

**INDEPENDENT AUDITORS REPORT**

To

The Members of **SHARDA CROPCHEM ESPANA, SL**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **SHARDA CROPCHEM ESPANA, SL**, which comprise the Balance Sheet as at 31/12/2014, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under:

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness

of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Opinion**


In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/12/2014, and its profit/loss and its cash flows for the year ended on that date

#### **Report on Other Legal and Regulatory Requirements**

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/12/2014 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**

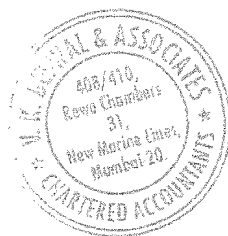
  
**CA K.V.BESWAL**

**PARTNER**

**M.NO.131054**

**PLACE : MUMBAI**

**DATE : 28/05/2015**



**SHARDA CROPCHEM ESPANA, SL**  
**BALANCE SHEET AS AT 31ST DECEMBER 2014**

(Amount in Euros)

Particulars	Note No	As at 31-Dec-14
<b>EQUITY AND LIABILITIES</b>		
<u>Shareholders' funds</u>		
Share Capital	3	3,050
Reserves & Surplus	4	(45,292)
		<b>(42,242)</b>
<u>Current Liabilities</u>		
Trade Payables	5	759,595
Other Current Liabilities	6	174,858
<b>Total</b>		<b>892,211</b>
<b>ASSETS</b>		
<u>Non-current assets</u>		
Fixed assets		
Tangible assets	7	28,579
Other Non-Current Assets	8	4,500
<u>Current assets</u>		
Inventories	9	74,088
Trade receivables	10	634,809
Cash & Cash Equivalents	11	150,235
<b>Total</b>		<b>892,211</b>

**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

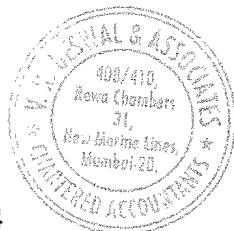
For and on behalf of the Board of Directors of  
 SHARDA CROPCHEM ESPANA, SL



CA K.V.BESWAL  
 [PARTNER]  
 Membership Number - 131054

PLACE : MUMBAI

Date: 28/05/2015




SOLE ADMINISTRATOR  
 RVB

**SHARDA CROPChem ESPANA, SL**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST DECEMBER 2014**

(Amount in Euro)

Particulars	Notes	Year ended 31-Dec -14
<b>Income</b>		
Revenue from operations	12	4,114,387
<b>Total revenue (I)</b>		<b>4,114,387</b>
<b>Expenses</b>		
Purchase of traded goods	13	3,889,188
(Increase)/ Decrease in Inventory	14	(74,088)
Depreciation and amortization expenses	15	3,179
Finance costs	16	109
Other Expenses	17	341,291
<b>Total (II)</b>		<b>4,159,679</b>
<b>Loss before tax and before prior period adjustments (I-II)</b>		<b>(45,292)</b>
<b>Tax expenses</b>		
Current Tax		-
Deferred Tax		-
<b>Total Tax expense</b>		<b>-</b>
<b>Loss after tax and before prior period adjustments</b>		<b>(45,292)</b>
Prior period adjustment		-
<b>Loss for the period</b>		<b>(45,292)</b>
<b>Summary of significant accounting policies</b>	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 ESPANA, SL**



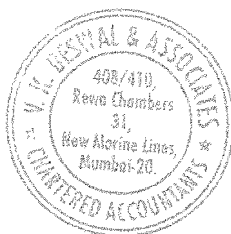
**CA K.V.BESWAL**

[PARTNER]

