

TIDE WATER OIL CO. (INDIA) LTD
Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001
Audited Financial Results
For the quarter and the year ended 31st March, 2013

(Rs. in Lakhs)

Particulars	STANDALONE					CONSOLIDATED	
	Quarter ended 31.03.2013	Quarter ended 31.12.2012	Quarter ended 31.03.2012	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2013	Year ended 31.03.2012
	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited	Audited
1 Income from operations							
Gross Sales	29466	27143	27180	108424	100447	112048	100447
Less: Discount & Rebates	2882	2043	2176	8612	7401	8612	7401
Excise Duty	3806	3503	3530	13982	13111	13982	13111
(a) Net Sales/ Income from operation	22778	21597	21474	85830	79935	89454	79935
(b) Other Operating Income	69	43	59	248	198	248	198
Total Income from operation (net)	22847	21640	21533	86078	80133	89702	80133
2 Expenses							
(a) Cost of raw materials consumed	14158	13912	16247	57249	55483	59716	55483
(b) (Increase)/ decrease in Stock in Trade and work in progress	1019	711	(553)	1237	(717)	1237	(717)
(c) Employee benefits expenses	959	939	726	3952	3089	4282	3113
(d) Depreciation and amortization expenses	236	230	248	909	926	919	926
(e) Other expenses	4042	3918	3190	14324	13691	15123	13763
Total Expenses	20414	19710	19858	77671	72472	81277	72568
3 Profit/ Loss from operations before other income, finance costs and exceptional items (1-2)	2433	1930	1675	8407	7661	8425	7565
4 Other Income	596	134	344	1014	1065	1013	1048
5 Profit/(Loss) from ordinary activities before finance costs and exceptional items (3+4)	3029	2064	2019	9421	8726	9438	8613
6 Finance Cost	-	-	32	-	107	21	110
7 Profit/(Loss) from ordinary activities after finance costs but before exceptional items(5-6)	3029	2064	1987	9421	8619	9417	8503
8 Profit/(Loss) from ordinary activities	3029	2064	1987	9421	8619	9417	8503
9 Tax expenses	1053	664	600	3127	2711	3127	2711
10 Net Profit/(Loss) from ordinary activities after tax (8-9)	1976	1400	1387	6294	5908	6290	5792
11 Net Profit/(Loss) for the period	1976	1400	1387	6294	5908	6290	5792
12 Share of profit/(Loss) of associates	-	-	-	-	-	-	-
13 Minority Interest	-	-	-	-	-	-	-
14 Net profit/(Loss) after taxes, minority interest and share of profit/(Loss) of associates (12+13+14)	1976	1400	1387	6294	5908	6290	5792
15 Paid-up equity share capital	87	87	87	87	87	87	87
16 Reserve excluding Revaluation Reserve as per Balance Sheet of Previous accounting year	-	-	-	35335	30569	35216	30453
17 i Earning Per Share (before extraordinary items) (of Rs. 10/- each)(not annualized)							
(a) Basic	226.81	160.69	159.21	722.40	678.11	722.04	664.86
(b) Diluted	226.81	160.69	159.21	722.40	678.11	722.04	664.86
ii Earning Per Share (after extraordinary items) (of Rs. 10/- each)(not annualized)							
(a) Basic	226.81	160.69	159.21	722.40	678.11	722.04	664.86
(b) Diluted	226.81	160.69	159.21	722.40	678.11	722.04	664.86

Select information for the quarter and year ended 31st March, 2013

Particulars	STANDALONE					CONSOLIDATED	
	Quarter ended 31.03.2013	Quarter ended 31.12.2012	Quarter ended 31.03.2012	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2013	Year ended 31.03.2012
	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited	Audited
PARTICULARS OF SHAREHOLDING							
1. Public Shareholding							
- No. of Shares	642810	642810	642810	642810	642810	642810	642810
- Percentage of Shareholding	73.78	73.78	73.78	73.78	73.78	73.78	73.78
2. Promoters and Promoters Group Shareholding							
(a) Pledged of shares							
- Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3. Non - encumbered							
- Number of shares	228390	228390	228390	228390	228390	228390	228390
- Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00	100.00
- Percentage of shares (as a % of the total share capital of the Company)	26.22	26.22	26.22	26.22	26.22	26.22	26.22

