standards (SS-2) for General Meeting including revised Secretarial Standard - 1 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above and there are no other specific observations requiring any qualification on non-compliances.

I further report that the Board of Directors of the Company is duly constituted with Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, the agenda were sent at least seven days in advance and detailed notes on agenda in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has allotted 50,00,000 equity shares of ₹10 each on rights basis vide resolution dated 12.12.2017.

For **M. Damodaran & Associates**

M. Damodaran

(FCS No. 5837)

(C. P No. 5081)

Place: Chennai

Date: 07.05.2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Sundaram BNP Paribas Fund Services Limited

1. Report on the Financial Statements

We have audited the accompanying financial statements of Sundaram BNP Paribas Fund Services Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

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

3. Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its loss and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

i) As required by the Companies (Auditor's Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in “Annexure A” a statement on the matters specified in paragraph 3 and 4 of the Order.

ii) As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and

the Operating Effectiveness of such controls, refer to our separate report in "Annexure B"

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the effect of the pending legal proceedings against it in its financial statements as mentioned in Note 20.4 of the Notes to the Accounts; ii. the Company did not have any long term contracts including derivative contracts; iii. there was no amount to be transferred to the Investor Education and Protection Fund by the Company.

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

P. BABU
Partner

Place: Chennai
Date: 07-05-2018

Membership No. 203358

Sundaram BNP Paribas Fund Services Limited “Annexure A” to the Auditors’ Report referred to in Paragraph 5 of our report of even date

1. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) Fixed assets have been physically verified by the Management during the year, in accordance with an annual plan of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of the fixed assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- c) The Company does not own any immovable property.
2. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, clauses (iii) (a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company for the year.
3. In our opinion and according to the information and explanations given to us, the company has not granted any loans, made any investments or provided any guarantee or security as envisaged under Section 185 and Section 186 of the Companies Act, 2013 respectively.
4. The Company has not accepted any deposits from the public.
5. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.
6. i) In our opinion and according to the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax, Service tax, Goods and Service Tax, cess, and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2018 for a period of more than six months from the date they became payable.
- ii) In our opinion and according to the information and explanations given to us, there are no dues of Income Tax, Service tax and Goods and Service tax which have not been deposited on account of any dispute.
7. The Company does not have any borrowings from banks, financial institutions, government or by issue of debentures.
8. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) or by way of term loans.
9. To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company and no material fraud on the Company by its employees or officers were noticed or reported during the course of our audit.
10. The Company has paid/provided for managerial remuneration within the limits of Section 197 read with Schedule V to the Act.
11. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
12. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
13. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them.
14. In our opinion and according to the information and explanations given to us, the nature of the Company’s business/ activities during the year has been such that clause (ii), clause (xii) and clause (xvi) of paragraph 3 of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company for the year.

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

P. BABU
Partner

Place: Chennai
Date: 07-05-2018

Membership No. 203358

Sundaram BNP Paribas Fund Services Limited

“Annexure B” to the Auditors’ Report referred to in Paragraph 5 of our report of even date

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

We have audited the internal financial controls over financial reporting of Sundaram BNP Paribas Fund Services Limited (“the Company”) as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating

effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

P. BABU
Partner

Place: Chennai
Date: 07-05-2018

Membership No. 203358

Balance Sheet as at 31st March, 2018

(in ₹)

