

INDEPENDENT AUDITORS REPORT

To

The Members of **SHARDA ITALIA SRL**,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SHARDA ITALIA SRL**, which comprise the Balance Sheet as at 31.12.2015, 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.

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 standalone 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 of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 there under:

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 but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31.12.2015, and its profit/loss and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

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 the 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 standalone 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 31.12.2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31.12.2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For V.K.BESWAL & ASSOCIATES,
CHARTERED ACCOUNTANTS,
FIRM REGISTRATION NO:101083W**



**CA K.V.BESWAL
PARTNER
M.NO.131054
PLACE : MUMBAI
DATED : 05/05/2016**



SHARDA ITALIA SRL

BALANCE SHEET AS AT 31ST DECEMBER 2015

(Amount in INR)

Particulars	Note No	As at 31-Dec-15	As at 31-Dec-14
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	3	176,321	176,321
(b) Reserves & surplus	4	166,482	126,468
		342,803	302,789
Current Liabilities			
Other Current Liabilities	5	62,181	1,932,938
Short Term Provision	6	-	2,169,677
Total		404,984	4,405,404
ASSETS			
Fixed assets			
Intangibles	7	12,630	34,598
Current assets			
Cash & Cash Equivalents	8	23,077	15,808
Short Term Loans & Advances	9	1,972	7,385
Other Current Assets	10	367,305	4,347,613
Total		404,984	4,405,404
Summary of significant accounting policies	2.1		

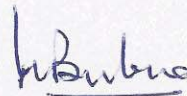
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 101083W

For and on behalf of the Board of Directors of
SHARDA ITALIA SRL



CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
Date: 05.05.2016

AUTHORISED SIGNATORY
R.V.B

SHARDA ITALIA SRL

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST DECEMBER 2015

(Amount in INR)

Particulars	Note No	Year ended 31-Dec-15	Year ended 31-Dec-14
Income			
Other Income	11	374,177	3,456,879
Total revenue (I)		374,177	3,456,879
Expenses			
Depreciation and amortisation expenses	7	21,968	23,582
Finance costs	12	18,355	-
Employee Benefit Expenses	13	76,936	3,198,169
Other Expenses	14	156,344	75,358
Total (II)		273,603	3,297,109
Profit before tax and before prior period adjustments		100,574	159,770
Tax expenses			
Current Tax		81,269	119,671
Deferred Tax		-	-
Total Tax expense		81,269	119,671
Profit after tax and before prior period adjustments		19,305	40,099
Prior period adjustment		-	-
Profit for the year		19,305	40,099
Summary of significant accounting policies	2.1		

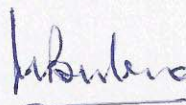
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 101083W

For and on behalf of the Board of Directors of
SHARDA ITALIA SRL



CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
Date: 05.05.2016

AUTHORISED SIGNATORY
R4B

SHARDA ITALIA SRL

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2015

(Amount in INR)

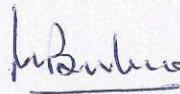
Particulars	Year ended 31-Dec-15	Year ended 31-Dec-14
Cash flow from operating activities		
Profit before tax from continuing operations	19,305	40,099
Profit before tax/Operating profit before working capital changes	19,305	40,099
Adjustments to reconcile profit before tax to net cash flows		
Depreciation/ amortization on continuing operation	21,968	23,582
	41,273	63,681
Movements in working capital :		
Increase/(Decrease) in Foreign Currency Translation Reserve	20,709	(62,835)
Increase/ (decrease) in other current liabilities	(1,870,757)	656,639
Decrease / (increase) in other current assets	3,980,308	(2,805,561)
Decrease / (increase) in other loans and advances	5,413	-
Cash generated from /(used in) operations	2,176,946	(2,148,076)
Direct taxes paid (net of refunds)	(2,169,677)	1,616,365
Net cash flow from/ (used in) operating activities (A)	7,269	(531,711)
Cash flows from investing activities	-	-
Net cash flow from/ (used in) investing activities (B)	-	-
Cash flows from financing activities	-	-
Net cash flow from/ (used in) financing activities (C)	-	-
Net increase/(decrease) in cash and cash equivalents (A + B + C)	7,269	(531,711)
Cash and cash equivalents at the beginning of the year	15,808	547,519
Cash and cash equivalents at the end of the year	23,077	15,808
Components of cash and cash equivalents		
Cash in hand	688	640
Bank Overdraft	22,389	15,168
Total cash and cash equivalents (note 6)	23,077	15,808
Summary of significant accounting policies	2.1	

As per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 101083W

For and on behalf of the Board of Directors of
SHARDA ITALIA SRL



CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
Date: 05.05.2016

AUTHORISED SIGNATORY

1. Corporate information

Sharda Italia SRL (the company) was incorporated on 26.03.2012 in Italy. The holding company is Sharda Cropchem Limited from 05.04.2012.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014 and the provisions of the Act (to the extent notified). The financials statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(c) Depreciation on tangible fixed assets

The depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. Schedule II prescribes useful lives for fixed assets, which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

(d) Intangible assets and amortisation

Intangible Assets are stated at cost less accumulated amortisation.

(e) Impairment of tangible and intangible assets

(i) The carrying amounts of assets are reviewed for impairment at each Balance Sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre tax rate, that reflect current market assessment of the time value of money and the risk specific to the assets.

(ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.



(f) Research and Development costs

Research costs are expensed as incurred. Development expenditure is carried forward when its future recoverability can reasonably be regarded as assured and is amortized over the period of expected future benefit.

(g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in nature.

(h) Inventories

Raw materials, traded goods and finished goods are valued at lower of cost or net realizable value. Cost includes direct material and direct expenses. Cost is determined using weighted average method for batches identified on specific identification basis in respective locations. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sales.