Particulars	Quarter ended 31.03.2013
INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	NIL

STATEMENT OF ASSETS AND LIABILITIES

(Rs. in lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	Year ended 31.03.2013	Year ended 31.03.2012	Year ended 31.03.2013	Year ended 31.03.2012
	Audited	Audited	Audited	Audited
1 EQUITY AND LIABILITY				
Shareholder's Fund				
(a) Share Capital	87	87	87	87
(b) Reserve and Surplus	35504	30750	35385	30634
Sub-total Shareholder's funds	35591	30837	35472	30721
2 Non-current liabilities				
(a) Deferred tax liabilities (net)	122	169	122	169
(b) Other long-term liabilities	1495	1438	1495	1438
(c) Long-term provisions	1075	806	1086	806
Sub-total-Non-Current liabilities	2692	2413	2703	2413
3 Current liabilities				
(a) Short-term borrowing	-	-	505	156
(b) Trade payable	9740	10195	10537	10193
(c) Other current liabilities	2083	1524	2167	1562
(d) Short-term provisions	1842	1461	1842	1461
Sub-total Current liabilities	13665	13180	15051	13372
TOTAL - EQUITY AND LIABILITIES	51948	46430	53226	46506
ASSETS				
1 Non-current assets				
(a) Fixed Assets	7145	7541	7100	7582
(b) Goodwill on consolidation	-	-	5117	5108
(c) Non-current investment	5388	5175	60	60
(d) Long term loans and advances	2275	2245	2279	2247
Sub-total-Non-current assets	14808	14961	14646	14997
2 Current assets				
(a) Inventories	15737	16638	15737	16638
(b) Trade receivables	12907	8345	14353	8345
(c) Cash and cash equivalents	4865	3415	4875	3427
(d) Short-term loans and advances	3631	2950	3615	2978
(e) Other current assets	-	121	-	121
Sub-total-Current assets	37140	31469	38580	31509
TOTAL ASSETS	51948	46430	53226	46506

NOTES

- The above audited Financial Results were reviewed by Audit Committee and approved by the Board of Directors at its meeting held on 30th May, 2013.
- The Consolidated Financial Statements are prepared in accordance with the principles and procedures for the preparation and presentation of Consolidated Accounts as set out in the Accounting Standard (AS21) on Consolidated Financial Statements notified by the Companies' Accounting Standard Rules, 2006 (as amended). The financial statements of the Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group transactions and any unrealized profit / losses. The excess of the cost of investment over the proportionate value of interest in the subsidiaries has been recognised as "Goodwill".
- The Consolidated Financial Results include results of subsidiaries - Vedol International Limited, Vedol International DMCC and Vedol International BV. The result of Vedol International BV is based on unaudited financial statements as certified by the management.
- The diminution in value of investment of Rs. 60.09 Lakhs held by the Parent is not of a permanent nature and accordingly no provision has been made in the Account for the quarter and year ended 31st March, 2013.
- Recoverability of the advance of Rs. 348 Lakhs paid to Yule Agro Industries Limited by the Parent towards proposed issue of shares and the corresponding provisions if any, as may be required, is not ascertainable at this stage, in view of the present status of activities of Yule Agro Industries Limited.
- Directors have recommended a total dividend of Rs 150/- per share during the year subject to approval of shareholders.
- As the Company's business activity falls within a single significant primary business segment viz "Lubricants", no separate segment information is disclosed.
- Figures of previous year / period have been regrouped/rearranged wherever necessary.

For Tide Water Oil Co. (I) Limited

(K. D. Datta)
ChairmanPlace: Kolkata
Date: 30th May, 2013

RAY & RAY

CHARTERED ACCOUNTANTS

6 CHURCH LANE, KOLKATA - 700 001, POST BOX NO. 706

Telephones : +91-33-22489861, 22438562, 22309584, Facsimile : (033) 22480547

Telegrams : ASSURE, KOLKATA, E-mail : raynray@vsnl.com

Independent Auditor's Report

To the Members of
TIDE WATER OIL CO. (INDIA) LTD.

