

DABUR LANKA PRIVATE LIMITED

**Financial Statements for the year ended 31st March, 2014 pursuant to section 212 of the
Companies Act, 1956**

REPORT ON THE FINANCIAL STATEMENTS made out as per requirements of section 212 of the Companies Act, 1956.

We have checked the accompanying Financial Statements of Dabur Lanka Private Limited ("the foreign body corporate"), which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended made out as per requirements of Indian Companies Act, 1956 and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for 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 Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

OUR RESPONSIBILITY

The Balance Sheet, Statement of Profit & Loss and Cash Flow have been prepared at Sri Lankan Currency under statute of country of incorporation of body corporate, followed by our further check of true & fairness of account drawn up in terms of requirement of Indian Act. Management prepared the financial statements, in accordance with the provisions of the Act and according to the Standards on Auditing issued by the Institute of Chartered Accountants of India, in Indian Rupees. We have checked the financial statements prepared by the Management, in Indian Currency.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

While checking, we have seen that ethical requirements required by those Standards, have been complied with. Reasonable assurance was obtained whether the financial statements are free from material misstatement.

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



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G. BASU & CO.
CHARTERED ACCOUNTANTS

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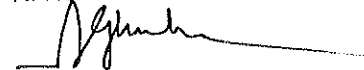
Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements read with notes give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of the balance sheet, of the state of affairs of the foreign body corporate as at 31st March, 2014;
- (b) In the case of the statement of profit and loss, of the loss for the year ended on that date; and
- (c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Place: New Delhi
Date: 29th April, 2014

For G. BASU & CO.
Chartered Accountants
R. No. -301174E



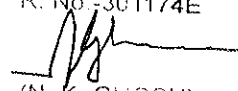
(N. K. GHOSH)
Partner
(M. No. 053094)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. The Companies (Auditor's Report) Order, 2003 issued by Central Government of India in terms of section 227 (4A) of the Act is not applicable to the body corporate.
2. As required by Section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our checking;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

Place: New Delhi
Date: 29th April, 2014

For G. BASU & CO.
Chartered Accountants
R. No. 301174E


(N. K. GHOSH)
Partner
(M. No. 013994)


	PARTICULARS	Note No	As at 31st March, 2014	As at 31st March, 2013
I	EQUITY AND LIABILITIES			
	1. Share holder's Funds			
	a) Share Capital	1	4,118	4,118
	b) Reserves and Surplus	2	-295	-18
	2. Minority Interest			
	3. Non-current liabilities			
	a) Long Term borrowings	3	3,343	4,420
	4. Current Liabilities			
	a) Short-term borrowings	4	1,237	17
	b) Trade payables		552	129
	c) Other current liabilities	5	1,369	90
	d) Short-term provisions	6	18	14
	Total:		10,342	8,770
II	ASSETS			
	1. Non-current assets			
	a) Fixed Assets			
	i) Tangible assets		9,169	971
	ii) Intangible assets		1	
	iii) Capital work-in-progress		-	5,041
	b) Long-term loans and advances	7	79	452
	2. Current assets			
	b) Inventories	8	760	-
	c) Trade receivables	9	139	-
	d) Cash and cash equivalents	10	30	2,162
	e) Short-term loans and advances	11	44	21
	f) Other current assets	12	119	123
	Total:		10,342	8,770

*Closing exchange rate as on 31.03.2014 LKR 1 = Re. 0.46 (PY LKR 1 = Re. 0.43)

Place : New Delhi
Date : 29th April 2014

As per our report of even date attached
For G Basu and Company

FOR G. BASU & CO.
Chartered Accountants
R. No. -301174E


(N. K. GHOSH)
Partner
(M. No. 053094)

Dabur Lanka Pvt. Ltd

Statement of Profit & Loss for the year ended 31st March 2014

(Amount in Rs Lacs)


DESCRIPTION	Note No	For the year ended Mar 31' 2014	For the year ended Mar 31' 2013
I Revenue from operations	13	1,262	-
II Other Income	14	81	80
III Total Revenue (I +II)		1,343	80
IV Expenses			
Cost of materials consumed	19	846	-
Changes in inventories of FG , WIP & Stock in Trade	20		
Finished Goods		5	-
Work in Progress		(3)	-
Stock in trade		-	-
Employee benefits expenses	15	216	-
Finance cost	16	219	97
Depreciation & Amortisation Expenses	17	335	-
Other Expenses	18	336	31
Total Expense		1,954	128
(V) Profit before exceptional and extraordinary items and tax (III - IV)		(611)	(48)
(VI) Exceptional Items		-	-
(VII) Profit before extraordinary items and tax (V - VI)		(611)	(48)
(VIII) Extraordinary Items		-	-
(IX) Profit before tax (VII - VIII)		(611)	(48)
(X) Tax expense			
(1) Current tax		15	14
(2) Deferred Tax		-	-
(3) Earlier year tax		-	-
(XI) Profit/(Loss) for the year from continuing operations (IX - X)		(626)	(62)

