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ACCOUNTS FOR THE PERIOD ENDED

31st MAR 2015

INDEPENDENT AUDITOR'S REPORT

To The Members of PARRY CHEMICALS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PARRY CHEMICALS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 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 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 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 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 operating 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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,

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

- (b) in the case of Statement of Profit and Loss, of the profit 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.

Report on Other Legal and Regulatory Requirements

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As required by Section 143(3) of the Act, we report that:

1. As required by the Companies (Auditor's Report) Order 2015 (Order) issued by the Central Government in terms of Section 143 (11) of the Act, we give in the annexure a statement on the matters specified in paragraphs 3 and 4.

2. 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 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 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 Shanker Giri & Prabhakar Chartered Accountants FRN: 003761S

Sd/-

P. Prabhakar Rao Partner Membership No. : 18408

Place: Chennai Date: April 27, 2015

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of PARRY CHEMICALS LIMITED on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

(a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 (b) As explained to us, fixed assets have been physically verified by the management at reasonable

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

- ii. The Company does not have any inventories and hence Clause 3(ii) of the Order is not applicable.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- iv. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- v. The company has not accepted any deposits during the year. Hence Clause 3(v) of the Order is not applicable.
- vi. The Company being an Service Company, Clause 3(vi) of the Order relating to maintenance of cost records is not applicable.
- vii. (a) According to the information and explanations given to us, and records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable, with the appropriate authorities. There are no arrears of undisputed statutory dues outstanding as at 31st March 2015 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, and the records of the Company examined by us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.

(c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- viii. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit. The Company has not incurred cash loss in the immediately preceding financial year.
- ix. The Company has not borrowed any amounts from any financial institution, bank or debenture holders.
- x. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

- xi. The Company has not taken any Term loans and hence Clause 3(xi) of the Order is not applicable.
- xii. During the course of our examination of the Books and Records of the Company carried out in accordance with the Generally Accepted Auditing Practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year nor have we been informed of such case by the Management.

For Shanker Giri & Prabhakar Chartered Accountants FRN: 003761S

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P. Prabhakar Rao Partner Membership No. : 18408

Place: Chennai Date: April 27, 2015

BALANCE SHEET AS AT 31st MAR 2015

	Not No		<u>st Mar 2015</u> Rs	<u>As at 31st</u> Rs	<u>Mar 2014</u> Rs
I EQUITY AND LIABILITIES:					
(1) Shareholder'S Funds		ş			
(a) Share Capital(b) Reserves & Surplus	1 2	10,00,00,000 5,09,90,235	15,09,90,235	10,00,00,000 4,48,98,046	14,48,98,046
(2) Non-Current Liabilities					
(a) Other Long-term Liabilities	3	16,15,656	16,15,656	15,82,056	15,82,056
(3) Current liabilities					
(a) Trade Payables(b) Other Current Liabilities(c) Short Term Provisions	4 5 6	1,18,078 87,654 -	2,05,732	1,06,742 72,228 40,82,784	42,61,754
TOTAL			15,28,11,623		15,07,41,856
 II <u>ASSETS:</u> (1) Non-Current Assets (a) Fixed Assets (i) Tangible Assets (b) Long-term Loans and Advar (2) Current assets (a) Cash and Cash Equivalents (b) Short-term Loans and Advar (c) Other Current Assets 	9		4,58,08,264	4,35,16,291 44,86,709 9,03,90,235 1,18,86,566 4,62,055	4,80,03,000
TOTAL			15,28,11,623		15,07,41,856
Accompanying Notes to Financial S	Statements 16				
On behalf of the Board Sd/- G.VEERABADRAM CHAIRMAN Sd/- S.SANKARASUBRAMANIAN DIRECTOR	СН	SA - AJKANNAN IEF FINANCIAL SA - AVESH SAVENA	referred to ir For SHANKE CHARTEI	s the Balance She n our Report of ev R GIRI & PRAI RED ACCOUNT	ven date. BHAKAR `ANTS
PLACE : SECUNDERABAD: DATE : همر 27, 2015		AVESH SAXENA MPANY SECRE		Partner	~

