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G. BASU & CO.
CHARTERED ACCOUNTANTS

BASU HOUSE
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KOLKATA - 700 072

REPORT ON THE FINANCIAL STATEMENTS

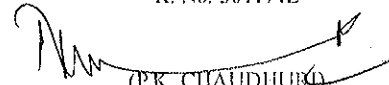
We have verified the enclosed financial statements of Dabur (UK) Limited (presented in Indian National currency), a wholly owned overseas subsidiary of Dabur India Limited made out in terms of requirement of Indian Companies Act in application of Accounting Standard referred to U/s 133 of Companies Act, 2013 read with the accounting policies of parent companies.

Based on information and explanations given to us and verification of the records of the body corporate we hereby certify that the 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 body corporate as at 31.03.2015 and its loss and their cash flows for the year ended on that date.

Place: New Delhi

Date: 4th May 2015

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


(P.K. CHAUDHURI)
Partner
(M. No. 003814)



Dabur UK Limited

Balance Sheet as at 31st March 2015

(Amount Rs Lacs)

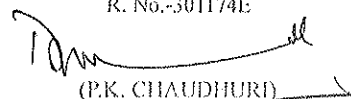
	PARTICULARS	Note No	As at 31st March, 2015	As at 31st March, 2014
I	EQUITY AND LIABILITIES			
	1. Share holder's Funds			
	a) Share Capital	1	244	244
	b) Reserves and Surplus	2	-104	-29
	2. Current Liabilities			
	b) Trade payables		-114	0
	3. Share Application money pending allotment		8	
	Total:		34	215
II	ASSETS			
	1. Non-current assets			
	a) Non-current investments in subsidiaries		34	215
	2. Current assets			
	a) Cash and cash equivalents		0	0
	Total:		34	215

*Closing exchange rate as on 31.03.2015 USD 1 = Rs. 62.47 (PY USD 1 = Rs. 59.92)

Place : New Delhi
Date : 4th May 2015

As per our report of even date attached

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


(P.K. CHAUDHURI)
Partner
(M. No. 003814)



Dabur UK Limited

Statement of Profit & Loss for the year ended 31st March 2015

Rs. In Lacs

DESCRIPTION	Note No	For the year ended Mar 31' 2015	For the year ended Mar 31' 2014
I Revenue from operations		0	-
II Other Income		0	-
III Total Revenue (I +II)		-	-
IV Expenses			
Finance cost	20	125	-
Other Expenses	22	1	-
Total Expense		126	-
(V) Profit before exceptional and extraordinary items and tax (III - IV)		(126)	-
(VI) Exceptional Items		-	-
(VII) Profit before extraordinary items and tax (V - VI)		(126)	-
(VIII) Extraordinary Items		-	-
(IX) Profit before tax (VII - VIII)		(126)	-
(X) Tax expense			
	(1) Current tax	-	-
	(2) Deferred Tax	-	-
	(3) Earlier year tax	-	-
(XI) Profit/(Loss) for the year from continuing operations (IX - X)		(126)	-

*Average exchange rate as on 31.03.2015 USD 1 = Rs. 61.15 (PY USD 1 = Rs. 60.85)

As per our report of even date attached

Place : New Delhi

Date : 4th May 2015

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



(Signature)
Partner
(M. No. 003814)

Dabur UK Ltd

STATEMENT OF CASH FLOW (PURSUANT TO AS-3) INDIRECT METHOD FOR THE YEAR ENDED 31ST MARCH'2015

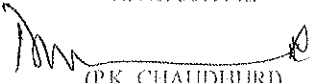
(Amount in Rs. Lacs)

PARTICULARS	FOR THE YEAR ENDED MARCH 31'2015		FOR THE YEAR ENDED MARCH 31'2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	-	126	-	-
WORKING CAPITAL CHANGES				
(INCREASE)/DECREASE IN INVENTORIES			-	-
(INCREASE)/DECREASE IN TRADE AND OTHER RECEIVABLES				
INCREASE/(DECREASE) IN TRADE PAYABLES AND OTHER PAYABLES	(63)	(63)	1	1
(INCREASE)/DECREASE IN WORKING CAPITAL				
CASH USED(-)/+(+)GENERATED FROM OPERATING ACTIVITIES (A)		(189)		1
B. CASH FLOW FROM INVESTING ACTIVITIES				
ACQUISITION OF FIXED ASSETS		-		-
SALE OF FIXED ASSETS		-		-
PURCHASES OF INVESTMENT		181		(1.00)
INTEREST RECEIVED		-		-
CASH USED(-)/+(+)GENERATED IN INVESTING ACTIVITIES (B)		181		(1)
C. CASH FLOW FROM FINANCING ACTIVITIES				
PROCEEDS FROM SHARE CAPITAL & PREMIUM		8		-
REPAYMENT(-)/PROCEEDS (+) OF LONG TERM SECURED LIABILITIES		-		-
REPAYMENT(-)/PROCEEDS(+) FROM SHORT TERM LOANS		-		-
INTEREST PAID		-		-
CASH USED(-)/+(GENERATED) IN FINANCING ACTIVITIES (C)		8		-
NET INCREASE(+)/DECREASE (-) IN CASH AND CASH EQUIVALENTS (A+B+C)		(0)		-
CASH AND CASH EQUIVALENTS OPENING BALANCE		0		-
CASH AND CASH EQUIVALENTS CLOSING BALANCE		0		0