Particulars	Note No.	31st March, 18		31st March, 17	
I EQUITY AND LIABILITIES					
1. Shareholders' Funds					
(a) Share Capital	2	45,00,30,000		40,00,30,000	
(b) Reserves and Surplus	3	(15,84,57,491)		(15,62,84,687)	
(c) Money received against share warrants		-	29,15,72,509	-	24,37,45,313
2. Share application money pending allotment					
			-		-
3. Non-Current Liabilities					
(a) Long-term borrowings	4	1,98,00,191		37,71,943	
(b) Deferred tax liabilities	5	35,82,391		89,05,370	
(c) Other long-term liabilities		-		-	
(d) Long-term provisions		-	2,33,82,582	-	1,26,77,313
4. Current Liabilities					
(a) Short-term borrowings		-		-	
(b) Trade payables	6				
(A) total outstanding dues of micro enterprises and small enterprises		-		-	
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		4,62,15,483		3,83,02,143	
(c) Other Current liabilities	7	46,19,521		9,92,664	
(d) Short-term provisions	8	1,48,57,636	6,56,92,640	1,49,66,490	5,42,61,296
Total			38,06,47,731		31,06,83,923
II ASSETS					
1. Non-current assets					
(a) Fixed Assets	9				
(i) Tangible assets		4,59,43,368		3,41,07,254	
(ii) Intangible assets		3,56,38,269		5,22,55,145	
(iii) Capital work-in-progress		-		-	
(iv) Intangible assets under development		-		-	
(b) Non-current investments		-		-	
(c) Deferred tax assets		-		-	
(d) Long-term loans and advances	10	5,94,23,549		6,18,74,445	
(e) Other non-current assets		-	14,10,05,186	-	14,82,36,845
2. Current Assets					
(a) Current investments	11	16,41,38,676		8,42,97,586	
(b) Trade receivables	12	5,71,77,678		4,63,65,808	
(c) Cash and Bank Balances	13	23,01,122		35,37,955	
(d) Short-term loans and advances	14	1,60,25,068		2,82,45,729	
(e) Other current assets		-	23,96,42,545	-	16,24,47,078
Total			38,06,47,731		31,06,83,923

Significant Accounting policies and Notes to the Accounts - 1 to 21

As per our report of even date attached
For **Brahmayya & Co.,**
Chartered Accountants
FRN 000511S

T.T. Srinivasaraghavan
Chairman

Christophe Beelaerts
Director

P. Babu
Partner
Membership No. 203358
Chennai
7th May, 2018

S. Ravi
CEO

S Parthasarathy
CFO

R.Ajith Kumar
Company Secretary

SUNDARAM BNP PARIBAS FUND SERVICES LIMITED
Profit and Loss Statement for the year ended 31st March, 2018

(in ₹)

Particulars	Note No.	01 April 17 - 31 March 18	01 April 16 - 31 March 17
INCOME:			
Revenue from Operations	15	47,31,91,736	37,07,73,777
Less: Service Tax/GST		6,98,12,726	4,81,58,227
Net Income from Operations		40,33,79,010	32,26,15,550
Other Income	16	62,83,653	58,72,689
Total Revenue		40,96,62,663	32,84,88,239
EXPENSES:			
Employee Benefits	17	14,89,10,967	14,50,57,177
Administrative and Other Expenses	18	22,62,15,784	19,90,51,000
Financial Expenses	19	13,29,410	65,249
Depreciation	9	4,07,02,285	3,15,07,990
Total expenses		41,71,58,446	37,56,81,417
Loss before Tax		74,95,783	4,71,93,178
Taxation			
Current Tax		-	-
Deferred Tax		(53,22,979)	(9,41,575)
Loss after Tax from continuing operations		21,72,804	4,62,51,603
Earnings per Equity Share :			
Weighted Average Number of Shares considered (Face Value ₹10/- per share)		4,14,96,151	4,14,96,151
Basic and Diluted earnings per share (in ₹)		(0.05)	(1.11)

Significant Accounting policies and Notes to the Accounts - 1 to 21

 As per our report of even date attached
 For **Brahmayya & Co.,**
 Chartered Accountants
 FRN 000511S

T.T. Srinivasaraghavan
 Chairman

Christophe Beelaerts
 Director

P. Babu
 Partner
 Membership No. 203358
 Chennai
 7th May, 2018

S. Ravi
 CEO

S Parthasarathy
 CFO

R.Ajith Kumar
 Company Secretary

Cash Flow Statement for the year ended 31st March 2018

(in ₹)