*Average exchange rate as on 31.03.2014 LKR 1 = Re. 0.46 (PY LKR 1 = Re. 0.42)

Place : New Delhi
Date : 29th April 2014

As per our report of even date attached
For G Basu and Company

For G. BASU & CO.
Chartered Accountants
R. No.-301174E


(N. K. GHOSH)
Partner
(M. No. 053094)

Dabur Lanka P Ltd

STATEMENT OF CASH FLOW (PURSUANT TO AS-3) INDIRECT METHOD FOR THE YEAR ENDED 31ST MARCH'2014

(Amount in Rs. Lacs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31'2014		FOR THE YEAR ENDED MARCH 31'2013	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT /(LOSS) BEFORE TAX AND EXTRAORDINARY ITEMS		- 611		- 48
ADD:				
DEPRECIATION	335		-	
MISCELLANEOUS EXP. WRITTEN OFF	-		-	
LOSS ON SALE OF FIXED ASSETS	-		-	
INTEREST	219	554	97	97
LESS:				
INTEREST RECEIVED	81		79	
PROFIT ON SALE OF ASSETS		81		79
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		- 138		- 30
WORKING CAPITAL CHANGES				
(INCREASE)/DECREASE IN INVENTORIES	(760)		-	
(INCREASE)/DECREASE IN TRADE AND OTHER RECEIVABLES	229		(569)	
INCREASE/(DECREASE) IN TRADE PAYABLES AND OTHER PAYABLES	2,024	1,493	308	(262)
(INCREASE)/DECREASE IN WORKING CAPITAL				
CASH USED(-)/(+)GENERATED FROM OPERATING ACTIVITIES (A)		1,355		(292)
B. CASH FLOW FROM INVESTING ACTIVITIES				
ACQUISITION OF FIXED ASSETS		(3,493)		(4,964)
INTEREST RECEIVED		81		79
CASH USED(-)/(+)GENERATED IN INVESTING ACTIVITIES (B)		(3,412)		(4,885)
C. CASH FLOW FROM FINANCING ACTIVITIES				
PROCEEDS FROM SHARE CAPITAL & PREMIUM		-		2,877
REPAYMENT(-)/PROCEEDS (+) OF LONG TERM SECURED LIABILITIES		(1,077)		4,420
REPAYMENT(-)/PROCEEDS(+) FROM SHORT TERM LOANS		1,220		17
INTEREST PAID		(219)		(97)
CASH USED(-)/(+)GENERATED IN FINANCING ACTIVITIES (C)		(76)		7,217
NET INCREASE(+)/DECREASE (-) IN CASH AND CASH EQUIVALENTS (A+B+C)		(2,133)		2,040
CASH AND CASH EQUIVALENTS OPENING BALANCE		2,162		122
CASH AND CASH EQUIVALENTS CLOSING BALANCE		30		2,162

Place : New Delhi
Date : 29th April 2014

As per our report of even date attached
for G Basu and Company
Chartered Accountants

For G. BASU & CO.
Chartered Accountants
R. No.-301174E


(N. K. GHOSH)
Partner
(M. No. 053094)

Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 1 : Share Capital

1 (a). Particulars of Shares:

Sl	Class of Shares	(Amount in Rs Lacs)	
		Issued, Subscribed & Fully Paid up	Total
		No. of shares	Total Value (Rs in lacs)
A	Equity Shares		
	As at March 31'2014	970,722,125	4,118
	As at March 31'2013	970,722,125	4,118

Note: There is no restriction on transferability of shares



Note 2 : Reserve & Surplus

(Amount in Rs Lacs)

Particulars	As at March	As at March
	31, 2014	31, 2013
Exchange Fluctuation Reserve	405	55
Surplus / (deficit):	-700	-74
Total	-295	-18



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 3 : Long term Borrowing

Sl	Nature of Borrowing	(Amount in Rs Laacs)					
		As at Mar' 31, 2014			As at Mar' 31, 2013		
		Secured	Unsecured	Total	Secured	Unsecured	Total
i)	Term Loans From Bank	3,343		3,343	4,420	-	4,420
	Total	3,343	-	3,343	4,420	-	4,420

Note: 1. There is no default in repayment of principal loan or interest thereon.



