



**44TH ANNUAL REPORT
2013 - 2014**

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BOARD OF DIRECTORS

SHRI S. J. TAPARIA	Chairman
SHRI SUSHEEL G. SOMANI	Director
SHRI S. J. PAREKH	Director
SHRI SURENDRA SOMANI	Director
SHRI SANJAY DOSI	Director
SHRI VINOD MIMANI	Director
SHRI KARTHIK ATHREYA	Director
SHRI ADARSH SOMANI	Director
SHRI B. K. TOSHNIWAL	Director
SHRI V. N. KHANNA	Director
SHRI RAJENDRA SOMANI	Managing Director

COMPANY SECRETARY

SHRI SANJAY JAIN

BANKERS

CENTRAL BANK OF INDIA
PUNJAB NATIONAL BANK

AUDITORS

KHANDELWAL JAIN & CO.
Chartered Accountants, Mumbai

REGISTERED OFFICE

1076, DR. E. MOSES ROAD,
WORLI, MUMBAI - 400 018.

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WORKS

VILLAGE - SAVROLI,
KHOPOLI - 410 203.

M.I.D.C., MURBAD,
DIST. THANE.

FINANCIAL HIGHLIGHTS (CONSOLIDATED)

₹ IN LACS				
PARTICULARS	2013-2014	2012-2013	2011-2012	2010-2011
Total Income	91332	101988	100719	86771
EBITDA	12547	15540	13584	12060
Depreciation	4032	3720	2705	2058
Interest & Finance Charges	1524	1640	1309	1584
Profit Before Tax	6991	10180	9570	8418
Profit After Tax	2173	3475	3858	3724
Share Capital	3141	3141	3141	2923
Reserve & Surplus	56467	54647	51309	44153
Networth	59608	57788	54450	47076
Total Debt	18562	17167	13551	11627
Gross Block	70893	66550	62362	54987
Net Block	49736	50648	45409	41835
Investments	14100	7394	4932	6242
Cash and Cash Equivalents	3030	5819	3496	2531
No. of Equity Shares (F.V. ₹ 2/-)	102547715	102547715	102547715	18329543
Basic E P S	1.99	3.26	3.72	3.99
Diluted E P S	1.38	2.21	2.49	2.55

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the **FORTY FOURTH ANNUAL REPORT** of the Company with the Audited Statement of Accounts for the year ended March 31, 2014.

	Rupees In Lacs	
	2013-2014 ₹	2012-2013 ₹
FINANCIAL RESULTS		
Gross Profit	1799.46	2235.55
Deduction there from:		
Finance Cost	394.01	465.52
Depreciation	204.47	194.12
Profit before prior period adjustment	1200.98	1575.91
Prior Period adjustment	(0.28)	0.02
Profit before taxation and exceptional items	1200.70	1575.90
Less		
Provision for Taxation		
Current Tax	265.00	315.00
Provision for Deferred Tax	(13.17)	(16.30)
Income Tax for earlier years	92.21	1.46
Profit after taxation	856.67	1275.74
Surplus b/f from last year	1577.33	1384.75
Dividend distribution tax for earlier year written back	63.08	72.26
Net Profit available for appropriations	<u>2497.08</u>	<u>2732.75</u>
Appropriations		
Proposed Dividend for Equity Shares	194.84	451.20
Interim dividend on Equity Shares	256.37	-
Tax on Proposed Dividend	33.11	76.68
Proposed Dividend for Preference Shares	0.00	109.00
Interim dividend on Preference Shares	109.00	-
Tax on above proposed Dividend	0.00	18.52
Transfer to General Reserve	400.00	500.00
Balance carried to Balance Sheet	1503.76	1577.33
	<u>2497.08</u>	<u>2732.75</u>

DIVIDEND

Your Directors feel pleasure in informing that the Company has declared an interim dividend @ 12.5% i.e. Rs. 0.25/- per Equity Shares and Rs. 1.00 per CCPS to the Shareholders for the year 2013-2014 and was paid on 29th March, 2014.

Your Directors now have recommend a Final Dividend of Rs 0.19/- per Equity Share for the year ended March 31, 2014 which if approved at the ensuing Annual General Meeting will be paid to i) all the members whose names appear in the Register of Members as on 11th September, 2014 and ii) all those members whose names appears as beneficial owners in the details furnished by National Securities Depository Ltd. and Central Depository Services Ltd. as on close of business hours on 3rd September, 2014.

FINANCIAL PERFORMANCE:

Standalone

The sales and other income for the year under review were Rs. 88.72 crores as against Rs 85.48 crores in the previous financial year. The Net Profit for the year under review is Rs 8.56 crores as against Rs. 12.75 crores in the previous financial year.

Consolidated

The consolidated revenue for the year under review was Rs.913.32 crores as against Rs.1019.88 crores in the previous financial year. The Net Profit for the year under review is Rs. 21.73 Crores as against Rs. 34.75 crores.

UNCLAIMED SHARE CERTIFICATE AFTER SUB-DIVISION FROM RS. 10/- TO RS. 2/- PER SHARE

In terms of Clause 5A of the Listing Agreement entered by the Company with Bombay Stock Exchange Limited, Share issued in physical remained unclaimed by the Shareholders, the Company shall transfer all share certificates under one folio in the name of "Unclaimed Share Suspense account".

The Company has sent first reminder to the shareholders whose Share Certificate after sub-division of Rs. 10/- to Rs. 2/- per share, were unclaimed or returned from post as undelivered.

The Company has received letters from the shareholders for claiming the share certificates; the share certificates were delivered to respective shareholders after verification of the documents submitted to the Registrar Bigshare Services Pvt Ltd or to the Company.

After completion of three reminders, the share certificates which will be remained unclaimed will be transferred under one folio in the name of Unclaimed Share Suspense account and will be dematerialized with any of the depository participant.

SUBSIDIARY COMPANIES

Shinrai Auto Services Ltd (100%), Oricon Properties Pvt Ltd (100%) and United Shippers Limited (50.19%) are the existing subsidiary companies.

The Ministry of Corporate Affairs Government of India vide General circular No. 2/2011 dated 8th February, 2011 has directed that Provision of Section 212 of the Companies Act, 1956 has shall not apply in relation to the Subsidiary of those Companies which fulfill the criteria stipulated in the aforesaid circular.

Therefore Board of Directors in their meeting held on 29th May, 2014 given consent for not attaching Annual Report and other particulars of the subsidiary companies with this Annual Report. Further in line with the Listing Agreement and in accordance with Accounting Standard 21 (AS- 21), Consolidated Financial Statement prepared by the Company includes financial information of its subsidiaries.

The company will provide the copy Annual report and other document of its subsidiary companies on the request made by any member, investor of the Company/ Subsidiary Companies. The annual accounts of the Subsidiary Companies have been kept for inspection by any Shareholder at the registered office of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements pursuant to the Listing Agreement entered into with Bombay Stock Exchange Ltd. and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard are attached hereto.

FIXED DEPOSITS

Since the year 2009-2010 the Company has stopped acceptance of Fixed Deposits. During the year under review all the unclaimed deposit have been repaid or has been transferred to Investor Education and Protection Fund Account.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company Confirms:

- (I) that in the preparation of the accounts for the year ended 31st March, 2014 the applicable accounting standards have been followed.
- (II) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (III) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (IV) that the directors have prepared the accounts for the year ended 31st March, 2014 on a 'going concern' basis.

CREDIT RATING

Working capital facilities of the Company have been awarded BBB-/ Stable for Long term and CRISIL A3 for short term rating by CRISIL which represent positive capacity for timely payment of short term debt obligations.

CASH FLOW STATEMENT:

In conformity with the provisions of Clause 32 of the Listing Agreement the Cash Flow Statement for the year ended 31st March 2014 is included in this annual report.

LISTING

Your Company is listed with the Bombay Stock Exchange Ltd. at P.J.Towers, Dalal Street, Mumbai – 400 001. The Listing Fee for the year 2014 – 2015 has been paid by the Company within the time prescribed by the Stock Exchange.

INDUSTRIAL RELATIONS AND PERSONNEL

Your Company continued to enjoy warm and healthy relations with its employees at all locations. Your Directors take this opportunity to record their appreciation for the outstanding contribution made by the employees at all levels.

PARTICULARS OF EMPLOYEES

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended are set out below :

Name of Employee	Designation	Qualification	Age	Experience	Date of Joining	Gross Remuneration ₹	Previous Employment and Designation
Mr. Rajendra Somani	Managing Director	Mechanical Engineer	66 years	45 years	January 1, 1976	60,00,000	Oriental Containers Ltd. (Managing Director)

* Mr.Somani continues to be Managing Director of Oriental Containers Limited also.

DISCLOSURE OF PARTICULARS

Informations as per the Companies(Disclosure of particulars in the report of Board of Directors) Rules 1988, relating to Conservation of Energy ,Technology Absorption, Foreign Exchange Earnings and Outgo are given in Annexure- III forming part of this Report.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement entered into with Bombay Stock Exchange Ltd, a Report on Corporate Governance together with a certificate obtained from the Statutory Auditors confirming compliance is given in Annexure I.

A report in the form of Management Discussion and Analysis Report is annexed hereto as Annexure II and forms part of this report.

DIRECTORS

Shri Surendra Somani and Shri Adarsh Somani, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment as Director liable to retire by rotation.

In terms of Section 149, 152 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years as Directors of your company and will not be liable to retire by rotation. Accordingly, it is proposed to appoint Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi as Independent Director of the Company to hold the office for a term of 5 (five) consecutive years upto the conclusion of 49th Annual General Meeting of the Company, and shall not be liable to retire by rotation.

The brief resume of the aforesaid directors and other information have been given in the Corporate Governance Report.

AUDITORS

The Auditors, M/s. Khandelwal Jain & Co., Chartered Accountants hold office until the conclusion of the forthcoming Annual General Meeting and are recommended for reappointment.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Khandelwal Jain & Co. Chartered Accountants (FRN No. 105049W), are being appointed as Auditors as per the resolution included in the notice of 44th Annual General Meeting.

Certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013.

ACKNOWLEDGEMENT

The Board of Directors thanks the Financial Institutions, Bankers and all the Stakeholders, for their continued co-operation and support to the Company.

For & on behalf of the Board

S. J. Taparia	Chairman
Sanjay Dosi	Director
B. K. Toshniwal	Director
Rajendra Somani	Managing Director

Mumbai
May 29, 2014

ANNEXURE – I

Report on Corporate Governance for the Year Ended 31st March, 2014 (in accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited)

1. Corporate Governance Philosophy

The Company is committed to good Corporate Governance, envisages Commitment of the Company towards the attainment of high level of transparency, accountability and business propriety with the ultimate objective of increasing long term shareholders value, keeping in view the needs and interests of all stakeholders.

2. Board of Directors:

The composition of Board is in conformity with Clause 49 of the Listing Agreement. The Company has a Non-Executive Chairman and over half of the total number of Directors are comprises of Non-Executive Directors. The Company has five Independent Directors and one Managing Director.

The Non- Executive Directors or the Independent Directors of the Company draws remuneration only by the way of sitting fees for attending the meeting of the Board and the committees thereof. Apart from the above, none of the Independent directors have any material pecuniary relationship or transaction with the Company, its promoters, its directors, its senior management or its holding company, its subsidiary and associates which may affect independence of the director.

None of the Directors holds directorships in more than the permissible number of companies under the applicable provisions. Similarly, none of the Directors on the Board's sub-committee holds membership of more than ten committees of the boards, nor is any director or chairman of more than five committees of boards.

The names and categories of the directors on the board, their attendance at board meetings during the year from April 2013 to March 2014 and at the last annual general meeting, and the number of directorships and committee members held by them in other companies are given below:

Name	Category	Board Meeting during the year Apr. 13 to Mar 14		Attendance at the last AGM as on 14.09.2013	No. of Directorships in other Public Companies		No. of Committee Positions held in Other Public Companies	
		Held	Attend		Chairman	Member	Chairman	Member
Shri Susheel G. Somani	Non Executive/ Not Independent	5	4	yes	0	9	0	0
Shri S. J. Parekh	Non Executive/ Not Independent	5	2	no	2	8	3	0
Shri Surendra Somani	Non Executive/ Not Independent	5	5	yes	0	4	0	2
Shri S. J. Taparia	Non Executive/ Independent	5	4	no	0	4	0	5
Shri Vinod Mimani	Non Executive/ Independent	5	2	no	0	1	0	0
Shri V. N. Khanna	Non Executive/ Independent	5	5	yes	1	1	3	0
Shri Rajendra Somani	Executive/ Not Independent	5	5	yes	0	5	0	0
Shri B. K. Toshniwal	Non Executive/ Not Independent	5	4	yes	0	2	0	0
Shri Sanjay Dosi	Non Executive/ Independent	5	5	yes	0	1	0	0
Shri Karthik Athreya	Non-Executive/ Independent *	5	1	no	0	3	0	0
Shri Adarsh Somani	Non-Executive/ Not-Independent	5	5	yes	0	7	0	0

*Pursuant to Provision of Section 149 of the Companies Act, 2013 made effective from 1st April, 2014 and the Listing agreement to be effective from 1st October, 2014, Shri Karthik Athreya will be treated as Non – Executive/ Not Independent Director w.e.f. 1st April, 2014.

Notes:

- The information as required under Annexure I to Clause 49 is being made available to the board.
- The gap between two board meetings did not exceed four months. The dates on which the board meetings were held are as follows:
May 30, 2013 August 10, 2013 November 13, 2013 February 14, 2014 March 14, 2014
The last AGM of the Company was held on September 14, 2013

3. Payment to Non-Executive Directors:

Details of remuneration paid/payable to directors for the year ended March 31, 2014 are as follows:

Sr. No.	Director	Sitting Fees		Total
		Board	Committee	
1.	Shri Susheel G. Somani	20000	15000	35000
2.	Shri S. J. Parekh	10000	0	10000
3.	Shri Surendra Somani	25000	0	25000
4.	Shri S. J. Taparia	20000	0	20000
5.	Shri Vinod Mimani	10000	10000	20000
6.	Shri Sanjay Dosi	25000	35000	60000
7.	Shri V N Khanna	25000	20000	45000
8.	Shri B K Toshniwal	20000	15000	35000
9.	Shri Karthik Athreya	0	0	0
10.	Shri Adrash Somani	25000	0	25000

4. (i) Disclosure of Directors seeking Appointment / Re-appointment

Particulars of Directors as required under Para IV (G) of Clause 49 of the Listing Agreement, seeking Appointment/ Re-appointment at the ensuing Annual General Meeting are as under:

Name of Directors	Surendra Somani	Adarsh Somani
Qualification (s)	B.COM	B.COM
Expertise of Functional Area	Vast experience in technical R & D and marketing aspects of Pharma Products.	Experience in Marketing of FMCG Products, Real Estate and Finance.
Director of other Ltd. Companies	1. Parijat Shipping & Finale Ltd 2. Kopran Lifescience limited 3. Kopran Limited 4. Kopran Research Laboratories Ltd	1. Kopran Laboratories Ltd. 2. Kopran Life Science Ltd 3. Hotel Empire Limited 4. S V Trading & Agencies Limited 5. Parijat Shipping & Finale Ltd 6. Ridhi Sidhi Equifin Ltd 7. Sarvamangal Mercantile Co. Ltd
Membership of Committee of Board of Directors of other Companies	1. Kopran Limited Audit Committee Stakeholder Relationship Committee	Nil

(ii) Particulars of Directors being appointed as Independent Director

In terms of Section 149 of the Companies Act, 2013, the Independent directors shall hold office for a period of 5 (Five) Years and shall not be liable to retire by rotation:

Name of Directors	S J Taparia	V N Khanna	Vinod Mimani	Sanjay Dosi
Qualification (s)	B. E. (Mechanical)	B.Com	B. E. (Mechanical)	B.Com, FCA
Expertise of Functional Area	Expertise and rich experience in finance and technical, operational and marketing of industrial products. Actively involved in industry forums.	Vast experience in marketing and administration	Experience in marketing and administration	Expertise and rich experience in finance audit and accounts.
Director of other Ltd. Companies	1. The Supreme Industries Limited 2. Supreme Petrochem Limited 3. Supreme Capital Management Ltd 4. Bharat Business Channel Limited	1. Kopran Limited 2. Venkatesh Karriers Limited	1. G D Trading & Agencies Limited	1. Shinrai Auto Services Limited
Membership of Committee of Board of Directors of other Companies	1. Supreme Petrochem Ltd Audit Committee Shareholders Grievances Committee Remuneration Committee Finance Committee Investment Committee	Kopran Limited Audit Committee Remuneration Committee Shareholder / Investor's Grievances Committee	Nil	Nil

5. AUDIT COMMITTEE

(a) Terms of reference

The Audit committee has adequate powers and detailed terms of reference to play an effective role as required under Section 177 of the Companies Act, 2013 and Clause 49 of listing Agreement with the Stock Exchange, which inter-alia include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management, financial statement and Investment of Unlisted subsidiary Companies.

(b) Composition

The Audit Committee of the Company comprises of four directors, of which majority are independent, non-executive directors, possessing knowledge of corporate finance, accounts and company law. The Chairman of the Committee is an independent non-executive director. The Company Secretary acts as the Secretary to the Committee.

The Members of the Committee are:

- i) Shri Sanjay Dosi Non Executive /Independent
- ii) Shri Vinod Mimani Non Executive /Independent
- iii) Shri V N Khanna Non Executive /Independent
- iv) Shri Susheel Somani Non Executive /Non Independent

Shri Sanjay Dosi, is the Chairman of the Audit Committee and was present at the last Annual General Meeting held on September 14, 2013

(c) Meetings and Attendance

During the year ended March 31, 2014, four meetings of the Audit Committee were held on the following dates:

- (i) May 30, 2013
- (ii) August 10, 2013
- (iii) November 13, 2013
- (iv) February 14, 2014

Attendance at the Audit Committee Meetings

Name	No. of Audit Committee Meetings during April 13 to March 14	
	HELD	ATTENDED
Shri Sanjay Dosi	4	4
Shri V N Khanna	4	4
Shri Susheel Somani	4	3
Shri Vinod Mimani	4	2

6. Remuneration Committee:

The remuneration committee comprises of three directors namely Shri Sanjay Dosi, Shri Vinod Mimani, and Shri Karthik Athreya.

Shri Sanjay Dosi is the Chairman of the Remuneration Committee.

The committee has all Independent Non –Executive Director as its members.

The purpose of the Committee of the Board of Directors shall be to review and to discharge the Board's responsibilities related to remuneration of the Managing Director. The committee has the overall responsibility of approving and evaluating the remuneration Plans, policies for managing directors and executives directors thereof.

The committee shall as and when needed review and approve for the remuneration payable to the managing director considering the profits or inadequate profits.

Meetings and Attendance

During the year ended March 31, 2014, No meeting was held.

7. CODE OF CONDUCT

The Board at its meeting held on 22nd November, 2005 adopted and approved the code of conduct.

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The said code has been communicated to all the Board Members and Senior Managers and the compliance of the same has been affirmed by them. The code of conduct is posted on the web site of the Company www.oriconenterprises.com

A declaration signed by the Managing Director affirming the compliance of the code of conduct by the Board Members and Senior Managers is given below:

I hereby confirm that,

The Company has obtained from all the Members of the Board and Senior Managers affirmation that they have complied with the code of conduct for Directors and senior managers in respect of the financial year 2013 - 2014.

Sd/-
Rajendra Somani
Managing Director

8. CEO/CFO CERTIFICATION

The CEO/CFO, i.e. the Managing Director heading the finance function, discharging that function has certified to the Board that:

- a) They have reviewed financial statements and the cash flow statement for the Year Ended March 31, 2014 that to the best of their knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading,
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of their knowledge and belief no transaction entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls for the financial reporting and that they have evaluated the effectiveness of the internal control systems of the company, pertaining to financial reporting and they have disclosed to the auditors and the audit committee deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they taken or propose to rectify these deficiencies.
- d) They have indicated to the auditors and the audit committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) there have been no instances of fraud.

The above Certificate was placed before the Board meeting held on 29th May, 2014.

9. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

(a) Composition

The Shareholders/Investor Grievance Committee of the Company comprises two directors, of which one is independent and one is not independent. The Chairman of the Committee is an independent non-executive director. The members of the Committee are:

- i) Shri B. K. Toshniwal - Non Executive / Not Independent
- ii) Shri Sanjay Dosi - Non Executive / Independent

Shri Sanjay Dosi is the Chairman of the Committee.

(b) Meetings and Attendance

For the year ended March 31, 2014 three meetings of the Shareholders/Investor Grievance Committee were held on May 30, 2013, November 13, 2013, and February 14, 2014

Attendance at the Shareholders Grievances Committee Meetings

Name	No. of Shareholders/Investor Grievance Committee Meetings during April 13 to March 14	
	HELD	ATTENDED
Shri B. K. Toshniwal	3	3
Shri Sanjay Dosi	3	3

(c) Compliance officer- Shri Sanjay Jain - Company Secretary

(d) Shareholders Complaint Status:

The Company has received 7 nos of investors complaints during the year from April 2013 to March 2014 and all the complaints were disposed off.

A separate committee for share transfers is delegated with the powers to approve physical share transfers. As the shares of the company are under compulsory dematerialized trading for all investors, this delegation is considered adequate. The Company had no shares pending for transfer at the close of the financial year.

10. GENERAL BODY MEETING

(i) Information about last three Annual General Meetings.

Year	Date	Time	Venue
2012-2013	14-09-2013	10.15a.m.	Shri S.K.Somani Memorial Hall Hindi Vidya Bhavan 79, Marine Drive Mumbai- 400 002
2011-2012	25-08-2012	10.00a.m.	Shri S.K.Somani Memorial Hall Hindi Vidya Bhavan 79, Marine Drive Mumbai- 400 002
2010-2011	24-09-2011	10.00a.m.	Shri S.K.Somani Memorial Hall Hindi Vidya Bhavan 79, Marine Drive Mumbai- 400 002

- (ii) Special Resolutions passed in the previous three AGM(s):

Special resolutions regarding following were passed in the last three AGM(s)

2012-2013 NIL

2011-2012 (1) To appoint Shri Sanjay Dosi, to hold an office or place of profit.

2010-2011 NIL

Ordinary resolutions regarding following were passed in the last AGM

2011-2012 (1) Revision in remuneration of Shri Rajendra Somani as Managing Director

Resolutions regarding following were passed in the last EGM(s)

2010-11 (1) Special Resolution to approve the Scheme of merger / amalgamation of the company with Naman Tradvest Pvt Ltd and Zeuxite Investment Pvt Ltd.

- (iii) Passing of Special / Ordinary Resolution through postal ballot:

During the year 2010 - 2011, Ordinary Resolution passed to sub-divide the Equity Shares from Rs. 10/- to Rs. 2/- per share.

11. DISCLOSURES

- No transaction of material nature has entered into by the Company with Directors or Management and their relative etc. that may have potential conflict with the interest of the company. The Register of Contracts containing transactions in which Directors are interested is placed before the Board regularly.
- Transactions with the related parties are disclosed in Note no B-27 of Notes forming part of the Accounts.
- The Company follows Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 in the preparation of financial statements.
- The Senior Management has made disclosures to the Board relating to all material financial and commercial transactions stating that they did not have personal interest that could result in a conflict with the interest of the Company, at large.
- The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last three years. No penalties or strictures have been imposed by them on the Company.
- The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.
- The Managing Director CEO / CFO has certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO / CFO certification for the Year ended March 31, 2014.
- Details of Shares held by Non-Executive Directors of the Company as at March 31, 2014.

Name of Director	No. of Equity Shares held Rs. 2/- per Share	No. of CCPS held Rs. 10/- per Share
Susheel G Somani	7665440	3008835
Surendra Somani	3552930	69570
S J Parekh	1152385	0
S J Taparia	0	0
Sanjay Dosi	100	0
Vinod Mimani	0	0
B K Toshniwal	34000	25200
V N Khanna	90650	3850
Adarsh Somani	4664770	222289
Karthik Athreya	0	0

• Subsidiary Monetary Framework

All subsidiary companies of the Company are Board managed with their Boards having the rights and obligations to manage companies with best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter alia by following means

- Review of financial statements, in particular investment made by the unlisted subsidiary companies by the Audit Committee of the Company.
- All minutes of Board meeting of the unlisted subsidiary companies are placed before the Company's Board.

12. PROCEEDS FROM PUBLIC ISSUE, RIGHT ISSUES, PREFERENTIAL ISSUES:

During the year 2013- 2014, company has not raised any money through public issue, right issue, or preferential issue.

13. MEANS OF COMMUNICATION

The Unaudited Financial Results of the Company for each Quarter is placed before the Board of Directors within 45 days from the end of the respective quarter. The Quarterly Financial Results of the Company is published in Economic Times. The Financial Results / office news releases are also made available on the Company's website www.oriconenterprises.com

14. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is annexed hereto and forms part of this Annual report.