1. Report on the Financial Statements

We have audited the accompanying financial statements of **TIDE WATER OIL CO. (INDIA) LTD.** ("the Company") which comprise the Balance Sheet as at 31 March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information (other notes to financial statements).

2. Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.



RAY & RAY
CHARTERED ACCOUNTANTS**4. Opinion**

We report that:

- 4.1 *No provision has been made in the accounts in respect of advance given to a company towards purchase of shares for Rs. 3.48 crores which is doubtful in nature with consequential impact on profit and Net Assets Position at the end of the year; (Refer Note 24.6);*
- 4.2 *Investments in quoted equity shares made by the Company have suffered diminution in value (amount not ascertained) for which no provision has been made in the accounts with consequential impact on Profit and Net Assets Position at the end of the year; (Refer Note 24.8);*
- 4.3 *Subject to our comments in paragraph 4.1 and 4.2 above, with consequential impact on year's profit and year-end net assets position, the extent of which is not currently ascertainable, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, 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 the affairs of the Company as at 31st March, 2013.
- b) in the case of the 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 of the Company for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

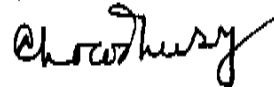
- 5.1 As required by the Companies (Auditor's Report) Order, 2003 ("the order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said order.
- 5.2 As required by Section 227(3) of the Act, we report that:
- a. we have 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 appears from our examination of those books;



RAY & RAY
CHARTERED ACCOUNTANTS

- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. *Subject to our comments in paragraph 4.2 above*, the financial statements dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
- e. On the basis of written representations received from the Directors as on 31 March 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;
- f. the Central Government has neither issued any notification as to the rate at which the cess is to be paid under section 441A of the Act, nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid. However, no cess is due and payable by the Company;

For **RAY & RAY**
Chartered Accountants
(Firm's Registration No. 301072E)



Amitava Chowdhury
Partner
Membership No.056060

Place: Kolkata
Date- 30 May, 2013



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 5 of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion is reasonable having regard to the size of the Company and nature of its business. Pursuant to the programme, plant and machinery located at different locations/factories have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed.

(c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. (a) As explained to us, inventories were verified by the Management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3. As informed to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses (iii)(b) to (iii) (d) of paragraph 4 of the aforesaid Order are not applicable to the Company for the current year.
4. As informed to us, the Company has not taken any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 301 of



RAY & RAY
CHARTERED ACCOUNTANTS

the Act. Accordingly, clauses (iii) (e) to (iii) (g) of paragraph 4 of the aforesaid Order are not applicable to the Company for the current year.

5. On the basis of our examination of books of account and according to the information and explanations given to us, in our opinion, there exists an adequate internal control system commensurate with the size of the Company and the nature of the business with regard to the purchase of inventory, fixed assets and with the sale of goods. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the internal control system of the Company.
6. According to the information and explanations given to us and on the basis of checking of books of account of the Company, we are of the opinion that the Company had not entered into any contracts or arrangements required to be entered in the Register required to be maintained in pursuance to Section 301 of the Act.
7. In view of our comments in paragraph 6 above, in our opinion, requirements of clause (v) (b) of paragraph 4 of the aforesaid Order are not applicable to the Company for the current year.
8. The Company has not accepted any deposits during the year from the public Under Section 58A and 58AA of 'the Act' and the Companies (Acceptance of Deposits) Rules, 1975. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or The Reserve Bank of India or any Court or any other Tribunal.
9. In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company and nature of its business.
10. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of 'the Act' in respect of manufacture of lubricating oil and grease and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete. To the best of our knowledge and according to the explanations given to us, the Central Government has not prescribed the maintenance of cost records for any other product of the Company.
11. According to the information and explanations given to us in respect of Statutory dues :
 - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Value Added Tax, Sales-Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory due applicable to it with the appropriate authorities.