(i) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer.

Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Revenue is recognized when the shareholders' right to receive payment is established by the Balance Sheet date.

(j) Foreign currency transactions

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Company at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or as expenses in the year in which they arise.



(k) Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(l) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash on hand, cash at bank and term deposits with banks and also include short term investments with an original maturity of three months or less.

(m) Taxes on Income

Tax expense comprises of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax law enacted in Italy. Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset if a legally enforceable right exists to set off Current Tax Assets against Current Tax Liabilities. The Deferred Tax Assets and Deferred Tax Liabilities relate to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all Deferred Tax Assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each Balance Sheet date. The Company writes down the carrying amount of Deferred Tax Asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which Deferred Tax Asset can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(n) Provisions and Contingencies

Provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the note to the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.



3 Share Capital

Particulars	As at	As at
	31-Dec-2015	31-Dec-2014
	INR	INR
Authorised share capital		
1000 (Previous year : 1000) Shares of Euros 10 each	684,785	684,785
Issued, Subscribed & paid up share capital		
1000 (Previous year : 1000) Shares of Euros 10 each, Euros 2.50 paid up	176,321	176,321
Total Issued, Subscribed & fully paid up share capital	176,321	176,321

B Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Equity Shares	
	As at		As at	
	31-Dec-2015		31-Dec-2014	
	Number	INR	Number	INR
At the beginning of the period	1,000	176,321	1,000	176,321
Issued during the period	-	-	-	-
Outstanding at the end of the period	1,000	176,321	1,000	176,321

C Details of shareholders holding more than 5% of shares in the company

Name of Shareholder	As at		As at	
	31-Dec-2015		31-Dec-2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SHARDA CROP CHEM LIMITED	990	99.00%	990	99.00%

4 Reserves and Surplus

Particulars	As at	As at
	31-Dec-2015	31-Dec-2014
	INR	INR
Surplus		
Balance as per the last financial statement	154,462	114,363
Add : Profit for the year	19,305	40,099
Closing Balance	173,767	154,462
Foreign Currency Translation Reserve	(7,285)	(27,994)
Total	166,482	126,468

5 Other Current Liabilities

Particulars	As at	As at
	31-Dec-2015	31-Dec-2014
	INR	INR
Employment benefits payable	62,181	1,932,938
Other Payables	-	-
Total	62,181	1,932,938

6 Short Term Provisions

Particulars	As at	As at
	31-Dec-2015	31-Dec-2014
	INR	INR
Taxes Payable	-	2,169,677
Total	-	2,169,677



7. Intangible assets

Description of Assets	Gross Block				Depreciation			Net Block		Amt. in (INR)
	As at 01.01.2015 (01.01.2014)	Additions during the year	Deductions during the year	As at 31.12.2015 (31.12.2014)	As at 01.01.2015 (01.01.2014)	Deductions during the year	Provided during the year	As at 31.12.2015 (31.12.2014)	As at 31.12.2014 (31.12.2013)	
	Computer Software	104,059	-	-	104,059	69,461	-	21,968	91,429	
Total	104,059	0	0	104,059	69,461	-	21,968	91,429	12,630	34,598
Total	104,059		0	104,059	45,879	-	23,582	69,461	34,598	34,598



8 Cash and Cash Equivalents

Particulars	As at 31-Dec-2015	As at 31-Dec-2014
	INR	INR
Cash in Hand	688	640
Bank Balance	22,389	15,168
Total	23,077	15,808

9 Short Term Loan & Advances

Particulars	As at 31-Dec-2015	As at 31-Dec-2014
	INR	INR
Balance with Government Authorities	1972	7385
Total	1,972	7,385

10 Other Current Assets

Particulars	As at 31-Dec-2015	As at 31-Dec-2014
	INR	INR
Other Receivables	367,305	4,347,613
Total	367,305	4,347,613

11 Other Income

Particulars	Year ended 31-Dec-2015	Year ended 31-Dec-2014
	INR	INR
Commission income	-	3,456,302
Interest	42	577
Other Income	374,135	-
Total	374,177	3,456,879

12 Finance Costs

Particulars	Year ended 31-Dec-2015	Year ended 31-Dec-2014
	INR	INR
Interest Expense	18,355	-
Total	18,355	-

13 Employee Benefit Expenses

Particulars	Year ended 31-Dec-2015	Year ended 31-Dec-2014
	INR	INR
Salary to employees	-	3,198,169
Contribution to funds	76,936	-
Total	76,936	3,198,169



14 Other Expenses

Particulars	Year ended 31-Dec-2015	Year ended 31-Dec-2014
	INR	INR
Administrative Expenses	28,252	-
Bank charges	15,226	13,896
Other Miscellaneous Operating Expenses	23,581	37,274
Rates & Taxes	89,285	24,188
Total	156,344	75,358

15 Capital and Other Commitments and Contingent Liabilities

Particulars	As at 31-Dec-2015	As at 31-Dec-2014
	INR	INR
Estimated Capital commitments	NIL	NIL
Advance against capital Items	NIL	NIL
Claims made against the company not acknowledged as debts	NIL	NIL

16 Previous Year Figures

The previous year figures have been regrouped, rearranged wherever necessary to compare this year figures. The figures in brackets represent the corresponding figures for the previous year.

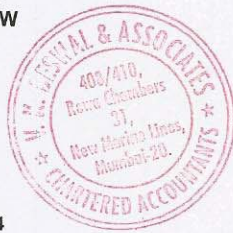
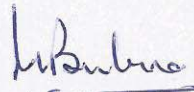
In terms of our report of even date,

For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 101083W

For and on behalf of the Board of Directors of
SHARDA ITALIA SRL



CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
DATED : 05.05.2016

AUTHORISED SIGNATORY
R.V.B