15. GENERAL SHAREHOLDERS INFORMATION

Registered Office: 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018.

CIN : L28100MH1968PLC014156

Annual General Meeting

Day and Date : Thursday, 11th September, 2014

Time : 10.15AM

**Venue : Shri S.K.Somani Memorial Hall
Hindi Vidya Bhavan
79, Marine Drive
Mumbai- 400 020**

Key Financial Reporting F.Y. 2014- 2015

Unaudited Financial Results for the quarter ended June 30, 2014

: on or before August 14, 2014

Unaudited Financial Results for the quarter ended September 30, 2014.

: on or before November 14, 2014

Unaudited Financial Results for the quarter ended December 31, 2014

: on or before February 14, 2015

Unaudited Financial Results for the quarter ended March 31, 2015

: on or before May 15, 2015

Or if Audited Results are given then by May 30, 2015

Book Closure: The Register of Members and Share Transfer Register will remain closed from September 04, 2014 to September 11, 2014 (both days inclusive).

Date of Dividend Payment: Within 25 days of the date of AGM.

Dematerialisation of shares:

The Equity Shares of the Company are compulsory tradeable in the Demat Form by all the investors. The Company's Equity Shares are available for trading in the Depository System of both NSDL and CDSL. As on 31.03.2014 101184709 Equity Shares of Rs. 2/- each representing 98.67% of Equity Shares are held in the Demat Mode ISIN for the equity shares of Face Value of Rs. 2/- is INE730A01022.

Outstanding GDRs/ ADRs/ Warrant or any Convertible Instruments, Conversion date and likely impact on Equity.

The Company has allotted 1,09,00,000 (One Crores Nine Lacs) Cumulative Convertible Preference Shares (CCPS) of Rs. 10/- each aggregating to Rs. 10,90,00,000/- (Rupees Ten Crores Ninety Lacs only) to the shareholders of Naman Tradvest Pvt Ltd and Zeuxite Investment Pvt Ltd on 17th September, 2010, pursuant to the scheme of merger approved by the Hon'ble High Court Bombay on 27th August, 2010.

The CCPS are convertible in to Equity shares in one or more tranches within a period of five (5) years from the date of allotment in such manner as detailed below:

- 19,00,000 CCPS of Naman Tradvest Pvt Ltd any time after 01st April, 2011 but within a period of five (5) years from the date of allotment ie 17.09.2010.
- 30,00,000 CCPS of Zeuxite Investment Pvt Ltd any time after 01st April, 2012 but within a period of five (5) years from the date of allotment ie 17.09.2010.
- 60,00,000 CCPS of Zeuxite Investment Pvt Ltd any time after 01st April, 2013 but within a period of five (5) years from the date of allotment ie 17.09.2010.

Green Initiative :

As part of Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA) Government of India, vide its Circular No.17/2011 and Circular 18/2011 dated 21 April 2011 and 29th April, 2011 respectively have taken a "Green

Initiative in the Corporate Governance" by allowing services of documents through electronic mode.

In spirit of the above circulars and as part of the Company's Green Initiative, we hence forth propose to send documents like Notice of Annual General Meeting, Financial Report, Annual Report etc henceforth to the shareholders in electronic form.

In view of this:

- We suggest you to provide your email address at oricon@bigshareonline.com.
- In case your shares are held in dematerialized form, the intimation of the same should be passed on to your Depository Participant.

Listing at Stock Exchanges: The Equity Shares of the Company are listed at Bombay Stock Exchanges Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Stock Code : Bombay Stock Exchange , Mumbai : 513121

Trading Code : BSE "B" Group.

Stock Market Data

Monthly high and low prices of Equity Shares of the Company quoted at Stock Exchange, Mumbai and during the year ended 31.03.2014 are as under:

Month	Oricon Share Price		BSE INDEX	
	High in ₹	Low In ₹	High	Low
April 2013	20.50	15.25	19622.68	18144.22
May 2013	19.35	16.00	20443.62	19451.26
June 2013	18.30	14.30	19860.19	18467.16
July 2013	17.45	12.75	20351.06	19126.82
August 2013	14.84	12.95	19569.20	17448.71
September 2013	14.05	13.30	20739.69	18166.17
October 2013	17.00	13.25	21205.44	19264.72
November 2013	17.75	14.80	21321.53	20137.67
December 2013	22.50	16.40	21483.74	20568.70
January 2014	25.00	19.20	21409.66	20343.78
February 2014	20.40	18.70	21140.51	19963.12
March 2014	19.90	17.50	22467.21	20920.98

Distribution of Shareholding as on 31st March 2014.

No. of Equity Shares held	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
1 to 500	3960	67.24	962144	0.94
501 to 1000	870	14.77	691601	0.67
1001 to 2000	527	8.96	790077	0.77
2001 to 3000	220	3.74	528856	0.51
3001 to 4000	46	0.78	162585	0.16
4001 to 5000	40	0.68	188526	0.19
5001 to 10000	72	1.22	554806	0.54
10001 and above	154	2.61	98669120	96.22
Total	5889	100.00	102547715	100.00

Categories of Shareholding as on 31st March 2014.

	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Indian Promoters	49	0.83	64101275	62.51
Banks/ FI	8	0.14	4724655	4.60
Foreign Company	2	0.04	15362640	14.99
NRI	28	0.47	41682	0.04
Domestic Companies	118	2.00	8389420	8.18
Resident Individuals	5672	96.32	9898302	9.65
Clearing Members	12	0.20	29741	0.03
TOTAL	5889	100	102547715	100

Registered Office / Plant Location:

- 1) 1076 Dr. E. Moses Road
Worli, Mumbai – 400 018
- 2) Village – Savroli
Khopoli – 410 203
Dist. Raigad.
- 3) MIDC – Murbad
Dist – Thane - 421401

Address for Investor Correspondence:

i) Registered office:

Sanjay Jain
Compliance Officer
Oricon Enterprises Ltd.
CIN: L28100MH1968PLC014156
1076, Dr. E. Moses Road,
Worli, Mumbai– 400 018.
Tel No. 2496 4656-60
E-mail:sanjayjain@ocl-india.com
Website : www.oriconenterprises.com

ii) Registrar & Transfer Agent:

Bigshare Services Pvt. Ltd.
E-2 Ansa Industrial Estate,
Saki Vihar Road,
Sakinaka, Andheri (E),
Mumbai – 400 072.
Tel. No. 28470652-53
E-mail: bigshare@bom7vsnl.net.in

Status of compliance with mandatory requirement and adoption of non – mandatory requirements :

- 1) The Company has complied with all mandatory requirement of Clause 49 of the Listing Agreement with the Stock Exchanges as on March 31, 2014
- 2) Adoption / non adoption of non – mandatory requirements as at March 31, 2014 :
 - (a) The Company does not maintain an office for the Non-Executive Chairman.

Further the Company has not adopted the requirement of Independent Director tenure not to exceed a period of nine years on the Board of the Company.

 - (b) As the Financial Results are published in the newspaper as well as displayed on the Company's website, the Results are not sent to household of each of the Shareholders.
 - (c) The auditors have issued an un-qualified opinion for financial statements for the year ended March 31, 2014.
 - (d) The Board of Directors of the Company consists of an optimal blend of professionals having in depth expertise in their area of specialization.
 - (e) Presently the Company does not have a mechanism for evaluating its Non- Executive Directors by Peer Group comprising of the entire Board of Directors.
 - (f) Presently, the Company does not have a Whistle Blower Policy in place.

**AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER
CLAUSE 49 OF THE LISTING AGREEMENT**

To the Members of
ORICON ENTERPRISES LIMITED

1. We have examined the compliance of conditions of Corporate Governance by the **Oricon Enterprises Limited**, for the year ended on March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited (herein after referred to as 'the agreement').
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and based on our review and to the best of our information and explanations given to us, we certify that the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement have been complied with in all material aspects by the Company *except for non-appointment of an independent director on the Board of Directors of United Shippers Limited, a material non-listed Indian subsidiary Company.*
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

(NARENDRA JAIN)
PARTNER
Membership No. 048725

Place : Mumbai
Date : May 29, 2014

ANNEXURE – II TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management of Oricon Enterprises Limited, presents the analysis of Company for the year ended on 31st March, 2014 and its outlook for the future. This outlook is based on assessment of current business environment. It may vary due to future economic and other developments both in India and abroad.

This management discussion and analysis (MD&A) of Oricon Enterprises Limited for the year ended on 31st March 2014 contains financial highlights but does not contain the complete financial statements of the Company. It should be read in conjunction with the Company's audited financial statements for the year ended on 31st March, 2014.

OVERVIEW:

The Financial Year 2013-2014 continued to be a challenging year for the world and domestic economy.

The global economy began its modest recovery in financial year 2013-2014, while the trend is expected to accelerate in the current year. Emerging markets like India faced multiple challenges Capital Affairs, interse Exchange rate, pressure and volatile current account movement. A combination of persistent inflation, fiscal imbalance, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth. Fiscal and monetary initiatives taken by Indian government and Reserve Bank of India(RBI) helped stabilized financial market conditions, but the domestic macro-economic environment still remains challenging. With the new Central Government it is expected that it will do well to focus on the fiscal deficit, combat inflation give impetus to growth, commitment to reforms including introduction of GST.

BUSINESS AND INDUSTRY OVERVIEW:

Your company is a diversified Company and is engaged in business of manufacturing of Pentanes, Liquid Colorants, Pet Bottles and Coal briquettes an alternate fuel product for industries.

The product manufactured by the Company are well accepted in the market particularly Pet Bottles demand is high and the Company is in the process to install new machineries to increase capacities.

RISKS AND CONCERNS:

Your Company has appropriate risk management system in place for identification of risks and assessment of risks, measure to mitigate them and mechanism for their proper and timely monitors and reports.

SEGMENTWISE PERFORMANCE:

Your Company has identified segments reporting in terms of AS 17 issued by Institute of Chartered Accountants of India (ICAI), these are Petrochemicals and Trading. The following are the abridged results of these segments:

Standalone Results :

	Segment Revenue (₹ in Lacs)	Segment Results Profit/(Loss) from each segment before interest and tax (₹ in Lacs)
Petrochemicals	4046.71	498.33
Trading	1940.87	38.13
Liquid Colorants	117.40	(19.98)
Pet Bottle	955.91	(5.04)
Total	7060.90	511.45

Consolidated Results :

	Segment Revenue (₹ in Lacs)	Segment Results Profit/(Loss) from each segment before interest and tax (₹ in Lacs)
Shipping	46949.87	5658.66
Automobiles	24229.21	251.99
Packaging	9327.90	360.62
Petrochemicals	4046.71	498.33
Trading	1917.99	38.13
Liquid colorants	99.70	(19.98)
Others	2026.57	86.74
Total	88597.34	6,874.49

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has effective systems of internal control:

- Effective system of accounting and administrative control.
- Existence of Audit Committee of Directors and system of internal audit by an outside independent firm.
- Performance review system by the management with preset objective.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Standalone

The sales and other income for the year under review were Rs 88.72 crores as against Rs 85.48 crores in the previous financial year. The net profit for the year under review is Rs. 8.56 crores as against Rs 12.75 crores in the previous financial year.

Consolidated

The consolidated revenue for the year under review was Rs. 913.32 Crores as against Rs. 1091.88 Crores in the previous financial year. The net Profit for the year under review is Rs. 21.73 Crores as against Rs. 34.75 crores in the previous year.

HUMAN RESOURCES / INDUSTRIAL RELATIONS:

Your Company has team of qualified and dedicated personnel who have contributed to the consolidation of the operations of your Company. Your Company's industrial relations continued to be harmonious during the year under review.

Your Company has been succeed in attracting and retaining key professional and intends to continue to seek fresh talents to further enhance and grow our business particularly in pet bottles and liquid colorants division.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, estimates, expectations or projections may constitute "forward looking statements", within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied in the statements. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws and other statutes and other incidental factors.

ANNEXURE - III TO THE DIRECTORS' REPORT

(Information pursuant to the Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rule, 1988

FORM - A

i) POWER AND FUEL CONSUMPTION:

	Current Year April, 13 To March, 14	Previous Year April, 12 To March, 13
1. Electricity		
a) Purchase units	570316	548111
Total Amount (Rs.)	3957290	3953880
Rate/Units (Rs.)	6.94	7.21
b) Own Generation (in unit)	11215	4569
Total Amount (Rs.)	181647.5	85035
Rate/Units (Rs.)	16.30	18.61
2. COAL	2443	1960
3. FURNACE OIL QTY. (K. Ltr.)	4.645	4.75
4. OWN FUEL (KL)	---	---

ii) CONSUMPTION PER UNIT OF PRODUCTION:

Power / Fuel	Products	Standard	Current Year April 13 to March 14	Previous year April 12 to March13	UNIT
Electricity	1.Pentane, ISO Pentane	Not determined	167.00	195.00	Units/ MT
	2. Oritane	Not determined	15.00	30.00	Units/ MT
	3. Steam	Not determined	10.00	10.00	Units/ MT
Furnance Oil	1.Pentane, ISO Pentane	0.2 0.075	Not used 0.082	0.19 Not used	MT/MT MT/MT
	2.Steam				
Coal	1.Steam	0.222	0.250	0.222	MT/MT
	2.Pentane, ISO Pentane	0.40 – 0.55	0.473	0.475	MT/MT

B) Technology Absorption :

Petrol Product offering from the Company are continuously upgraded and optimized to explore the export market.

C) Foreign exchange earnings and outgo:

The required information in respect of the Foreign Exchange earnings and outgo has been given in the Notes Forming part of the Accounts for the period ended March 31, 2014.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

ORICON ENTERPRISES LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of **ORICON ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

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") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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.

Auditors' 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 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 the 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.

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, 2014;
- b) in the case of Statement of Profit and Loss, of the profit of the Company 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") 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 paragraphs 4 and 5 of the order.
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 purpose 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;
 - 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

(NARENDRA JAIN)
PARTNER
Membership No. 048725

Place : Mumbai
Date : May 29, 2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of Oricon Enterprises Limited ("the Company") for the year ended March 31, 2014)

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:

- i) In respect of its fixed assets:**
- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets, except in case of Furniture and Fixtures, Electrical Installation and Equipments for which quantitative records have been maintained without item wise break up of value.
 - b) We are informed that the fixed assets other than Dies and Tools, Furniture and Fixtures, Electrical Installation and Equipments have been physically verified by the management at reasonable intervals during the year and as explained to us no material discrepancies were noticed on such verification.
 - c) During the year, the Company has not disposed off any substantial part of fixed assets.
- ii) In respect of its inventories:**
- a) The management has conducted physical verification of the inventory at reasonable intervals, except material in transit and stocks lying with third parties and in bonded warehouse, which are verified with reference to the certificates obtained and / or subsequent clearance of goods. In our opinion, the frequency of physical verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of the inventory and no material discrepancies were noticed on physical verification between the physical stock and book records.
- iii) In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:**
- a) The Company has not granted loans to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
 - b) The Company had taken unsecured loan from one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.12,39,917/- and the year end balance of loans taken from such party was NIL.
 - c) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions on which these loans have been taken are not prima facie prejudicial to the interest of the Company.
- d) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
 - iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and payment for expenses and for sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
 - v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
 - a) In our opinion and according to the information and explanation given to us, the particulars of contracts or arrangements, referred to in section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under that section.
 - b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
 - vi) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under with regard to deposits accepted from the public. According to the information and explanations given to us, no order under the aforesaid Sections has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company.
 - vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
 - viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
 - ix) a) According to the information and explanations given to us, and the records examined by us, undisputed statutory dues including provident fund, employee's state insurance, income-tax, custom duty, excise-duty, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been delay in few cases. According to the information and explanations given to us, there were no undisputed statutory dues which have remained outstanding as at March 31, 2014 for the period of more than six months from the date they became payable.

b) According to the information and explanations given to us, and the records examined by us, dues in respect of sales-tax, income-tax, custom duty, wealth-tax, service tax, excise duty, cess as at March 31, 2014 that have not been deposited with the appropriate authority on account of any disputes and the forum where the dispute is pending are as under:-

Sr. No.	Name of the Statute	Nature of the Dues	Period to which the amount relates	Amount (Rs.)	Forum where dispute is pending
1.	Central Excise Act, 1944	Excise Duty (Classification of goods)	March 2001 to August 2001	62,30,637	Assistant Commissioner of Central Excise
2.	Central Excise Act, 1944	Excise Duty (Classification of goods) Penalty	June 1996 to February 2001	75,938 30,80,610	Central Excise & Service Tax Appellate Tribunal
3.	Central Excise Act, 1944	Excise Duty (Classification of goods) Penalty	July 1998 to February 2000	1,41,503 10,24,509	Central Excise & Service Tax Appellate Tribunal
4.	Income Tax Act, 1961	Income Tax	April 2006 to March 2007	1,88,78,642	Commissioner of Income-Tax (Appeals)
5.	Income Tax Act, 1961	Income Tax	April 2007 to March 2008	4,63,82,093	Commissioner of Income-Tax (Appeals)
6.	Income Tax Act, 1961	Income Tax	April 2008 to March 2009	56,02,686	Income-Tax Appeals Tribunal (Mumbai)
7.	Income Tax Act, 1961	Income Tax	April 2010 to March 2011	1,18,26,430	Commissioner of Income-Tax (Appeals)

- x) The Company has no accumulated losses as at the end of the financial year and has not incurred cash loss in the current financial year or in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- xii) Based on the information and explanations given to us, the Company has not granted any loans and / or advances on the basis of security by way of pledge of shares, debentures and other securities.

- xiii) The Company is not a Chit Fund Company or nidhi / mutual benefit fund / society.
- xiv) The Company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investments and the timely entries have generally been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name except to the extent of the exemption granted under Section 49 of the Companies Act, 1956 and save for certain shares which are either lodged for transfer or held with valid transfer forms.
- xv) In our opinion and according to the information and explanations given to us, the terms and conditions of guarantees given by the Company for loans taken by others from banks and financial institutions are not prima facie prejudicial to the interests of the Company.
- xvi) In our opinion, the term loans raised during the year have been applied for the purpose for which they were raised.
- xvii) According to the information and explanations given to us and on an examination of the Balance Sheet of the Company, we report that, on an overall basis, funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- xviii) The Company has not made any preferential allotment of shares during the year to parties covered in register maintained under section 301 of the Companies Act, 1956.
- xix) In our opinion and according to the information and explanations given to us, the Company has not issued any secured debentures during the year covered by our report.
- xx) During the year covered by our Audit Report the Company has not raised any money by public issues.
- xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

(NARENDRA JAIN)
PARTNER
Membership No. 048725

Place: Mumbai
Date : May 29, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	314,149,194	314,149,194
Reserves and Surplus	3	4,479,695,218	4,447,051,991
		<u>4,793,844,412</u>	<u>4,761,201,185</u>
Non-Current Liabilities			
Long-Term Borrowings	4	192,862,523	237,302,670
Deferred Tax Liabilities (Net)	5	3,687,601	5,004,989
Other Long-Term Liabilities	6	25,545,060	94,787,900
Long-Term Provisions	7	6,076,587	6,316,670
		<u>228,171,771</u>	<u>343,412,229</u>
Current Liabilities			
Short-Term Borrowings	8	120,227,377	46,811,799
Trade Payables	9	28,921,456	100,847,116
Other Current Liabilities	9	182,817,331	109,603,444
Short-Term Provisions	7	34,927,208	72,296,937
		<u>366,893,372</u>	<u>329,559,296</u>
	TOTAL	<u>5,388,909,555</u>	<u>5,434,172,710</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
	10		
Tangible Assets		160,007,948	155,298,373
Intangible Assets		208,312	279,460
		<u>3,918,474,848</u>	<u>3,917,416,048</u>
Non-Current Investments	11		
Long-Term Loans And Advances	12	673,448,020	669,861,096
Other Non-current Assets	13	264,578	-
		<u>4,752,403,706</u>	<u>4,742,854,977</u>
Current Assets			
Inventories	14	48,216,772	45,526,735
Trade Receivables	15	139,912,508	201,655,569
Cash And Cash Equivalents	16	23,546,409	25,233,891
Short-Term Loans And Advances	12	354,344,742	369,678,195
Other Current Assets	13	70,485,418	49,223,343
		<u>636,505,849</u>	<u>691,317,733</u>
	TOTAL	<u>5,388,909,555</u>	<u>5,434,172,710</u>
Summary of significant accounting policies	1		

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

As per our report of even date annexed

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman
Sanjay Dosi Director
B. K. Toshniwal Director
Rajendra Somani Managing Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Note	31st March, 2014 ₹	31st March, 2013 ₹
Income			
Revenue from operations (gross)	17	741,346,033	662,889,069
Less : Excise Duty		35,256,363	46,063,052
Revenue from operations (net)		706,089,670	616,826,017
Other income	18	181,173,346	238,061,629
Total Income		887,263,016	854,887,646
Expenditure			
Material Consumed / Sold	19	383,637,271	268,997,430
Purchase of traded goods	20	190,182,874	238,196,730
(Increase) / Decrease in inventories of finished goods, WIP and Traded goods	20	(10,242,370)	3,591,824
Employee cost	21	43,755,053	39,278,855
Other expenses	22	99,983,238	81,266,295
Finance cost	23	39,401,485	46,552,513
Depreciation and amortization expenses	10	20,446,529	19,412,551
Total Expenses		767,164,080	697,296,198
Profit / (Loss) before extraordinary and prior period items and tax		120,098,936	157,591,448
Prior Period Items		(28,153)	(2,021)
Profit / (Loss) before extraordinary items & Tax		120,070,783	157,589,427
Extraordinary items		-	-
Profit/(Loss) before tax		120,070,783	157,589,427
Tax Expenses			
Current Tax		26,500,000	31,500,000
Deferred Tax		(1,317,388)	(1,630,699)
Income Tax for earlier year		9,221,074	146,146
Total Tax Expenses		34,403,686	3,00,15,447
Profit / (Loss) for the year		85,667,097	127,573,980
Earnings per equity share	24		
Basic (Rs.)		0.71	1.12
Diluted (Rs.)		0.55	0.81
Summary of significant accounting policies	1		

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

As per our report of even date annexed

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman
Sanjay Dosi Director
B. K. Toshniwal Director
Rajendra Somani Managing Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Prior period Adjustment & exceptional item	120,098,936	157,591,448
Adjustments for:		
Depreciation	20,446,529	19,412,551
Dividend Received	(44,543,887)	(74,243,628)
Interest Expense	38,630,070	43,705,968
Interest Received	(47,183,467)	(51,158,748)
Share in Profit of Limited Liability Partnership Firm	(1,058,800)	(2,865,164)
Loss on Sale of long term Investments	-	5,093,314
Loss on sale of assets	47,019	54,445
Sundry balances written off	4,399,357	589,888
Sundry balances written back	(5,059,206)	(506,448)
Operating Profit before Working Capital changes	85,776,551	97,673,625
Adjustments for:		
Trade & Other Receivables	60,295,612	(16,489,179)
Inventories	(2,690,037)	(11,280,427)
Trade & Other Payables	(81,364,422)	35,241,905
Cash generated from Operations	62,017,704	105,145,924
Direct Taxes Paid (Net of Refund)	(44,842,904)	(34,018,606)
Cash Flow before prior period Adjustments & Exceptional item	17,174,800	71,127,318
Prior period adjustments	(28,153)	(2,021)
Exceptional items	-	-
NET CASH FROM OPERATING ACTIVITIES:	TOTAL (A)	71,125,297
CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets (including Capital Work-in-progress)	(5,830,102)	(21,508,742)
Sale of Fixed Assets	416,000	695,169
Sale of Investment	-	1,175,174
Investment in Bank Deposit	(4,359,652)	(4,687,960)
Interest Received	47,235,333	50,967,871
Dividend Received	44,543,887	74,243,628
NET CASH FROM / (USED IN) INVESTING ACTIVITIES:	TOTAL (B)	100,885,140
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayments) of Secured Loans (Net)	57,817,893	(41,417,703)
Proceeds / (Repayments) of Unsecured Loans (Net)	(29,222,001)	(22,652,174)
Interest Paid	(38,405,581)	(43,540,275)
Dividend Paid	(95,138,308)	(57,773,273)
NET CASH FROM FINANCING ACTIVITIES:	TOTAL (C)	(165,383,425)
Net Increase / (Decrease) in Cash and Cash Equivalents	Total (A + B + C)	6,627,011
Cash and Cash Equivalents - Opening Balance	9,413,182	2,786,171
Cash and Cash Equivalents - Closing Balance	3,617,298	9,413,182
Net increase / (decrease) in Cash and Cash Equivalent	(5,795,884)	6,627,011

Notes:

- Above statement has been prepared by the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement as specified in the Companies (Accounting Standards) Rules, 2006.
- Cash and Cash equivalent at the end of the year includes earmarked balance with Bank of unpaid dividend of Rs.1,751,017/- (previous year Rs.1,119,075/-).
- Previous year's figures have been regrouped / rearranged / recasted , wherever necessary.