	01 April 17 - 31 March 18	01 April 16 - 31 March 17
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	(21,72,804)	(4,62,51,603)
Add: Deferred Tax	(53,22,979)	(9,41,575)
Add: Financial Expenses	13,29,410	65,249
Profit/Loss on Sale of assets	(77,695)	4,18,845
	(62,44,067)	(4,67,09,084)
Depreciation	4,07,02,285	3,15,07,990
Interest Income	-	-
Gain on Sale of Investments	(46,91,091)	(54,97,962)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,97,67,126	(2,06,99,056)
(Increase) Decrease in Non-Current Assets	24,50,896	(56,92,145)
(Increase) Decrease in Short term Loans and Advances	1,22,20,661	(1,07,94,122)
(Increase) Decrease in Trade Receivables	(1,08,11,869)	(41,84,515)
Increase (Decrease) in Trade Payables	79,13,340	(2,68,82,278)
Increase (Decrease) in Short term provisions	(1,08,854)	(5,53,829)
	1,16,64,173	(4,81,06,889)
	4,14,31,299	(6,88,05,945)
Direct Tax Paid	-	-
Financial Expenses paid	986	17,465
NET CASH FROM OPERATING ACTIVITIES (A)	4,14,30,313	(6,88,23,410)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (excludes assets held on finance lease)	(1,38,47,214)	(3,34,42,639)
Sale of fixed assets	2,12,228	8,90,000
Interest received	-	-
Purchase of Investments	(26,26,50,000)	(19,51,00,000)
Sale of Investments	18,75,00,000	24,82,35,717
NET CASH FROM INVESTING ACTIVITIES (B)	(8,87,84,986)	2,05,83,078
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issuance of share capital	5,00,00,000	5,00,00,000
Principal repayments for finance lease obligation	(25,53,737)	(1,98,621)
Interest paid on finance lease	(13,28,424)	(47,784)
Increase (Decrease) in Other longterm liabilities	-	(65,00,000)
NET CASH FROM FINANCING ACTIVITIES (C)	4,61,17,839	4,32,53,595
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	(12,36,834)	(49,86,737)
Cash and cash equivalents at the beginning of the year	35,37,955	85,24,692
Cash and cash equivalents at the end of the year	23,01,122	35,37,955
COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Current Accounts with Banks	22,61,986	35,33,357
Cash on Hand	39,136	4,598
	23,01,122	35,37,955

As per our report of even date attached
For **Brahmayya & Co.**,
Chartered Accountants
FRN 000511S

P. Babu
Partner
Membership No. 203358
Chennai
7th May, 2018

T.T. Srinivasaraghavan
Chairman

S. Ravi
CEO

S Parthasarathy
CFO

Christophe Beelaerts
Director

R.Ajith Kumar
Company Secretary

NOTES TO THE ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

- 1.1. The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the relevant provisions of the Companies Act, 2013. The Company follows the Regulations prescribed by the Securities and Exchange Board of India (SEBI).

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance sheet date, reported amounts of revenue and expenses during the 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 12 months operating cycle.

1.2. Revenue 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 by adopting useful life prescribed in Schedule II to the Companies Act, 2013 after retaining 5% of Original Costs as resale value for Office Equipments, Furniture & Fixtures. However, for the following assets different useful life has been adopted and depreciation has been calculated after retaining 5% of Original Costs as resale value.

Assets	Useful Life
Computers -End user devices	7 years
Computers -Servers and Networks	8 years
Office Equipments (Second Hand)	3 years
Furniture & Fixtures (Second Hand)	3 years

Cost of assets taken on finance leases is depreciated over the useful life of the assets as per schedule II of Companies Act 2013.

1.4. Valuation of Investments:

Non Current 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 for services rendered by employees are recognised during the period when the services are rendered.

B) Post Employment Benefits:

Defined Contribution Plan

i) Provident Fund

The Company contributes to a Government administered Provident Fund and Pension Fund under the Employees Provident Fund Act on behalf of its employees.

ii) Superannuation

The Company contributes a fixed percentage on salary to the superannuation fund, which is administered by trustees and managed by Life Insurance Corporation of India Limited. These contributions are charged to the Profit and Loss Statement.

Defined Benefit Plan

i) Gratuity

The company contributes to a Gratuity Fund administered by trustees and managed by SBI Life Insurance Company Limited. The Company accounted its liability based on an actuarial valuation, as at the Balance Sheet date, determined every year by using the Projected Unit Credit method.

ii) Leave Encashment

The Company accounts its liability based on Actuarial Valuation, as at the Balance Sheet Date, determined every year, using projected unit credit method. The expenses and actuarial gain / loss on account of the above benefit plans are recognised in the Profit and Loss statement on the basis of an actuarial valuation.

1.6. Taxation:

Current tax is based on the taxable income for the period.

Deferred Tax liabilities arising from timing differences have been fully provided for. Deferred tax assets are recognized on consideration of prudence.

