

**Inspection of  
Yoganandh & Ram  
(Headquartered in Chennai, Republic of India)**

Issued by the  
**Public Company Accounting Oversight Board**

February 24, 2011

**THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT**

**PORTIONS OF THE COMPLETE REPORT ARE OMITTED  
FROM THIS DOCUMENT IN ORDER TO COMPLY WITH  
SECTIONS 104(g)(2) AND 105(b)(5)(A)  
OF THE SARBANES-OXLEY ACT OF 2002**



### **Notes Concerning this Report**

1. Portions of this report may describe deficiencies or potential deficiencies in the systems, policies, procedures, practices, or conduct of the firm that is the subject of this report. The express inclusion of certain deficiencies and potential deficiencies, however, should not be construed to support any negative inference that any other aspect of the firm's systems, policies, procedures, practices, or conduct is approved or condoned by the Board or judged by the Board to comply with laws, rules, and professional standards.
2. Any references in this report to violations or potential violations of law, rules, or professional standards should be understood in the supervisory context in which this report was prepared. Any such references are not a result of an adversarial adjudicative process and do not constitute conclusive findings of fact or of violations for purposes of imposing legal liability. Similarly, any description herein of a firm's cooperation in addressing issues constructively should not be construed, and is not construed by the Board, as an admission, for purposes of potential legal liability, of any violation.
3. Board inspections encompass, among other things, whether the firm has failed to identify financial statement misstatements, including failures to comply with Securities and Exchange Commission ("SEC" or "Commission") disclosure requirements, in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the apparent misstatements or disclosure departures. The Board, however, has no authority to prescribe the form or content of an issuer's financial statements. That authority, and the authority to make binding determinations concerning whether an issuer's financial statements are misstated or fail to comply with Commission disclosure requirements, rests with the Commission. Any description, in this report, of financial statement misstatements or failures to comply with Commission disclosure requirements should not be understood as an indication that the Commission has considered or made any determination regarding these issues unless otherwise expressly stated.

## **INSPECTION OF YOGANANDH & RAM**

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Yoganandh & Ram ("the Firm"). The Board is issuing this report of that inspection in accordance with the requirements of the Sarbanes-Oxley Act of 2002 ("the Act").

The Board is making portions of the report publicly available. Specifically, the Board is releasing to the public Part I of the report and portions of Part IV of the report. Part IV of the report consists of the Firm's comments, if any, on a draft of the report.<sup>1/</sup>

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.<sup>2/</sup> A substantial portion of the Board's criticisms of a firm (specifically criticisms of the firm's quality control system), and the Board's dialogue with the firm about those criticisms, occurs out of public view, unless the firm fails to make progress to the Board's satisfaction in addressing those criticisms. In addition, the Board generally does not disclose otherwise nonpublic information, learned through inspections, about the firm or its clients. Accordingly, information in those categories generally does not appear in the publicly available portion of an inspection report.

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<sup>1/</sup> The Board does not make public any of a firm's comments that address a nonpublic portion of the report unless a firm specifically requests otherwise. In addition, pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report at all. The Board routinely grants confidential treatment, if requested, for any portion of a firm's response that addresses any point in the draft that the Board omits from, or any inaccurate statement in the draft that the Board corrects in, the final report.

<sup>2/</sup> See Statement Concerning the Issuance of Inspection Reports, PCAOB Release No. 104-2004-001 (August 26, 2004).

## PART I

### INSPECTION PROCEDURES AND CERTAIN OBSERVATIONS

Members of the Board's inspection staff ("the inspection team") conducted primary procedures for the inspection from November 16, 2009 to November 20, 2009, December 3, 2009 to December 4, 2009, December 17, 2009 to December 18, 2009, January 14, 2010 to January 15, 2010, and from January 25, 2010 to January 27, 2010. These procedures were tailored to the nature of the Firm, certain aspects of which the inspection team understood at the outset of the inspection to be as follows:

Number of offices	6 (Bengaluru, Chennai, Coimbatore, Hyderabad, and Visakhapatnam, Republic of India)
Ownership structure	Partnership
Number of partners	7
Number of professional staff <sup>3/</sup>	61
Number of issuer audit clients <sup>4/</sup>	1

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<sup>3/</sup> "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel. The number of partners and professional staff is provided here as an indication of the size of the Firm, and does not necessarily represent the number of the Firm's professionals who participate in audits of issuers or are "associated persons" (as defined in the Act) of the Firm.