Summary of significant accounting policies

1

As per our report of even date annexed

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Regn No.: 105049W

NARENDRA JAIN

Partner

Membership No.048725

Mumbai

May 29, 2014

 Sanjay Jain
 Company Secretary

For & on behalf of the board

S. J. Taparia

Chairman

Sanjay Dosi

Director

B. K. Toshniwal

Director

Rajendra Somani

Managing Director

Notes to Financial Statements for the year ended 31st March, 2014

1 Summary of Significant Accounting Policies

a System of Accounting

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting, in accordance with accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006 issued by the Central Government (which continues to be applicable in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013) and the provisions of the Companies Act, 1956, (the 'Act') to the extent applicable.

b Revenue Recognition

Revenue from sale of products is recognized when the risk and rewards of ownership of products are passed on to the customers. Revenue is recorded exclusive of sales tax. Sales / Turnover include sales value of goods and excise duty thereon wherever applicable.

Revenue from services is recognized on rendering of services to the customers. Revenue is recorded exclusive of service tax.

Interest income is recognized on the time proportion basis.

Dividend income is recognized when right to receive is established.

c Fixed Assets and Depreciation

Fixed Asset

- (i) Fixed Assets are stated at cost of acquisition, inclusive of freight, duties, taxes, borrowing cost, erection expenses / commissioning expenses etc. up to the date the assets are put to use.
- (ii) Modvat Credit availed on purchase of fixed assets is reduced from the cost of respective assets.

Depreciation / Amortisation:

- (i) Depreciation has been provided for on straight line method on Plant and Machineries, acquired up to 31st March 1988, at the rates prevailing at the time of the acquisition (as per circular 2/89 dated 07.03.1989 issued by Department of Company Affairs) and for Plant and Machineries, acquired after 31st March 1988, at the rates as per Schedule XIV of the Companies Act, 1956.
- (ii) Leasehold Land is amortized over the period of lease.
- (iii) Software are amortised on straight line basis based on the useful life of 3 years, which in management's estimate represents the period during which economic benefits will be derived from their use.
- (iv) Depreciation on other assets has been provided on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956.

d Investments

Long Term Investments are valued at cost. Provision for diminution in value of investment is made to recognise a decline other than temporary.

e Inventory

- (i) Raw materials are valued at cost (net of modvat) or net realisable value whichever is lower. Cost is ascertained on first in first out (FIFO) basis except in case of raw material liquid colorant where cost is determined on the basis of weighted average method.
- (ii) Finished goods and work in process inventory are valued at cost or net realisable value whichever is lower.
- (iii) Stocks of Shares are valued at cost or market value whichever is lower.
- (iv) Fuel, Stores, Spares and Consumables are valued at weighted average cost or net realisable value whichever is lower.

f Excise and Customs Duty

Excise and Customs Duty payable in respect of finished goods and raw-material lying at factory/bonded premises are provided for and included in the valuation of inventory.

g Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date for impairment so as to determine the provision for impairment loss, if any, required, or the reversal, if any, required of impairment loss recognized in previous periods.

h Employee Benefits

(i) Defined Contribution Plan

Company's contribution towards Superannuation Scheme with Life Insurance Corporation of India, Provident Fund, Employee's State Insurance Scheme, Government Welfare Fund and Employee's Deposit Linked Insurance are accounted for on accrual basis.

(ii) Defined Benefit Plan

Liability on account of Gratuity is accounted for on the basis of Actuarial Valuation at the end of each year.

(iii) Other Long term

Liability on account of other long term benefit such as 'leave encashment' is made on the basis of actuarial valuation at the end of the year.

(iv) Other Short Term

Employee Benefits are charged to revenue in the year in which the related services are rendered.

i Debentures Issue expenses

Debentures issue expenses are adjusted against securities premium.

j Government Grants

Special Capital Incentives received for setting up a unit in backward area is treated as capital reserve.

k Foreign Exchange Transaction

(i) The transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.

(ii) Current Assets and Current Liabilities in foreign currency outstanding at the Balance Sheet date are translated at the exchange rates prevailing on the date of Balance Sheet.

The resulting Exchange Difference, if any, is charged to the Statement of Profit and Loss.

l Export Benefit/Incentive

The unutilised Export benefits / incentives against Export as on the Balance Sheet date are recognised as Income of the year.

m Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of Fixed Assets are capitalised as part of the cost of the Assets, up to the date the Assets are put to use. Other Costs are charged to the Statement of Profit and Loss in the year in which they are incurred.

n Earning Per Share (E.P.S.)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti dilutive.

o Taxes on income

(i) Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

(ii) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been announced up to the balance sheet date. Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences between the taxable income and accounting income. The effect of tax rate change is considered in the Statement of Profit and Loss of the respective year of change.

(iii) Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognized only if there is a virtual certainty of its realization supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

(iv) At each balance sheet date the carrying amount of deferred tax assets is reviewed to reassure realization.

p Other Accounting Policies

These are consistent with the generally accepted accounting practices.

Notes to the Financial Statements (Continued)
as at 31st March, 2014

2. Share Capital

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Authorised Shares		
11,95,00,000 (P.Y. 11,95,00,000) Equity Shares of Rs.2/- each	239,000,000	239,000,000
1,10,00,000 (P.Y. 1,10,00,000) Preference Shares of Rs.10/- each	110,000,000	110,000,000
10,000 (P.Y. 10,000) 11% Cumulative Redeemable Preference Shares of Rs.100/- each	<u>1,000,000</u>	<u>1,000,000</u>
Issued		
10,26,10,360 (P.Y. 10,26,10,360) Equity Shares of Rs.2/- each	205,220,720	205,220,720
1,09,00,000 (P.Y. 1,09,00,000) 10% Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each	109,000,000	109,000,000
	<u>314,220,720</u>	<u>314,220,720</u>
Subscribed and Paid up shares		
10,25,47,715 (P.Y. 10,25,47,715) Equity Shares of Rs.2/- each	205,095,430	205,095,430
1,09,00,000 (P.Y. 1,09,00,000) 10% Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each	109,000,000	109,000,000
Share Forfeited Account*	53,764	53,764
	<u>314,149,194</u>	<u>314,149,194</u>

* Share Forfeited Account represents 62,645 Partly paid Equity Shares of Rs.2/- each forfeited by the Company during the year 2003-04.

a. Reconciliation of the Share outstanding at the beginning and at the end of reporting period

Equity Shares

	31st March, 2014		31st March, 2013	
	No. of Shares (₹ 2/- each)	Amount (₹)	No. of Shares (₹ 2/- each)	Amount (₹)
At the beginning of the year	102,547,715	205,095,430	102,547,715	205,095,430
Issued during the year	-	-	-	-
Outstanding at the end of the period	<u>102,547,715</u>	<u>205,095,430</u>	<u>102,547,715</u>	<u>205,095,430</u>

10% Compulsorily Convertible Preference Shares (CCPS)

	31st March, 2014		31st March, 2013	
	No. of Shares (₹ 10/- each)	Amount (₹)	No. of Shares (₹ 10/- each)	Amount (₹)
At the beginning of the period	10,900,000	109,000,000	10,900,000	109,000,000
Issued during the Year	-	-	-	-
Outstanding at the end of the period	<u>10,900,000</u>	<u>109,000,000</u>	<u>10,900,000</u>	<u>109,000,000</u>

**Notes to the Financial Statements (Continued)
as at 31st March, 2014**

b. Term / Right attached to equity Share

The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors, in their meeting on 29th May, 2014, proposed a final dividend of Re.0.19 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 11th September, 2014. Further, the Board of Directors, in their meeting on 14th March, 2014, has paid an interim dividend of Re.0.25 per equity share. The total dividend appropriation for the year ended 31st March, 2014 amounted to Rs.45,120,995/- excluding corporate dividend tax.

During the year ended 31st March, 2013, the amount of per share final dividend recognized as distributions to equity shareholders was Re.0.44. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.45,120,995/- excluding corporate dividend tax.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of equity shares held by the shareholders.

c. Terms of conversion / redemption of CCPS

The Company had issued 1,09,00,000 CCPS of Rs.10 each on 17th September, 2010. CCPS carry a cumulative dividend of 10% p.a. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors, in their meeting on 14th March, 2014, has paid an interim dividend to CCP shareholders was Re.1. The total dividend appropriation for the year ended 31st March, 2014 amounted to Rs.10,900,000/-excluding corporate dividend tax.

During the year ended 31st March, 2013, the amount of per share final dividend recognized as distributions to CCP shareholders was Re.1. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.10,900,000/- excluding corporate dividend tax.

The CCPS shall be converted into equity shares in the ratio of five (5) new equity share of the face value of Rs.2/- each of the Company for every one (1) CCPS of the face value of Rs.10/- each credited as fully paid up.

Out of the total 1,09,00,000, 10% CCPS, 19,00,000 CCPS are convertible into equity shares anytime after 1st April, 2011 but within a period of five years from the date of allotment i.e. 17th September, 2010, 30,00,000 CCPS are convertible into equity shares anytime after 1st April, 2012 but within a period of five years from the date of allotment i.e. 17th September, 2010 on equal proportionate basis amongst CCPS holders to the extent of their holding in the Company and 60,00,000 CCPS are convertible into equity shares anytime after 1st April, 2013 but within a period of five years from the date of allotment i.e. 17th September, 2010 on equal proportionate basis amongst CCPS holders to the extent of their holding in the Company.

25% of above 1,09,00,000 CCPS numbering to 27,25,000 equity shares arising out of conversion of CCPS shall be kept under lock-in for three years from the date of listing of new shares on the Bombay Stock Exchange.

d. Share held by holding/ultimate holding company and/or their subsidiary/associates

None of the shares of the Company are hold by the Subsidiaries, Associates or Joint Ventures of the Company

e. Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date:

	31st March, 2013 No. of Shares	31st March, 2012 No. of Shares	31st March, 2011 No. of Shares	31st March, 2010 No. of Shares	31st March, 2009 No. of Shares
Equity Share allotted as Fully paid-up of Face Value Rs.2/- each pursuant to Scheme of Amalgamation	-	-	64,869,375	-	-
Compulsory Convertible Preference Share allotted as Fully paid-up pursuant to Scheme of Amalgamation.	-	-	10,900,000	-	-

Notes to the Financial Statements (Continued)
as at 31st March, 2014

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

	31st March, 2014		31st March, 2013	
	No. of Shares (₹ 2/- each)	% holding in the class	No. of Shares (₹ 2/- each)	% holding in the class
Equity Shares of Rs.2/- each fully paid				
Clearwater Capital Partners Singapore fund III Pvt.Ltd.	10,900,000	10.63	10,900,000	10.63
Rajendra Somani	9,618,015	9.38	9,618,015	9.38
Susheel Somani	7,665,440	7.47	7,665,440	7.47
Sujata Parekh Kumar	5,341,005	5.21	5,341,005	5.21

Compulsory Convertible Preference Shares of Rs.10/- each fully paid

	31st March, 2014		31st March, 2013	
	No. of Shares (₹ 10/- each)	% holding in the class	No. of Shares (₹ 10/- each)	% holding in the class
Rajendra Somani	4,567,995	41.91	4,567,995	41.91
Susheel Somani	3,008,835	27.60	3,008,835	27.60

As per records of Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g. Shares reserved for issue under options

For details of shares reserved for issue on conversion of CCPS, please refer note 2 (c) regarding terms of conversion / redemption of preference shares.

Notes to the Financial Statements (Continued)
as at 31st March, 2014

3. Reserves & Surplus

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Capital Reserves		
Balance as per last financial statements	<u>2,982,258,790</u>	<u>2,982,258,790</u>
Capital Redemption Reserve		
Balance as per last financial statements	<u>500,000</u>	<u>500,000</u>
Amalgamation Reserve		
Balance as per last financial statements	<u>13,109,745</u>	<u>13,109,745</u>
Securities Premium Reserves		
Balance as per last financial statements	<u>508,599,666</u>	<u>508,599,666</u>
General Reserve		
Balance as per last financial statements	<u>784,850,483</u>	<u>734,850,483</u>
Add: Transferred from Statement of Profit and Loss	<u>40,000,000</u>	<u>50,000,000</u>
Closing Balance	<u>824,850,483</u>	<u>784,850,483</u>
Surplus/(Deficit) in the statement of profit and loss		
Balance as per last financial statements	<u>157,733,307</u>	<u>138,475,055</u>
Excess Dividend Distribution Tax written back	<u>6,308,442</u>	<u>7,226,034</u>
Profit/(Loss) for the Year	<u>85,667,097</u>	<u>127,573,980</u>
Less:-Appropriations		
Proposed dividend on Equity Shares	<u>(19,484,066)</u>	<u>(45,120,995)</u>
Interim dividend on Equity Shares	<u>(25,636,929)</u>	<u>-</u>
Tax on above proposed dividend	<u>(3,311,317)</u>	<u>(7,668,313)</u>
Proposed dividend on Preference Shares	<u>-</u>	<u>(10,900,000)</u>
Interim dividend on Preference Shares	<u>(10,900,000)</u>	<u>-</u>
Tax on above proposed dividend	<u>-</u>	<u>(1,852,455)</u>
Transfer to General Reserve	<u>(40,000,000)</u>	<u>(50,000,000)</u>
Total appropriations	<u>(99,332,312)</u>	<u>(115,541,763)</u>
Net Surplus in the statement of profit and loss	<u>150,376,534</u>	<u>157,733,307</u>
Total reserves and surplus	<u>4,479,695,218</u>	<u>4,447,051,991</u>

Notes to the Financial Statements (Continued)
as at 31st March, 2014

4. Long Term Borrowings

	Non Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Term loans				
Indian rupee loan from banks (Unsecured)	171,153,028	199,502,494	30,095,662	27,425,280
Indian rupee loan from banks (Secured)	-	8,362,492	8,222,625	11,500,000
Vehicle Loans				
Deferred Payment Credit from Banks (Secured)	218,732	-	120,133	92,646
Deferred Payment Credit from Others (Secured)	1,928,763	6,635,767	4,707,007	4,204,040
Other loans and advances				
Deferred Sales Tax (Unsecured)	18,362,000	18,362,000	-	-
Inter Corporate Deposit (Unsecured)	1,200,000	4,439,917	-	-
Fixed Deposits (Unsecured)	-	-	-	303,000
	<u>192,862,523</u>	<u>237,302,670</u>	<u>43,145,427</u>	<u>43,524,966</u>
The above amount includes				
Secured borrowings	2,147,495	14,998,259	13,049,765	15,796,686
Unsecured borrowings	190,715,028	222,304,411	30,095,662	27,728,280
Amount disclosed under the head "other current liabilities" (note 9)			(43,145,427)	(43,524,966)
Net amount	<u>192,862,523</u>	<u>237,302,670</u>	<u>-</u>	<u>-</u>

- Indian Rupee Loan from banks (Unsecured) includes Term Loan amounting to Rs.112,775,862/- taken from Bank and carries interest @ Base Rate + 2.50% + TP (current applicable rate of interest is 12.75%). The Loan is repayable in 82 monthly installments of Rs.3,000,000/- each starting from September 2011 to June 2018 along with interest. Further, the said loan is guaranteed by the personal guarantee of three directors of the Company.
- Indian Rupee Loan from banks (Unsecured) includes Term Loan amounting to Rs.88,472,828/- taken from Bank and carries interest @ Base Rate + 3.15% (current applicable rate of interest is 13.15%). The Loan is repayable in 120 monthly installments of Rs.1,152,592/- each starting from September 2012 and Rs.284,059/- starting from October 2012 along with interest.
- Indian Rupee Loan from banks (Secured) represents Term Loan amounting to Rs.8,222,625/- taken from Bank and carries interest @ Base Rate + 3.25% + TP (current applicable rate of interest is 14%). The Term Loan is secured by way of hypothecation / mortgage of land and building, plant and machinery installed / to be installed out of proposed new plant at Murbad. The said Loan is repayable in 16 Quarterly installments of Rs.2,875,000/- each and interest will be paid on monthly basis as and when charged. Further, the said loan is guaranteed by the Corporate Guarantee and personal guarantee of three directors of the Company.
- Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.338,865/- taken from Bank and carries interest @ 11.45%. The Loan is repayable in 36 monthly installments. The Loans are secured against hypothecation of Specific Capital Assets i.e. Motor Cars.
- Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.6,635,770/- taken from Others and carries interest in the range of 9.74% to 14.76%. The Loan is repayable in 35 to 36 monthly installments. The Loans are secured against hypothecation of Specific Capital Assets i.e. Motor Cars.
- Deferred sales tax represents the Certificate of Entitlement issued by the Joint Director of Industries, Konkan Division, Thane on the basis of section 89 of the Maharashtra Value Added Tax Act 2002 ("M.V.A.T Act") read with rule 81 of the M.V.A.T. Rules 2005 in respect of the manufacturing unit located at Savroli, Post- Khopoli to defer the sales tax liability as per the returns / assessment pertaining to the period from 01-July-2010 to 30-June-2012. The Company shall pay the entire amount in equal annual installments not exceeding five such installments on expiry of 10th year and also as per the provisions of Rules 81 M.V.A.T. Rules 2005.
- Inter Corporate Deposits (Unsecured) are interest free.
- Fixed Deposits (Unsecured) represents Deposits borrowed from Public. The said deposit carried interest in the range of 6% to 15%. However during the year, all unclaimed Fixed Deposit has been transferred to Investor Education Protection Fund (IEPF).

Notes to the Financial Statements (Continued)
as at 31st March, 2014

5. Deferred Tax Liability (Net)

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	<u>14,724,511</u>	<u>15,582,997</u>
Gross Deferred Tax Liability	14,724,511	15,582,997
Deferred Tax Asset		
Provision for Gratuity / Leave Encashment	<u>3,529,265</u>	<u>2,942,684</u>
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	<u>7,507,645</u>	<u>7,635,324</u>
Gross Deferred Tax Assets	11,036,910	10,578,008
Deferred Tax Liability (Net)	<u>3,687,601</u>	<u>5,004,989</u>

6. Other Long-Term Liabilities

Deposit Received		
From Subsidiary Companies (note 27(b))	-	20,500,000
From Others	<u>25,545,060</u>	<u>74,287,900</u>
	<u>25,545,060</u>	<u>94,787,900</u>

7. Provisions

	Long-Term		Short-Term	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Provision For Employee Benefits				
Provision for Gratuity (note 25)	<u>4,604,975</u>	<u>4,983,920</u>	<u>4,191,006</u>	<u>2,753,673</u>
Provision For Leave Encashment (note 25)	<u>1,471,612</u>	<u>1,332,750</u>	<u>1,245,543</u>	<u>717,046</u>
	<u>6,076,587</u>	<u>6,316,670</u>	<u>5,436,549</u>	<u>3,470,719</u>
Other Provisions				
Proposed Equity Dividend	-	-	<u>19,484,066</u>	<u>45,120,995</u>
Provision for tax on proposed equity dividend	-	-	<u>3,311,317</u>	<u>7,668,313</u>
Proposed Preference Dividend	-	-	-	<u>10,900,000</u>
Provision for tax on proposed preference dividend	-	-	-	<u>1,852,455</u>
Provision for Income Tax	<u>-</u>	<u>-</u>	<u>6,695,276</u>	<u>3,284,455</u>
	<u>-</u>	<u>-</u>	<u>29,490,659</u>	<u>68,826,218</u>
	<u>6,076,587</u>	<u>6,316,670</u>	<u>34,927,208</u>	<u>72,296,937</u>

**Notes to the Financial Statements (Continued)
as at 31st March, 2014**

8. Short Term Borrowings

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Cash Credit from banks (Secured)	54,227,898	19,727,969
Working Capital Demand Loan from Bank (Secured)	35,433,821	-
Buyers Credit (Secured)	30,565,658	27,083,830
	<u>120,227,377</u>	<u>46,811,799</u>
The above amount includes		
Secured Borrowings	120,227,377	46,811,799
Unsecured Borrowings	-	-
	<u>120,227,377</u>	<u>46,811,799</u>

Working Capital Loans represents Cash Credit and Working Capital Demand Loan from Bank and carries interest @ Base rate + 3.25% (current applicable rate of interest is 13.50%). The said facility is repayable on demand. The facility is secured by first charge on entire current assets, present and future, including entire stocks, book debts, loans and advances, etc. Further, the said loan is guaranteed by the Corporate Guarantee of Subsidiary Company, Corporate Guarantee of another Company and personal guarantee of three directors of the Company.

Buyers Credit represents Foreign Currency Buyers Credit from Bank and carries interest in the range of Libor + 1% to Libor + 1.25%. The facility is secured by first charge on entire current assets, present and future, including entire stocks, book debts, loans and advances, etc. Further, the said loan is guaranteed by the Corporate Guarantee of Subsidiary Company, Corporate Guarantee of another Company and personal guarantee of three directors of the Company. The usance period of the said facility is upto 180 days.

9. Other Current Liabilities

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Trade Payables		
Due to Micro, Small and Medium Enterprises (note 30)	1,608,264	1,789,657
Others	27,313,192	99,057,459
	<u>28,921,456</u>	<u>100,847,116</u>
Other Liabilities		
Liability for Expenses	15,816,732	17,241,656
Sundry Creditors for Capital Asset	19,717,869	-
Current maturities of long-term borrowing (note 4)	43,145,427	43,524,966
Unclaimed Dividends	1,751,017	1,119,075
Deposit Received		
From Subsidiary Companies (note 27(b))	3,000,000	-
From Other Companies	67,289,340	21,900,000
Interest accrued and due on borrowings	1,049,560	801,625
Interest accrued and not due on borrowings	53,979	77,424
Statutory Dues Payable	4,765,626	3,102,515
Advance received from Customers	4,477,455	-
Income received in advance	70,488	70,488
Calls in Advance	3,610	3,610
Other Payable	21,676,228	21,762,085
	<u>182,817,331</u>	<u>109,603,444</u>
	<u>211,738,787</u>	<u>210,450,560</u>

Notes to the Financial Statements (Continued)
as at 31st March, 2014

10. FIXED ASSETS

(Amount in ₹)

Description	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
	As on 1st April, 2013	Additions during the year	Deductions during the year	As on 31st March, 2014	Upto 31st March, 2013	For the year	Deductions during the year	Total upto 31st March, 2014	As on 31st March, 2014	As on 31st March, 2013
A. Tangible Asset										
Leasehold Land	6,135,150	-	-	6,135,150	244,830	86,411	-	331,240	5,803,910	5,890,320
Freehold Land	576,814	-	-	576,814	-	-	-	-	576,814	576,814
Buildings	78,189,202	1,683,855	-	79,873,057	38,676,459	3,973,657	-	42,650,116	37,222,941	39,512,742
Residential Flats	473,475	-	-	473,475	329,684	7,190	-	336,874	136,601	143,791
Plant and Machinery	277,647,974	22,641,871	-	300,289,845	188,757,045	11,559,431	-	200,316,476	99,973,369	88,890,928
Electric Installations	3,566,224	135,861	-	3,702,085	1,596,723	274,185	-	1,870,908	1,831,177	1,969,500
Office Equipments	5,901,649	14,495	-	5,916,144	5,255,848	80,838	-	5,336,686	579,458	645,801
Computer	5,304,030	338,053	-	5,642,083	4,903,917	172,904	-	5,076,821	565,262	400,113
Furniture and Fixtures	9,196,797	180,633	-	9,377,429	6,243,007	606,174	-	6,849,181	2,528,249	2,953,790
Vehicles	26,518,724	500,233	3,711,086	23,307,871	12,599,721	3,519,435	3,248,070	12,871,086	10,436,785	13,919,003
Fire Fighting Equipments	508,177	-	-	508,177	433,321	9,441	-	442,762	65,415	74,856
Laboratory Equipments	1,533,450	-	-	1,533,450	1,252,383	32,205	-	1,284,588	248,862	281,067
Weighing Machines	872,563	-	-	872,563	832,916	540	-	833,456	39,108	39,648
T O T A L (A)	416,424,228	25,495,000	3,711,086	438,208,143	261,125,855	20,322,410	3,248,070	278,200,195	160,007,948	155,298,373
As at 31st March, 2013	401,124,537	21,173,389	5,873,698	416,424,228	246,893,280	19,356,659	5,124,084	261,125,855	155,298,373	-
B. Intangible Asset										
Software	335,352	52,971	-	388,323	55,892	124,119	-	180,011	208,312	279,460
T O T A L (B)	335,352	52,971	-	388,323	55,892	124,119	-	180,011	208,312	279,460
As at 31st March, 2013	-	335,352	-	335,352	-	55,892	-	55,892	279,460	-
T O T A L (A + B)	416,759,580	25,547,971	3,711,086	438,596,466	261,181,747	20,446,529	3,248,070	278,380,206	160,216,260	155,577,833
As at 31st March, 2013	401,124,537	21,508,741	5,873,698	416,759,580	246,893,280	19,412,551	5,124,084	261,181,747	155,577,833	-

Note:

- Building includes Rs.34,208,890/- (W.D.V. as on 31st March, 2014 Rs.13,621,370/-) pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.
- Residential flats includes deposit for Shares in Co-operative Society Rs.5,000/-.
- Office equipment includes Rs.11,030/- pursuant to the scheme of amalgamation with Naman Tradevest Pvt Ltd. and Zeuxite Investments Pvt Ltd. with the Company.
- During the year, the Company has reviewed its fixed assets for impairment loss as required by Accounting Standards 28 "Impairment of Assets". In the opinion of management no provision for impairment loss is considered necessary.

