

INDEPENDENT AUDITORS REPORT

To

The Members of **SHARDA POLAND SP.ZO.O,**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SHARDA POLAND SP.ZO.O,** which comprise the Balance Sheet as at 31.03.2016 and Cash Flow Statement for the year 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 31.03.2016.

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 and 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 31.03.2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31.03.2016 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 POLAND SP.ZO.O

BALANCE SHEET AS AT 31ST MARCH 2016

(Amount in INR)

Particulars	Note No	As at 31-Mar-2016	As at 31-Mar-2015
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	96,269	96,269
(b) Reserves & surplus	4	8,131,855	9,436,340
		8,228,124	9,532,614
Current liabilities			
(a) Short term borrowings	5	-	1,501,933
(b) Trade payables	6	240,150,096	59,723,479
(c) Short term provisions	7	4,499,950	1,727,907
(d) Other current liabilities	8	16,620,328	10,466,761
		261,270,374	73,420,080
Total		269,498,498	82,952,694
ASSETS			
Current assets			
(a) Trade receivable	9	154,139,840	74,238,353
(b) Inventories	10	109,836,486	8,668,101
(c) Cash & cash equivalents	11	230,409	36,304
(d) Other current assets	12	5,291,763	9,936
		269,498,498	82,952,694
Total		269,498,498	82,952,694
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 POLAND SP.ZO.O

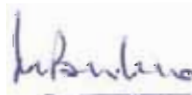


CA K.V.BESWAL
[PARTNER]

Membership Number - 131054

PLACE : MUMBAI

Date: 05.05.2016

[PRESIDENT]

SHARDA POLAND SP.ZO.O

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2016

(Amount in INR)

Particulars	Note No	Year ended 31-Mar-16	Year ended 31-Mar-15
Income			
Revenue from operations	13	531,445,025	68,720,421
Other income	14	38,686	42,625
Total income		531,483,711	68,763,046
Expenses			
Purchase of stock in trade	15	598,518,683	65,788,433
Changes in inventory	16	(101,168,385)	(8,668,101)
Other expenses	17	31,845,372	272,344
Total		529,195,670	57,392,678
Profit before tax and before prior period adjustments		2,288,041	11,370,370
Tax Expense			
Current tax		-	2,353,431
Total tax expenses		-	2,353,431
Profit after tax and before prior period adjustments		2,288,041	9,016,939
Prior period adjustment (Net of tax)		-	-
Profit for the year		2,288,041	9,016,939
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
 by V.K.BESWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration No. 101083W

For and on behalf of the Board of Directors of
 SHARDA POLAND SP.ZO.O

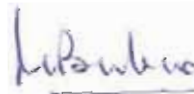


A.K.V. BESWAL
 [PARTNER]

Membership Number - 131054

PLACE : MUMBAI

Date: 05.05.2016

[PRESIDENT]

SHARDA POLAND SP.ZO.O

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2016

Particulars	Year ended 31-Mar-2016	Year ended 31-Mar-2015
Cash flow from operating activities		
Profit before tax from continuing operations	2,288,041	11,370,370
Profit before tax/Operating profit before working capital changes	2,288,041	11,370,370
Movements in working capital :		
Increase/(decrease) in foreign currency translation reserve	(3,592,531)	419,406
Increase/ (decrease) in other current liabilities	6,153,566	70,246,707
Increase/ (decrease) in short term provisions	2,772,043	-
Increase/ (decrease) in trade payables	180,426,616	-
(Increase)/decrease in other current assets	(5,281,827)	(82,916,391)
(Increase)/decrease in trade receivable	(79,901,486)	-
(Increase)/decrease in inventory	(101,168,385)	-
Cash generated from /(used in) operations	1,696,038	(879,908)
Direct taxes paid (net of refunds)	-	(681,990)
Net cash flow from/ (used in) operating activities (A)	1,696,038	(1,561,898)
Cash flows from investing activities	-	-
Net cash flow from/ (used in) investing activities (B)	-	-
Cash flows from financing activities		
Proceeds from share capital (Equity)	-	96,269
Proceeds /(repayment) of short term borrowings	(1,501,933)	1,501,933
Net cash flow from/ (used in) in financing activities (C)	(1,501,933)	1,598,202
Net increase/(decrease) in cash and cash equivalents (A + B + C)	194,105	36,304
Cash and cash equivalents at the beginning of the year	36,304	-
Cash and cash equivalents at the end of the year	230,409	36,304
Components of cash and cash equivalents		
With banks- on current account	230,409	36,304
Total cash and cash equivalents (note 11)	230,409	36,304

Summary of significant accounting policies

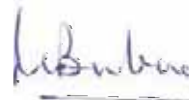
The accompanying notes are an integral part of the financial statements.

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 POLAND SP.ZO.O



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

[PRESIDENT]

R V G

1. Corporate information

Sharda Poland SP. ZO. O (the company) was incorporated on 03.05.2014 in Poland. The holding company is Sharda Cropchem Limited ("SCL") from the date of incorporation.

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

Depreciation is provided on a straight line basis for all assets based on the useful life of the assets computed as per the provisions of Companies Act, 2013. Depreciation on fixed assets added /disposed off during the year is provided on prorata basis.