1.7. Intangible Assets:

Intangible assets represent Computer Software whose cost is amortised over their expected / remaining 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 recognised 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 there is existence of present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

BALANCE SHEET

(in ₹)

2. Share Capital	31st March 2018	31st March 2017
Authorised 10,00,00,000 Equity Shares of ₹10/- each (Previous year - 10,00,00,000 Equity Shares of ₹10/- each)	1,00,00,00,000	1,00,00,00,000
Issued, Subscribed and Paid up: 4,50,03,000 Equity Shares of ₹10/- each (Previous year - 4,00,03,000 Equity Shares of ₹10/- each)	45,00,30,000	40,00,30,000
	<u>45,00,30,000</u>	<u>40,00,30,000</u>
	Equity Shares	
	31st March 2018 Nos.	31st March 2017 Nos.
Shares outstanding at the beginning of the year	4,00,03,000	3,50,03,000
Add: Shares issued during the year	50,00,000	50,00,000
Less: Shares Reduced during the year	-	-
Shares outstanding at the end of the year	<u>4,50,03,000</u>	<u>4,00,03,000</u>

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

Name of the Shareholder	Status	No. of Shares	% held as at 31st March, 2018	No. of Shares	% held as at 31st March, 2017
Sundaram Finance Limited*	Holding Company	2,29,51,530	51%	2,04,01,530	51%
BNP Paribas Securities Services, France		2,20,51,470	49%	1,96,01,470	49%

* includes 5 equity shares held by nominees of Sundaram Finance Limited

3. Reserves and Surplus

(in ₹)

	Opening balance as on 01st April, 2017	Addition during the year	Deduction/ appropriation during the year	Closing balance as on 31st March, 2018
Debit balance in profit and loss statement	(15,62,84,687)	(21,72,804)	-	(15,84,57,491)

(in ₹)

	Opening balance as on 01st April, 2016	Addition during the year	Deduction/ appropriation during the year	Closing balance as on 31st March, 2017
Debit balance in profit and loss statement	(11,00,33,084)	(4,62,51,603)	-	(15,62,84,687)

4. Long term borrowings

(in ₹)

	31st March 2018	31st March 2017
Long term maturities of finance lease obligations	1,98,00,191	37,71,943

Disclosure in respect of finance lease contracts as per Accounting Standard - AS 19 - Leases:

(in ₹)

Period	2017-18		2016-17	
	Future Lease Payments	Principal Outstanding	Future Lease Payments	Principal Outstanding
2-5 years	2,37,29,695	1,98,00,191	46,85,115	37,71,943
Above 5 years	-	-	-	-

NON-CURRENT LIABILITIES

5. Deferred tax liabilities

(in ₹)

	31st March 2018	31st March 2017
Deferred tax liabilities on Depreciation	54,73,054	1,03,80,957
Deferred tax Assets		
- Gratuity	2,67,845	2,97,259
- Leave encashment	16,22,817	11,78,327
Deferred tax liabilities (net)	<u>35,82,391</u>	<u>89,05,370</u>

CURRENT LIABILITIES

(in ₹)

	31st March 2018	31st March 2017
6. Trade payables:		
(A) total outstanding dues of micro enterprises and small enterprises	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		
For expenses	4,01,13,246	3,43,50,508
Others*	61,02,237	39,51,635
	<u>4,62,15,483</u>	<u>3,83,02,143</u>
7. Other Current Liabilities		
Current maturities of Finance lease obligation	46,19,521	9,92,664
	<u>46,19,521</u>	<u>9,92,664</u>
8. Short-term provisions		
Provision for Employee Benefits	1,48,57,636	1,49,66,490
	<u>1,48,57,636</u>	<u>1,49,66,490</u>

* There are no amounts due and outstanding to be credited to investor education and protection Fund

9. Fixed Assets

(in ₹)