**Notes to the Financial Statements (Continued)
as at 31st March, 2014**

11. Non Current Investments

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Non-Trade investment (valued at cost unless stated otherwise)		
A. Unquoted Investment		
Investment in Equity Instrument		
Investment in Subsidiary		
50,00,000 shares (previous year 50,00,000 shares) of Rs.10/- each fully paid up in Shinrai Auto Services Ltd.	50,000,000	50,000,000
61,20,000 shares (previous year 61,20,000 shares) of Rs.10/- each fully paid up in Oricon Properties Pvt. Ltd. (Formerly known as National Cotton Products Pvt. Ltd.)	1,594,066,696	1,594,066,696
29,69,552 shares (previous year 29,69,552 shares) of Rs.10/- each fully paid up in United Shippers Ltd.	1,954,150,815	1,954,150,815
Investment in Joint ventures		
32,46,192 shares (previous year 32,46,192 shares) of Rs.10/- each fully paid up in Equity shares of Oriental Containers Ltd.	308,866,364	308,866,364
Investment in Limited Liability Partnership Firm (Joint Venture)		
Claridge Energy LLP	8,096,044	5,230,880
Add: Share in Profit of LLP (Note 18)	1,058,800	2,865,164
Other Investments (Fully Paid Up)		
10 shares (previous year 10 shares) of Rs.10/- each fully paid up in Equity Shares of New India Co-operative Bank Ltd.	102	102
875 shares (previous year 875 shares) of Rs. 100/- each fully paid up in Equity Shares of Madhavpura Mercantile Co-operative Bank Ltd.	87,500	87,500
1,000 shares (previous year 1,000 shares) of Rs.10/- each fully paid up in Equity Shares of Saraswat Co-operative bank	10,000	10,000
B. Quoted : Equity Shares		
39,287 shares (previous year 39,287 shares) of Rs.10/- each fully paid up in Soma Paper Mills Ltd.	1,719,409	1,719,409
32,500 shares (previous year 32,500 shares) of Rs.10/- each fully paid up in Kopran Ltd.	103,413	103,413
240 shares (previous year 240 shares) of Rs.10/- each fully paid up in Bayer Crop Science Ltd.	2,219	2,219
13 shares (previous year 13 shares) of Rs.10/- each fully paid up in Indian Dyestuff Industries Ltd.	447	447
1,213 shares (previous year 1,213 shares) of Rs.10/- each fully paid up in IMP Power Ltd.	313,039	313,039
Total	3,918,474,848	3,917,416,048
Aggregate amount of Quoted Investments	2,138,527	2,138,527
Aggregate amount of Unquoted Investments	3,916,336,321	3,915,277,521
Market Value of Quoted Investments	2,442,153	1,478,438

The Shares / Debentures held as investment by the Company have been classified as Long term Investment by the Management. No provision for the diminution, in the value of other investment has been made in the accounts as the Management is of the view that such diminution is not of permanent nature and the same is not intended to be traded.

Details of Investment in LLP

Investment in Claridge Energy LLP

	31st March, 2014	31st March, 2013
Name of the partner and share in profits (%)		
Oricon Enterprises Ltd.	50	50
Vinod Pareek	25	25
Rashmi Pareek	25	25
Total Capital of the Firm (₹)	10,000,000	10,000,000

Notes to the Financial Statements (Continued)
as at 31st March, 2014

12. Loans and Advances

	Non-Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Capital Advances				
Unsecured, Considered good	<u>5,250,000</u>	<u>5,250,000</u>	-	-
(A)	<u>5,250,000</u>	<u>5,250,000</u>	-	-
Security Deposit				
Unsecured, Considered good				
To Related Parties (note 27(b))	<u>284,961,000</u>	<u>291,000,000</u>	-	-
To Others	<u>242,590,700</u>	<u>243,287,326</u>	-	-
(B)	<u>527,551,700</u>	<u>534,287,326</u>	-	-
Loans & advances to related parties (note 27(b))				
Unsecured, Considered good	<u>110,000,000</u>	<u>110,000,000</u>	<u>318,493,882</u>	<u>307,241,862</u>
(C)	<u>110,000,000</u>	<u>110,000,000</u>	<u>318,493,882</u>	<u>307,241,862</u>
Advances recoverable in cash or in kind				
Unsecured, Considered good	<u>9,886,622</u>	<u>12,096,724</u>	<u>19,623,938</u>	<u>48,941,877</u>
(D)	<u>9,886,622</u>	<u>12,096,724</u>	<u>19,623,938</u>	<u>48,941,877</u>
Other loans and advances				
Advance Income tax (including refund receivable)	<u>18,900,000</u>	<u>6,367,351</u>	-	-
Loans to employees	-	-	<u>3,928,860</u>	<u>3,784,261</u>
Balances with Statutory / Government Authorities				
Balance with Excise Authorities	<u>1,150,932</u>	<u>1,150,932</u>	<u>12,298,062</u>	<u>9,710,195</u>
MVAT Receivable	<u>708,766</u>	<u>708,763</u>	-	-
(E)	<u>20,759,698</u>	<u>8,227,046</u>	<u>16,226,922</u>	<u>13,494,456</u>
TOTAL (A + B + C + D + E)	<u>673,448,020</u>	<u>669,861,096</u>	<u>354,344,742</u>	<u>369,678,195</u>
Loans to employee include				
Dues from Directors	-	-	-	-
Dues from Officers	-	-	<u>3,728,860</u>	<u>3,584,260</u>
Dues from Workers	-	-	<u>200,000</u>	<u>200,000</u>
Loans and advances to related parties include				
Dues from Limited Liability Partnership				
Firm Claridge Energy LLP	-	-	<u>51,647,134</u>	<u>53,147,134</u>
Dues from Oricon Properties Private Limited, Subsidiary Company	<u>60,000,000</u>	<u>60,000,000</u>	<u>266,554,334</u>	<u>201,661,906</u>
Dues from Shinrai Auto Services Limited, Subsidiary Company	<u>50,000,000</u>	<u>50,000,000</u>	<u>292,414</u>	<u>52,432,822</u>
Security Deposit to related parties include				
Dues From Oricon Properties Private Limited, Subsidiary Company	<u>270,000,000</u>	<u>270,000,000</u>	-	-
Dues From Shree Gayatri Trust	<u>14,961,000</u>	<u>21,000,000</u>	-	-

Notes to the Financial Statements (Continued)
as at 31st March, 2014

13. Other Assets

	Non-Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Unsecured, Considered Good unless stated otherwise				
Non-current Bank Balances (note 16)	251,250	-	-	-
(A)	251,250	-	-	-
Others				
Interest accrued on fixed deposits	13,328	-	336,335	401,528
Rent Receivable	-	-	67,149,083	45,821,815
Others	-	-	3,000,000	3,000,000
(B)	13,328	-	70,485,418	49,223,343
Total (A+B)	264,578	-	70,485,418	49,223,343

14. Inventories

(As taken, valued and certified by the Managing Director)
(Valued at cost or net realisable value, whichever is lower)

Raw Materials	24,689,300	30,044,504
Work-in-progress	-	-
Finished goods	18,225,672	8,102,517
Store and spares	4,531,088	5,280,183
Shares	332,139	212,923
Fuel	391,250	303,461
Goods in Transit	47,323	1,583,147
	48,216,772	45,526,735

15. Trade Receivables and other assets

Unsecured, Considered good (unless stated otherwise)

Outstanding for a period exceeding six months from
the date they are due for payment

Unsecured, Considered good	29,557,617	9,442,367
Other receivables		
Unsecured, Considered good	110,354,891	192,213,202
	139,912,508	201,655,569

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

16. Cash and bank balances

	Non-Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Cash and cash equivalents				
Balances with banks:				
On current accounts			512,874	272,155
Deposits with original maturity of less than three months			-	-
On Unpaid dividend account			1,751,017	1,119,075
Cheques / Draft on hand			-	6,734,158
Cash on hand			1,353,407	1,287,794
			<u>3,617,298</u>	<u>9,413,182</u>
Other bank balances				
Margin Money deposit with original maturity for more than 12 months	251,250	-	-	-
Margin Money deposit with original maturity for more than 3 months but less than 12 months	-	-	19,929,111	15,820,709
	<u>251,250</u>	-	<u>19,929,111</u>	<u>15,820,709</u>
Amount disclosed under Non-current Assets (note 13)	<u>(251,250)</u>	-	-	-
	<u>-</u>	<u>-</u>	<u>23,546,409</u>	<u>25,233,891</u>

Fixed deposits amounting to Rs.20,180,361/- (Previous Year Rs.15,820,709/-) are pledged with the banks as a margin money against the letter of credit issued by the bank.

17. Revenue from operations

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
Sales of products		
Finished Goods	544,948,792	414,921,639
Traded Goods	194,086,611	245,050,879
Revenue from operations (gross)	<u>739,035,403</u>	<u>659,972,518</u>
Less : Excise Duty	35,256,363	46,063,052
Revenue from operations (net)	<u>703,779,040</u>	<u>613,909,466</u>
Other Operating Revenue	2,310,630	2,916,551
Revenue from Operations	<u>706,089,670</u>	<u>616,826,017</u>
Details of Products Sold		
Finished Goods Sold		
Petrochemicals Products	404,671,432	280,530,254
Pet Bottle	95,591,451	79,680,652
Liquid Colorants	9,429,546	8,647,681
	<u>509,692,429</u>	<u>368,858,587</u>
Other Operating Revenue		
Processing Charges	2,310,630	2,859,720
Export Incentive Income	-	56,831
	<u>2,310,630</u>	<u>2,916,551</u>
Trading Goods Sold		
Chemicals	186,462,409	233,570,024
Colors & spares	7,624,202	8,207,636
Printing Paper	-	1,906,490
Others	-	1,366,729
	<u>194,086,611</u>	<u>245,050,879</u>
	<u>706,089,670</u>	<u>616,826,017</u>

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
18. Other Income		
Rent Received*	86,550,107	109,297,259
Interest income on		
Bank Deposits	1,564,208	1,273,657
Loans & Advance	45,619,259	49,885,091
Dividend Income on		
Investment in Subsidiary	44,543,280	74,238,800
Long Term Investment	607	4,828
Miscellaneous Income	11,805	54,692
Sundry credit balance written back (net) (Note 32)	659,849	-
Profit / (Loss) from Limited Liability Partnership (LLP) Claridge Energy LLP	1,058,800	2,865,164
Foreign Exchange Fluctuation	1,165,431	442,138
	<u>181,173,346</u>	<u>238,061,629</u>

* Includes reversal of rent income of earlier years amounting to Rs.3,000,000/- (previous year NIL).

19. Cost of Raw Material and components consumed		
Inventory at the beginning of the year	30,044,504	15,411,903
Add: Purchases	<u>378,282,067</u>	<u>283,630,031</u>
	408,326,571	299,041,934
Less: Inventory at the end of the year	<u>24,689,300</u>	<u>30,044,504</u>
Cost of raw material and components consumed	<u>383,637,271</u>	<u>2,68,997,430</u>
Details of Raw Material & Components Consumed		
Mix Pentane	305,648,422	209,254,528
Base Colour	7,360,383	5,819,465
Pet Resign	70,628,466	53,923,437
	<u>383,637,271</u>	<u>268,997,430</u>
Details of Inventory		
Raw Materials & Components		
Mix Pentane	10,462,028	15,465,727
Base Colour	13,423,555	14,288,932
Pet Resign	803,717	289,845
	<u>24,689,300</u>	<u>30,044,504</u>

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
20. Increase / (Decrease) in Inventories		
Inventories at the end of the year		
Finished Goods	18,225,672	8,102,517
Traded Goods	<u>332,139</u>	<u>212,923</u>
	<u>18,557,811</u>	<u>8,315,440</u>
Inventories at the beginning of the year		
Finished Goods	8,102,517	10,650,941
Traded Goods	<u>212,923</u>	<u>1,256,323</u>
	<u>8,315,440</u>	<u>11,907,264</u>
(Increase)/Decrease in Inventories	<u>(10,242,370)</u>	<u>3,591,824</u>
Details of Purchase of Traded Goods		
Chemicals	182,806,284	228,871,948
Colour & Spare	7,376,590	8,046,702
Printing Paper	-	1,278,080
	<u>190,182,874</u>	<u>238,196,730</u>
Details of Inventory		
Finished Goods		
Petrochemicals Products	10,376,300	4,416,507
Pet Bottle	6,023,314	3,686,010
Liquid Colorants	<u>1,826,058</u>	-
	<u>18,225,672</u>	<u>8,102,517</u>
Traded Goods		
Shares	<u>332,139</u>	<u>212,923</u>
	<u>332,139</u>	<u>212,923</u>
21. Employee benefit expenses		
Salary, Wages & Bonus	30,834,882	26,247,964
Managerial Remuneration [Note 27 (b)]	6,000,000	6,000,000
Company's contribution to Provident and other Funds	2,313,371	1,970,250
Gratuity (note 25)	1,095,311	1,920,170
Staff Welfare Expenses	<u>3,511,489</u>	<u>3,140,471</u>
	<u>43,755,053</u>	<u>39,278,855</u>

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

22. Other expenses

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Consumption of Stores, Spares	9,893,337	8,419,478
Power and Fuel	25,822,809	21,515,189
Rent	1,975,850	2,115,653
Transportation and Forwarding	9,057,654	1,577,726
Repairs and Maintenance :		
Building	789,789	685,842
Plant & Machinery	2,710,946	881,041
Others	1,582,372	1,789,615
Insurance	2,262,436	1,674,314
Rates and Taxes *	7,806,636	3,677,501
Excise Duty	1,170,292	(236,834)
Directors Sitting Fees	275,000	2,40,000
Sundry balances written off (Net)(Note 32)	-	83,440
Donation	51,002	53,755
Brokerage & Commission	927,006	1,032,084
Legal & Professional Charges	14,992,479	14,537,188
Loss on sale of Fixed Assets	47,019	54,445
Loss on sale of Long Term Investment	-	5,093,314
Sales tax paid for earlier years	-	20,804
Vehicle Expenses	6,533,443	6,756,839
Share Issue Expenses	-	2,248
Rebate & Discount	-	36,205
Payment to Auditor (Refer details below)	1,946,260	674,160
Miscellaneous Expenses	12,138,908	10,582,290
	99,983,238	81,266,295

* Includes Rs. 4,334,357/- (Previous Year NIL) pertaining to earlier years.

Payment to Auditor

As Auditor:

Audit Fee	561,800	561,800
Tax Audit Fee	112,360	112,360
Limited Review	300,000	-

In Other Capacity:

Taxation Matters	772,100	-
Certification Fees and Consultancy Charges	200,000	-
	1,946,260	674,160

23. Finance costs

Interest Expenses

Term Loans	30,577,914	35,786,407
Others	8,052,156	7,919,561
Bank Charges	475,406	365,174
Other Finance Cost	296,009	2,481,371
	39,401,485	46,552,513

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

24 Earnings Per Share (EPS)

Particulars	Year ended March, 2014	Year ended March, 2013
(a) Profit after Taxation	85,667,097	127,573,980
(b) Less - Preference Dividend	12,752,455	12,752,455
(c) Profit after taxation and preference dividend	72,914,642	114,821,525
Basic EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Weighted average number of equity shares of Rs.2/- each in share capital suspense	-	-
(d) Total weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Earnings per share (EPS), - Basic Earnings per share on Profit after taxation (Rs.) [(c) / (d)]	0.71	1.12
Diluted EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Weighted average number of equity shares of Rs.2/- each in share capital suspense	-	-
Weighted average number of potential equity shares of Rs.2/- each on account of Compulsorily Convertible Preference Shares (CCPS)	54,500,000	54,500,000
(e) Total weighted average number of equity shares of Rs.2/- each	157,047,715	157,047,715
(f) Earnings per share (EPS), - Diluted Earnings per share on Profit after taxation (Rs.) [(a) / (e)]	0.55	0.81

25. Employment Benefit Plan

Consequent to Accounting Standard 15 "Employee Benefits" (Revised 2005) becoming effective, the company has made the provision for Defined Contribution Plan and Defined Benefit Plan.

I. Defined Contribution Plan:

During the year, the Company has recognised Rs.6,46,600/- (Previous period Rs.5,69,500/-) towards Superannuation Scheme with Life Insurance Corporation of India and Rs 16,66,771/- (Previous period Rs.14,00,750/-) towards Provident Fund, Employee's State Insurance Scheme, Government Welfare Fund and Employee's Deposit Linked Insurance etc. as Defined Contribution Plan Obligation.

II. Defined Benefit Plan:

Gratuity

Liability is computed on the basis of Gratuity payable on retirement, death and other withdrawals as per the Act and already accrued for past service, with the qualifying wages / salaries appropriately projected, as per the Projected Unit Credit Method.

I. Actuarial Assumption

Particulars	Year ended 31st March, 2014 Gratuity (%)	Year ended 31st March, 2013 Gratuity (%)	Year ended 31st March, 2014 Leave Encashment (%)	Year ended 31st March, 2013 Leave Encashment (%)
Discount Rate Current	9.31%	8%	9.31%	8%
Rate of Increase in Compensation Levels	6.00%	4.75%	6.00%	4.75%

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

II. Table Showing Change in Benefit Obligation

Particulars	Year ended 31st March, 2014 Gratuity	Year ended 31st March, 2013 Gratuity	Year ended 31st March, 2014 Leave Encashment	Year ended 31st March, 2013 Leave Encashment
	(₹)	(₹)	(₹)	(₹)
Projected Benefit Obligations (PBO) at the beginning of the year	7,737,593	5,938,000	2,049,796	1,761,000
Interest Cost	619,007	475,040	163,984	140,880
Service Cost	318,978	439,804	111,427	180,658
Benefits paid	(36,923)	(120,577)	(4,400)	(14,630)
Actuarial (gain) / loss on Obligations	157,326	1,005,326	396,348	(18,112)
Projected Benefit Obligations (PBO) at the end of the year	8,795,981	7,737,593	2,717,155	2,049,796

III. Tables of Fair value of Plan Assets

Fair Value of Plan Assets at the beginning of the year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	36,923	1,20,577	(4,400)	14,630
Benefits paid	(36,923)	(1,20,577)	(4,400)	(14,630)
Gain / (loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the year	-	-	-	-

IV. Tables of change in Plan Assets

Fair Value of Plan Assets at the beginning of the year	-	-	-	-
Actual return on Plan Assets	-	-	-	-
Contributions	(36,923)	120,577	(4,400)	14,630
Benefits paid	(36,923)	(120,577)	4,400	(14,630)
Fair value of Plan Assets at the end of the year	-	-	-	-

V. Funded Status

Funded Status	(8,795,981)	(7,737,593)	(2,717,155)	(2,049,796)
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VI. Limits of Corridor not considered since total actuarial gain/loss is being recognised

Actuarial (loss) for the year - Obligation	(157,326)	(1,005,326)	(396,348)	18,112
Actuarial gain (loss) for the year - Plan Assets	-	-	-	-
Sub-Total	(157,326)	(1,005,326)	(396,348)	18,112
Actuarial loss recognised	(157,326)	(1,005,326)	(396,348)	(18,112)
Unrecognised actuarial gains (losses) at the end of the year	-	-	-	-

VII. The Amounts to be recognised in Balance Sheet and Income Statement and the related analysis

Present Value of Obligation	8,795,981	7,737,593	2,717,155	2,049,796
Fair value of Plan Assets	-	-	-	-
Difference	8,795,981	7,737,593	2,717,155	2,049,796
Unrecognised Actuarial gains (losses)	-	-	-	-
Unrecognised Transitional Liability	-	-	-	-
Liability Recognised in Balance Sheet	8,795,981	7,737,593	2,717,155	2,049,796

VIII. Net Periodic Cost

Current Service Cost	318,978	439,804	111,427	180,658
Interest Cost	619,007	475,040	163,984	140,880
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (gain) loss recognised in the period	157,326	1,005,326	396,348	(18,112)
Expenses Recognised in the Income Statement	1,095,311	1,920,170	671,759	303,426

IX. Movements in the liability recognised in the Balance Sheet:

Opening Net Liability	7,737,593	5,938,000	2,049,796	1,761,000
Expense as above	1,095,311	1,920,170	671,759	303,426
Contributions paid	(36,923)	(120,577)	(4,400)	(14,630)
Closing Net Liability	8,795,981	7,737,593	2,717,155	2,049,796

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

26 Segment Reporting

The disclosure in respect of Segment information as per Accounting Standard - 17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006 for the period ended 31st March, 2014 is given as follows:

(a) Business Segments

(Amount in ₹)

Particulars	PETROCHEMICALS		TRADING		LIQUID COLOURANTS		PET BOTTLE		TOTAL	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
REVENUE :										
External Revenue	404,671,432	280,530,254	194,086,611	245,107,710	11,740,176	11,507,402	95,591,451	79,680,651	706,089,670	616,826,017
Inter-segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	404,671,432	280,530,254	194,086,611	245,107,710	11,740,176	11,507,402	95,591,451	79,680,651	706,089,670	616,826,017
RESULT										
Segment Result	49,833,013	31,322,384	3,813,347	5,867,580	(1,998,033)	(1,455,532)	(503,662)	1,753,119	51,144,665	37,487,551
(Less) / Add : Unallocable Income / (Expenses)									60,400,875	112,651,117
(Net of unallocable Expenses)										
Less: Interest Expenses									(38,630,070)	(43,705,968)
Add: Interest Income									47,183,467	51,158,748
Profit Before Prior Period Adjustment									120,098,936	157,591,448
Less/(Add): Prior Period Adjustment									28,153	2,021
Profit Before Taxation & exceptional item									120,070,783	157,589,427
Less: Provision for Current Tax									26,500,000	31,500,000
Less: Provision for Deferred Tax									(1,317,388)	(1,630,699)
Less: Income/fringe benefit tax for earlier years									9,221,074	146,146
Less: MAT Credit Entitlement									-	-
Profit After taxation before exceptional item									85,667,097	127,573,980
Exceptional items (Net of Tax)									-	-
Profit After taxation									85,667,097	127,573,980
OTHER INFORMATION										
Segment Assets	103,230,730	96,240,317	83,761,775	144,115,967	40,345,979	43,724,127	93,919,416	79,559,896	321,257,900	363,640,307
Unallocable Assets									5,067,651,655	5,070,532,403
Total Assets									5,388,909,555	5,434,172,710
Segment Liabilities	32,596,253	27,757,052	17,572,825	92,950,502	4,898,150	5,095,264	26,711,092	3,515,822	81,778,320	129,318,640
Unallocable Liabilities									175,413,495	234,375,450
Total Liabilities									257,191,815	363,694,090
Capital Expenditure										
Segment Capital Expenditure	2,864,124	4,582,176	-	-	176,407	200,703	22,131,785	945,808	25,172,316	5,728,687
Unallocable Capital Expenditure									375,655	15,780,054
Total Capital Expenditure									25,547,971	21,508,741
Depreciation/Amortisation										
Segment Depreciation/Amortisation	4,022,488	3,716,207	-	-	1,536,121	1,541,258	5,322,092	5,120,761	10,880,701	10,378,226
Unallocable Depreciation / Amortisation									9,565,828	9,034,325
Total Depreciation / Amortisation									20,446,529	19,412,551

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

(b) Secondary Segment Reporting (Geographical Segments):

The distribution of the company's Sales, Assets and Capital Expenditure by Geographical market is as under:

	31.03.2014	31.03.2013
Sales Revenue		
India	638,330,824	596,514,293
Outside India	67,758,846	20,311,724
Total Revenue	706,089,670	616,826,017
Segment Assets		
India	5,388,909,555	5,431,290,257
Outside India	-	2,882,453
Total Assets	5,388,909,555	5,434,172,710
Capital Expenditure		
India	25,547,971	21,508,741
Outside India	-	-
Total Capital Expenditure	25,547,971	21,508,741

27. Related Party Disclosure

Disclosure requirement as per Accounting Standard 18 (AS-18) "Related Party Disclosure" notified under the Companies (Accounting Standards) Rules, 2006:-

A List of Related Parties

(i) Subsidiary Companies

- (a) Shinrai Auto Services Ltd. (SASL) & its subsidiary
Reay Road Iron & Metal warehousing Pvt Ltd.(w.e.f 04.05.2013)
- (b) Oricon Properties Pvt. Ltd. (OPPL)
- (c) United Shippers Ltd. (USL) & its subsidiaries
USL Shipping DMCEST, Dubai
Bulk Shipping PTE Ltd, Singapore
USL Packaging Ltd, India
USL NMM Logistics Ltd, India
USL Coeclerici Logistics Pvt Ltd, India
Shakti clearing Ageng Pvt Ltd. (w.e.f 24.01.2014)

(ii) Joint Venture Companies

- (a) Oriental Containers Ltd. (OCL)
- (b) Claridge Energy LLP

(iii) Joint Ventures of Company's Subsidiary United Shippers Ltd.