Membership Number - 131054

PLACE : MUMBAI

Date: 08/05/2015




**SOLE ADMINISTRATOR**

## SHARDA CROPCHEM ESPANA, SL

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2014

(Amount in Euros)	
Particulars	Year ended 31-Dec -14
<b>Cash flow from operating activities</b>	
Loss before tax from continuing operations	(45,292)
<b>loss before tax</b>	<b>(45,292)</b>
Adjustments to reconcile profit before tax to net cash flows	
Depreciation/ amortization on continuing operation	3,179
Finance costs paid	109
<b>Operating Loss before working capital changes</b>	<b>(42,004)</b>
Movements in working capital :	
Increase/ (decrease) in trade payables	7,59,595
Increase/ (decrease) in other current liabilities	1,74,858
Decrease / (increase) in trade receivables	(6,34,810)
Decrease / (increase) in Inventories	(74,088)
Foreign Currency Translation Reserve	
<b>Cash generated from /(used in) operations</b>	<b>1,83,551</b>
Direct taxes paid (net of refunds)	
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>1,83,551</b>
<b>Cash flows from investing activities</b>	
Purchase of fixed assets, including CWIP and capital advances	(31,759)
Purchase of Investment	(4,500)
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(36,259)</b>
<b>Cash flows from financing activities</b>	
Proceeds from issuance of equity share capital	3,050
Proceeds from / (Repayment of) short term borrowings	
Finance costs	(109)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>2,941</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>1,50,234</b>
Cash and cash equivalents at the beginning of the year	-
<b>Cash and cash equivalents at the end of the year</b>	<b>1,50,234</b>
<b>Components of cash and cash equivalents</b>	
With banks- on current account	1,50,234
<b>Total cash and cash equivalents (note 11)</b>	<b>1,50,234</b>

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 ESPANA, SL



CA K.V.BESWAL  
[PARTNER]  
Membership Number - 131054  
PLACE : MUMBAI  
Date: 28/05/2015




SOLE ADMINISTRATOR

**CROPCHEM ESPANA, SL**  
**to financial statements for the period ended 31st December 2014**

**Corporate information**

Sharda Cropchem Espana, SL (the company) was incorporated on 04.03.2014 in Spain. It started its commercial operations from 09.01.2014, on which date it's Tax Identification Number B73824930 was issued. The holding company is Sharda Cropchem Limited ("SCL") since 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 financial statements have been prepared on 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.

**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.

**(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 Spain. 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 the absence of any timing difference as per the Indian Tax Laws, no provision of 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.





CROPICHEM ESPANA, SL  
 financial statements for the year ended 31st DECEMBER 2014

3. Share Capital

Particulars	As at 31-Dec-14
	INR
<b>Authorised shares</b>	
61 (Previous year : NIL) Shares of Euros 50 each	3,050
<b>Issued, Subscribed &amp; fully paid up shares</b>	
61 (Previous year : NIL) Shares of Euros 50 each	3,050
<b>Total Issued, Subscribed &amp; fully paid up share capital</b>	<b>3,050</b>

Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	Equity Shares	
	As at 31-Dec-14	
	Number	Euros
At the beginning of the year	61	3,050
Issued during the year	-	-
<b>Outstanding at the end of the year</b>	<b>61</b>	<b>3,050</b>

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

Name of Shareholder	As at 31-Dec-14	
	No. of Shares held	% of Holding
SHARDA CROPICHEM LIMITED	61	100%

4. Reserves and Surplus

Particulars	As at 31-Dec-14
	Euros
<b>Deficit</b>	
Balance as per the last financial statement	-
Add : Profit / (Loss) for the year	(45,292)
Closing Balance	(45,292)
<b>Total</b>	<b>(45,292)</b>

5. Trade Payables

Particulars	As at 31-Dec-14
	Euros
Trade payables	759,595
<b>Total</b>	<b>759,595</b>

4

DA CROPHEM ESPANA, SL  
 es to financial statements for the year ended 31st DECEMBER 2014

6. Other Current Liabilities

Particulars	As at 31-Dec-14
	Euros
Creditors for expenses	1,39,110
Statutory dues payable	35,748
<b>Total</b>	<b>1,74,858</b>

8. Other Non-Current Asset

Particulars	As at 31-Dec-14
	Euros
Security Deposit	4,500
<b>Total</b>	<b>4,500</b>

9. Inventories

Particulars	As at 31-Dec-14
	Euros
Finished Goods	74,088
<b>Total</b>	<b>74,088</b>

10. Trade Receivables

Particulars	As at 31-Dec-14
	Euros
Other receivables	
- Unsecured, considered good	6,34,810
<b>Total</b>	<b>6,34,810</b>

11. Cash and Cash Equivalents

Particulars	As at 31-Dec-14
	Euros
Balances with Banks	
- Current account	1,50,234
<b>Total</b>	<b>1,50,234</b>