RAY & RAY

CHARTERED ACCOUNTANTS

- (b) There were no undisputed amount payable in respect of Income-tax, Wealth tax, Service tax, Value Added Tax, Custom Duty, Excise Duty, Cess which were outstanding as at 31st March 2013 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-Tax, Sales Tax, Service Tax, Excise Duty and Cess which have not been deposited as on 31st March 2013 on account of disputes are given below.

Statute	Nature of Dues	Forum where dispute is pending	Period to which the amounts relates	Amount involved (Rs. In Crores)
The Central Sales Tax Act and Sales Tax Acts of Various States	Sales Tax	West Bengal Commercial Taxes Tribunal, Deputy Commissioner of commercial Taxes West Bengal, Appellate Authorities Orissa, High Court Lucknow, Assistant Commissioner Sales Tax, New Delhi	1979-2006	1.83
Central Excise Act, 1944	Excise Duty	Commissioner of Central Excise Chennai, High Court, Chennai, Commissioner of Central Excise and Customs (Appeals) Central excise, Mumbai	1998-1999 2001-2009	0.60
The Finance Act, 1994	Service Tax	Commissioner of Appeals, Central Excise (Service Tax), Mumbai	2005-2006	0.05
Navi Mumbai Municipal Corporation CESS Act	Cess	High Court, Mumbai	1998-2004	1.36



RAY & RAY

CHARTERED ACCOUNTANTS

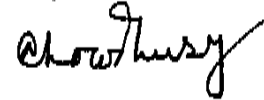
Income Tax Act	Income Tax	DCIT	1998-99	0.61
		DCIT	1999-00	0.52
		DCIT	2000-01	0.46
		DCIT	2003-04	0.16
		DCIT	2005-06	0.13
				<u>1.88</u>
Income Tax Act	Fringe Benefit Tax	CIT (A)	2005-2006	0.006
Haryana Local Area Development Act, 2000	Development Tax	Supreme Court	2007-2009	0.64

12. The Company has no accumulated loss as at 31st March, 2013 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
13. According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to any bank. The Company has neither taken any loan from financial institution nor has it issued any debentures.
14. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other similar securities.
15. The provisions of any special statute applicable to Chit fund/Nidhi/ Mutual benefit fund/ Societies are not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
17. According to the information and explanations given to us, the Company has given guarantee for the loan taken by its subsidiary from bank. According to the information and explanations given to us, we are of the opinion that the terms and conditions on which the Company has given Guarantee for loan taken from bank are not prima facie, prejudicial to the interest of the Company.
18. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not taken any term loans during the year.
19. In our opinion and according to the information and explanations given to us and on the basis of an overall examination of the Balance Sheet and Cash Flow Statement of the

RAY & RAY
CHARTERED ACCOUNTANTS

20. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
21. The Company has not issued any debentures during the year
22. The Company has not raised any money by public issue during the year.
23. During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, nor have we been informed of any such case by the management.

For RAY & RAY
Chartered Accountants
Firm's Registration No.301072E



Amitava Chowdhury
Partner
Membership No. 056060

Place: Kolkata
Date: 30 May, 2013



RAY & RAY

CHARTERED ACCOUNTANTS

6 CHURCH LANE, KOLKATA - 700 001, POST BOX NO. 706
 Telephone : +91-33-22489861, 22438562, 22309584, Facsimile : (033) 22480547
 Telegrams : ASSURE, KOLKATA, E-mail : raynray@vsnl.com

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of
TIDE WATER OIL CO. (INDIA) LTD.