- (a) Dharamtar Infrastructure Limited
- (b) CGU Logistics Ltd (ceased to be a Joint Venture)

(iv) Key Management Personnel

Rajendra Somani - Managing Director

(v) Enterprises over which Key Management Personnel & their Relatives exercise significant influence where the Company has entered into Transactions during the period :

- (a) G. Claridge & Co. Ltd
- (b) Oriental Enterprises
- (c) Shree Gayatri Trust

(vi) Enterprise in which key Management Personnel of a Subsidiary Company is common :

Kopran Laboratories Limited

Note : Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Notes to the Financial Statements (Continued) for the year ended 31st MARCH, 2014
B. DETAILS OF TRANSACTIONS BETWEEN THE COMPANY & RELATED PARTIES & THE STATUS OF OUTSTANDING BALANCES AS ON 31ST MARCH, 2014 (Amount in ₹)

Nature of Transaction	SASI (Subsidiary)	USL (Subsidiary)	OCL (Joint Venture)	OPPL (Subsidiary)	Shree Gayatri Trust	Kopran Laboratories Limited	Rajendra Somani	Claridge Energy LLP (Joint Venture)	Total
a. Interest Earned	7,920,386 (9,113,779)	-	177,534	35,704,489 (33,798,737)	-	-	-	-	43,802,409 (42,912,516)
b. Rent Expense	-	-	-	360,000 (360,000)	-	-	-	-	360,000 (360,000)
c. Rent Income	9,000,000 (36,000,000)	-	3,600,000 (3,600,000)	-	-	6,000,000 (6,000,000)	-	-	18,600,000 (45,600,000)
d. Rates & Taxes	-	-	-	-	2,589,000 (2,100,000)	-	-	-	2,589,000 (2,100,000)
e. Dividend Received	-	44,543,280 (74,238,800)	-	-	-	-	6,000,000 (6,000,000)	-	44,543,280 (74,238,800)
f. Remuneration to Key Management Personnel	-	-	-	-	-	-	-	-	6,000,000 (6,000,000)
g. Loans & Advances Given	17,128,346 (103,202,400)	-	10,159,781 (159,974)	224,622,053 (133,937,652)	-	-	4,000,000 (38,500,000)	-	255,910,180 (275,800,026)
h. Receipts towards Loans & Advances Given	69,268,754 (115,706,822)	-	10,159,781 (15,059,974)	159,729,625 (394,596,500)	-	-	5,500,000 (20,000,000)	-	244,658,160 (645,363,296)
i. Deposit Paid	-	-	-	-	(21,000,000)	-	-	-	(21,000,000)
j. Receipts towards Deposit paid	-	-	-	-	6,039,000	-	-	-	6,039,000
k. Deposit received paid back	20,500,000	-	-	-	-	-	-	-	20,500,000
l. Reversal of rent income of earlier years (Note 18)	3,000,000	-	-	-	-	-	-	-	3,000,000
m. Repairs of Vehicles	191,107 (722,973)	-	-	-	-	-	-	-	191,107 (722,973)
n. Sale of goods / services	-	-	13,733,890 (12,633,691)	-	-	6,613,425 (37,973,198)	-	-	20,347,315 (50,606,869)
o. Purchase of Fixed Assets (Car)	(14,434,180)	-	-	-	-	-	-	-	(14,434,180)
p. Reimbursement towards currency exchange fluctuation & other charges	-	-	-	-	-	7,055,923 (2,307,421)	-	-	7,055,923 (2,307,421)
q. Receipts towards Sale of goods / services	-	-	19,165,847 (11,071,435)	-	-	-	-	-	19,165,847 (11,071,435)
r. Share in Profit of a Associate Limited Liability Partnership	-	-	-	-	-	-	-	1,058,800 (2,865,164)	1,058,800 (2,865,164)
s. Balances as on 31st March, 2014	50,292,414 (102,432,822)	-	-	326,554,334 (261,661,906)	-	-	-	51,647,134 (53,147,134)	428,493,882 (417,241,862)
1. Loans & Advances given	-	-	-	-	-	-	-	-	38,293,903 (52,935,712)
2. Debtors / Other Receivables	(3,070,800)	-	558,367 (5,990,324)	-	-	37,735,536 (43,874,588)	-	-	3,000,000 (20,500,000)
3. Deposits Received	3,000,000 (20,500,000)	-	-	-	-	-	-	-	3,000,000 (20,500,000)
4. Deposits paid	-	-	-	270,000,000 (270,000,000)	14,961,000 (21,000,000)	-	-	-	284,961,000 (291,000,000)
5. Investment in Equity Shares	50,000,000 (50,000,000)	1,954,150,815 (1,954,150,815)	308,866,364 (308,866,364)	1,594,066,696 (1,594,066,696)	-	-	-	-	3,907,083,875 (3,907,083,875)
6. Investment in Capital of Partnership Firm (LLP)	-	-	-	-	-	-	-	9,154,844 (8,096,044)	9,154,844 (8,096,044)
7. Creditors for expenses	20,209	-	-	-	1,700,000 (5,176,960)	45,458 (45,458)	-	-	1,765,667 (5,222,418)

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

28 Estimated amount of contracts remaining to be executed and Other Commitments

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	-	-
Other Commitments	-	-

29 Contingent Liability

Contingent Liabilities not provided for in respect of:

(a) Guarantees given by Company's Bankers and counter guaranteed by the Company	-	-
(b) Disputed demands of Excise Duty	12,573,094	12,573,094
(c) Income Tax disputed in appeals	101,589,851	54,060,476
(d) Assignment of sales tax liability	118,844,503	154,826,587
(e) On account of corporate guarantees to a Bank for financial facility extended to Subsidiary Company and a Partnership Company	120,000,000	120,000,000
(f) Letter of Credit	106,939,810	94,247,955

30 Micro, Small and Medium Enterprises

On the basis of the information and records available with the Management, the following disclosures are made for the amounts due to the Micro, Small and Medium Enterprises, who have registered with the competent authority.

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Principal amount remaining unpaid to any supplier as at the year end	1,608,264	1,789,657
Interest due thereon	31,658	26,417
Amount of interest paid during the year	-	-
Amount of payments made to the supplier beyond the appointed day during the accounting year	5,632,515	2,123,410
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006.	370,031	62,379
Amount of interest accrued and remaining unpaid at the end of the accounting year	490,485	88,796
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 26 of the MSMED Act 2006	490,485	88,796

- 31** Some of the balances of Trade Receivables, Deposits, Loans & Advances, Trade Payables, Liability for Expenses and Capital Assets are subject to confirmation from the respective parties and consequential reconciliation / adjustment arising there from, if any. The management, however, does not expect any material variation.
- 32** Sundry Credit balance written back (Net) amounting to Rs.659,849/- are net of sundry debit balances written off amounting to Rs.4,399,357/- (Previous Year Sundry Debit balance written off (Net) amounting to Rs.83,440/- are net of sundry credit balances written back amounting to Rs.506,448/-).
- 33** In the opinion of the Management, Current Assets, Loans & Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liability is adequate and not in the excess of the amount reasonably required.

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2014**

34. Disclosures related to Accounting Standard 27 - "Financial Reporting of Interests in Joint Ventures"

- (a) OCL is a jointly controlled entity with 30% voting power, incorporated in India, in accordance with Accounting Standard (AS) 27 "Financial Reporting of Interests in Joint Ventures". The aggregate amounts related to Company's interest in the joint venture are as follows.

Particulars	31st March, 2014 (₹)	31st March, 2013 (₹)
Assets	979,105,124	992,751,040
Reserve & Surplus	388,076,414	377,271,689
Liabilities	558,566,202	583,016,843
Income	934,535,173	909,528,013
Expenses	923,730,447	901,625,753
Dividend received	-	-
Contingent Liability	1,095,509	681,140
Capital commitments	43,260	3,186,032
Unfulfilled export commitments	343,459,302	370,300,999

- (b) Claridge Energy LLP is a jointly controlled entity, incorporated in India, in accordance with Accounting Standard (AS) 27 "Financial Reporting of Interests in Joint Ventures". The aggregate amounts related to Company's interest in the joint venture are as follows.

Particulars	31st March, 2014 (₹)	31st March, 2013 (₹)
Assets	102,036,491	93,038,594
Reserve & Surplus	4,154,843	3,096,044
Liabilities	92,881,648	84,942,551
Income	107,625,366	85,783,876
Expenses	106,566,566	82,918,712
Dividend received	-	-
Contingent Liability	-	-
Capital commitments	-	-

35 CIF Value of Imports

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
Goods (Raw Material)	6,514,503	8,292,045
Goods (Trading)	190,182,874	236,918,650
	<u>196,697,377</u>	<u>245,210,695</u>

36 Expenditure in Foreign Currency

Legal & Professional Fees	873,887	720,473
	<u>873,887</u>	<u>720,473</u>

37 Earnings in Foreign Currency

Exports of Goods (F.O.B Value)	67,758,846	20,311,724
	<u>67,758,846</u>	<u>20,311,724</u>

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO COMPANY'S INTEREST IN SUBSIDIARY COMPANIES, FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in Lakhs)

1	Name of the subsidiary :	United Shippers Ltd.	Shinrai Auto Services Ltd.	Oricon Properties Pvt. Ltd.
2	Financial Year of the Subsidiary Company ended on	31st March, 2014	31st March, 2014	31st March, 2014
3	Holding Company's Interest -Number of Shares - Extent of Holding :	2969552 50.19%	5000000 100%	6120000 100%
4	The net aggregate of the Subsidiary's profits (Losses) so far as it concerns members of the Holding Company is not dealt with in the Holding and Company's accounts			
i)	For the Financial Year of the Subsidiary:	2132.44	(148.90)	(3.12)
ii)	For the Previous financial Years of the Subsidiary since it became the Holding Company's subsidiary :	12473.06	83.82	381.87
5	The net aggregate amount of profits /Losses of the Subsidiary dealt with in the Company's accounts			
i)	For the Financial Year of the Subsidiary :			
ii)	For the previous financial years of the Subsidiary since it became the Holding Company's Subsidiary :	NIL	NIL	NIL

Financial Information related to the subsidiary companies for the year ended 31st March, 2014

(₹ in Lakhs)

	United Shippers Ltd.	Shinrai Auto Services Ltd.	Oricon Properties Pvt. Ltd.
Capital	591.67	500.00	612.00
Reserves	42794.36	(449.71)	21740.25
Total Assets	58399.01	6085.67	33358.11
Total Liabilities	58399.01	6085.67	33358.11
Details of Investment (except in case of investments in subsidiaries)	13759.85	-	318.18
Turnover	48388.62	24638.75	8.48
Profit before taxation	6558.11	(166.98)	(3.28)
Provision for taxation	2270.79	18.08	0.16
Profit after taxation	4248.74	(148.90)	(3.12)
Proposed dividend	295.84	-	-

For & on behalf of the Board

S. J. Taparia Chairman

Sanjay Dosi Director

B. K. Toshniwal Director

Rajendra Somani Managing Director

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

INDEPENDENT AUDITORS' REPORT

To The Board of Directors of
ORICON ENTERPRISES LIMITED

Report on Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ORICON ENTERPRISES LIMITED** (the "Company") and its subsidiaries and joint ventures (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's 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") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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.

Auditors' 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 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 the risks of material misstatement of the consolidated 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 consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the

reports of the other auditors on financial statements / consolidated financial statement of subsidiaries and joint ventures as noted below, the attached Consolidated financial statements 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 affairs of the Group as at March 31, 2014;
- 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.

Other Matters

- a) We did not audit the consolidated financial statements of two subsidiaries whose consolidated financial statements reflect total assets of Rs.6,44,84,76,508/- as at March 31, 2014, total revenue of Rs.7,30,27,37,230/- and net cash outflow amounting to Rs.22,88,77,430/- for the year ended on that date, as considered in the consolidated financial statements.
- b) We did not audit financial statements of a subsidiary whose individual financial statements reflect total assets of Rs.3,33,58,11,068/- as at March 31, 2014, total revenue of Rs.8,48,236/- and net cash inflow amounting to Rs.1,11,44,807/- for the year ended on that date, as considered in the consolidated financial statements.
- c) We did not audit the financial statements of a joint venture company in which the proportionate share in total assets as at March 31, 2014 amounts to Rs.97,91,05,124/-, proportionate share in total revenues amounts to Rs.93,45,35,173/- and proportionate share in net cash outflow amounts to Rs.59,01,109/- for the year ended on that date, as considered in the consolidated financial statements.
- d) We did not audit the financial statements of a joint venture limited liability partnership in which the proportionate share in total assets as at March 31, 2014 amounts to Rs.10,20,36,491/-, proportionate share in total revenues amounts to Rs.10,76,25,366/- and proportionate share in net cash inflow amounts to Rs.8,57,112/- for the year ended on that date, as considered in the consolidated financial statements.

These consolidated / individual financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the reports of those respective auditors.

Our opinion is not qualified in respect of other matters.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

(NARENDRA JAIN)
PARTNER
Membership No. 048725

Place : Mumbai
Date : May 29, 2014

Consolidated Balance Sheet as at 31st March, 2014

	Notes	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	314,149,194	314,149,194
Reserves and Surplus	3	5,646,722,676	5,464,682,060
		<u>5,960,871,870</u>	<u>5,778,831,254</u>
Minority Interest	36	2,094,457,505	1,928,570,414
Non-Current Liabilities			
Long-Term Borrowings	4	781,119,445	796,203,629
Deferred Tax Liabilities	5	99,443,894	105,537,951
Other Long-Term Liabilities	6	430,652,305	485,450,027
Long-Term Provisions	7	34,245,541	29,569,030
		<u>1,345,461,185</u>	<u>1,416,760,637</u>
Current Liabilities			
Short-Term Borrowings	8	1,075,097,261	920,525,211
Trade Payables	9	632,384,918	711,701,489
Other Current Liabilities	9	548,723,798	457,582,869
Short-Term Provisions	7	104,153,168	146,093,242
		<u>2,360,359,145</u>	<u>2,235,902,811</u>
TOTAL		<u><u>11,761,149,705</u></u>	<u><u>11,360,065,116</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	4,970,890,320	5,061,239,103
Intangible Assets		2,775,335	3,520,381
Capital Work-In-Progress		184,112,349	22,462,987
Goodwill on Consolidation	35	393,324,197	365,769,959
Non-Current Investments	11	930,098,093	527,849,480
Deferred Tax Assets	12	9,930,041	9,056,933
Long-Term Loans And Advances	13	2,125,989,747	2,094,763,190
Other Non-current Assets	14	149,516,803	144,839,732
		<u>8,766,636,885</u>	<u>8,229,501,765</u>
Current Assets			
Current Investments	15	479,941,497	211,646,204
Inventories	16	527,706,369	576,954,512
Trade Receivables	17	1,348,637,815	1,394,456,030
Cash And Cash Equivalents	18	303,021,423	581,853,941
Short-Term Loans And Advances	13	255,400,516	310,208,323
Other Current Assets	14	79,805,200	55,444,340
		<u>2,994,512,820</u>	<u>3,130,563,351</u>
TOTAL		<u><u>11,761,149,705</u></u>	<u><u>11,360,065,116</u></u>
Summary of significant accounting policies	1		

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

As per our report of even date annexed

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman
Sanjay Dosi Director
B. K. Toshniwal Director
Rajendra Somani Managing Director

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Note	31st March, 2014 ₹	31st March, 2013 ₹
Income			
Revenue from operations (gross)	19	8,988,885,868	10,040,993,603
Less : Excise Duty		129,151,913	121,281,732
Revenue from operations (net)		8,859,733,955	9,919,711,871
Other income	20	273,517,280	279,118,965
Total Income		9,133,251,235	10,198,830,836
Expenditure			
Material Consumed /Sold	21	958,828,441	821,813,594
Purchase of traded goods	22	2,045,874,442	2,737,716,162
(Increase)/ Decrease in inventories of Finished goods, WIP and Traded goods	22	52,604,049	65,974,827
Employee cost	23	514,118,121	464,482,263
Other expenses	24	4,295,660,614	4,535,231,011
Finance costs	25	152,438,780	163,994,007
Depreciation and amortization expenses	10	403,205,123	372,047,267
Total Expenses		8,422,729,570	9,161,259,131
Profit / (Loss) before prior period adjustments and exceptional item		710,521,665	1,037,571,705
Prior Period Items		(35,206)	(2,021)
Profit / (Loss) before exceptional item and tax		710,486,459	1,037,569,684
Exceptional item (Diminution in value of Non Current Investment)		(11,300,007)	(19,561,407)
Profit / (Loss) before tax		699,186,452	1,018,008,277
Tax Expenses			
Current Tax		262,574,198	316,048,450
Deferred Tax		(3,556,931)	5,318,651
Income Tax for earlier year		7,414,399	11,628,502
MAT Credit Entitlement		-	(2,288,446)
Total Tax Expenses		266,431,666	330,707,157
Profit / (Loss) for the Year before Minority Interest		432,754,786	687,301,120
Less: Minority Interest		214,507,902	339,772,350
Add: Share of profit of Associate (till the date it became subsidiary)		(1,439,717)	-
Add: Preacquisition profit / (loss) related to further investment in subsidiary		455,492	-
Profit / (Loss) for the year		217,262,659	347,528,770
Earnings per equity share	26		
Basic (Rs.)		1.99	3.26
Diluted (Rs.)		1.38	2.21
Summary of significant accounting policies	1		

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

As per our report of even date annexed

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman
Sanjay Dosi Director
B. K. Toshniwal Director
Rajendra Somani Managing Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	Current Year Ended 31st March, 2014	Previous Year Ended 31st March, 2013
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Prior period Adjustment & exceptional item	710,521,665	1,037,571,705
Adjustments for:		
Depreciation	403,205,123	372,047,267
Provision / (Reversal) for Dimunition in Investment	(510,555)	231,964
Dividend Received	(21,139,786)	(19,025,524)
Interest Expense	138,872,437	151,556,158
Interest Received	(107,251,439)	(133,012,397)
Profit on Sale of long term Investments	(17,177,547)	(18,777,525)
Provision / (write back of provision) of Doubtful Debts	429,827	(271,691)
(Profit) / Loss on sale of assets (Net)	(332,137)	45,528
Sundry balances written off	5,378,892	945,714
Sundry balances written back	(14,627,414)	(506,448)
Operating Profit before Working Capital changes	1,097,369,066	1,390,804,751
Adjustments for:		
Trade & Other Receivables	320,540,034	(588,533,500)
Inventories	49,248,143	(6,226,453)
Trade & Other Payables	(260,378,539)	263,741,639
Cash generated from Operations	1,206,778,704	1,059,786,438
Direct Taxes Paid (Net of Refund)	(311,587,225)	(297,193,423)
Cash Flow before prior period Adjustments & Exceptional item	895,191,479	762,593,015
Prior period adjustments	(35,206)	(2,021)
Exceptional item	-	-
NET CASH FROM OPERATING ACTIVITIES: TOTAL (A)	895,156,273	762,590,994
CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets (including Capital Work-in-progress)	(413,917,219)	(610,214,374)
Sale of Fixed Assets	13,851,592	27,348,558
Investment in Joint Venture	-	(120,652,343)
Sale of Investment	132,048,310	288,361,457
Purchase of Investment	(862,235,242)	(504,742,122)
Investment in Bank Deposit	46,484,433	38,538,473
Interest Received	109,079,638	142,994,514
Dividend Received	21,139,786	19,025,524
NET CASH FROM / (USED IN) INVESTING ACTIVITIES: TOTAL (B)	(953,548,702)	(719,340,314)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayments) of Secured Loans (Net)	141,468,550	450,131,323
Proceeds / (Repayments) of Unsecured Loans (Net)	(41,031,161)	(44,084,214)
Proceeds from Share Premium	-	42,284,275
Interest Paid	(137,432,148)	(153,677,583)
Dividend Paid	(151,552,264)	(155,219,152)
NET CASH FROM FINANCING ACTIVITIES: TOTAL (C)	(188,547,023)	139,434,648
Net Increase / (Decrease) in Cash and Cash Equivalents Total (A + B + C)	(246,939,452)	182,685,328
Cash and Cash Equivalents - Opening Balance	509,077,240	331,125,011
Cash and Cash Equivalents adjusted on consolidation	18,366,947	(4,733,099)
Cash and Cash Equivalents - Closing Balance	280,504,735	509,077,240
Net increase / (decrease) in Cash and Cash Equivalent	(246,939,452)	182,685,328

Notes:

- Above statement has been prepared by the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement as specified in the Companies (Accounting Standards) Rules, 2006.
 - Cash and Cash equivalent at the end of the year includes fixed deposits with original maturity of less than three months of NIL (Previous year ₹34,80,000/-) which are restricted in use and includes earmarked balance with Bank of unpaid dividend of ₹17,58,154/- (previous year ₹1,187,712/-).
 - Previous year's figures have been regrouped / rearranged / recasted, wherever necessary.
- Summary of significant accounting policies 1

As per our report of even date annexed

For KHANDELWAL JAIN & CO.

Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman

Sanjay Dosi Director

B. K. Toshniwal Director

Rajendra Somani Managing Director

Notes to Consolidated Financial Statement for the year ended 31st March, 2014

1 Summary of Significant Accounting Policies

a Basis of Consolidation

The Consolidated Financial Statements (CFS) relates to Oricon Enterprises Limited ("the Company" or "the Parent Company"), its subsidiary companies, associate and its Joint Venture collectively referred to as "the Group".

(i) Basis of Accounting

The consolidated financial statements of the Company, its subsidiaries and associate are prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 1956 (to the extent applicable), Companies Act, 2013 (to the extent notified), Accounting Standard 21 "Consolidated Financial Statements", Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" and Accounting Standard (AS) 27 "Financial Reporting of Interests in Joint Ventures" as notified by Companies (Accounting Standards) Rules, 2006.

(ii) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

(iii) Principles of Consolidation

The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Parent Company, its subsidiaries and jointly controlled entity have been consolidated / proportionately consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and transactions resulting in unrealized profits or losses on intra-group transactions and are presented to the extent possible, in the same manner as the Company's independent financial statements except in respect of accounting policy for depreciation on fixed assets.
- Interest in jointly controlled entities (incorporated Joint Ventures) is accounted using proportionate consolidation method.
- The excess of the cost to the Company of its investment in subsidiary / jointly controlled entity over the Company's portion of equity of the subsidiary / jointly controlled entity as at the date on which investment in subsidiary / jointly controlled entity is made, is recognized in the financial statement as Goodwill. The excess of

Company's share of equity and reserve of the subsidiary / joint venture Company over the cost of acquisition is treated as Capital Reserve.

- Investment in Associate Companies have been accounted for, by using equity method whereby investment is initially recorded at cost and the carrying amount is adjusted thereafter for post acquisition change in Company's share of net assets of the Associate. The carrying amount of investment in Associate Companies is reduced to recognize any decline which is other than temporary in nature and such determination of decline in value, if any, is made for investment individually.
- Minority Interests in the CFS is identified and recognized after taking into consideration:
 - The amount of equity attributable to minority's at the date on which investment in subsidiary is made.
 - The minority's share of movements in equity since the date parent subsidiary relationships came into existence.