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

		<u>Note</u> <u>No.</u>		Year Ended larch 2015	For the Ye <u>31st Mar</u>	
				Rs		Rs
Ι	Revenue from operations	12		33,14,722		40,62,234
II	Other Income	13		78,67,927		2,91,10,915
III	Total Revenue			1,11,82,649	-	3,31,73,149
IV	Expenses					
	(a) Finance Cost(b) Depreciation Amortization Expense(c) Other Expenses	14 15		52,600 8,16,450 10,84,524		1,11,746 8,16,450 11,21,830
	Total Expenses			19,53,574	-	20,50,026
V	Profit before tax			92,29,075		3,11,23,123
VI	Tax Expense					
	 (a) Current Tax (b) MAT Credit Entitlement (c) MAT Credit Utilised Total 		17,58,600 - 13,78,286	31,36,886	64,56,000 (44,75,709)	19,80,291
VII	Profit After Tax			60,92,189	=	2,91,42,832
VIII	Earnings per equity share					
	Basic - Rs. Diluted - Rs.			0.61 0.61		2.91 2.91
		1 1/		0.01		2.71
	Accompanying Notes to Financial Statemen	ts 16				
On	behalf of the Board					
	sd/- G.VEERABADRAM CHAIRMAN			referred to in o For SHANKER	ofit and Loss Ac our Report of eve GIRI & PRAB ED ACCOUNTA	en date. HAKAR
	Sd[- S.SANKARASUBRAMANIAN DIRECTOR		~ Annan Financial			~

	Sdl-	sdĮ-
PLACE : SECUNDERABAD:	BHAVESH SAXENA	P. PRABHAKAR RAO
DATE: April 27, 2015	COMPANY SECRETARY	Partner

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

CASH FLOW STATEMENT FO	2014-15 2013-14				
	Rs. 201	Rs.	Rs.	Rs.	
A. Cash Flow From Opeating Activities					
Net Profit before tax Adjustments for: Interest received	(76,27,927) 8,16,450	92,29,075	(25,91,899) 8,16,450	3,11,23,123	
Depreciation Interest expense (Net) Profit on sale of investment	52,600	(67,58,877)	1,11,746 (26279016)	(2,79,42,719)	
Opeating Profit before Working Capital Changes Adjustments for- (Increase)/Decrease in Inventories	-	24,70,198	-	31,80,404	
(Increase)/Decrease in Debtors (Increase)/Decrease in Loans & Advances Increase/(Decrease) in Long Term Liabilities Increase/(Decrease) in Current Liabilities	(80,97,869) 33,600 26,762	(80,37,507)	- (30,74,577) 7,826 (9,57,877)	(40,24,628)	
Cash generated from Opeartions	20,702	(55,67,309)	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(8,44,224)	
Interest Received Direct Taxes Refund Received Direct Taxes paid	76,27,927	11,28,328	25,91,899 1,60,442 (18,25,382)	9,26,959	
Net Cash Flow from Opearting Activities		(44,38,981)		82,735	
B. Cash Flow From Investing Activities Amount Realised on Sale of Investments Investments made	. ie 		6,59,60,811	6,59,60,811	
C. Cash Flow From Financing Activities Proceeds from issue of Share Capital Interest paid	(52,600)	(52,600)	(1,11,746)	(1,11,746)	
Net Increase / Decrease in Cash & Cash Equivalent		(44,91,581)		6,59,31,800	
Cash & Cash Equivalent at Commencement of the Year-Cash and bank balances	12	9,03,90,235		2,44,58,435	
Cash & Cash Equivalent at end of the Year - Cash & Bank balances		8,58,98,654		9,03,90,235	
Per our report attached			On behalf of th	ne Board	
301-	sd - KARASUBRA Director	MANIAN	sd)- G.VEERABAI Chairman	ORAM	
P. PRABHAKAR RAO Partner	sd - S.RAJKANN Chief Financ		sd - BHAVESH SA Company Sect		
Place : Secunderabad Date : April 27, 2015	Uner Financ				

STATEMENT OF CHANGES IN EQUITY

	PARTICULARS	Share Capital	Profit and Loss Account	Total Equity Attributable to Equity Holders of the Company
	2014-2015	Rs.	Rs.	Rs.
a. Bala	ance as on April 1, 2014	10,00,00,000	4,48,98,046	14,48,98,046
b. Net	Profit for the year		60,92,189	60,92,189
c. Bala	ance as on March 31, 2015	10,00,00,000	5,09,90,235	15,09,90,235
	2013-2014			
a. Bala	ance as on April 1, 2013	10,00,00,000	1,57,55,214	11,57,55,214
b. Net	Profit for the year	5 2	2,91,42,832	2,91,42,832
c. Bala	ance as on March 31, 2014	10,00,00,000	4,48,98,046	14,48,98,046