4

12. Revenue from operations

Particulars	Year ended 31-Dec -14
	Euros
Sale of agrochemicals	41,14,387
<b>Total</b>	<b>41,14,387</b>

13. Purchase of traded goods

Particulars	Year ended 31-Dec -14
	Euros
Agrochemicals	38,89,188
<b>Total</b>	<b>38,89,188</b>

14. Increase / (Decrease) in Inventory

Particulars	Year ended 31-Dec -14
	Euros
Inventories at the end of the year Finished goods	(74,088)
Inventories at the beginning of the year Finished goods	-
<b>Total</b>	<b>(74,088)</b>

15. Depreciation and amortization expenses

Particulars	Year ended 31-Dec -14
	Euros
Depreciation - On tangible assets	3,179
<b>Total</b>	<b>3,179</b>

16. Finance costs

Particulars	Year ended 31-Dec -14
	Euros
Interest on loan	109
<b>Total</b>	<b>109</b>

**17. Other Expenses**

Particulars	Year ended 31-Dec -14
	Euros
Rents & Royalties	20250
Storage charges	930
Professional fees	16,613
Transportation charges	11,181
Insurance Premiums	35,168
Bank charges	23,905
Other expenses	6,556
Power Supply	2,756
Telephone Supply	2,429
Office Expenses	1,297
Packaging	48,356
Rates & taxes	2,128
Commission on sales	154,302
Administrative expenses	15,000
Equipment rental	420
<b>Total</b>	<b>341,291</b>

**18. Capital and Other Commitments and Contingent Liabilities**

Particulars	As at 31-Dec-14
	Euros
Estimated Capital commitments	NIL
Advance against capital Items	NIL
Claims made against the company not acknowledged as debts	NIL

**19. Segment Information**

The Company operates in a single and related business segment viz. Agro Chemicals . Therefore, the information required by the Accounting Standard 17 on segment reporting is not applicable to the Company.

**20. Related Party Disclosures**

**(a) Nature of relationship:**

Particulars	Year ended 31-Dec -14
(i) Parent company	Sharda Cropchem Limited

SHARDA CROPICHEM ESPANA, SL  
 Notes to financial statements for the year ended 31st DECEMBER 2014

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

Particulars	Year ended 31-Dec -14
(i) Parent company	Sharda Cropchem Limited

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 31-Dec -14
<u>Unsecured loan taken:</u> Sharda Cropchem Limited	50,000
<u>Interest on unsecured loan:</u> Sharda Cropchem Limited	109
<u>Unsecured loan repaid</u> Sharda Cropchem Limited	50,000
<u>Purchase of traded goods:</u> Sharda Cropchem Limited	3,204,469

Outstanding balances	Year ended 31-Dec -14
<u>Unsecured loan taken (including interest):</u> Sharda Cropchem Limited	-
<u>Trade payables:</u> Sharda Cropchem Limited	509,151

21. The financial statements of the Company having been prepared on going concern basis, notwithstanding the fact that its net worth is completely eroded.

22. The previous year figures are not comparable with the current year figures as the company was incorporated on 04/03/2014 and started commercial activities on 09/01/2014.

In terms of our report of even date,

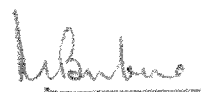
For V.K.BESWAL & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 101083W

  
 CA K.V.BESWAL

[PARTNER]  
 Membership Number - 131054  
 PLACE : MUMBAI  
 DATED : 20/05/2015



For and on behalf of the Board of Directors of  
 SHARDA CROPICHEM ESPANA, S.L.



SOLE ADMINISTRATOR

## 9. Tangible assets

(Amount in EURO)

Description of Assets	Gross Block				Depreciation				Net Block	
	Opening Balance	Additions during the period	Deductions during the period	As at 31.12.2014	Opening Balance	Deductions during the period	Provided during the period	Closing Balance	As at 31.12.2014	As at 31.03.2013
Office Equipment		18,071	-	18,071		-	1,951	1,951	16,120	-
Furniture & Fixtures		13,688	-	13,688		-	1,228	1,228	12,460	-
<b>Total</b>	-	<b>31,759</b>	-	<b>31,759</b>	-	-	<b>3,179</b>	<b>3,179</b>	<b>28,579</b>	-