



FICS Consultancy Services Limited

Annual Report 2010-11

FICS COSULTANCY SERVICES LIMITED

ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011

BOARD OF DIRECTORS

MR. NALIN MEHTA
MR. MANISH SHETH
MR. S R NAYAK
MS. GLENYS CRASTA

REGISTERED OFFICE

141, MAKER CHAMBERS III
NARIMAN POINT
MUMBAI: 400021

BANKERS

HDFC BANK LIMITED
TULSIANI CHAMBERS
NARIMAN POINT
MUMBAI: 400021

AUDITORS

ARUN ARORA & CO
CHARTERED ACCOUNTANTS
304, MARINE CHAMBERS
NEW MARINE LINES
MUMBAI: 400 020

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF FICS CONSULTANCY SERVICES LIMITED WILL BE HELD ON FRIDAY, JULY 29, 2011 AT 5.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 141, MAKER CHAMBERS III, NARIMAN POINT, MUMBAI 400 021 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. S R Nayak, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. Arun Arora & Co., as the Statutory Auditors of the Company and to authorise the Board to fix their remuneration.

By Order of the Board

Sd/-
Nalin I Mehta
Director

Date: May 27, 2011

Registered Office:

141, Maker Chambers III
Nariman Point
Mumbai 400 021

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, MUST BE DULY FILLED IN ALL RESPECTS AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer books of the Company will remain closed from July 22, 2011 to July 29, 2011 (both days inclusive).

DIRECTORS' REPORT

To the Members,

The Directors of your Company are pleased to present the Thirty First Annual Report together with the Audited Accounts for the financial year ended March 31, 2011.

FINANCIAL RESULTS:

(Rs.)

Particulars	For the year ended	
	March 31, 2011	March 31, 2010
Gross Income	1,620,470	2,618,715
Profit before tax	1,191,633	2,172,841
Current Tax	200,000	450,000
Deferred Tax Liability / (Asset)	(6,580)	34,371
Profit after tax	998,213	1,688,470
Add / (Less): Tax adjustment	101,907	-
Add: Balance brought fwd. from previous year	29,684,526	28,334,057
Less: Transfer to Reserve Fund	200,000	338,000
Balance in Profit & Loss Account c/f	30,584,647	29,684,527

DIVIDEND:

In order to conserve the reserves of the Company, your Directors do not recommend payment of any dividend during the year under review.

FINANCIAL HIGHLIGHTS:

The Gross Income earned by your Company during the year under review is Rs. 16.20 lakh as compared to Rs. 26.18 lakh earned by it during the previous year. Your Company reported the profit before tax of Rs. 11.92 lakh after accounting for expenses of Rs. 4.28 lakh as against Rs. 21.72 lakh in the previous year. The profit after tax posted by your Company is Rs. 9.98 lakh as against Rs. 16.88 lakh in the previous year.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits from the Members / public during the year under review.

DIRECTORS:

In accordance with provisions of the Companies Act, 1956, and the Articles of Association, Mr. S R Nayak retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state and confirm that:

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

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:

The particulars as required under the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 on conservation of energy and technology absorption is not applicable to your Company, since it is not a manufacturing company.

Your Company has neither earned nor spent any amount in foreign exchange during the year under review.

PARTICULARS OF EMPLOYEES:

Your Company did not have any employee during the year under review. The information required to be furnished pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 and the rules framed there under, is not annexed as the same is not applicable.

AUDITORS:

M/s. Arun Arora & Co., Chartered Accountants, Mumbai, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment for the year 2011-12. Members are requested to consider and approve their appointment and authorise the Board to fix their remuneration.

ACKNOWLEDGEMENT:

Your Directors place on record their appreciation for the cooperation and assistance extended by the Bombay Stock Exchange Limited, Reserve Bank of India and all the stakeholders.

For and on behalf of the Board

Place: Mumbai
Date : May 27, 2011

Sd/-	Sd/
Manish Sheth	Nalin I Mehta
Director	Director

AUDITORS' REPORT TO MEMBERS

The Members

FICS Consultancy Services Limited
Mumbai

We have audited the attached Balance Sheet of **FICS CONSULTANCY SERVICES LIMITED** as at 31st March 2011, Profit & Loss Account and Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- (a) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of the books.
- (c) The Balance Sheet and Profit and Loss Account Statement and the Cash Flow Statement referred to in this report are in agreement with the books of account.
- (d) In our opinion, and to the best of our information and according to explanation given to us, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from the directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) in the case of the Balance Sheet, of the state of the affairs of the Company as at 31st March, 2011; and
 - (ii) in the case of the Profit and Loss account, of the profit for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

For ARUN ARORA & CO.
Chartered Accountants

Sd/-
Arun Arora
(Proprietor)
Membership No.: A -12018

Place : Mumbai
Date : May 27, 2011

FICS CONSULTANCY SERVICES LIMITED

Referred to in paragraph 3 of our report of even date,

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the Fixed Assets have been physically verified by the management during the year. In our opinion, the programme of verification carried out is reasonable, having regard to the size of the company and the nature of its assets and on the basis of the explanations given to us, no discrepancies have been noted on verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposals of fixed assets during the year
- ii. The Nature of the Company's business / activities during the year is such that clause (ii) is not applicable to the Company.
- iii. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of fixed assets. During the course of our audit, no major weakness has been noticed in the internal controls.
- v. (a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act 1956 has been entered.
- (b) In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The company has not accepted any public deposits within the meaning of section 58A and 58AA of the Companies Act, 1956 and Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii. The company is not required to maintain any cost records under Section 209(1)(d) of the Companies Act, 1956.
- ix. (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, wealth tax, provident fund and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, were in arrears, as at 31st March, 2011 for a period of more than six months from the date they became payable.
- (c) The disputed statutory dues aggregating Rs. 43,28,695/- that have not been deposited on account of disputed matters pending before appropriate authorities are as under :

Nature of Dues	Amount	Forum where dispute is pending
Mumbai Municipal Tax	Rs. 43,28,695/-	Small Causes Court Mumbai

- x. The company neither has any accumulated losses at the end of the year nor incurred cash losses during the current and immediately preceding financial year.
- xi. The company has not taken any loan from any financial institution or bank. The company has not defaulted in repayment of dues in respect of the debentures issued.
- xii. According to the information and explanations given to us, the company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the company.

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- xiv. The company has maintained proper records of transactions and contracts in respect of investments in shares, debentures and other securities and timely entries have been made therein. The investments are held by the company in its own name.
 - xv. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
 - xvi. To the best of our knowledge and belief and according to the information and explanations given to us, the company has not availed any term loans during the year.
 - xvii. According to the records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment (fixed assets, etc.) and vice versa.
 - xviii. The company has not made any preferential allotment of shares during the year.
 - xix. According to the information and explanations given to us and the records examined by us, during the year company has not issued any debenture during the year.
 - xx. The company has not raised any money by public issue during the year.
 - xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For Arun Arora & Co.
Chartered Accountants

Sd/-
Arun Arora
(Proprietor)
Membership No. : A -12018

Place : Mumbai
Date : May 27, 2011