

INDEPENDENT AUDITORS REPORT

To

The Members of **SHARDA CROPChem TUNISIA SARL**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SHARDA CROPChem TUNISIA SARL** which comprise the Balance Sheet as at 31.12.2014 and the Cash Flow Statement for the period 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 31.12.2014 and its cash flows for the period 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 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 31.12.2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31.12.2014 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



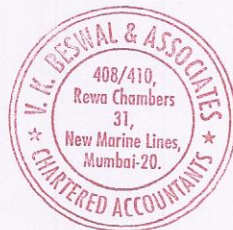
CA K.V.BESWAL

PARTNER

M.NO.131054

PLACE : MUMBAI

DATED :23/05/2015



SHARDA CROPChem TUNISIA SARL

BALANCE SHEET AS AT 31ST DECEMBER 2014


(Amount in TND)

Particulars	Note No	As at 31-Dec-14
EQUITY AND LIABILITIES		
Shareholders' funds		
Share Capital	3	1,000
Reserves & surplus	4	-
		1,000
Current Liabilities		
Total		1,000
ASSETS		
Current assets		
Cash and Cash Equivalents	5	1,000
Total		1,000
Summary of significant accounting policies	2.1	

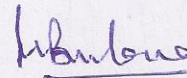
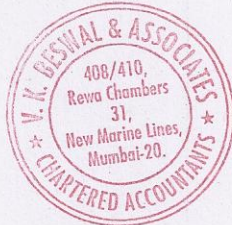
The accompanying notes are an integral part of the financial statements.

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 CROPChem TUNISIA SARL



CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
Date: 23/05/2015



AUTHORISED SIGNATORY



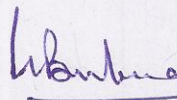
SHARDA CROPChem TUNISIA SARL

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST DECEMBER 2014

Particulars	(Amount in TND)
	Year ended 31-Dec-14
Cash flow from operating activities	
Profit/Loss before tax from continuing operations	-
Loss before tax	-
Adjustments to reconcile profit before tax to net cash flows	
Depreciation/ amortization on continuing operation	-
Operating profit / (loss) before working capital changes	-
Movements in working capital :	
Increase/(Decrease) in Foreign Currency Translation Reserve	-
Increase/ (decrease) in other current liabilities	-
Decrease / (increase) in short-term loans and advances	-
Cash generated from /(used in) operations	-
Direct taxes paid (net of refunds)	
Net cash flow from/ (used in) operating activities (A)	-
Cash flows from investing activities	
Cash flows from financing activities	1,000
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,000
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents at the end of the period	1,000
Components of cash and cash equivalents	
With banks- on current account	1,000
Total cash and cash equivalents	1,000
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 CROPChem TUNISIA SARL



AUTHORISED SIGNATORY

CA K.V.BESWAL
[PARTNER]
Membership Number - 131054
PLACE : MUMBAI
Date: 23/05/2015

1. Corporate information

Sharda Cropchem Tunisia SARL (the company) was incorporated on 14.11.2014 in Tunisia. The holding company is Sharda Cropchem Ltd. ("SCL") from the date of incorporation.

2. Basis of preparation

For the purpose of consolidation of holding company i.e. SCL, the financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules, 2014, as amended, and are in terms with section 133 of the Companies Act 2013 read with clause 2(iii) of the general circular 15/2013 dated 13th September 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounts for the year ended 31st December 2014 have been prepared on the going concern basis.

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.

(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 & direct expenses. Cost is determined on a weighted average basis. 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

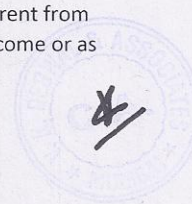
Foreign Currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(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 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.



SHARDA CROPCHEM TUNISIA SARL

Notes to financial statements for the period ended 31st December 2014

(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 Profit and Loss Account 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 Tunisia. 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 a 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. In absence of any timing differences as per the Indian Tax Laws, no provision for Deferred Tax has been made.

(n) Provisions and Contingencies

A Provision is recognized when an enterprise 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 estimate 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.



SHARDA CROPICHEM TUNISIA SARL

Notes to financial statements for the period ended 31st DECEMBER 2014

3. Share Capital

Particulars	As at 31 Dec 2014
	TND
Authorised shares	
100 Share of EUR 10	1,000
Issued, Subscribed & fully paid up shares	
100 Share of EUR 10	1,000
Total Issued, Subscribed & fully paid up share capital	1,000

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

Particulars	Equity Shares	
	As at 31 Dec 2014	
	Number	TND
Equity Shares of EUR 10 Each		
At the beginning of the period	-	-
Issued during the period	100	1,000
Outstanding at the end of the period	100	1,000

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

Name of Shareholder	As at 31 Dec 2014	
	No. of Shares held	% of Holding
Equity Shares of EUR 10 Each		
SHARDA CROPICHEM LIMITED	99	99.00%
Ashish Bubna	1	1.00%

4. Reserves and Surplus

Particulars	As at 31 Dec 2014
	TND
Deficit	
Balance as per the last financial statement	-
Add : Profit/Loss for the period	-
Closing Balance	-
Foreign Currency Translation Reserve	-
Total	-



SHARDA CROPChem TUNISIA SARL
Notes to financial statements for the period ended 31st DECEMBER 2014

5. Cash & Cash Equivalents

Particulars	As at 31 Dec 2014
	TND
Balances with Bank	1,000
Total	1,000

6. Capital and Other Commitments and Contingent Liabilities

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

7. Previous Year Figures

As the company is incorporated on 14.11.2014, the previous year figures are not given.

During the year the company has not started any commercial activities and in absence of the same no Statement of Profit and Loss are prepared.

In terms of our report of even date,

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

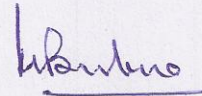


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