<sup>4/</sup> The number of issuer audit clients shown here is based on the Firm's self-reporting and the inspection team's review of certain information for inspection planning purposes. It does not reflect any Board determination concerning which, or how many, of the Firm's audit clients are "issuers" as defined in the Act. In some circumstances, a Board inspection may include a review of a firm's audit of financial statements of an issuer that ceased to be an audit client before the inspection, and any such former clients are not included in the number shown here.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.<sup>5/</sup> To achieve that goal, Board inspections include reviews of certain aspects of selected audits performed by the firm and reviews of other matters related to the firm's quality control system.

In the course of reviewing aspects of selected audits, an inspection may identify ways in which a particular audit is deficient, including failures by the firm to identify, or to address appropriately, respects in which an issuer's financial statements do not present fairly the financial position, results of operations, or cash flows of the issuer in conformity with U.S. Generally Accepted Accounting Principles ("GAAP"), or, as applicable, International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").<sup>6/</sup> It is not the purpose of an inspection, however, to review all of a firm's audits or to identify every respect in which a reviewed audit is deficient. Accordingly, a Board inspection report should not be understood to provide any assurance that the firm's audits, or its issuer clients' financial statements, are free of any deficiencies not specifically described in an inspection report.

A. Review of Audit Engagement

The inspection procedures included a review of aspects of the Firm's auditing of financial statements of one issuer. The scope of this review was determined according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the scope.

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<sup>5/</sup> This focus necessarily carries through to reports on inspections and, accordingly, Board inspection reports are not intended to serve as balanced report cards or overall rating tools.

<sup>6/</sup> When it comes to the Board's attention that an issuer's financial statements appear not to present fairly, in a material respect, the financial position, results of operations, or cash flows of the issuer in conformity with GAAP or IFRS, the Board's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

The inspection team identified what it considered to be audit deficiencies.<sup>7/</sup> The deficiencies identified in the audit reviewed included deficiencies of such significance that it appeared to the inspection team that the Firm did not obtain sufficient competent evidential matter to support its opinion on the issuer's financial statements.<sup>8/</sup> Those deficiencies were –

- (1) the Firm's failure to identify, or to address appropriately, a departure from GAAP that related to potentially material errors and omissions in the income tax disclosures to the audited financial statements;
- (2) the failure to perform audit procedures to test income taxes;
- (3) the failure to perform sufficient audit procedures to test contract revenue and related costs;
- (4) the failure to perform audit procedures to test interest income;

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<sup>7/</sup> PCAOB standards require a firm to take appropriate actions to assess the importance of audit deficiencies identified after the date of the audit report to the firm's present ability to support its previously expressed opinions. See AU 390, *Consideration of Omitted Procedures After the Report Date*, and AU 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report* (both included among the PCAOB's interim auditing standards, pursuant to PCAOB Rule 3200T). Failure to comply with these PCAOB standards could be a basis for Board disciplinary sanctions.

<sup>8/</sup> In some cases, an inspection team's observation that a firm failed to perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if a firm claims to have performed the procedure. PCAOB Auditing Standard No. 3, *Audit Documentation* ("AS No. 3"), provides that, in various circumstances including PCAOB inspections, a firm that has not adequately documented that it performed a procedure, obtained evidence, or reached an appropriate conclusion must demonstrate with persuasive other evidence that it did so, and that oral assertions and explanations alone do not constitute persuasive other evidence. See AS No. 3, paragraph 9; Appendix A to AS No. 3, paragraph A28. For purposes of the inspection, an observation that the Firm did not perform a procedure, obtain evidence, or reach an appropriate conclusion may be based on the absence of such documentation and the absence of persuasive other evidence.

(5) the failure to perform sufficient audit procedures to test the existence and valuation of accounts receivable; and

(6) the failure to perform audit procedures to test the valuation of goodwill.

**B. Review of Quality Control System**

In addition to evaluating the quality of the audit work performed on a specific audit, the inspection included review of certain of the Firm's practices, policies, and procedures related to audit quality. This review addressed practices, policies, and procedures concerning audit performance, training, compliance with independence standards, client acceptance and retention, and the establishment of policies and procedures. Any defects in, or criticisms of, the Firm's quality control system are discussed in the nonpublic portion of this report and will remain nonpublic unless the Firm fails to address them to the Board's satisfaction within 12 months of the date of this report.