On behalf of the Board

ビイノー	≤d -	For SHANKER GIRI & PRABAKHAR
G.VEERABADRAM	S.RAJKANNAN	Chartered Accountants
CHAIRMAN	CHIEF FINANCIAL OFFIC	CER
소기 -	Sd / -	Sd /
S.SANKARASUBRAMANIAN	Bhavesh saxena	P PRABAKHAR RAO
DIRECTOR	Company secretary	Partner

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PLACE: SECUNDERABAD DATE: April 27, 2015

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1	<u>AS AT</u> <u>31/03/2015</u> Rs	<u>AS AT</u> <u>31/03/2014</u> Rs
Share Capital Authorised	•	
1,00,00,000 Equity Shares of Rs.10 each	10,00,00,000	10,00,00,000
Issued Subscribed and Paid up 1,00,00,000 Equity Shares of Rs.10 each	<u>10,00,00,000</u> 10,00,00,000	10,00,00,000
Shareholders holding more than 5% of the Shares Name of the Shareholder Coromandel International Limited	No. of Shares 1,00,00,000	No. of Shares 1,00,00,000

2 Shares held by the Holding Company

Name of the Shareholder	2014-15		201	3-14
	No. of Shares	%	No. of Shares	%
Coromandel International Limited	1,00,00,000	100	1,00,00,000	100

3 Reconciliation of number of shares

	2014-15		201	3-14
	No. of Shares	Rs	No. of Shares	Rs
Balance as at the beginning of the year	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
Issued and paid up during the year				
Balance as at end of the year	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000

4 Rights, preferences and restrictions attached to equity shares

Equity Shares of the Company having par value of Rs.10/=. per share rank pari pasu in all respects including voting rights and entitlement to dividend.

Note 2

Reserves & Surplus

Surplus in Profit and Loss Statement As Per last Balance Sheet Add : Net Profit / (Loss) after tax for the year	4,48,98,046 60,92,189 5,09,90,235	1,57,55,214 2,91,42,832 4,48,98,046
Note 3		
Long-Term Liabilities		
Security and Trade Deposits	16,15,656 16,15,656	15,82,056 15,82,056
Note 4		
Trade payables		
Sundry Creditors For Expenses	<u>1,18,078</u> 1,18,078	1,06,742 1,06,742

NOTES FORMING PART OF FINANCIAL STATEMENTS

	<u>AS AT</u> <u>31/03/2015</u> Rs	<u>AS AT</u> <u>31/03/2014</u> Rs
Note 5	IX3	1.473
Other Current Liabilities		
Advances from Customers Other Payables	60,658 26,996 87,654	41,658 30,570 72,228
Note 6		
Short Term Provisions		
Provision for Tax (Net of Advance Payment of tax Ra.NIL (2013-14) - Rs. 1,35,22,416/=)		40,82,784
Note 7		
Fixed Assets		
Lease hold Land * Cost Less : Depreciation Net value Freehold Land at Cost * Pending execution of lease by Maharashtra Industrial Development Corporation and regularisation of the lease.	5,00,75,506 89,80,950 4,10,94,556 16,05,285 4,26,99,841	5,00,75,506 81,64,500 4,19,11,006 16,05,285 4,35,16,291
Note 8		
Long-Term Loans and Advances Unsecured - Considered Good		
Deposits (Sales Tax Deposit) MAT Credit Entitlement	11,000 30,97,423 31,08,423	11,000 44,75,709 44,86,709
Note 9		
Cash and Cash Equivalents		
Bank Balances - Current Account Bank Balances - Fixed Deposit Account (Maturity of less than six months)	2,70,658 8,56,27,995 8,58,98,653	3,90,235 9,00,00,000 9,03,90,235
Note 10		
Short-term Loans and Advances Unsecured - Considered Good		
Advance to Holding Company Advances to Fellow Subsidiary Company Advance to Others Advance Payment of Tax (Net of Provision Rs.1.93,63,800/=.)	21,93,625 1,65,00,086 6,58,216 1,93,51,927	11,59,016 40,000 1,06,87,550
Note 11		
Other Current Assets		
Interest accrued on Bank Deposits	<u>17,52,779</u> <u>17,52,779</u>	4,62,055