(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 Poland. 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 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Authorised shares 100 Shares of PLN 50 each	96,269	96,269
Issued, Subscribed & fully paid up shares 100 Shares of PLN 50 each	96,269	96,269
Total Issued, Subscribed & fully paid up share capital	96,269	96,269

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

Particulars	As at 31-Mar-2016		As at 31-Mar-2015	
	Number	INR	Number	INR
At the beginning of the period	100.00	96,269.00	100	96,269
Issued during the period				
Outstanding at the end of the period	100.00	96,269.00	100	96,269

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

Name of Shareholder	As at 31-Mar-2016		As at 31-Mar-2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SHARDA CROP-CHEM LIMITED	100	100%	100	1

4 Reserves and surplus

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Balance as per the last financial statement	9,016,939	-
Add : Profit for the year	2,288,041	9,016,939
Closing balance	11,304,980	9,016,939
Foreign currency translation reserve	(3,173,125)	419,406
Total	8,131,855	9,436,345

5 Short term borrowings

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Sharda International DMCC [The above loan represents short term loan received from Sharda International DMCC, fellow subsidiary. The said loan is interest free.]	1,501,933	1,501,933
Less: Loan repaid	1,501,933	-
Total	-	1,501,933

6 Trade payables

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Trade payables	240,150,096	59,723,479
Total	240,150,096	59,723,479

7 Short term provisions

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Provision for tax	-	1,871,440
Provision for services	4,499,950	56,467
Total	4,499,950	1,727,907

8 Other Current Liabilities

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
	INR	INR
Creditors for expenses	213,898	52,705
VAT payable (net of VAT receivable)	16,406,630	10,414,056
Total	16,620,328	10,466,761



9 Trade receivable

Particulars	As at 31-Mar-2016	As at
	INR	31-Mar-2015
Trade receivable	154,139,840	74,238,353
Total	154,139,840	74,238,353

10 Inventories

Particulars	As at 31-Mar-2016	As at
	INR	31-Mar-2015
Inventory of traded goods	109,836,486	8,668,101
Total	109,836,486	8,668,101

11 Cash & cash equivalents

Particulars	As at 31-Mar-2016	As at
	INR	31-Mar-2015
Balance with bank	230,409	36,304
Total	230,409	36,304

12 Other current assets

Particulars	As at 31-Mar-2016	As at
	INR	31-Mar-2015
Advance tax	2,168,584	-
Security deposit	190,039	9,936
Other receivables	2,933,140	-
Total	5,291,763	9,936

13 Revenue from operations

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
	INR	INR
Sale of agrochemicals	531,445,025	68,720,421
Total	531,445,025	68,720,421

14 Other income

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
	INR	INR
Foreign exchange gain	-	40,803
Interest received	38,686	1,822
Total	38,686	42,625

15 Purchases of stock in trade

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
	INR	INR
Purchases of agrochemicals	598,518,683	65,788,433
Total	598,518,683	65,788,433

16 Changes in inventory

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
	INR	INR
Opening stock	8,668,101	-
Less: Closing stock	109,836,486	8,668,101
Total	(101,168,385)	(8,668,101)

17 Other expenses

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
	INR	INR
Rates & taxes	42,841	7,552
Accounting fees	972,422	264,792
Bank charges	592,791	-
Office rent	259,254	-
Foreign exchange loss	8,116,947	-
Storage expenses	3,450,221	-
Transport expenses	8,235,952	-
Repairs & maintenance	414,370	-
Miscellaneous expenses	223,716	-
Inventory write off	34,357	-
Telephone expenses	71,442	-
Insurance charges	109,398	-
Commission on sales	9,321,861	-
Total	31,845,372	272,344



18 Capital and Other Commitments and Contingent Liabilities

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
Estimated Capital commitments	INR	INR
	NIL	NIL
Advance against capital Items	NIL	NIL
Claims made against the company not acknowledged as debts	NIL	NIL

19 Related Party Disclosures

(a) Related parties with whom transactions have taken place during the Year:

Nature of relationship	Name of the entity
(i) Parent company	Sharda Cropchem Ltd.
(ii) Fellow Subsidiary	Sharda International DMCC

Related party transactions:

The following table provides the total amount of transactions that have been entered into with related parties.

- Transactions with holding company

Particulars	Year ended	Year ended
	31-Mar-16	31-Mar-15
<u>Unsecured loan taken:</u> Sharda International DMCC	-	1,501,933
<u>Unsecured loan repaid:</u> Sharda International DMCC	1,501,933	-
<u>Purchase of traded goods:</u> Sharda Cropchem Ltd	598,518,683	65,788,433
Outstanding balances		
	Year ended	Year ended
	31-Mar-16	31-Mar-15
<u>Trade payables:</u> Sharda Cropchem Ltd	238,167,899	59,723,479

20 Previous year figures are not comparable as the business operations commenced from 01.01.2015 in the previous year.

21 The previous year figures have been regrouped, rearranged wherever necessary to compare this year figures.

In terms of our report of even date,


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



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



For and on behalf of the Board of Directors of
SHARDA POLAND SP.ZO.O



[PRESIDENT]

RVG