Description	Gross Block at Cost			Depreciation			Net Block		
	As at 01.04.2017	Additions	Deductions	As at 31.03.2018	As at 01.04.2017	Additions	Deductions	As at 31.03.2018	As at 31.03.2017
Tangible Assets:									
Computers and data processing units	11,33,99,914	42,86,050	-	11,76,85,964	8,63,01,544	91,21,136	-	2,22,63,284	2,70,98,370
- End user devices	1,44,02,385	28,92,342	-	1,72,94,727	1,13,94,881	17,75,234	-	41,24,613	30,07,504
- Servers and Networks	9,89,97,529	13,93,708	-	10,03,91,237	7,49,06,663	73,45,902	-	1,81,38,672	2,40,90,866
Office Equipment	60,81,055	8,04,718	3,78,835	65,06,938	47,92,317	7,07,205	2,61,805	12,69,220	12,88,738
Furniture and Fittings	32,02,226	3,41,400	75,228	34,68,398	20,97,642	3,47,261	57,724	10,81,219	11,04,583
Vehicles	-	-	-	-	-	-	-	-	-
(A)	12,26,83,195	54,32,168	4,54,063	12,76,61,300	9,31,91,503	1,01,75,602	3,19,529	2,46,13,724	2,94,91,691
Tangible Assets under lease									
Computers and data processing units (B)	49,63,228	2,22,08,841	-	2,71,72,069	3,47,665	54,94,760	-	2,13,29,644	46,15,563
- End user devices	12,89,000	16,72,450	-	29,61,450	1,16,638	7,88,198	-	20,56,614	11,72,362
- Servers and Networks	36,74,228	2,05,36,391	-	2,42,10,619	2,31,027	47,06,562	-	1,92,73,030	34,43,201
Intangible Assets:									
Software	32,23,17,709	84,15,047	-	33,07,32,756	27,00,62,563	2,50,31,924	-	3,56,38,269	5,22,55,145
(C)	32,23,17,709	84,15,047	-	33,07,32,756	27,00,62,563	2,50,31,924	-	3,56,38,269	5,22,55,145
Grand Total (A) + (B) + (C)	44,99,64,131	3,60,56,056	4,54,063	48,55,66,125	36,36,01,731	4,07,02,285	3,19,529	8,15,81,637	8,63,62,399
Previous year 16-17	42,85,28,402	3,84,05,867	1,69,70,138	44,99,64,131	34,77,55,034	3,15,07,990	1,56,61,293	8,63,62,399	8,07,73,368

In accordance with Accounting Standard - AS 26 – Intangible Assets, software purchased during the year amounting to ₹84,15,047/- (2016-17 - ₹2,24,17,107/-) is amortised over their expected/remaining useful life of three to five years.

NON-CURRENT ASSETS

10. Long-term loans and advances

(in ₹)

	31st March 2018	31st March 2017
Unsecured, considered good:		
Deposits		
Rent Deposits	58,92,416	70,10,916
Others	26,23,220	32,04,828
Capital advances	1,48,06,986	1,26,99,138
Tax deducted at Source	3,57,03,838	3,83,41,657
Other Loans and Advances	3,97,090	6,17,907
	<u>5,94,23,549</u>	<u>6,18,74,445</u>

CURRENT ASSETS

11. Current Investments - Non-Trade

(in ₹)

	31st March 2018	31st March 2017
In Trust Securities (Unquoted, Valued at Cost)		
Investment in Mutual Funds		
Sundaram Ultra Short Term Fund - Direct Growth 23,78,349.205 units of ₹10/- each (opening balance 2,15,738.33 units, 31,15,366.694 Units purchased and 9,52,755.82 Units redeemed during the year)	5,70,76,104	48,99,999
Sundaram Money Fund-Direct Growth 16,44,134.758 units of ₹10/- each (opening balance 7,94,001.62 units, 27,12,149.56 Units purchased and 18,62,016.42 units redeemed during the year)	5,93,95,646	2,69,25,805
BNP Paribas Overnight Fund-Direct Growth 9,284.27 units of ₹1000/- each (opening balance 7,294.65 units, 14,395.64 Units purchased and 12,406.02 Units redeemed during the year)	2,44,73,843	1,80,32,342
BNP Paribas Money Plus Fund-Direct Growth 8,67,766.85 units of ₹10/- each (opening balance 13,82,522.32 units, 20,50,829.81 Units purchased and 25,65,585.28 Units redeemed during the year)	2,31,93,084	3,44,39,440
	<u>16,41,38,676</u>	<u>8,42,97,586</u>
	Cost	Net Asset Value
	31.03.2018	
Aggregate of quoted Investments	-	-
Aggregate of unquoted Investments	16,41,38,676	16,63,32,960
	<u>16,41,38,676</u>	<u>16,63,32,960</u>

(in ₹)