END OF PART I



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PORTIONS OF THE REST OF THIS REPORT ARE NONPUBLIC AND ARE OMITTED  
FROM THIS PUBLIC DOCUMENT

## PART II

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### B. Issues Related to Quality Controls

The inspection of the Firm included consideration of aspects of the Firm's system of quality control. Assessment of a firm's quality control system rests both on review of a firm's stated quality control policies and procedures and on inferences that can be drawn from respects in which a firm's system has failed to assure quality in the actual performance of engagements.<sup>9/</sup> On the basis of the information reported by the inspection team, the Board has the following concerns about aspects of the Firm's system of quality control.

#### Design of Quality Control System \* \* \* \*

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#### Practice Monitoring

The Firm's system of quality control appears not to provide sufficient assurance that audits of issuers will be subject to internal inspection. Specifically, the Firm's internal inspection program does not cover issuer audits.

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<sup>9/</sup> A firm's failure to comply with the requirements of PCAOB standards when performing an audit may be an indication of a potentially significant defect in a firm's quality control system even if that failure did not result in an insufficiently supported audit opinion.

**PART IV**

**RESPONSE OF THE FIRM TO DRAFT INSPECTION REPORT**

Pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the Firm provided a written response to a draft of this report. Pursuant to section 104(f) of the Act and PCAOB Rule 4007(b), the Firm's response, minus any portion granted confidential treatment, is attached hereto and made part of this final inspection report.<sup>10/</sup>

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<sup>10/</sup> In any version of an inspection report that the Board makes publicly available, any portions of a firm's response that address nonpublic portions of the report are omitted. In some cases, the result may be that none of a firm's response is made publicly available.

Mr. George H Diacont,  
Director  
Division of Registration and Inspections  
Public Company Accounting Oversight Board  
#1666, K Street, NW  
Washington DC 207-9100

27<sup>th</sup> November, 2010

Dear Mr.Diacont,

Re: Our response to PCAOB Inspection report 2009 of our firm YOGANANDH & RAM (Y&R)

We thank you for giving us an opportunity to respond to Draft Inspection Report of PCAOB dated 29<sup>th</sup> October 2010, on inspection of our firm Y&R.

We wish to state that we support the PCAOB's Inspection Procedure, Process, observations and the Inspection Report and we are of the firm belief that the same would help us to enhance the quality of our audit engagements and put the best practices in place.

Y&R has taken steps right earnest and appropriate actions to address the deficiencies identified by PCAOB's Inspection report, including, in certain cases, performing additional procedures as required under AU390, *Consideration of Omitted Procedures after the Report Date*. Additional documents, in other instances, to demonstrate the procedure were performed and for the conclusions arrived thereof, have been added on current date to our work papers.

We at Y&R are committed to fix all the issues, comments, deficiencies identified in the PCAOB's Inspection Report and shall take due care that no effort is spared to achieve the desired results.

Thanking you  
Yours truly,



**N.Sridhar**  
**Partner: Yoganandh & Ram**  
**Chennai, India**

Mr. George H Diacont, Director,  
Division of Registration and Inspection,  
Public Company Accounting Oversight Board,  
1666 K Street, N.W.  
Washington DC 20006

27<sup>th</sup> November 2010.

Dear Mr.Diacont,

**Sub: Response to PCAOB Inspection Report – Yoganandh & Ram (Y&R) – Non Public Portion**

Following is our response with respect to the issues related to Quality Controls as detailed in the non public portion of the PCAOB Draft report.

**A. Design of Quality Control System**

REDACTED. Comments on Non-public Aspects of Report

REDACTED. Comments on Non-public Aspects of  
Report

b) Practice Monitoring

With respect to the issue of internal quality control review, Y&R, in the recent past, has designated one of its partners Mr. S.D.Bala, as a Quality Review Partner who has been exclusively assigned the task of Quality Review and shall not be involved in any other function. Mr. S. D. Bala's experience includes accounting, auditing experience with special emphasis on Accounting Standards. He is recognized as an expert teaching resource on Accounting standards and auditing. Presently he is responsible for implementing an effective QR model for our firm.

REDACTED. Comments on Non-public Aspects of  
Report

We at Y&R are confident of carrying out all the necessary improvements in the policies and procedures with regard to Quality and other issues with particular reference to the deficiencies pointed out in the PCAOB Inspection report and would fully comply with the requirements of the USGAAP, SEC and PCAOB standards. We wish to affirm that no effort will be spared towards achieving the said goal within the time frame of twelve months as stipulated by the Board.

Thanking You

Yours truly,



**N.Sridhar**  
Partner: Yoganandh & Ram  
Chennai, India