(iv) The particulars of subsidiaries, associate and jointly controlled entity which are considered for consolidation and the percentage of voting power therein of the company as on 31st March, 2014 are as under:

Name of Company	w. e. f.	Country of Incorporation	Percentage of voting power as at 31st March 2014	Percentage of voting power as at 31st March 2013	Reporting Date	Financial Status Audited / Unaudited
Subsidiaries						
Shinrai Auto Services Ltd. (SASL)	31-Mar-06	India	100%	100%	31st March, 2014	Audited
Oricon Properties Pvt Ltd (OPPL)	01-Oct-09	India	100%	100%	31st March, 2014	Audited
United Shippers Ltd (USL)	01-Oct-09	India	50.19%	50.19%	31st March, 2014	Audited
Fellow Subsidiaries						
USL Shipping DMCEST (A 100% subsidiary of United Shippers Ltd)	01-Oct-09	Dubai	50.19%	50.19%	31st March, 2014	Audited
Bulk Shipping PTE Ltd (A 100% subsidiary of United Shippers Ltd)	01-Oct-09	Singapore	50.19%	50.19%	31st March, 2014	Audited
USL Packaging Ltd (A 100% subsidiary of United Shippers Ltd)	01-Apr-10	India	50.19%	50.19%	31st March, 2014	Audited
USL NMM Logistics Ltd (A 100% subsidiary of United Shippers Ltd)	01-Oct-11	India	50.19%	50.19%	31st March, 2014	Audited
USL Coeclerici Logistics Ltd (A 77.50% subsidiary of United Shippers Ltd)	13-Apr-11	India	38.90%	38.90%	31st March, 2014	Audited
Shakti Clearing Agency Pvt. Ltd.* (A 100% subsidiary of United Shippers Ltd)	24-Jan-14	India	50.19%	-	31st March, 2014	Audited
Reay Road Iron & Metal Warehousing Pvt. Ltd. (A 100% subsidiary of Shinrai Auto Services Ltd. (SASL))	04-May-13	India	100%	-	31st March, 2014	Audited
Jointly Controlled Entity						
Oriental Containers Ltd (OCL)	01-Apr-09	India	30%	30%	31st March, 2014	Audited
Claridge Energy LLP – (Partnership Firm)	14-Jul-10	India	50%	50%	31st March, 2014	Audited
Dharamtar Infrastructure Ltd (A Joint Venture of United Shippers Ltd)	01-Oct-09	India	23.20%	23.20%	31st March, 2014	Audited

* Associate Company from July 9, 2013 to January 23, 2014, Subsidiary Company from January 24, 2014 to March 27, 2014 and Wholly Owned Subsidiary w.e.f March 28, 2014.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

b Method of Accounting

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting, in accordance with accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006 issued by the Central Government (which continues to be applicable in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013) and the provisions of the Companies Act, 1956, (the 'Act') to the extent applicable.

In case of Subsidiary Oriental Containers Limited, all assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI.

c Revenue Recognition

Revenue from sale of products is recognized when the risk and rewards of ownership of products are passed on to the customers. Revenue is recorded exclusive of sales tax. Sales / Turnover includes sales value of goods and excise duty thereon wherever applicable. In case of uncertainty revenue recognition is postponed till the time of actual realization.

Revenue from services is recognized on rendering of services to the customers. Revenue is recorded exclusive of service tax.

Interest income is recognized on the time proportion basis.

Dividend income is recognized when right to receive is established.

d Export Benefit / Incentive

Export incentives receivable are accrued for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds. The export incentives are reduced from the purchase price of the imported materials.

e Fixed Assets and Depreciation

Fixed Asset

- (i) Fixed Assets are stated at cost of acquisition, inclusive of freight, duties, taxes, borrowing cost, erection expenses / commissioning expenses etc. up to the date the assets are put to use except in case of subsidiary OPPL where Land is stated on revaluated amount.
- (ii) Modvat Credit availed on purchase of fixed assets is reduced from the cost of respective assets.
- (iii) Goodwill arising on consolidation is stated at cost and impairment is recognized, if any.

Depreciation

- (i) The Company provides depreciation on Plant and Machineries on straight line method and on other assets on written down value method at the rates specified in Schedule XIV of the Companies Act, 1956, except as stated below.
- (ii) Leasehold Land is amortized over the period of lease.
- (iii) Software are amortised on straight line basis based on the useful life of 3 years, which in management's

estimate represents the period during which economic benefits will be derived from their use.

- (iv) The subsidiary United Shippers Ltd provides depreciation on addition at 100% of the applied rate if purchased in the first half of the year and at 50% of the applied rate if purchased in the second half of the year.
- (v) In case of subsidiary, Shinrai Auto Services Limited and United Shippers Ltd. depreciation on the Plant & Machinery is provided for on written down value method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.
- (vi) In case of subsidiary USL Shipping DMCEST, depreciation on fixed assets is provided by using reducing balance method over their estimated useful lives.
- (vii) In case of Joint Venture, Oriental Containers Ltd, depreciation is provided on its tangible assets on the straight-line method ('SLM'), pro-rata to the period of use at the rates specified in Schedule XIV to the Companies Act, 1956 except at higher rates for the tangible assets acquired on the purchase of the "packaging division" of Oricon Enterprises Limited, wherein the depreciation is provided based on the estimated useful lives of the tangible assets so acquired, determined by the Company's management based on the technical evaluation by a certified valuer conducted at the time of the business purchase.
- (viii) In case of Joint Venture, Oriental Containers Ltd, Intangible assets comprises of Software and goodwill. Intangible assets are recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured. Acquired intangible assets are recorded at the consideration paid for acquisition. These intangible assets are amortized on straight-line basis based on the following useful lives, which in management's estimate represents the period during which economic benefits will be derived from their use.

Assets	Period (in Years)
Software	10
Goodwill	5

f Investments

Long Term investments are valued at cost. Provision for diminution in value investment is made to recognize a decline other than temporary.

Current investments are valued at cost or market value whichever is lower on the last day of financial year.

An investment in an associate is accounted for in consolidated financial statements under the equity method.

g Inventory

Raw materials are valued at cost (net of modvat) or net realisable value which ever is lower. Cost is ascertained on first in first out (FIFO) basis except in case of raw material liquid colorant where cost is determined on the basis of weighted average method.

Finished goods and work in process inventory are valued at cost or net realisable value whichever is lower.

Fuel, Stores, Spares and Consumables are valued at weighted average cost or net realisable value whichever is lower.

Stocks of Shares are valued at cost or market value whichever is lower.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

h Foreign Exchange Transaction

The transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. In case of subsidiary USL, the chartered freight expenditure are recorded at actual rates. Current Assets and Current Liabilities in Foreign currency outstanding at the Balance Sheet date are translated at the exchange rates prevailing on the date of Balance Sheet.

Exchange differences relating to long term foreign currency loans, arising during the year, in so far as they relate to the acquisition of a depreciable asset are added to / deducted from the cost of the asset and depreciated over the balance life of the asset.

All other exchange differences are dealt with in the Statement of Consolidated Profit and Loss.

Forward foreign exchange contracts relating to highly probable forecast transaction (not intended for trading or speculation purpose), the Company follows the guidance in the Announcement of the Institute of Chartered Accountants of India ('ICAI') dated 29 March 2008 whereby for each category of derivatives, the Company records any net mark-to-market losses. Net mark-to-market gains are not recorded for such derivatives.

Assets and liabilities of foreign subsidiary are translated at closing exchange rate and income and expenditure are translated at average exchange rate for the year. The difference arising on such translation is debited / credited to foreign currency translation reserve.

i Employee Benefits

Defined Contribution Plan

Company's contribution towards Superannuation Scheme with Life Insurance Corporation of India, Provident Fund, Employee's State Insurance Scheme, Government Welfare Fund and Employee's Deposit Linked Insurance are accounted for on accrual basis.

Defined Benefit Plan

Liability on account of Gratuity is accounted for on the basis of Actuarial Valuation at the end of each year.

Other Long term

Liability on account of other long term benefit such as 'leave encashment' is made on the basis of actuarial valuation at the end of the year.

Other Short Term

Employee Benefits are charged to revenue in the year in which the related services are rendered.

In case of subsidiary, Shinrai Auto Services Limited provision for leave encashment is accounted for on actual basis and charged to Statement of Consolidated Profit and Loss.

j Debentures Issue expenses

Debentures issue expenses are adjusted against securities premium.

k Government Grants

Special Capital Incentives received for setting up a unit in backward area is treated as capital reserve.

l Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of Fixed Assets are capitalized as part of the cost of the Assets, up to the date the Assets are put to use. Other Costs are charged to the Statement of Consolidated Profit and Loss in the year in which they are incurred.

m Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date for impairment so as to determine the provision for impairment loss, if any, required, or the reversal, if any, required of impairment loss recognized in previous periods.

n Leases

Lease rentals in respect of assets acquired under operating leases are charged off to the Statement of Consolidated Profit and Loss on a straight line basis.

o Earning Per Share (E.P.S.)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti dilutive.

p Taxes on income

- (i) Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.
- (ii) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been announced up to the balance sheet date. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences between the taxable income and accounting income. The effect of tax rate change is considered in the Statement of Consolidated Profit and Loss of the respective year of change.
- (iii) Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognized only if there is a virtual certainty of its realization supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.
- (iv) At each balance sheet date the carrying amount of deferred tax assets is reviewed to reassure realization.
- (v) Minimum Alternate Tax (MAT) obligation in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

q Other Accounting Policies

These are set out under "Significant Accounting Policies" as given in the financial statements of Oricon Enterprises Limited and its Group.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

2. Share Capital

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Authorised Shares		
11,95,00,000 (P.Y. 11,95,00,000) Equity Shares of Rs.2/- each	239,000,000	239,000,000
1,10,00,000 (P.Y. 1,10,00,000) Preference Shares of Rs.10/- each	110,000,000	110,000,000
10,000 (P.Y. 10,000) 11% Cumulative Redeemable Preference Shares of Rs.100/- each	1,000,000	1,000,000
2,00,000 (P.Y. 2,00,000) Preference Shares of Rs.100/- each	20,000,000	20,000,000
70,00,000 (P.Y. 70,00,000) Preference Shares of Rs.10/- each	70,000,000	70,000,000
30,00,000 (P.Y. 30,00,000) Unclassified Shares of Rs.10/- each	<u>30,000,000</u>	<u>30,000,000</u>
Issued		
10,26,10,360 (P.Y. 10,26,10,360) Equity Shares of Rs.2/- each	205,220,720	205,220,720
1,09,00,000 (P.Y. 1,09,00,000) 10% Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each	109,000,000	109,000,000
	<u>314,220,720</u>	<u>314,220,720</u>
Subscribed and Paid up shares		
10,25,47,715 (P.Y. 10,25,47,715) Equity Shares of Rs.2/- each	205,095,430	205,095,430
1,09,00,000 (P.Y. 1,09,00,000) 10% Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each	109,000,000	109,000,000
Share Forfeited Account*	53,764	53,764
	<u>314,149,194</u>	<u>314,149,194</u>

* Share Forfeited Account represents 62,645 Partly paid Equity Shares of Rs.2/- each forfeited by the Company during the year 2003-04.

a. Reconciliation of the Share outstanding at the beginning and at the end of year.

Equity Shares

	31st March, 2014		31st March, 2013	
	No. of Shares (Rs. 2/- each)	Amount (₹)	No. of Shares (Rs. 2/- each)	Amount (₹)
At the beginning of the year	102,547,715	205,095,430	102,547,715	205,095,430
Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>102,547,715</u>	<u>205,095,430</u>	<u>102,547,715</u>	<u>205,095,430</u>

10% Compulsorily Convertible Preference Shares (CCPS)

	31st March, 2014		31st March, 2013	
	No. of Shares (Rs. 10/- each)	Amount (₹)	No. of Shares (Rs. 10/- each)	Amount (₹)
At the beginning of the year	10,900,000	109,000,000	10,900,000	109,000,000
Issued during the Year	-	-	-	-
Outstanding at the end of the year	<u>10,900,000</u>	<u>109,000,000</u>	<u>10,900,000</u>	<u>109,000,000</u>

**Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014**

b. Term / Right attached to equity Share

The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors, in their meeting on 29th May, 2014, proposed a final dividend of Re.0.19 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 11th September, 2014. Further, the Board of Directors, in their meeting on 14th March, 2014, has paid an interim dividend of Re.0.25 per equity share. The total dividend appropriation for the year ended 31st March, 2014 amounted to Rs.45,120,995/- excluding corporate dividend tax.

During the year ended 31st March, 2013, the amount of per share final dividend recognized as distributions to equity shareholders was Re.0.44. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.45,120,995/- excluding corporate dividend tax.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of equity shares held by the shareholders.

c. Terms of conversion / redemption of CCPS

The Company had issued 1,09,00,000 CCPS of Rs.10 each on 17th September, 2010. CCPS carry a cumulative dividend of 10% p.a. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors, in their meeting on 14th March, 2014, has paid an interim dividend to CCP shareholders was Re.1. The total dividend appropriation for the year ended 31st March, 2014 amounted to Rs.10,900,000/- excluding corporate dividend tax.

During the year ended 31st March, 2013, the amount of per share final dividend recognized as distributions to CCP shareholders was Re.1. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.10,900,000/- excluding corporate dividend tax.

The CCPS shall be converted into equity shares in the ratio of five (5) new equity share of the face value of Rs.2/- each of the Company for every one (1) CCPS of the face value of Rs.10/- each credited as fully paid up.

Out of the total 1,09,00,000, 10% CCPS, 19,00,000 CCPS are convertible into equity shares anytime after 1st April, 2011 but within a period of five years from the date of allotment i.e. 17th September, 2010, 30,00,000 CCPS are convertible into equity shares anytime after 1st April, 2012 but within a period of five years from the date of allotment i.e. 17th September, 2010 on equal proportionate basis amongst CCPS holders to the extent of their holding in the Company and 60,00,000 CCPS are convertible into equity shares anytime after 1st April, 2013 but within a period of five years from the date of allotment i.e. 17th September, 2010 on equal proportionate basis amongst CCPS holders to the extent of their holding in the Company.

25% of above 1,09,00,000 CCPS numbering to 27,25,000 equity shares arising out of conversion of CCPS shall be kept under lock-in for three years from the date of listing of new shares on the Bombay Stock Exchange Limited.

d. Share held by holding/ultimate holding company and/or their subsidiary/associates

None of the shares of the Company are held by the Subsidiaries, Associates or Joint Ventures of the Company

e. Aggregate number of share issued for consideration other than cash during the period of five years immediately preceding the reporting date:

	31st March, 2013 No. of Shares	31st March, 2012 No. of Shares	31st March, 2011 No. of Shares	31st March, 2010 No. of Shares	31st March, 2009 No. of Shares
Equity Share allotted as Fully paid-up of Face Value Rs.2/- each pursuant to Scheme of Amalgamation	-	-	64,869,375	-	-
Compulsory Convertible Preference Share allotted as Fully paid-up pursuant to Scheme of Amalgamation.	-	-	10,900,000	-	-

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

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

	31st March, 2014		31st March, 2013	
	No. of Shares (₹ 2/- each)	% holding in the class	No. of Shares (₹ 2/- each)	% holding the class
Equity Shares of Rs.2/- each fully paid				
Clearwater Capital Partners Singapore Fund III Pvt. Ltd.	10,900,000	10.63	10,900,000	10.63
Rajendra Somani	9,618,015	9.38	9,618,015	9.38
Susheel Somani	7,665,440	7.47	7,665,440	7.47
Sujata Parekh Kumar	5,341,005	5.21	5,341,005	5.21

Compulsory Convertible Preference Shares of Rs.10/- each fully paid

	31st March, 2014		31st March, 2013	
	No. of Shares (₹10/- each)	% holding in the class	No. of Shares (₹ 10/- each)	% holding in the class
Rajendra Somani	4,567,995	41.91	4,567,995	41.91
Susheel Somani	3,008,835	27.60	3,008,835	27.60

As per records of company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g. Shares reserved for issue under options

For details of shares reserved for issue on conversion of CCPS, please refer note 2(c) regarding terms of conversion / redemption of preference shares.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

3. Reserves & Surplus

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Capital Reserves		
Balance as per last financial statement	<u>2,982,492,711</u>	<u>2,982,492,711</u>
Capital Redemption Reserve		
Balance as per last financial statement	<u>500,000</u>	<u>500,000</u>
Amalgamation Reserve		
Balance as per last financial statement	<u>13,109,745</u>	<u>13,109,745</u>
Foreign Currency Translation Reserve		
Balance as per last financial statement	<u>55,611,715</u>	<u>23,951,828</u>
Add: Addition during the year	<u>25,216,235</u>	<u>31,659,887</u>
	<u>80,827,950</u>	<u>55,611,715</u>
Securities Premium Reserves		
Balance as per last financial statements	<u>581,745,959</u>	<u>560,523,865</u>
Add: premium received on issue of equity shares	-	<u>21,222,094</u>
Closing Balance	<u>581,745,959</u>	<u>581,745,959</u>
General Reserve		
Balance as per last financial statements	<u>878,884,716</u>	<u>802,535,443</u>
Add: Transferred from Statement of Consolidated Profit and Loss	<u>65,094,545</u>	<u>76,349,273</u>
Closing Balance	<u>943,979,261</u>	<u>878,884,716</u>
Surplus/(Deficit) in the Statement of Consolidated Profit and Loss		
Balance as per last financial statements	<u>952,337,214</u>	<u>747,822,399</u>
Excess Dividend Distribution Tax written back	<u>7,725,854</u>	<u>7,226,034</u>
Profit/(Loss) for the Year	<u>217,262,659</u>	<u>347,528,770</u>
Less:-Appropriations		
Proposed dividend on Equity Shares	<u>(19,484,066)</u>	<u>(45,120,995)</u>
Interim dividend on Equity Shares	<u>(25,636,929)</u>	<u>-</u>
Tax on above proposed dividend	<u>(12,143,137)</u>	<u>(16,017,266)</u>
Proposed dividend on Preference Shares	-	<u>(10,900,000)</u>
Interim dividend on Preference Shares	<u>(10,900,000)</u>	<u>-</u>
Tax on above proposed dividend	-	<u>(1,852,455)</u>
Transfer to General Reserve	<u>(65,094,545)</u>	<u>(76,349,273)</u>
Total appropriations	<u>(133,258,677)</u>	<u>(150,239,989)</u>
Net Surplus in the Statement of Consolidated Profit and Loss	<u>1,044,067,050</u>	<u>952,337,214</u>
Total reserves and surplus	<u>5,646,722,676</u>	<u>5,464,682,060</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

4. Long Term Borrowings

	Non Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Term loans				
Indian rupee loan from banks (Unsecured)	171,153,028	199,502,494	30,095,662	27,425,280
Indian rupee loan from banks (Secured)	40,821,504	69,352,872	40,417,945	48,897,420
Foreign Currency Term Loan from Banks (Secured)	157,761,975	155,009,505	18,029,940	8,158,395
Term Loan from Others (Unsecured)	189,144,539	159,430,350	5,285,808	4,036,031
Vehicle Loans				
Deferred Payment Credit from Banks (Secured)	12,931,454	19,260,378	11,946,115	12,157,935
Deferred Payment Credit from Others (Secured)	13,073,725	17,469,019	15,852,107	18,177,042
Other loans and advances				
Deferred Sales Tax (Unsecured)	76,124,129	83,850,918	-	-
Fixed Deposits (Unsecured)	-	-	-	303,000
Foreign Currency Buyers Credit (Capital Goods) (Secured)	84,783,833	56,461,655	-	-
Deferred payment for acquisition of fixed assets (Secured)	5,809,956	-	2,904,977	15,744,717
From Others (Unsecured)	29,515,302	35,866,438	-	-
	<u>781,119,445</u>	<u>796,203,629</u>	<u>124,532,554</u>	<u>134,899,820</u>
The above amount includes				
Secured borrowings	315,182,447	317,553,429	89,151,084	103,135,509
Unsecured borrowings	465,936,998	478,650,200	35,381,470	31,764,311
Amount disclosed under the head "other current liabilities" (note 9)	-	-	(124,532,554)	(134,899,820)
Net amount	<u>781,119,445</u>	<u>796,203,629</u>	<u>-</u>	<u>-</u>

a. Indian Rupee Loan from banks (Unsecured) includes

- (i) Term Loan amounting to Rs.112,775,862/- taken from Bank and carries interest @ Base Rate + 2.50% + TP (current applicable rate of interest is 12.75%). The Loan is repayable in 82 monthly installments of Rs. 3,000,000/- each starting from September 2011 to June 2018 along with interest. Further, the said loan is guaranteed by the personal guarantee of three directors of the Company.
- (ii) Term Loan amounting to Rs.88,472,828/- taken from Bank and carries interest @ Base Rate + 3.15% (current applicable rate of interest is 13.15%). The Loan is repayable in 120 monthly installments of Rs. 1,152,592/- starting from September 2012 and Rs.284,059/- starting from October 2012 along with interest.

b. Indian Rupee Loan from banks (Secured) includes

- (i) Term Loan amounting to Rs.8,222,625/- taken from Bank and carries interest @ Base Rate + 3.25% + TP (current applicable rate of interest is 14%). The Term Loan is secured by way of hypothecation / mortgage of land and building, plant and machinery installed / to be installed out of proposed new plant at Murbad. The said Loan is repayable in 16 Quarterly installments of Rs.2,875,000/- each and interest will be paid on monthly basis as and when charged. Further, the said loan is guaranteed by the Corporate Guarantee and personal guarantee of three directors of the Company.
- (ii) Term Loan amounting to Rs.59,124,624/- taken from Bank and carries interest @ SBAR + 0.75%. The Term Loan is secured by way of Mortgage of Land 77.69 acres, Mortgage of Warehouses & Building, Hypothecation of Equipments, Collateral Security - land 15.39 acres of the Company's Subsidiary United Shippers Limited, Corporate guarantee by United Shippers Ltd & PNP Maritime Services Pvt. Ltd. to the extent of the loan outstanding as on balance sheet date. The said loan is repayable in 8 years from September 2009 inclusive of moratorium period of 2.50 years.
- (iii) Term Loan amounting to Rs. 12,017,200/- taken from Bank and carries interest @ 13% p.a. The said loan is repayable in single installment on 31st January, 2015.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

- (iv) Term Loan amounting to Nil (P.Y. Rs. 937,500/-) taken from bank on 16th December, 2009 which carries interest at Base Rate + 2.75 % p.a and is repayable in 16 quarterly installment starting from March 2010, fully repayable by December 2013. The borrowing is fully secured by hypothecation of related fixed asset and by way of second charge on immovable property of the Company's Joint Venture Oriental Containers Limited.
- (v) Term Loan amounting to Rs. 1,875,000/- taken from bank on 12th December, 2012 which carries interest at Base Rate + 2.75 % p.a and is repayable in 6 quarterly installment starting from March 2013, fully repayable by June 2014. The borrowing is fully secured by hypothecation of related fixed asset and by way of second charge on immovable property of the Company's Joint Venture Oriental Containers Limited.
- c. Foreign Currency Term Loan from Banks (Secured) includes Term Loan amounting to Rs.175,791,915/- taken from Bank and carries interest @ three month LIBOR + 4.10%. The Term Loan is secured by way of Mortgage of Vessel of United Shippers Limited, Assignment of Insurance Policies of the Vessel, Lien on Fixed Deposits of Rs. 2,279,171/- and Corporate Guarantee of United Shippers Limited. The said Loan is repayable in average maturity of 5 years and 2 months.
- d. Term Loan from Others (Unsecured) includes Term Loan amounting to Rs. 194,430,347/- taken from Others and carries interest @ 13%. The said loan is repayable in 180 monthly installments.
- e. Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.24,877,569/- taken from Bank and carries interest in the range of 9.99% to 11.75%. The Loan is repayable in 34 to 60 monthly installments. The Loans are secured against hypothecation of Specific Capital Assets.
- f. Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.28,925,831/- taken from Others and carries interest in the range of 9.70% to 15.24%. The Loan is repayable in 23 to 36 monthly installments. The Loans are secured against hypothecation of Specific Capital Assets.
- g. Deferred Sales Tax (Unsecured) includes
 - (i) The Certificate of Entitlement amounting to Rs. 18,362,000/- issued by the Joint Director of Industries, Konkan Division, Thane on the basis of section 89 of the Maharashtra Value Added Tax Act 2002 ("M V A T Act") read with rule 81 of the M.V.A.T. Rules 2005 in respect of the manufacturing unit located at Savroli, Post- Khopoli to defer the sales tax liability as per the returns / assessment pertaining to the period from 01-July-2010 to 30-June-2012. The Company shall pay the entire amount in equal annual installments not exceeding five such installments on expiry of 10th year and also as per the provisions of Rules 81 M.V.A.T. Rules 2005.
 - (ii) Deferment of Sales tax obligation amounting to Rs.28,813,111/- under the 3 incentive schemes (EC3052-1988, EC3636-1993 and EC4633-1993) of which the deferral period in respect of 2 schemes had lapsed (EC3052-1988 and EC3636-1993) prior to the business transfer from the Company to OCL. The Company had filed a writ petition with Honorable High Court of Mumbai, for extending the time limit till the full utilization of deferment benefit, stating that pattern of utilisation of the benefit had suffered due to change in regulations pertaining to purchase tax levy. While the writ petition is pending disposal, the Company has received an ad interim order allowing deferment till the quantum of incentive is exhausted. In the event of an adverse decision from the Honorable High Court of Mumbai and the DOI, there will be immediate cash outflows of the amount aggregating to Rs.15,021,675/- (our share @ 30% amounts to Rs.4,506,503/-) (Previous Year Rs.15,021,675/- (our share @ 30% amounts to Rs.4,506,503/-)).
 - (iii) Liability amounting to Rs.28,949,018/- is payable after ten years from the end of respective financial year in five yearly equal installments ending in financial year 2016 - 2017.
- h. Fixed Deposits (Unsecured) represents Deposits borrowed from Public. The said deposit carried interest in the range of 6% to 15%. However during the year, all unclaimed Fixed Deposits has been transferred to Investor Education Protection Fund (IEPF).
- i. Foreign Currency Buyers Credit represents Buyers Credit amounting to Rs.84,783,833/- availed from bank which is secured by hypothecation of Inventory and Trade Receivables (present and future) also first Pari passu charge on movable and immovable property of the Company's Joint Venture Oriental Containers Limited. The facility carries interest rate in a range of Euribor + 65 to 70 basis points and duration of these buyers credit ranges from 90 days to 180 days and available for further 2 and half year from the date of first borrowing.
- j. Deferred payment for acquisition of fixed assets denotes
 - (i) Deferred payment for acquisition of fixed assets as at the end of previous year denotes Suppliers' Credit amounting to Rs.15,744,717/- obtained in December 2010 and repayable by December 2013 in 6 half yearly installments commencing from June 2011. It is secured by the respective fixed asset purchased. The rate of interest is 3.50% p.a.
 - (ii) Deferred payment for acquisition of fixed assets denotes Suppliers' Credit amounting to Rs.8,714,933/- obtained in March 2014 and repayable by March 2017 in 6 half yearly installments commencing from September 2014. It is secured by the respective fixed asset purchased. The rate of interest is 3.75% p.a.
- k. Loan from Others (Unsecured) includes Rs. 1,200,000/- as interest free and Rs.28,315,302/- carrying interest in the range of 12% to 18%.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