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 4 : Short term Borrowings

Sl	Nature of Borrowings	(Amount in Rs Lacs)					
		As at Mar' 31, 2014		As at Mar' 31, 2013		Unsecured	Total
		Secured	Unsecured	Secured	Unsecured		
i)	Cash Credits from bank	1,237	-	1,237	17	-	17
	Total	1,237	-	1,237	17	-	17

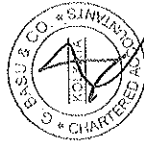
Note: 1. There is no default in repayment of principal loan or interest thereon.



Annexed to and forming part of Balance Sheet as at 31st March 2014

Note 5 : Other Current Liabilities

Particulars	(Amount in Rs Lacs)	
	As at Mar' 31, 2014	As at Mar' 31, 2013
Component of term loan repayable within a year	1,205	-
Creditors for Capital Goods	116	53
Statutory Liabilities	6	2
Other payables	42	35
Total:	1,369	90



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 6 : Short term Provisions

(Amount in Rs Lacs)

Particulars	As at Mar'	As at Mar'
	31, 2014	31, 2013
Provision For Taxation	18	14
Total:	18	14



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 7 : Long term Loans & Advances

Particulars	(Amount in Rs Lacs)	
	As at March 31, 2014	As at March 31, 2013
Advance Payment of Tax	0.00	0
Capital Advance	80	452
Total	79	452



Annexed to and forming part of Balance Sheet as at 31st March 2014

Note No 8. Inventories :

Particulars	(Rs in Lacs)	
	As at March	As at March 31, 2013
Raw Materials (including packing materials)	752	-
Work-in-Progress	3	-
Finished goods	-5	-
Stock-in-trade	-	-
Stores & spares	10	-
Total	760	-



Annexed to and forming part of Balance Sheet as at 31st March 2014

Note 9. Trade Receivables:

Particulars	(Rs in Lacs)	
	As at Mar' 31, 2014	As at Mar' 31, 2013
Unsecured:		
Other debts : Considered good	139	-
Total	139	-



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 10 : Cash & cash Equivalents

Particulars	(Amount in Rs Lacs)	
	As at March 31, 2014	As at March 31, 2013
Balances with banks (Net of FDR's maturing after 12 months)	28	2,162
Cash-in-Hand	2	-
Total	30	2,162



Annexed to and forming part of Balance Sheet as at 31st March 2014
 Note 11 : Short term Loans & advances

Particulars	(Amount in Rs Lacs)	
	As at March 31, 2014	As at March 31, 2013
Advances to Suppliers	3	3
Considered good		
Considered Doubtful	3	3
Less: Provision for doubtful advance	3	3
Balance with Government Authorities	-	-
Other Loans & Advances	9	8
Advance Payment Of Tax (Net of provision of Rs 9361, PY: Rs 5964)	6	-
Deposit with others	19	4
Considered good	7	6
Total	44	21



Annexed to and forming part of Balance Sheet as at 31st March 2014
Note 12 : Other Current Assets

(Amount in Rs Lacs)

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured and Consider Good		
Interest accrues on FDs, CP's, CD's and Govt Bonds	0	39
Other Assets	119	84
	119	123



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note No. 13 Revenue from Operations

Rs. In Lacs

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
A	Sale of Products	1,260	
	Domestic	22	
	Export	1,238	
B	Sale of Services	0	
C	Other Operating Revenues	2	
	Sale of Scrap	2	
	Total	1,262	0



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note No. 14 : Other Income

(Amount in Rs Lacs)

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
A	Interest Income	81	79
B	Dividend Income	-	-
C	Net gain/(loss) on sale of Current Investments (other than trade)	-	-
D	Revaluation (gain)/ loss on Investments	-	-
E	Gain on Sale of Fixed Assets	-	-
F	Miscellaneous Receipts	-	1
	Total	81	80



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note No. 15 : Employee Benefits Expenses

Rs. In Lacs

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
A	Salaries, Wages and Bonus	175	
B	Contribution to Provident and Other Funds	31	
C	Workmen and Staff Welfare	10	
E	Director's Remuneration		
F	ESOP Expenses		
	Total	216	0