	31st March 2018	31st March 2017
12. Trade receivables		
Unsecured, considered good :		
i) Debts outstanding for a period exceeding six months from due date	10,51,527	91,575
ii) Other Debts	5,61,26,151	4,62,74,233
	<u>5,71,77,678</u>	<u>4,63,65,808</u>
13. Cash and Bank Balances		
Cash on hand	39,136	4,598
With scheduled banks in current accounts	22,61,986	35,33,357
	<u>23,01,122</u>	<u>35,37,955</u>
14. Short-term loans and Advances		
Unsecured, considered good:		
Deposits	-	1,21,27,600
Service Tax-Input Credit	-	31,03,717
Prepaid Expenses	1,24,77,668	1,11,12,047
Others	35,47,400	19,02,365
	<u>1,60,25,068</u>	<u>2,82,45,729</u>

(in ₹)

	Apr - Mar 18	Apr - Mar 17
15. Revenue from Operations		
Income from Registrar and Transfer Agents Services (net of service tax/GST- ₹5,71,32,902)	33,01,32,600	26,74,66,477
Income from Fund Accounting Services (net of service tax/GST - ₹1,13,53,250)	6,56,71,801	5,26,89,290
Income from Private Equity Services (net of service tax/GST- ₹13,26,573)	75,74,609	24,59,783
	<u>40,33,79,010</u>	<u>32,26,15,550</u>

(in ₹)

	Apr - Mar 18	Apr - Mar 17
16. Other Income		
Gain on sale of Current Investments	46,91,091	54,97,962
Interest Income	14,45,713	-
Other non-operating income	1,46,849	3,74,727
	<u>62,83,653</u>	<u>58,72,689</u>

(in ₹)

	Apr - Mar 18	Apr - Mar 17
17. Employee Benefits		
Salaries, Allowances and Bonus	13,67,10,684	13,26,95,584
Company's Contribution to Provident Fund, ESI, Gratuity and Superannuation	65,99,056	72,81,892
Staff Welfare Expenses	56,01,227	50,79,701
	<u>14,89,10,967</u>	<u>14,50,57,177</u>

(a) Defined Contribution Plan:

The company has recognised the following amounts in the Profit and loss statement, which are included in Employee benefits:

	2017-18	2016-17	2015-16	2014-15	2013-14
	₹	₹	₹	₹	₹
Contribution to Provident Fund	28,63,822	27,83,260	25,05,510	20,65,941	21,60,997
Contribution to Pension Fund	27,57,449	26,09,159	22,40,265	17,34,253	14,37,199
Contribution to Superannuation Fund	1,96,185	1,78,987	1,23,453	2,64,696	2,61,800
Contribution to Employees State Insurance	6,01,993	4,92,231	4,13,938	5,17,832	4,84,748

(in ₹)

Description of Benefits plan	2017-18	2016-17
	Funded Gratuity	
A) Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Opening Balance : Present value of obligation	82,35,158	72,42,156
Current service cost	17,53,631	30,75,391
Interest cost	5,49,440	5,52,187
Past service costs (Vested benefits)	-	-
Benefits paid	(13,13,352)	(6,79,641)
Actuarial (gain) / loss on obligations		
Past service of employees transferred	-	-
Actual (gain) / loss	(6,94,930)	(19,54,934)
Closing Balance: Present value of obligation	85,29,947	82,35,158
B) Reconciliation of opening and closing balances of the fair value of plan assets		
Opening Balance :Fair value of plan assets	70,80,753	47,31,228
Expected return on plan assets	5,34,031	4,09,444
Contributions made	17,62,817	25,10,928
Benefits paid	(13,13,352)	(6,79,641)
Actuarial gain / (loss) on plan assets	43,936	1,08,794
Closing Balance : Fair value of plan assets	81,08,185	70,80,753
C) Reconciliation of present value of defined benefit obligation and fair value of plan assets to the assets and liabilities recognised in the Balance sheet		
Closing Balance: Present value of obligation	85,29,947	82,35,158
Closing Balance: Fair value of plan assets	81,08,185	70,80,753
Unrecognised past service cost	-	-
Net Asset / (Liability) recognised in Balancesheet	(4,21,762)	(11,54,405)
D) Expenses recognised in the Profit and Loss statement		
Current service cost	17,53,631	30,75,391
Interest cost	5,49,440	5,52,187
Expected return on plan assets	(5,34,031)	(4,09,444)
Net actuarial (gain) / loss recognised	(7,38,866)	(20,63,728)
Total Expenses @ (included under Employee Benefits)	10,30,174	11,54,405
E) Actual return on plan assets		
Expected return on plan assets	5,34,031	4,09,444
Actuarial gain / (loss) on plan assets	43,936	1,08,794
Actual return on plan assets	5,77,967	5,18,238
F) Actuarial assumptions *		
Discount rate	7.31%	7.25%
Return on plan assets	7.31%	7.25%
Rate of increase in compensation levels	9.10%	9.30%
Attrition rate	18.00%	12.60%

* The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in the employment market.