NOTES FORMING PART OF FINANCIAL STATEMENTS

		<u>year ended</u> arch 2015 Rs.	For the year ended 31st March 2014 Rs. Rs.
Note 12			
Revenue from operations			
Commission Received		33,14,722 33,14,722	40,62,234 40,62,234
<u>Note 13</u>			
Other Income			
Interest Received Rent Received Profit On Sale Of Investments		76,27,927 2,40,000 	25,91,899 2,40,000 2,62,79,016 2,91,10,915
Note 14			
Finance Cost			
Interest on Long Term Liabilities		<u>52,600</u> 52,600	<u>1,11,746</u> <u>1,11,746</u>
Note 15			
Other Expenses			
Rates & Taxes		1,96,990	2,52,602
Professional & Consultancy		11,850	9,551
Audit Fees For Audit	1,00,000		1,00,000
For Taxation For Other Services Expenses Reimbursed to Holding Company. Administration and Other Expenses	11,236 25,281	1,36,517 7,30,340 8,827 10,84,524	25,281 1,25,281 7,30,340 4,056 11,21,830

NOTE NO:16

ACCOMPANYING NOTES TO FINANCIAL STATEMENTS:

1. Accounting Policies

a. Basis of preparation of accounts

The financial statements have been prepared on the basis of going concern, under the historic cost convention, to comply in all material aspects with applicable accounting principles in India, the Accounting Standards notified under Sec 133 of the Companies Act, 2013 ("the Act") and the relevant provisions of the Act.

b. These accounts are prepared on 'Going Concern Basis' with Revenues and Costs considered on accrual basis. Commission income receivable from the Holding Company for allowing it to deal with the company's branded products is accounted on accrual basis in terms of the agreement with the Holding Company.

c. Investments

Current and Non-Current Investments are valued at cost and income arising therefrom are accounted on accrual basis. The diminution in the market value of such investments is not recognized unless such diminution is considered permanent.

d. Fixed Assets

Leasehold Land is stated at cost of assignment of lease rights plus registration charges and is amortised over the lease period. Freehold land is stated at cost plus registration charges.

e. Leases

Leasehold land cost is being amortised over the lease period.

f. Revenue Recognition

- (i) Sale of goods is recognized at the point of desptach to customers. Sales include amounts recovered towards Excise Duty and exclude sales tax
- (ii) Dividend Income from investments is accounted for in the year in which the right to receive the payment is established.
- (iii) Commission income is recognised based on the agreements /arrangements with concerned parties.

2. Deferred Tax

There is no Deferred tax liability / asset as at 31^{st} March 2015 as there are no timing differences between the income computed under the Income tax Act and that shown in these accounts.

3. Related Party Disclosure

î	Related Parties Transactions during the year	Coromandel International Limited – Holding Company Rs.		Dare Investments Limited – Fellow Subsidiary Company Rs.	
ii					
		2014-15	2013-14	2014-15	2013-14
	Investments			Nil	Nil
	Sale of Investments	Nil	6,59,60,811		
	Commission received	33,14,722	40,62,234	Nil	Nil
	Rental Income	2,40,000	2,40,000	Nil	Nil
	Service Charges paid	7,30,340	7,30,340	Nil	Nil
	Interest paid	Nil	59,146	Nil	Nil
	Advances given	Nil	Nil	Nil	40,000
	Advances Repaid			40,000	Nil
iii	Balances outstanding	Rs.	Rs.	Rs	Rs.
	Share Capital	10,00,0000	10,00,0000	Nil	Nil
	Investments	Nil	Nil	Nil	Nil
	Short Term Advances	21,93,625	11,59,016	Nil	40,000

4. Segment Reporting

The Company has considered business segment as the primary segment for disclosure. The Company is engaged in trading of pesticides, and earning commission income for the sale of pesticides by the Holding Company under the brand name developed by the Company, which in the context of AS 17 is considered the only business segment.

5. Earnings Per Share

	2014-15	2013-2014
	Rs	Rs
Profit / (loss) after tax as per Profit and Loss Statement	6092189	2,93,71,123
Earnings per share		
Basic	0.61	2.91

- 6. There are no dues to Small Scale Industrial (SSI) undertaking as per information available with the company. Based on the information available with the company there are no dues outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act 2006 as at 31st March 2015.
- 7. Previous Year's figures have been reclassified wherever necessary to conform to the classifications adopted in these accounts.

SIGNATURES TO NOTE NOS. 1 TO 16

For SHANKER GIRI & PRABHAKAR CHARTERED ACCOUNTANTS ≤¢ |-G.VEERABADRAM Chairman

Sd/-

P. PRABHAKAR RAO PARTNER Sch | -S. SANKARASUBRAMANIAN Director

Place : Secunderabad Date : April 27, 2015 الحكارة - States Same Secretary

≤d/-S. RAJKANNAN Chief Financial Officer