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note No. 16 : Finance Cost

(Amount in Rs Lacs)

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
A	Interest Expense	115	(0)
B	Bank Charges	17	(0)
C	Net (gain)/loss on foreign currency transaction	87	97
	Total	219	97



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note No. 17 : Other Expenses

(Amount in Rs Lacs)

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
1	Direct Manufacturing Expenses		
2	Power and Fuel	78	
3	Stores and Spares Consumed	39	
4	Repair to Building		
5	Repair to Plant and Machinery	11	
6	Repair to Others	6	0
7	Processing Charges		
8	Rates and taxes	1	
9	Rent	23	
10	Insurance	18	0
11	Sales Tax	5	
12	Freight and Forwarding Charges	51	
13	Commission,Discount and Rebate		
14	Advertisement and Publicity	3	
15	Travel and Conveyance	27	0
16	Legal and Professional	17	8
17	Telephone and Fax Expenses	5	2
18	Security Expenses	25	0
19	General Charges	27	20
20	Director's Fees		-
21	Auditor's Remuneration	1	1
	Total	336	31



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note 18 - Depreciation & Amortisations

Rs. in lacs

Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
Depreciation on Tangible Fixed Assets	335	
Total	335	-



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note 19 - Cost of Material Consumed

	Particulars	ended March 31' 2014	For the year ended March 31' 2013
A	Raw material consumed	509	
B	Packing material consumed	336	
	Total	846	-



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2014

Note 20 - Changes In Inventories of Finished Goods, Work-In-Progress and Sto Rs. In Lacs

	Particulars	For the year ended March 31' 2014	For the year ended March 31' 2013
	Opening Inventories		
	Finished Goods		
	Work in Progress		
	Stock-in-trade		
	Closing Inventories		
	Finished Goods	(5)	
	Work in Progress	3	
	Stock-in-trade		
	Total	2	-



Dabur Lanka Private Limited

Note No.: 21

1. Significant Accounting Policies to the financial statements for the year ended 31st March, 2014

- 1.1 Basis for preparation of accounts**

The accounts have been prepared in accordance with the historical cost convection under accrual basis of accounting as per Indian GAAP. Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, other pronouncement of ICAI, provisions of the Companies Act, 1956 and guidelines issued by SEBI as applicable.

Indian GAAP enjoins management to make estimates and assumptions that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to years, the financial statement relate to. Actual result could differ from such estimates. Any revision in accounting estimates is recognized prospectively from current year and material revision, including its impact on financial statement, is reported in notes to accounts in the year of incorporation of revision.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Revised Schedule VI to the companies Act, 1956

- 2.1 Translation of overseas subsidiaries from foreign to reporting currency:-**

All assets / outside liabilities and income / expenses of overseas subsidiaries have been translated in reporting currency in terms of exchange rates prevailing on year-end date and average monthly rate respectively on the basis of non-integral operational approach under revised AS-11 thereby accounting for aggregate of net impact in exchange fluctuation in these regards as exchange reserve shown under board head of "Reserve and Surplus".

- 2.2 Recognition of Income and Expenses**

- a) Sales and purchases are accounted for on the basis of passing of title to the goods.
- b) Sales comprise of sale price of goods including excise duty but exclude trade discount and sales tax / Vat.
- c) Income / loss from future trading of commodities, forming part of inputs, is to be recognized at the closing point of the contract. For option contracts, loss if any occurs on balance sheet date is recognized. However profit, if any, accruing on open contracts on balance sheet date is ignored.
- d) All the other incomes have been accounted for on accrual basis except for those income stipulated for recognition on realization basis on the ground of uncertainty under AS-9 or income or expenses referred to in appropriate paragraphs of Note no: 2.5



2.3 Fixed Assets

- a) Fixed assets are stated at carrying amount i.e. cost less accumulated depreciation.
- b) Cost includes freight, duties, taxes and other expenses incidental to acquisition and installation.
- c) Depreciation on Fixed Assets has been provided on straight line method at rates specified in Schedule XIV of the Companies Act and as per the useful lives of the assets estimated by the management when useful life of the assets is deemed less and for Motor Vehicles when depreciation has been provided for on written down value method at the rates specified in the aforesaid schedule.
- d) Fixed Assets purchased for less than Rs. 5,000/- have been depreciated at the rate of 100%.
- e) Patents and trademarks are being amortized over the period of ten years on straight line basis.
- f) Software's are being amortized over the period of five years on straight line basis.
- g) For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.
- h) Capital Subsidy received against fixed capital outlay is deducted from gross value of individual fixed assets, forming part of subsidy scheme granted, by way of proportionate allocation of subsidy amount thereon. Depreciation is charged on net fixed assets after deduction of subsidy amount.
- i) During sale of fixed assets, any profit earned towards excess of sale values over gross block of assets (i.e. balancing charge) is transferred from profit & loss account to capital reserve.