@ Expenses recognised in the Profit and Loss Statement is ₹4,21,762 after excluding an amount of ₹6,08,412 in respect of accumulated gratuity amount of an employee transferred from the holding company, which is not required to be charged to the Profit and Loss statement of the Company.

Particulars	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
	₹	₹	₹	₹	₹
Defined Benefit Obligation	85,29,947	82,35,158	72,42,156	50,55,561	37,72,987
Plan Asset	81,08,185	70,80,753	47,31,228	49,42,004	27,83,594
Surplus/Deficit	(4,21,762)	(11,54,405)	(25,10,928)	(1,13,557)	(9,89,393)
Expenses Adjustment on Plan Liabilities	(7,38,866)	(20,63,728)	15,18,064	6,61,598	10,30,297
Expenses Adjustment on Plan Asset	-	-	-	-	-

(in ₹)

	31.03.2018	31.03.2017
Compensated absences		
Present value of obligations towards compensated absence as per actuarial valuation	62,41,605	45,76,029

(in ₹)

18. Administrative and other expenses	Apr - Mar 18	Apr - Mar 17
Rent	1,28,32,278	1,60,08,982
Rates and Taxes	1,50,109	10,05,093
Communication Expenses	48,91,749	51,87,795
Electricity Expenses	1,12,02,923	88,76,946
Travelling and Conveyance	29,38,140	37,69,660
Outsourcing Cost	8,52,21,694	6,42,44,543
Insurance	2,95,908	3,18,620
Repairs and Maintenance		
- Computers	5,39,66,686	5,86,56,552
- Others	58,03,433	70,44,030
Advertisement and Promotion	6,46,197	6,92,166
Professional Fees	4,06,22,029	2,71,29,980
Bad Debts Written Off	-	12,13,606
Miscellaneous Expenses	76,44,638	49,03,029
	22,62,15,784	19,90,51,000

(in ₹)

19. Financial Expenses	Apr - Mar 18	Apr - Mar 17
Finance charges on lease	13,28,424	47,784
Interest others	986	17,465
	13,29,410	65,249

20. GENERAL

20.1 Miscellaneous expenses under “Administrative and other expenses” includes remuneration to auditors towards:

Particulars	Apr - Mar 18 ₹	Apr - Mar 17 ₹
Statutory audit *	8,00,000	7,03,500
Tax audit *	2,00,000	1,50,750
Certification *	39,125	1,25,688

* Swachh Bharath CESS included in 2016-2017 figures

20.2 Segment Reporting

The Company is primarily engaged in “Registrar and transfer agents services and related services” which constitutes a single segment.

20.3 **Related Party Disclosures:**

Related Party Disclosures as stipulated by Accounting Standard AS – 18 – Related Party Disclosures are given below:

a) Related Parties:

Holding Company

Sundaram Finance Limited

Joint Venture Promoters:

BNP Paribas Securities Services

Fellow Subsidiaries:

Sundaram BPO India Ltd upto 18/01/2018

Sundaram Asset Management Company Limited

Sundaram Asset Management Singapore Pte Ltd

Sundaram Alternate Assets Limited

Sundaram Trustee Company Limited

Sundaram BNP Paribas Home Finance Limited

LGF Services Limited

Royal Sundaram General Insurance Company Limited

Related Party Transactions for the Period Apr 17 - Mar 18

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

(₹)