Place : New Delhi
Date : 4th May 2015

As per our report of even date attached

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


(P.K. CHAUDHURI)
Partner
(M. No. 003814)



Annexed to and forming part of Balance Sheet as at 31st March 2015
Note 1 - Share Capital

1 (a). Particulars of Shares:

Sl	Class of Shares		Authorised Capital		Issued, Subscribed & Fully Paid up	
			No. of shares	Total Value (Rs in EGP)	Total	
					No. of shares	Total Value (Rs in lacs)
A	Equity Shares	As at March 31'2015	5,000	50,000	5,000	244
		As at March 31'2014	5,000	50,000	5,000	244

Note: There is no restriction on transferability of shares



Annexed to and forming part of Balance Sheet as at 31st March 2015

Note 2. Reserve & Surplus

Particulars	(Rs in Lacs)	
	As at March 31, 2015	As at March 31, 2014
Exchange Fluctuation Reserve	51	0
Surplus / (deficit):	-155	-29
Total	-104	-29



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2015

Note No. 20: Finance Cost

Rs. In Lacs

	Particulars	For the year ended March 31'	For the year ended March 31' 2014
	Net (gain)/loss on foreign currency transaction	125	0
	Total	125	0



Annexed to and forming part of Profit & Loss Account for the year ended March 31' 2015

Note No. 22: Other Expenses

Rs. In Lacs

	Particulars	For the year ended March 31'	For the year ended March 31' 2014
1	Auditor's Remuneration	1	0
	Total	1	0



(All amounts in Rupees lacs except share data)

Dabur UK Limited

Note No.: 3

1. Significant Accounting Policies to the financial statements for the year ended 31st March, 2015

1.1.1 Basis for preparation of accounts

The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian GAAP. Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules 2006 which continue to apply under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules 2014, other pronouncement of ICAI, provisions of the Companies Act and guidelines issued by SEBI as applicable.

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 Schedule III to the Companies Act, 2013.

1.1.2 Use of Estimates

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.

1.2 Translation of overseas subsidiaries from foreign currencies to reporting currency:-

- a) 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 there by accounting for aggregate of net impact in exchange fluctuation in these regards as exchange reserve shown under broad head of "Reserve and Surplus".
- b) Exchange difference arising on reporting of Long term foreign currency monetary items, pertaining to transactions among group companies/branches, at rates different from those at which they were initially recorded are accumulated under exchange fluctuation reserve. Relevant component of exchange fluctuation reserve is amortisable as per para 46A of AS-11.



1.3 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 entailing accounting on realization basis under AS 9 on the ground of uncertainty factor.
- e. All expenses are provided on accrual basis unless stated otherwise.

1.4 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 in terms of life span of assets specified in Schedule II of the Companies Act, 2013 except for Moulds which are depreciated in four years on straight line method based on technical advice.
- d. Patents and trademarks are being amortized over the period of ten years on straight line basis.
- e. Software's are being amortized over the period of five years on straight line basis.
- f. For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.
- g. 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.
- h. During sale of fixed assets, any profit earned towards excess of sale value over gross block of assets (i.e. balancing charge) is transferred from profit & loss account to capital reserve.
- i. Fixed assets inherited from entry of new entity in business combination pursuant to its acquisition by the group are carried at price corresponding assets were held in the books of newly acquired entity at the point of its acquisition.
- j. In respect of fixed assets of new entrants in the group having followed different basis of charging depreciation, prior to the date of their takeover, written down value of their assets are subjected to depreciation charge



under straight line method at rate which enables respective assets to be amortized within their respective life span assessed under schedule II of the companies Act, 2013.

1.5 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 terms 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 cash generating units (CGUs) are 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 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.

1.6 Investment

Investments that are readily realizable and are intended to be held for not more than one year at the point of acquisition are classified as "Current investments". All other investments are classified as "Non-current investments".

Current investments are stated at the lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of non current investments.

Investments in subsidiaries, Joint Ventures and Associates are held for long term and valued at cost reduced by diminution of permanent nature therein, if any.

No profit or losses of subsidiaries are accounted for.

1.7 Research and Development Expenditure

Revenue expenditure on research & development is expensed as incurred including contribution towards scientific research expenses.



1.8 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 upto the stage of completion
- c. Finished Goods : Cost of input plus appropriate overhead

1.9 Deferred Entitlement on Leave Travel Concession:

In terms of 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.

1.10 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.
- ii) Post separation benefits of directors on the basis of actuarial valuation as per AS 15.
- ii) Gratuity Liability on the basis of actuarial valuation as per AS 15.

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.

1.11 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.

1.12 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.

1.13 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 a Vis reporting currency is accounted for in statement of profit and loss.
- (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.

1.14 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 negative item as part of shareholder's fund 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.
- d) Deferred employees compensation under ESOP is amortized on straight line method over the vesting period.

1.15 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.

1.16 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 there from 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".

1.17 Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals for operating leases are charged to statement of profit & loss on accrual basis in accordance with the respective lease agreements.

1.18 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.

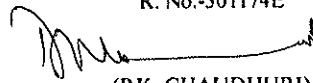
For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

As per our report of even date attached

Place: New Delhi

Date: 4th May 2015

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


(P.K. CHAUDHURI)
Partner
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