1. Report on the Consolidated Financial Statements

We have audited the attached Consolidated Balance Sheet of TIDE WATER OIL CO. (INDIA) LTD. ("the Company/Parent") and subsidiaries (collectively referred to as "the Group") as at 31st March, 2013 the Consolidated Statement of Profit and Loss for the year then ended and also the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (other notes to financial statements) in which following are incorporated:

- i) Audited accounts of Tide Water Oil Co (India) Limited (the Company/Parent), audited by us, vide our audit report dated 30th May, 2013.
- ii) Audited accounts of two subsidiaries audited by other auditors.
- iii) Unaudited accounts of one subsidiary.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the



MUMBAI • NEW DELHI • BANGALORE • CHENNAI • TIRUNELVELI

City Office : 53D, Mirza Ghalib Street, Kolkata - 700 016, Ph. : 4064 8107, 4064 8108, 4064 8109, E-mail : raynray@airtelmail.in

RAY & RAY
CHARTERED ACCOUNTANTS

consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

We report that:

- 4.1 No provision has been made in the accounts of the Parent in respect of advance given to a company towards purchase of shares for Rs. 3.48 crores which is doubtful in nature with consequential impact on profit and Net Assets Position at the end of the year; (Refer Note 25.5);
 - 4.2 Investments in quoted equity shares made by the Parent have suffered diminution in value (amount not ascertained) for which no provision has been made in the accounts with consequential impact on Profit and Net Assets Position at the end of the year; (Refer Note 25.6);
5. In our opinion and to the best of our information and according to the explanations given to us and on consideration of reports of other auditors on the separate financial statements and other financial information of the subsidiaries, we are of the opinion that the attached consolidated financial statements read in conjunction with Notes 1 to 25 and *subject to our remarks in paragraph 4.1 and 4.2 above*, give a true and fair view in conformity with the accounting principles generally accepted in India;
- a) In the case of the Consolidated Balance Sheet, of the state of the affairs of the Group as at 31 March, 2013.
 - b) In the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
 - c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

6. Report on Other Legal and Regulatory Requirements

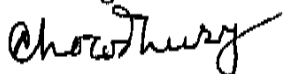
We report that the Consolidated Financial Statements have been prepared by the Company in accordance the requirements of Accounting Standards (AS-21),-"Consolidated Financial Statements" notified pursuant to the Companies (Accounting Standards) Rules, 2006 and on the basis of the separate financial statements of the Parent and its subsidiaries included in the Consolidated Financial Statements.



RAY & RAY
CHARTERED ACCOUNTANTS**7. Other Matters**

- (i) We have not audited the Financial Statements of two international subsidiaries namely Veedol International Limited and Veedol International DMCC, whose financial statements reflect total assets of Rs 15.20 crores as on 31st March, 2013, total revenue of Rs 37.45 crores and cash flows of Rs 0.042 crores for the year ended on that date. The Financial statements and other financial information of these subsidiaries have been audited by other auditors, whose reports have been furnished to us and our opinion is based solely on audit reports of other auditors. These financial statements have been converted as per the requirements of Indian GAAP by the Management and audited by respective auditors and our opinion, in so far it relates to the amounts included in respect of those subsidiaries is based solely on the reports of those auditors and its conversion into Indian GAAP as stated above.
- (ii) We have relied on the unaudited financial statements of one international subsidiary namely Veedol International BV, whose financial statement reflect total assets of Rs 0.07 crores and cash flow of Rs 0.07 crores as on 31st March, 2013. This unaudited financial statement as approved by the Board of Directors of the Subsidiary have been furnished to us by the Management and our report is so far as it relates to the amount included in respect of the Subsidiary is based solely on such approved unaudited financial statements.
- (iii) In respect of the Subsidiary, Veedol International Limited, the reporting date is 31st December, 2012 and accordingly the accounts of Veedol International Limited have been prepared up to 31st December, 2012 and audited by other auditors. In respect of transactions between the Reporting date of the Subsidiary and the Reporting date of the Parent, no adjustments have been made in the accounts of the Subsidiary by the management for consolidation purpose as in the opinion of the management, there were no material transactions in the books of the Subsidiary during this period.
- (iv) The accounts of the Subsidiary, Veedol International DMCC have been prepared up to 31st March, 2013 and the same has been audited by other auditor.

For **RAY & RAY**
Chartered Accountants
(Firm's Registration No. 301072E)



Amitava Chowdhury
Partner
Membership No. 56060
Place: Kolkata
Date: 30th May, 2013