Nature of Transactions	Holding Company	Joint Venture Promoters	Fellow Subsidiaries	Total
Income				
Income From Operations				
Sundaram Asset Management Company Limited			32,41,96,228 (25,54,98,907)	32,41,96,228 (25,54,98,907)
Other Income				
Sundaram Asset Management Company Limited			53,804 (75,710)	53,804 (75,710)
Expenses				
Rental Charges				
Sundaram Finance Limited	28,35,540 (27,11,731)			28,35,540 (27,11,731)
Outsourcing cost				
Sundaram BPO India Ltd			1,16,30,620 (4,44,813)	116,30,620 (4,44,813)
Outsourced Branch Expenses				
Sundaram Finance Limited	5,46,59,590 (5,10,65,578)			5,46,59,590 (5,10,65,578)
Professional Fees & Other Outsourcing charges				
Sundaram Finance Limited	1,40,63,482 (1,55,38,666)			1,40,63,482 (1,55,38,666)
Data Center Hosting charges				
Sundaram Finance Limited	1,50,18,750 (66,33,000)			1,50,18,750 (66,33,000)
Technical support renewal & Consulting charges				
Sundaram Infotech Solutions Limited			- (15,36,890)	- (15,36,890)
Insurance				
Royal Sundaram General Insurance Company Limited			1,15,854 (1,14,305)	1,15,854 (1,14,305)
Others	37,51,958 (15,24,182)		4,00,000	41,51,958 (15,24,182)

Nature of Transactions	Holding Company	Joint Venture Promoters	Fellow Subsidiaries	Total
Assets				
Purchase of Software & Licenses				
Sundaram Infotech Solutions Limited			-	-
Deposit				
Royal Sundaram General Insurance Company Limited			7,315	7,315
			<i>(8,556)</i>	<i>(8,556)</i>
Prepaid Expenses				
Royal Sundaram General Insurance Company Limited			-	-
Purchase of Vehicle				
Sundaram Finance Limited			-	-
Asset – Outstanding Balance as on 31.03.2018				
Sundry Debtors				
Sundaram Asset Management Company Limited			4,54,06,609	4,54,06,609
			<i>(2,84,98,303)</i>	<i>(2,84,98,303)</i>
Liabilities				
Issuance of Equity Shares				
Sundaram Finance Limited	2,55,00,000			2,55,00,000
	<i>(2,55,00,000)</i>			<i>(2,55,00,000)</i>
BNP Paribas Securities Services		2,45,00,000		2,45,00,000
		<i>(2,45,00,000)</i>		<i>(2,45,00,000)</i>
Liabilities – Outstanding Balance as on 31.03.2018				
Equity Shares				
Sundaram Finance Limited	22,95,15,300			22,95,15,300
	<i>(20,40,15,300)</i>			<i>(20,40,15,300)</i>
BNP Paribas Securities Services		22,05,14,700		22,05,14,700
		<i>(19,60,14,700)</i>		<i>(19,60,14,700)</i>
Payable				
Sundaram BPO India Ltd			-	-
			<i>(74,370)</i>	<i>(74,370)</i>
Sundaram Finance Limited	86,99,552			86,99,552
	<i>(44,62,945)</i>			<i>(44,62,945)</i>
Sundaram Infotech Solutions Limited			-	-
			<i>(1,42,592)</i>	<i>(1,42,592)</i>

No amount has been written off / written back during the year
 Previous year 2016-17 figures are mentioned in Italics.

20.4 The pending litigations as on March 31, 2018 have been complied by the Company and reviewed by the Statutory auditors. The Current position of the litigations has been evaluated and the effect thereof has been disclosed in the financial statements, wherever appropriate.

20.5 There is no amount due to Small Scale Industries in terms of 'The Micro, Small and Medium Enterprises Development Act, 2006.

20.6 Earnings per Share (Basic and Diluted)

Particulars	Apr - Mar 18	Apr - Mar 17
A. Loss for the period after tax (in ₹)	21,72,804	4,62,51,603
B. Weighted Average Number of equity shares of ₹10/-each paid up	4,14,96,151	4,14,96,151
C. Basic and diluted earnings per share (in ₹)	(0.05)	(1.11)

20.7 Estimated amount of contracts remaining to be executed on capital account ₹13,51,800 (31/03/2017 ₹1,39,63,783/-)

20.8 Expenditure in Foreign Currency on Training, Subscription charges and Software AMC charges ₹45,33,335 (2016-17 ₹44,14,601/-) on payment basis.

21 Previous years figures have been regrouped / reclassified where ever necessary to confirm to the current year's presentation.

As per our report of even date attached
For **Brahmayya & Co.**,
Chartered Accountants
FRN 000511S

T.T. Srinivasaraghavan
Chairman

Christophe Beelaerts
Director

P. Babu
Partner
Membership No. 203358
Chennai
7th May, 2018

S. Ravi
CEO

S Parthasarathy
CFO

R.Ajith Kumar
Company Secretary

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