2.4 Impairment / discarding of Assets

- a) The company identifies impairable fixed assets based on cash generating unit concept for tangible fixed assets and asset specific concept for intangible fixed assets at the year-end in term of clause 5 to 13 of AS-28 and clause 83 of AS-26 respectively for the purpose of arriving at impairment loss thereon, if any, being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, is charged against revenue of the year.
- b) Apart from test of impairment within the meaning of AS-28, individual tangible fixed assets of various CGU's and identified for writing down on the ground of obsolescence, damage, redundancy & un-usability at the year-end.
- c) Further the company has assessed recoverable value of each cash generating units (CGUs) and each intangible asset based on value-in-use method. Such assessment indicated the value in use of corresponding assets higher than corresponding carrying cost of assets thereby ruling out the cause of further arriving at their net-selling-price and exigency of provision against impairment loss.



2.5 Financial Assets & Liabilities

a) Financial assets held for trading:

These assets relate to equity instruments, mutual funds held for short term which is carried at fair value. The difference of cost and fair value is accounted for as loss or income, as the case may be, in profit & loss account.

b) Financial assets available for sale:

These relate to non-current investments e.g. Equity Instrument / Government Securities held for long term which is carried at fair value. The difference between cost and fair value is accounted for in investment revaluation reserve forming part of equity.

c) Other financial assets / liabilities – Loans, Receivables, Payables:

These include all remaining items of assets and liabilities, (excluding equity, fixed (tangible & intangible) assets, inventories and specific exemption referred to in note (g) to follow), being carried at amortized cost. The difference between unamortized value and amortized value is accounted for as a loss or income, as the case may be, in profit and loss account.

No amortization is made for financial assets / liabilities bearing floating rate of interest or where amortization has in material impact on profitability in AS-30.

d) Financial Instruments:

These relate to off – balance sheet exposure towards foreign exchange of the nature of currency fluctuation or forward contract, being marked to market, entered into with the object of hedging against adverse currency fluctuation (not being for trading and speculation) in respect of import / export commitments.

Financial instruments are held at fair value and the profit or loss arising on year closing date on account of difference between contract rate and exchange rate (the latter being the fair value) on open contracts relevant to maturity date is recognized as profit or loss of the year appearing under broad head of "Finance Cost".

- e) Fair value of financial assets – held for trading is determined on the basis of market quotation / NAV issued by investees. In the absence of scope of determination of fair value, same are held at cost.
- f) Amortized cost is carried at by way of discounting future cash inflow / out flow in respect of relevant asset / liability as on reporting date against application of effective rate of interest.
- g) Interest in subsidiaries / associates / joint venture, employees related dues, obligation under financial lease (in the capacity of lessee / lessor) have been left out of the purview of treatments referred to herein for financial assets / liabilities because of different accounting standards dealing with them.
- h) No amortized value of fiscal provision or advance tax has been considered because of period of uncertainty of their adjustment.



2.6 Research and Development Expenses:

Contributions towards scientific research expenses are charged to the Profit & Loss Account in the year in which the contribution is made.

2.7 Inventories:

Inventories are valued at the lower of cost or net realizable value. Basis of determination of cost remains as follows:

- a) Raw Material, Packing Material, Stores & Spares: Moving weighted Average basis.
- b) Work-in-progress: Cost of input plus overhead up-to the stage of completion.
- c) Finished Goods: Cost of input plus appropriate overhead.

2.8 Deferred Entitlement on Leave Travel Concession:

In terms opinion of the Expert Advisory Committee of the ICAI, the Company has provided liability accruing on account of deferred entitlement towards Leave Travel Concession in the year in which the employees concerned render their services.

2.9 Retirement Benefits:

Liabilities in respect of retirement benefits to employees are provided for as follows:

- a) Defined Benefit Plans:
 - i) Leave Salary of employees on the basis of actuarial valuation as per AS-15 (revised).
 - ii) Post separation benefits of directors, which is of the nature of long term benefit, on the basis of actuarial valuation as per AS-15 (revised).
 - iii) Gratuity Liability on the basis of actuarial valuation as per AS-15 (revised)
- b) Defined Contribution Plans:
 - i) Liability for superannuation fund on the basis of the premium paid to insurance company in respect of employees covered under Superannuation Fund Policy.
 - ii) Provident Fund & ESI on the basis of actual liability accrued and paid to trust / authority.

2.10 Income Tax and Deferred Tax

The liability of company on account of income tax is estimated considering the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent years.



2.11 Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise etc.), pending in appeal / court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable, is recognized in accounts.

2.12 Foreign Currency Translation:

- a) Transactions of parent and domestic subsidiaries with overseas parties are recognized at currency rate ruling on the date of transaction. Gain or loss arising towards rise / fall of overseas currency vis-à-vis reporting currency is accounted for in profit and loss account.
- b) Impact of currency fluctuation on current assets / current or outside liabilities of individual entities with reference to currency of reporting in countries of their incorporation are charged to revenue.

2.13 Employee Stock Option Purchase (ESOP)

Aggregate of quantum of option granted under the scheme in monetary term (net of consideration of issue to be paid in cash) in terms of intrinsic value has been shown as Employees Stock Option Scheme outstanding in Reserve and Surplus head of the Balance Sheet with corresponding debit in deferred Employee Compensation under ESOP appearing as Miscellaneous Expenditure under broad head of non-current assets as per guidelines to the effect issued by SEBI.

- a) With the exercise of option and consequent issue of equity share, corresponding ESOP outstanding is transferred to share premium account.
- b) Employees' contribution for the nominal value of share in respect to option granted to employees of subsidiary company is being reimbursed by subsidiary companies to holding company.
- c) Entitlement of option rises proportionately with the issuance of bonus. Nominal value of shares against enhanced options is financed by the company at the point of exercise of such option by employees against utilization of general reserve / security premium.

2.14 Business combinations:

i) Merger / Amalgamation:

Merger / Amalgamation (of the nature of merger) of other company / body corporate with the group is accounted for on the basis of purchase method, the assets / liabilities being accounted for in terms of book values of assets, liabilities appearing in transferor entity on the date of such merger / amalgamation for the purpose of arriving at the figure of goodwill or amalgamation reserve.



ii) Acquisition:

Any new entity joining business combination consequent upon acquisition of its shares / rights by any of the entities in group is accounted for under purchase method, assets and liabilities of the new entrant been accounted for as per book value of assets, liabilities appearing in books of new entrant on the date of its take-over for the purpose of arising at the figure of goodwill / capital reserve.

iii) During the course of merger / amalgamation / acquisition under purchase method, excess / shortfall of consideration money over vis-à-vis net assets (gross assets less outside liabilities) inherited under such deal is accounted for as goodwill / amalgamation or capital reserve.

If balance sheet of transferor / acquired entity has any compulsory / statutory reserve at point of its transfer / acquisition, said reserves are retained subsequently under the Reserve & Surpluses against creation of new head called "Amalgamation Adjustment Account" accounted for under the head of Miscellaneous Expenditure in assets side of the balance sheet.

2.15 Segment Reporting

The Company identifies primary segments based on the pre-dominant sources of risk effects and returns depending on organization and of the management and internal financial reporting system. The operating segments are the segments for which separate financial information are available and operating profit / loss from there are evaluated regularly by the management for allocation of resources and assessment of performance.

Revenue, expenses, assets and liabilities which relate to the company as a whole which are not allocable to segments on direct and / or reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

2.16 Earnings per share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



2.17 Miscellaneous Expenditure

- a) Deferred Employees Compensation under ESOP is amortized on straight line basis over vesting period.
- b) Share issue expenses and research fee paid in connection with technical collaborations are charged to revenue in the year of occurrence.
- c) Statutory / Compulsory reserves inherited from merger / amalgamation / acquisition of new entities are shown under this head as "Amalgamation Adjustment Account" for the purpose of their retention under "Reserves and Surplus" head in liability side.

Amalgamation Adjustment Account is reversed only after withdrawal of relevant statutory / compulsory reserve following expiry of fulfillment of statutory period / objective or cessation of statutory obligation

As per our report of even date attached

For G Basu & Co


Chartered Accountants

Place: New Delhi

Date: 29th April, 2014



For G. BASU & CO.
Chartered Accountants
R. No. 307174E


(N. K. GHOSH)
Partner
(M. No. 053094)