5. Deferred Tax Liability

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	118,504,433	122,270,360
Gross Deferred Tax Liability	<u>118,504,433</u>	<u>122,270,360</u>
Deferred Tax Asset		
Provision for Gratuity / Leave Encashment / Doubtful Debts/Bonus	11,552,894	9,097,085
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	7,507,645	7,635,324
Gross Deferred Tax Assets	<u>19,060,539</u>	<u>16,732,409</u>
Deferred Tax Liability	<u>99,443,894</u>	<u>105,537,951</u>

6. Other Long-Term Liabilities

Trade Payables	-	6,054,882
Deposit Received	430,652,305	479,395,145
	<u>430,652,305</u>	<u>485,450,027</u>

7. Provisions

	Long-Term		Short-Term	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Provision For Employee Benefits				
Provision for Gratuity (note 27)	26,563,004	22,528,286	20,417,685	6,777,867
Provision For Leave Encashment	7,682,537	7,040,744	2,929,590	2,151,558
	<u>34,245,541</u>	<u>29,569,030</u>	<u>23,347,275</u>	<u>8,929,425</u>
Other Provisions				
Proposed Equity Dividend	-	-	19,484,066	45,120,995
Provision for tax on proposed equity dividend	-	-	5,834,694	8,872,652
Proposed Preference Dividend	-	-	-	10,900,000
Provision for tax on proposed preference dividend	-	-	-	1,852,455
Provision for Income Tax	-	-	53,601,931	70,127,486
Provision for Wealth Tax	-	-	333,173	290,229
Others	-	-	1,552,029	-
	<u>-</u>	<u>-</u>	<u>80,805,893</u>	<u>137,163,817</u>
	<u>34,245,541</u>	<u>29,569,030</u>	<u>104,153,168</u>	<u>146,093,242</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

8. Short Term Borrowings

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Cash Credit from banks (Secured)	168,642,707	102,674,083
Working Capital Demand Loan from Bank (Secured)	35,433,821	-
Packing Credit (Secured)	43,946,504	39,664,609
Foreign Currency Buyers Credit (Secured)	99,159,182	173,462,354
Short Term Loan from Bank (Secured)	525,743,561	338,826,040
Kotak Mahindra Prime Limited (Secured)	192,824,476	253,299,208
Bill Discounting (Unsecured)	9,347,010	12,598,917
	1,075,097,261	920,525,211
The above amount Includes		
Secured Borrowings	1,065,750,251	907,926,294
Unsecured Borrowings	9,347,010	12,598,917
	1,075,097,261	920,525,211

- a. Cash Credit and Working Capital Demand Loan from banks (Secured) includes
- (i) Cash Credit facility and working capital demand loan amounting to Rs.89,661,719/- availed from Bank and carries interest @ Base rate + 3.25% (current applicable rate of interest is 13.50%). The said facility is repayable on demand. The said facility is repayable on demand. The facility is secured by first charge on entire current assets, present and future, including entire stocks, book debts, loans and advances, etc of the Company. Further, the said loan is guaranteed by the Corporate Guarantee of Subsidiary Company, Corporate Guarantee of another Company and personal guarantee of three directors of the Company.
 - (ii) Cash credit facility amounting to Rs.74,051,442/- availed from bank is secured by first pari passu charge on inventories and Trade Receivables (present and future) also first pari passu charge on movable and immovable property of the Company's Joint Venture Oriental Containers Limited. The facility carries interest rate at base rate + 3%. The said facility is repayable on demand.
 - (iii) Cash credit facility amounting to Rs.40,363,367/- availed from bank is secured by hypothecation of inventories and Trade Receivables (present and future) also first charge on movable and immovable property of the Company's Joint Venture Claridge Energy LLP. The facility carries interest rate at base rate + 4.50%. The said facility is repayable on demand.
- b. Packing credit facility amounting to Rs.43,946,504/- availed from bank is secured by first pari passu charge on inventories and Trade Receivables (present and future) also first pari passu charge on movable and immovable property of the Company's Joint Venture Oriental Containers Limited. The facility carries interest rate at base rate + 0.75%. The said is facility is repayable on demand.
- c. Foreign Currency Buyers Credit (Secured) includes
- (i) Buyers Credit amounting to Rs.30,565,658/- availed from Bank and carries interest in the range of Libor + 1% to Libor + 1.25%. The facility is secured by first charge on entire current assets, present and future, including entire stocks, book debts, loans and advances, etc of the Company. Further, the said loan is guaranteed by the Corporate Guarantee of Subsidiary Company, Corporate Guarantee of another Company and personal guarantee of three directors of the Company. The usance period of the said facility is upto 180 days.
 - (ii) Buyers credit amounting to Rs.68,593,524/- availed from bank is secured by first pari passu charge on inventories and Trade Receivables (present and future) also first pari passu charge on movable and immovable property of the Company's Joint Venture Oriental Containers Limited. The facility carries interest rate in a range of Libor plus 70 basis point to 75 basis point and duration of these buyers credit ranges from 120 days to 180 days.
- d. Short Term Loan amounting to Rs.525,743,561/- is obtained from banks and is secured by capital guaranteed bonds amounting to Rs.866,743,809/- of Company's Subsidiary United Shippers Limited with advance margin 0.80% and default margin 2%. The said term loan is fully repayable in the next financial year.
- e. Short Term loan (Secured) amounting to Rs.192,824,476/- taken from Kotak Mahindra Prime Limited represents a working capital loan secured against hypothecation of vehicles, amount receivable / book debts, current assets of Company's Subsidiary Shinrai Auto Services Limited.
- f. Bill Discounting (Unsecured) represents bills discounted with Bank and carries interest in the range of 12% to 12.75%. The usance period of said facility is upto 60 days.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

9. Other Current Liabilities

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Trade payables		
Due to Micro and Small Enterprises (note 38)	4,908,116	5,970,348
Others	627,476,802	705,731,141
	<u>632,384,918</u>	<u>711,701,489</u>
Other Liabilities		
Liability for Expenses	71,133,951	84,412,907
Liability for Capital Asset	19,717,869	-
Liability for Purchase of Non Current Investment	24,925,000	-
Current maturities of long-term borrowing (note 4)	124,532,554	134,899,820
Unclaimed Dividends	1,758,154	1,187,712
Deposit Received	69,207,442	23,290,806
Interest accrued and due on borrowings	7,814,948	8,852,892
Interest accrued and not due on borrowings	3,602,576	1,124,343
Statutory Dues Payable	52,774,461	66,858,233
Advance from Customers	13,366,814	12,823,078
Income received in advance	70,488	1,270,488
Calls in Advance	3,610	3,610
Others Payables	159,815,931	122,858,980
	<u>548,723,798</u>	<u>457,582,869</u>
	<u>1,181,108,716</u>	<u>1,169,284,358</u>

Notes to Consolidated Financial Statements (Continued)
as at 31st March, 2014

10. FIXED ASSETS

(Amount in ₹)

Description	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK			
	As on 1st April, 2013	Adjustment on Consolidation	Additions during the year	Deductions during the year	As on 31st March, 2014	Upto 31st March, 2013	Adjustment on Consolidation	For the year	Deductions during the year	Total upto 31st March, 2014	As on 31st March, 2014	As on 31st March, 2013
A. Tangible Asset												
Leasehold Land	59,534,264	-	-	-	59,534,264	1,250,345	-	242,501	-	1,492,846	58,041,418	58,283,919
Leasehold Improvement	-	-	4,564,268	-	4,564,268	-	-	294,469	-	294,469	4,269,799	-
Freehold Land	2,488,839,679	-	13,062,347	-	2,501,902,026	4,533,022	-	4,533,022	-	4,533,022	2,487,369,004	2,484,306,657
Buildings	367,191,428	-	12,114,123	-	379,305,551	120,396,903	-	18,217,236	-	138,614,139	240,691,412	246,794,525
Residential Flats	8,025,402	-	-	-	8,025,402	1,181,101	-	130,286	-	1,311,387	6,714,015	6,844,301
Plant and Machinery	979,448,072	-	72,255,262	49,000	1,051,654,334	427,925,897	-	66,139,419	5,182	494,060,134	557,594,200	551,522,175
Electric Installations (AC)	33,166,816	-	4,354,258	-	37,521,074	14,682,409	-	1,676,210	-	16,358,619	21,162,455	18,484,407
Office Equipments	69,431,234	1,798,563	2,272,570	26,800	73,475,367	43,442,796	1,319,477	1,529,872	4,435	46,287,710	27,187,857	25,988,438
Computer	29,530,548	410,703	3,315,774	45,975	33,211,050	24,767,652	358,753	2,137,800	45,211	27,218,994	5,992,056	4,762,897
Furniture and Fixtures	42,409,100	740,726	7,573,163	-	50,722,989	27,593,026	727,722	2,909,925	-	31,230,673	19,492,316	14,816,074
Vehicles	167,207,326	747,755	20,982,897	14,213,833	174,724,145	80,193,235	859,360	25,563,890	9,392,153	97,224,332	77,499,813	87,014,091
Motor Trucks	377,355,251	-	15,019,913	16,943,899	375,431,265	149,904,923	-	68,587,662	14,965,826	203,526,759	171,904,506	227,450,327
Fire Fighting Equipments	718,634	-	23,463	-	742,097	525,988	-	29,491	-	555,479	186,618	192,646
Laboratory Equipments	2,509,350	-	41,756	-	2,551,106	1,660,043	-	85,862	-	1,745,905	805,201	849,307
Weighing Machines	915,295	-	-	-	915,295	869,968	-	10,872	-	880,840	34,455	45,327
Vessels & Barges	1,496,290,284	-	77,208,947	22,658,975	1,550,840,256	398,853,865	-	137,833,220	18,102,558	518,584,527	1,032,255,729	1,087,436,419
Port Jetty	-	36,457,173	15,973,170	-	52,430,343	265,522,905	-	226,796	-	12,640,240	39,790,103	-
Excavator & Payloader	501,970,498	-	52,339,702	14,743,492	539,566,708	265,522,905	-	76,791,594	12,647,154	329,667,345	209,899,363	236,447,593
Total (A)	6,624,543,181	40,154,920	301,101,613	68,681,974	6,897,117,740	1,563,304,078	15,678,756	402,407,105	55,162,519	1,926,227,420	4,970,890,320	5,061,239,103
As at 31st March, 2013	5,843,213,027	(155,077,276)	1,037,990,619	101,583,189	6,624,543,181	1,305,017,165	(38,870,785)	371,346,800	74,189,103	1,563,304,078	5,061,239,103	-
B. Intangible Assets												
Computer Intangible	1,107,990	-	-	-	1,107,990	74,068	-	103,392	-	177,460	930,530	1,033,922
Other Goodwill	833,943	-	-	-	833,943	833,943	-	-	-	833,943	-	-
Software	6,040,415	-	52,972	-	6,093,387	3,553,956	-	694,626	-	4,248,582	1,844,805	2,486,459
Total (B)	7,982,348	-	52,972	-	8,035,320	4,461,967	-	798,018	-	5,259,985	2,775,335	3,520,381
As at 31st March, 2013	6,539,006	-	1,443,342	-	7,982,348	3,761,500	-	700,467	-	4,461,967	3,520,381	-
Total (A + B)	6,632,525,529	40,154,920	301,154,585	68,681,974	6,905,153,060	1,567,766,045	15,678,756	403,205,123	55,162,519	1,931,487,405	4,973,665,655	5,064,759,484
As at 31st March, 2013	5,849,752,033	(155,077,276)	1,039,433,961	101,583,189	6,632,525,529	1,308,778,665	(38,870,785)	372,047,267	74,189,103	1,567,766,045	5,064,759,484	-

Note:

- (i) Freehold Land amounting to Rs.2,29,82,05,800/- includes dilapidated building.
(ii) One of the subsidiary had revalued its Freehold Land on 14.03.2005 and 31.10.2009 and an addition of Rs.48,51,07,747/- and Rs.174,36,24,464/- respectively (aggregating to Rs.222,87,32,211/-) was made to value of Freehold Land on the basis of valuation reports.
- Building includes Rs.34,208,890/- (W.D.V. as on 31st March, 2014 Rs.13,621,370/-) pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.
- (i) Residential flats includes deposit for Shares in Co-operative Society Rs.9,875/-.
(ii) Residential flats at Murbad and some of vehicles are pending for registration in the name of the Company and Joint Venture Oriental Containers Limited.
(iii) Lease hold land bearing plot no. B-28 at Goa is pending for registration in the name of the Joint Venture Oriental Containers Limited.
- Office equipment includes Rs.11,030/- pursuant to the scheme of amalgamation with Naman Tradevest Pvt Ltd. and Zeuxite Investments Pvt Ltd. with the Company.
- Addition to Fixed Assets (Plant & Machinery) includes an exchange gain of Rs.1,34,24,336/-.
- During the period, the Company has reviewed its fixed assets for impairment loss as required by Accounting Standards 28 "Impairment of Assets". In the opinion of management no provision for impairment loss is considered necessary.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

11. Non Current Investments

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Trade investment (valued at cost unless stated otherwise)		
A. Other Investments (Unquoted) (Valued at cost)		
36,00,000 shares (previous year 36,00,000 shares) of Rs.10/- each fully paid up in Great United Energy Private Ltd.	36,000,000	36,000,000
1,23,75,000 Shares (Previous year 1,23,75,000 shares) of Rs.10/- each fully paid up in CGU Logistics Limited	123,750,000	123,750,000
Less : Provision for diminution in value of investment	(123,750,000)	(112,449,993)
	<u>36,000,000</u>	<u>47,300,007</u>
Other Investments (Fully Paid Up)		
10 shares (previous year 10 shares) of Rs.10/- each fully paid up in Equity Shares of New India Co-operative Bank Ltd.	102	102
875 shares (previous year 875 shares) of Rs. 100/- each fully paid up in Equity Shares of Madhavpura Mercantile Co-operative Bank Ltd.	87,500	87,500
1,000 shares (previous year 1,000 shares) of Rs.10/- each fully paid up in Equity Shares of Saraswat Co-operative bank	10,000	10,000
NIL shares (previous year 5,000 shares) of Rs.10/- each fully paid up in Equity Shares of Suraj Containers Limited	-	50,000
	<u>97,602</u>	<u>147,602</u>
B. Unquoted Preference Shares		
23,90,000 shares (previous year 23,90,000 shares) of Rs.10/- each fully paid up in 14% Preference Shares in One Time Leafin Services Ltd.	2,390,000	2,390,000
	<u>2,390,000</u>	<u>2,390,000</u>
C. Quoted : Equity Shares		
39,287 shares (previous year 39,287 shares) of Rs.10/- each fully paid up in Soma Paper Mills Ltd.	1,719,409	1,719,409
17,94,358 shares (previous year 4,06,780 shares) of Rs.10/- each fully paid up in Kopran Ltd.	25,069,703	5,201,071
240 shares (previous year 240 shares) of Rs.10/- each fully paid up in Bayer Crop Science Ltd.	2,219	2,219
13 shares (previous year 13 shares) of Rs.10/- each fully paid up in Indian Dyestuff Industries Ltd.	447	447
25,500 shares (previous year 25,500 shares) of Rs.10/- each fully paid up in IMP Power Ltd.	313,039	313,039
45,000 shares (previous year 45,000 shares) of Rs.10/- each fully paid up in Equity Shares of The Aluminum Industries Limited	450,000	450,000
5,700 shares (previous year 5,700 shares) of Rs.10/- each fully paid up in Equity Shares of Canara Bank	199,500	199,500
3,682 shares (previous year 3,682 shares) of Rs.10/- each fully paid up in Equity Shares of Punjab National Bank	1,435,980	1,435,980
1,227 shares (previous year 1,227 shares) of Rs.10/- each fully paid up in Equity Shares of Abott Laboratories Ltd. (Previously known as Solvay Pharma Ltd)	2,345,711	2,345,711
9,46,738 shares (previous year 9,46,738) of Rs.10/- each fully paid up in Equity Shares of Excel Glasses Ltd.	3,663,633	3,663,633
1,06,420 shares (previous year 1,06,420 shares) of Rs.10/- each fully paid up in Equity Shares of KJMC Financial Services Limited	191,140	191,140
1,06,420 shares (previous year 1,06,420 shares) of Rs.10/- each fully paid up in Equity Shares of KJMC Global Market (I) Limited	607,065	607,065
Less: Provision for diminution in value	(192,019)	(702,574)
	<u>35,805,827</u>	<u>15,426,640</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
D. Investment in Bonds (Unquoted)		
Investment in capital guaranteed bonds	855,775,559	462,584,231
E. Other Investments		
	<u>29,105</u>	<u>1,000</u>
Total	<u>930,098,093</u>	<u>527,849,480</u>
Aggregate amount of Quoted Investments	35,805,827	15,426,640
Aggregate amount of Unquoted Investments	894,292,266	512,422,840
Market Value of Quoted Investments	114,535,423	15,713,906

The Shares / Debentures held as investment by the company have been classified as Long term Investment by the Management. No provision for the diminution if any, in the value of other investment has been made in the accounts as the Management is of the view that such diminution is not of permanent nature and the same is not intended to be traded except provision for diminution of Rs.123,942,019/- (previous year Rs.113,152,567/-) where the management is of the view that the same is of permanent nature.

Details of Investment in LLP

Investment in Claridge Energy LLP

Name of the partner and share in profit (%)

Oricon Enterprises Ltd.	50	50
Vinod Pareek	25	25
Rashmi Pareek	25	25
Total Capital of the Firm (₹)	10,000,000	10,000,000

12. Deferred Tax Assets

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	-	-
Gross Deferred Tax Liability	-	-
Deferred Tax Asset		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	5,334,319	1,656,717
Provision for Gratuity / Leave Encashment	1,148,091	1,173,471
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	932,635	981,202
Others	2,514,996	5,245,543
Gross Deferred Tax Assets	<u>9,930,041</u>	<u>9,056,933</u>
Deferred Tax Asset	<u>9,930,041</u>	<u>9,056,933</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

13. Loans and Advances

	Non-Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Capital Advances				
Unsecured, Considered good	263,242,180	236,649,332	-	-
(A)	<u>263,242,180</u>	<u>236,649,332</u>	<u>-</u>	<u>-</u>
Security Deposit				
Unsecured, Considered good				
To Related Parties (Note 29)	14,961,000	21,000,000	-	-
To Others	326,417,376	273,369,319	17,499,905	6,946,491
(B)	<u>341,378,376</u>	<u>294,369,319</u>	<u>17,499,905</u>	<u>6,946,491</u>
Loans & advances to related parties (note 29)				
Unsecured, Considered good	567,227,104	568,782,712	25,823,567	26,573,567
(C)	<u>567,227,104</u>	<u>568,782,712</u>	<u>25,823,567</u>	<u>26,573,567</u>
Advances recoverable in cash or in kind				
Unsecured, Considered good	832,450,017	903,437,540	134,679,685	223,849,249
(D)	<u>832,450,017</u>	<u>903,437,540</u>	<u>134,679,685</u>	<u>223,849,249</u>
Other loans and advances				
Advance Income tax (including refund receivable)	97,311,728	61,598,334	9,703,831	156,144
Loans to employees	-	-	10,908,412	18,714,399
Balances with Statutory / Government Authorities				
Balance with Excise Authorities	4,355,906	7,443,090	53,365,116	33,099,514
MVAT Receivable	3,463,134	2,501,720	-	-
MAT Credit Entitlement	16,561,302	19,981,143	3,420,000	868,959
(E)	<u>121,692,070</u>	<u>91,524,287</u>	<u>77,397,359</u>	<u>52,839,016</u>
TOTAL (A + B + C + D + E)	<u>2,125,989,747</u>	<u>2,094,763,190</u>	<u>255,400,516</u>	<u>310,208,323</u>
Loans to employee include				
Dues from Directors	-	-	-	-
Dues from Officers	-	-	10,708,412	18,514,399
Dues from Workers	-	-	200,000	200,000
Loans and advances to related parties include				
Dues from Limited Liability Partnership				
Firm Claridge Energy LLP	-	-	25,823,567	26,573,567
Dues from Koprana Laboratories Limited	4,243,734	82,728,108	-	-
Dues from Dharamtar Infrastructure Limited, Joint Venture	562,983,370	486,054,604	-	-
Security Deposit to related parties include				
Dues from Shree Gayatri Trust	14,961,000	21,000,000	-	-

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014

14. Other Assets

	Non-Current		Current	
	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Unsecured, Considered Good unless stated otherwise				
Non-current Bank Balances (note 18)	148,605,091	144,829,511	-	-
(A)	148,605,091	144,829,511	-	-
Others				
Interest accrued on fixed deposits	911,712	10,221	1,260,237	3,168,092
<u>Long Term Trade Receivable</u>				
Considered Doubtful	855,627	425,801	-	-
Less: Provision for Doubtful Debt	(855,627)	(425,801)	-	-
Rent Receivable	-	-	67,149,084	42,751,015
Others	-	-	11,395,879	9,525,233
(B)	911,712	10,221	79,805,200	55,444,340
	149,516,803	144,839,732	79,805,200	55,444,340

15. Current Investment

	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
Unquoted Debentures		
Fully Redeemable, unlisted, unrated, secured, non - convertible debenture - Avantha Holdings Limited	-	-
Unquoted Mutual Funds		
64,51,521.32 (Previous Year 98,24,025.34) unit of Canara Robeco Floating rate short term fund	198,974,410	71,524,301
3,492.27 (Previous Year 637.55) unit of Canara Robeco Treasury Advantage Fund	109,627,633	4,332,890
80,45,57.012 (Previous Year NIL) unit of L&T Triple Ace Bond Fund	10,000,000	-
3,221.794 unit of Reliance Liquid Fund Treasury Plan Growth	10,000,000	22,500,082
50,00,000 (Previous Year NIL) unit of SBIMF SDFS A-Growth	50,000,000	-
50,00,000 (Previous Year NIL) unit of SBI Mutual Fund (SDFS)	50,000,000	-
ICICI Prudential Flexible income Growth	30,258,468	-
ICICI Prudential Ultra Short term Growth	10,112,736	-
Unquoted Bonds		
Capital Guaranteed Bonds	10,968,250	113,288,931
	479,941,497	211,646,204
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	479,941,497	211,646,204
Market Value of Quoted Investments	-	-

16. Inventories

(As taken, valued and certified by the Managing Director)		
(Valued at cost or net realisable value, whichever is lower)		
Raw Materials	127,946,107	121,751,807
Work-in-progress	18,129,049	14,042,366
Finished goods	106,433,467	78,150,578
Store and spares	26,128,635	23,457,943
Store and spares (Traded goods)	20,128,643	16,996,022
Shares (Traded goods)	102,612,139	102,492,923
Car (Traded goods)	110,930,582	199,156,040
Fuel	391,250	303,461
Goods in Transit		
Raw Material	14,805,156	20,568,647
Stores and spares	201,341	34,725
	527,706,369	576,954,512

**Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2014**

17. Trade Receivables and other assets

	As at 31st March, 2014	As at 31st March, 2013
	₹	₹
Unsecured, Considered good (unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered good	115,628,126	144,974,626
Other receivables		
Unsecured, Considered good	1,230,675,060	1,231,466,978
Secured, Considered good	2,334,629	18,014,426
	<u>1,348,637,815</u>	<u>1,394,456,030</u>

18. Cash and bank balances

	Non-Current		Current	
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2014	As at 31st March, 2013
	₹	₹	₹	₹
Cash and cash equivalents				
Balances with banks:				
On current accounts			270,662,350	493,302,649
Deposits with original maturity of less than three months			-	3,480,000
On Unpaid dividend account			1,758,154	1,187,712
Cheques / Draft on hand			-	6,734,158
Cash on hand			8,084,231	4,372,721
			<u>280,504,735</u>	<u>509,077,240</u>
Other bank balances				
Margin Money deposit with original maturity for more than 12 months	148,605,091	144,829,511	2,279,171	50,347,866
Margin Money deposit with original maturity for more than 3 months but less than 12 months-	-	-	20,237,517	22,428,835
	<u>148,605,091</u>	<u>144,829,511</u>	<u>22,516,688</u>	<u>72,776,701</u>
Amount disclosed under Non-current Assets (note 14)	<u>(148,605,091)</u>	<u>(144,829,511)</u>	-	-
	<u>-</u>	<u>-</u>	<u>303,021,423</u>	<u>581,853,941</u>

Note:

- (i) Fixed deposits amounting to Rs.20,180,361/- (Previous Year Rs. 15,820,709/-) are pledged with the banks as a margin money against the letter of credit issued by the bank.
- (ii) In case of Joint Venture Oriental Containers Limited, fixed deposits amounting to Rs.353,406/- (Previous Year Rs. 6,726,980/-) are pledged with the banks as a margin money against the guarantees and letter of credit issued by the bank.
- (iii) In case of Subsidiary United Shippers Limited, fixed deposits amounting to Rs.150,588,012/- (Previous Year Rs. 195,058,523/-) are pledged with the bank as a margin money against the guarantees given by the bank.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

19. Revenue from operations

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
Sales of products		
Finished Goods	1,648,595,279	1,449,389,708
Traded Goods	<u>2,543,327,081</u>	<u>3,325,340,909</u>
Revenue from operations (gross)	4,191,922,360	4,774,730,617
Less : Excise Duty	<u>129,151,913</u>	<u>121,281,732</u>
Revenue from operations (net)	4,062,770,447	4,653,448,885
Sale of Services	4,783,315,419	5,251,255,390
Other Operating Revenue		
Scrap Sales	13,648,089	14,722,525
Others	-	285,071
Revenue from operations	<u>8,859,733,955</u>	<u>9,919,711,871</u>
Details of Products Sold		
Finished Goods Sold		
Petrochemicals Products	404,671,432	280,530,254
Pet Bottle	95,591,451	79,680,652
Liquid Colorants	8,289,829	4,857,574
Closures	868,098,819	837,200,681
Collapsible Tubes	33,423,879	32,932,524
Others	<u>109,367,956</u>	<u>92,906,291</u>
	<u>1,519,443,366</u>	<u>1,328,107,976</u>
Trading Goods Sold		
Chemicals	186,462,409	233,570,024
Colour & Spare	5,336,941	8,207,636
Printing Paper	-	1,906,490
Car	2,109,107,499	2,823,659,753
Spare Parts	239,436,462	256,575,398
Others	<u>2,983,770</u>	<u>1,421,608</u>
	<u>2,543,327,081</u>	<u>3,325,340,909</u>
	<u>4,062,770,447</u>	<u>4,653,448,885</u>
Details of Services Rendered		
Freight	879,629,010	1,145,413,963
Cargo Handling Services	266,517	300,000
Port Services	3,395,376,319	3,204,321,991
Transportation	378,258,404	660,493,596
Transport of Goods Through Waterways	34,320,000	151,200,743
Supply of Tangible Goods for Service	641,785	3,264,757
Business Support Service	389,098	472,323
Storage & Warehouse Service	6,105,945	4,600,924
Others	<u>88,328,341</u>	<u>81,187,093</u>
	<u>4,783,315,419</u>	<u>5,251,255,390</u>

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

20. Other Income

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Rent Received	79,586,319	72,233,245
Warehousing Charges Received	360,000	360,000
Insurance Commission and Finance Incentive	26,409,494	20,335,062
Interest income on		
Bank Deposits	6,355,904	9,512,416
Others	100,895,535	123,499,980
Dividend Income on		
Long Term Investment	268,850	4,828
Current Investment	20,870,936	19,020,696
Discount Received	794,936	4,712,806
Insurance Claim	214,485	848,073
Net Gain /Loss on sale of Fixed Assets	333,676	8,917
Net Gain /Loss on sale of Investments	17,177,547	23,870,839
Reversal of Dimunition in Investment	510,555	-
Miscellaneous Income	9,325,090	4,269,965
Foreign Exchange Fluctuation	1,165,431	442,138
Sundry credit balance written back (Net) (Note 42)	9,248,522	-
	<u>273,517,280</u>	<u>279,118,965</u>

21. Cost of Raw Material and components consumed

Inventory at the beginning of the year	121,751,807	69,712,778
Add: Purchases	965,022,741	873,852,623
	<u>1,086,774,548</u>	<u>943,565,401</u>
Less: Inventory at the end of the year	127,946,107	121,751,807
Cost of raw material and components consumed	<u>958,828,441</u>	<u>821,813,594</u>

Details of Raw Material & Components Consumed

Mix Pentane	305,648,422	209,254,528
Base Colour	6,220,665	2,029,358
Pet Resign	70,628,466	53,923,437
Tin Free Steel / Tin Plate	134,835,042	151,442,282
Aluminum Sheet / Slug / Ingots	84,821,264	91,338,437
Polymers	296,028,633	270,210,232
Others	60,645,949	43,615,320
	<u>958,828,441</u>	<u>821,813,594</u>

Details of Inventory

Raw Materials & Components

Mix Pentane	10,462,028	15,465,727
Base Colour	13,423,555	14,288,932
Pet Resign	803,717	289,846
Tin free steel / Tin Plate	21,420,333	17,039,951
Aluminum sheet / Slug / Ingots	5,527,970	5,815,460
Polymers	28,823,159	39,683,324
Others	47,485,345	29,168,567
	<u>127,946,107</u>	<u>121,751,807</u>

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

22. Increase / (Decrease) in Inventories

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Inventories at the end of the year		
Finished Goods	106,433,467	78,150,578
Traded Goods	233,671,364	318,644,985
Work in Progress	18,129,049	14,042,366
	<u>358,233,880</u>	<u>410,837,929</u>
Inventories at the beginning of the year		
Finished Goods	78,150,578	79,704,475
Traded Goods	318,644,985	378,778,201
Work in Progress	14,042,366	18,330,080
	<u>410,837,929</u>	<u>476,812,756</u>
(Increase)/Decrease in Inventories	<u>52,604,049</u>	<u>65,974,827</u>
Details of Purchase of Traded Goods		
Chemicals	182,806,284	228,871,948
Colour & Spare	5,089,329	8,046,702
Tin Free Steel Sheets	-	1,278,080
Cars	1,662,030,760	2,296,191,159
Spare Parts	192,584,621	203,294,770
Others	3,363,448	33,503
	<u>2,045,874,442</u>	<u>2,737,716,162</u>
Details of Inventory		
Finished Goods		
Petrochemicals Products	10,376,300	4,416,507
Pet Bottle	6,023,314	3,686,010
Liquid Colorants	1,826,058	-
Closures	85,965,323	67,466,604
Collapsible Tubes	910,379	670,778
Others	1,332,093	1,910,679
	<u>106,433,467</u>	<u>78,150,578</u>
Work in Progress		
Closures	18,129,049	14,042,366
	<u>18,129,049</u>	<u>14,042,366</u>
Traded Goods		
Shares	102,612,139	102,492,923
Car	110,930,582	199,156,040
Spare Parts	20,128,643	16,996,022
	<u>233,671,364</u>	<u>318,644,985</u>

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

23. Employee benefit expenses

	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
Salary, Wages & Bonus	371,465,620	335,234,428
Company's contribution to Provident and other Funds	24,124,494	23,129,935
Gratuity	21,719,353	10,103,206
Staff Welfare Expenses	12,989,422	14,185,603
Managerial Remuneration (Note 29(B))	83,819,232	81,829,091
	<u>514,118,121</u>	<u>464,482,263</u>

24. Other expenses

Consumption of Stores, Spares	110,205,958	104,234,232
Power and Fuel	827,217,534	699,398,609
Rent	23,965,531	22,601,587
Job Charges	11,242,222	10,165,143
Transportation and Forwarding	393,752,279	579,063,394
Charter Freight Charges & Other Freight	773,143,259	1,070,225,713
Port Dues & Other Expenses / Certification	230,305,824	275,583,345
Vessel Expenses	260,846,964	199,418,639
Barge & Tug Freight Hire Charges	207,453,798	185,071,070
Stevedoring Charges	37,398,502	32,441,898
Shortages	9,791,957	50,950,091
Demurrages / Dispatch	69,850,673	26,492,215
Handling Charges	231,065,736	138,441,405
Storage Charges	32,516,769	35,717,152
Machinery Hire Charges	127,731,815	115,332,481
Payloader & Excavator Expenses / Machinery	58,047,743	47,939,107
Dumper & Tipper Expenses	110,258,862	89,307,074
Jetty Rent & Utilization Charges	117,499,496	152,891,696
Jetty Repairing Charges	3,696,606	3,205,786
Repairs and Maintenance :		
Building	3,317,105	4,093,435
Plant & Machinery	11,958,865	10,524,340
Others	10,968,770	10,639,696
Insurance	43,652,909	40,359,781
Rates and Taxes *	9,362,804	9,417,525
Excise Duty	2,495,258	1,167,833
Directors Sitting Fees	855,795	825,375
Sundry balances written off (Net) (Note 42)	-	439,266
Donation	1,299,802	11,125,250
Brokerage & Commission	3,555,816	3,624,656
Registration and Octroi Charges	299,970,277	352,048,206
Legal & Professional Charges	34,550,401	33,538,594
Loss on sale of Fixed Assets	1,539	54,445
Loss on sale of Long Term Investment	-	5,093,314
Sales tax paid for earlier years	-	20,804
Vehicle Expenses	45,053,841	43,985,104
Office and Workshop Expenses	40,144,955	44,699,193
Foreign Exchange Fluctuation	15,398,646	1,403,989
Share Issue Expenses	-	2,248
Rebate & Discount	-	36,205
Payment to Auditor (Refer details below)	4,423,787	2,449,805
Royalty (including prior period Rs NIL (P.Y. Rs.13,17,453/-))	1,103,743	2,174,411
Provision / (write back of provision) of Doubtful Debts	429,827	(271,691)
Adjustment to the carrying amount investment	-	231,964
Miscellaneous Expenses	131,124,946	119,066,626
TOTAL	<u>4,295,660,614</u>	<u>4,535,231,011</u>

* Includes Rs. 4,334,357/- (previous year NIL) pertaining to earlier years.

Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014
Payment to Auditor

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
As Auditor:		
Audit Fee	2,648,773	2,174,748
Tax Audit Fee	124,860	133,287
Limited Review	300,000	-
In Other Capacity:		
Taxation Matters	772,100	-
Certificate Fees and Consultancy Charges	567,734	119,244
Reimbursement of Expenses	10,320	22,526
	<u>4,423,787</u>	<u>2,449,805</u>
25. Finance costs		
Interest Expenses		
Term Loans	58,289,015	68,227,257
Others	80,583,422	83,328,901
Bank Charges	11,938,040	9,748,185
Other Finance Cost	1,628,303	2,689,664
	<u>152,438,780</u>	<u>163,994,007</u>

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

26 Earnings Per Share (EPS)

Particulars	Year ended March, 2014	Year ended March, 2013
(a) Profit after Taxation and Minority Interest	217,262,659	347,528,770
(b) Less - Preference Dividend	12,752,455	12,752,455
(c) Profit after taxation and preference dividend	204,510,204	334,776,314
Basic EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Weighted average number of equity shares of Rs.2/- each in share capital suspense	-	-
(d) Total weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Earnings per share (EPS)		
- Basic Earnings per share on Profit after taxation (Rs.) [(c) / (d)]	1.99	3.26
Diluted EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	102,547,715
Weighted average number of equity shares of Rs.2/- each in share capital suspense	-	-
Weighted average number of potential equity shares of Rs.2/- each on account of Compulsorily Convertible Preference Shares (CCPS)	54,500,000	54,500,000
(e) Total weighted average number of equity shares of Rs.2/- each	157,047,715	157,047,715
(f) Earnings per share (EPS)		
- Diluted Earnings per share on Profit after taxation (Rs.) [(a) / (e)]	1.38	2.21

27 Employment Benefit Plan

Consequent to Accounting Standard-15 'Employee Benefits' (Revised 2005) becoming effective, the Company has made the provision for Defined Contribution Plan and Defined Benefit Plan.

I. Defined Contribution Plan:

During the year, the Company has recognised Rs. 2,639,943/- (Previous period Rs.2,905,858/-) towards Superannuation Scheme with Life Insurance Corporation of India and Rs.22,061,931/- (Previous period Rs.20,844,845/-) towards Provident Fund, Employee's State Insurance Scheme, Government Welfare Fund and Employee's Deposit Linked Insurance etc. as Defined Contribution Plan Obligation.

II. Defined Benefit Plan:

Gratuity

Liability is computed on the basis of Gratuity payable on retirement, death and other withdrawals as per the Act and already accrued for past service, with the qualifying wages/salaries appropriately projected, as per the Projected Unit Credit Method.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

i. Actuarial Assumption

Particulars	Year ended 31st March, 2014 Gratuity (%)	Year ended 31st March, 2013 Gratuity (%)
Discount Rate Current	8% to 9.31%	8% to 8.50%
Rate of Increase in Compensation Levels	5% to 6.75%	4.75% to 6%

ii. Table Showing Change in Benefit Obligation

Particulars	Year ended 31st March, 2014 Gratuity (₹)	Year ended 31st March, 2013 Gratuity (₹)
Projected Benefit Obligations (PBO) at the beginning of the year	25,198,620	19,638,325
Adjustment on account of opening balances in respect of joint venture (OCL) and subsidiary (SASL)	-	-
Interest Cost	2,050,500	1,667,599
Service Cost	1,601,185	1,682,147
Past Service Cost	-	-
Benefits paid	(424,022)	(482,431)
Actuarial (gain) / loss on Obligations	1,108,536	2,692,980
Projected Benefit Obligations (PBO) at the end of the year	29,534,819	25,198,620

iii. The Amounts to be recognised in Balance Sheet and Income Statement and the related analysis

Present Value of Obligation	29,534,819	25,198,620
Adjustment on account of opening balances in respect of joint venture (OCL) and subsidiary (SASL)	-	-
Fair value of Plan Assets	-	-
Unrecognised Actuarial gains (losses)	-	-
Unrecognised Transitional Liability	-	-
Liability Recognised in Consolidated Balance Sheet	29,534,819	25,198,620

iv. Net Periodic Cost

Current Service Cost	1,601,185	1,682,147
Interest Cost	2,050,500	1,667,599
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Net Actuarial (gain) loss recognised in the period	1,108,536	2,692,980
Expenses Recognised in the Statement of Consolidated Profit and Loss	4,760,221	6,042,726

v. Movements in the liability recognised in the Balance Sheet:

Opening Net Liability	25,198,620	19,638,325
Adjustment on account of opening balances in respect of joint venture (OCL) and subsidiary (SASL)	-	-
Expense as above	4,760,221	6,042,726
Contributions paid	(424,022)	(482,431)
Closing Net Liability	29,534,820	25,198,620

The above information with regard to Defined Benefit Plan has been given in respect of Oricon Enterprises Limited (Parent Company), Shinrai Auto Services Limited (Subsidiary Company) and Oriental Containers Limited (Joint Venture).

28. Segment Reporting

The disclosure in respect of Segment information as per Accounting Standard - 17 on "Segment Reporting" as notified under the Companies (Accounting Standards) Rules, 2006 for the period ended 31st March, 2014 is given as follows:

Notes to the Consolidated Financial Statements (Continued) for the year ended 31st March, 2014

(a) Business Segments:

(Amount in ₹)

PARTICULARS	PETROCHEMICALS		TRADING		AUTOMOBILES		PACKAGING		SHIPPING & RELATED LOGISTICS		LIQUID COLOURANTS		OTHERS		TOTAL	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
REVENUE :																
External Revenue	404,671,432	280,530,254	194,086,611	245,107,710	2,422,921,484	3,159,973,268	932,790,282	905,424,270	4,694,987,078	5,170,068,297	11,740,176	11,507,402	202,657,059	165,324,955	8,863,854,122	9,937,936,157
Inter-segment Revenue	-	-	(2,287,261)	-	-	(14,434,180)	-	-	-	-	(1,832,906)	(3,790,106)	-	-	(4,120,167)	(18,224,286)
Total Revenue	404,671,432	280,530,254	191,799,350	245,107,710	2,422,921,484	3,145,539,088	932,790,282	905,424,270	4,694,987,078	5,170,068,297	9,907,270	7,717,296	202,657,059	165,324,955	8,859,733,955	9,919,711,871
RESULT																
Segment Result	49,833,013	31,322,384	3,813,347	5,867,580	25,199,548	16,368,758	36,062,438	28,470,722	565,865,600	891,454,083	(1,998,033)	(1,455,532)	8,673,950	11,506,774	687,449,843	983,534,769
(Less) / Add : Unallocable Income / (Expenses) (Net of unallocable Expenses)															54,692,820	72,580,698
Less: Interest Expenses															(138,872,437)	(151,556,158)
Add: Interest Income															107,251,439	133,012,396
Profit Before Prior Period Adjustment															710,521,665	1,037,571,705
Less/(Add)-Prior Period Adjustment															35,206	2,021
Profit Before Taxation & exceptional item															710,486,459	1,037,569,684
Exceptional Items															11,300,007	19,561,407
Profit before tax															699,186,452	1,018,008,277
Less: Provision for Current Tax															262,574,198	316,048,450
Less: Provision for Deferred Tax															(3,596,931)	5,318,651
Less: Income / fringe benefit tax for earlier years															7,414,399	11,628,502
Less: MAT Credit Entitlement															-	(2,288,446)
Profit After taxation and before Minority Interest															432,754,786	667,301,120
Less: Minority Interest															214,507,902	339,772,350
Less: Share of Profit of Associates															1,439,717	-
Add: Preacquisition profit / (loss) related to further investment in subsidiary															455,492	-
Profit After taxation															217,262,659	347,528,770
OTHER INFORMATION																
Segment Assets	103,230,730	96,240,317	83,761,775	144,115,967	547,309,424	674,841,648	957,561,659	958,055,667	3,748,984,920	3,670,157,290	40,345,979	43,724,127	194,706,753	172,206,448	5,675,901,240	5,759,341,464
Unallocable Assets															6,085,248,465	5,600,723,653
Total Assets															11,761,149,705	11,360,065,116
Segment Liabilities	32,596,253	27,757,052	17,572,825	92,950,502	137,782,861	149,956,412	227,873,983	221,214,686	496,677,788	531,870,824	4,898,150	5,095,264	32,801,351	7,364,364	950,203,212	1,036,208,104
Unallocable Liabilities															2,954,184,424	2,792,991,733
Total Liabilities															3,904,367,637	3,829,200,837
Capital Expenditure																
Segment Capital Expenditure	2,864,124	45,82,176	-	-	153,061,112	11,461,290	58,961,608	94,297,431	235,695,059	501,018,119	176,407	200,703	22,324,797	19,522,023	473,083,107	631,081,742
Unallocable Capital Expenditure															16,313,688	20,462,056
Total Capital Expenditure															489,396,795	651,543,798
Depreciation/Amortisation																
Segment Depreciation / Amortisation	4,022,488	3,716,207	-	-	11,411,798	12,561,002	50,186,860	45,175,589	315,636,676	289,737,511	1,536,121	1,541,258	10,468,766	9,773,233	395,262,709	362,504,799
Unallocable Depreciation / Amortisation															9,942,414	9,542,468
Total Depreciation / Amortisation															403,205,123	372,047,267

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

(b) Secondary Segment Reporting (Geographical Segments):

The distribution of the company's Sales, Assets and Capital Expenditure by Geographical market is as under:

(Amount in ₹)

	31.03.2014	31.03.2013
Sales Revenue		
India	8,559,756,996	9,687,969,433
Outside India	299,976,959	231,742,438
Total Revenue	8,859,733,955	9,919,711,871
Segment Assets		
India	11,730,190,534	11,308,934,832
Outside India	30,959,171	51,130,284
Total Assets	11,761,149,705	11,360,065,116
Capital Expenditure		
India	489,396,795	582,965,536
Outside India	-	68,578,262
Total Capital Expenditure	489,396,795	651,543,798

29 Related Party Disclosure

Disclosure requirement as per Accounting Standard 18 "Related Party Disclosure" as notified under the Companies (Accounting Standards) Rules, 2006.

A Names of the Related Parties and nature of relationship:

(i) Key Management Personnel and his / her relatives

- (a) Rajendra Somani Managing Director
- (b) Sevantilal J. Parekh Chairman Cum Managing Director in a subsidiary
- (c) Varun Somani Managing Director in a subsidiary
- (d) B. K. Toshniwal
- (e) V. N. Kamath
- (f) Balmukund Gaggar
- (g) Sarla S Parekh, Sujata Parekh Kumar
- (h) Captain Sanjay Goel
- (i) Rajeev Merchant
- (j) Paras Dakalia
- (k) Sudeep Singh (w.e.f. 15.10.2012)
- (l) Shrikant Malpani (w.e.f. 15.10.2012)

(ii) Enterprises over which Key Management Personnel & their Relatives exercise significant influence where the Company has entered into Transactions during the year:

- (a) G. Claridge & Co. Limited
- (b) Oriental Enterprises
- (c) Shree Gayatri Trust
- (d) Elian Trading Company Private Limited
- (e) Practical Financial Services Private Limited
- (f) Sunil Family Trust

(iii) Joint Ventures of the company

- (a) Oriental Containers Ltd. (OCL)
- (b) Claridge Energy LLP

(iv) Joint Ventures of the Subsidiary

- (a) Dharamtar Infrastructure Limited (DIL)
- (b) CGU Logistics Ltd (ceased to be a Joint Venture)

(v) Enterprise in which key Management Personnel of a subsidiary Company is Common:

- Kopran Laboratories Limited

Note : Related Party Relationships have been identified by the Management and relied upon by the Auditors.

Notes to the Consolidated Financial Statements (Continued) for the year ended 31st March, 2014

B. DETAILS OF TRANSACTIONS BETWEEN THE COMPANY & RELATED PARTIES & THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2014

Nature of Transaction	(Key Management Personnel)										(Key Managerial person having controlling interest)				Total
	Oriental Containers Ltd.	Clairidge Energy LLP	DIL	S. J Parekh	Rajiv V Merchant	Captain Sanjay Goel	Rajendra Somani	Others	Kopran Laboratories Ltd.	Elian Trading Company Pvt. Ltd.	Sunil Family Trust	Practical Financial Services Pvt. Ltd.	Shree Gayatri Trust		
Interest Paid	(1,553,544)	-	-	-	-	-	-	-	-	-	-	-	-	(1,553,544)	
Interest Earned	124,274	-	58,616,284	-	-	-	-	8,301,452	-	-	-	-	-	67,042,010	
Rent Expense	-	-	(47,003,578)	-	-	-	-	(2,728,108)	-	-	-	-	-	(49,731,686)	
Rent Income	2,520,000	-	-	-	-	-	-	6,000,000	-	420,000	823,431	-	-	1,243,431	
Revenue	(2,520,000)	-	-	-	-	-	-	(6,000,000)	-	-	(815,940)	-	-	(8,520,000)	
Rates & Taxes	-	-	259,903	-	-	-	-	-	-	-	-	-	-	259,903	
Remuneration to Key Management Personnel	-	-	(13,127,692)	-	-	-	-	-	-	-	-	-	-	(13,127,692)	
Loans & Advances Given	7,111,847	-	-	38,435,521	8,041,348	9,623,813	10,133,471	17,585,079	-	-	-	-	2,589,000	83,819,232	
Receipts towards Loans & Advances Given	(57,861,982)	-	-	(46,845,041)	(5,849,494)	(9,894,602)	(9,120,243)	(10,119,711)	-	-	-	-	(2,100,000)	(81,829,091)	
Deposit Paid	-	-	-	-	-	-	-	8,471,307	-	-	-	-	-	8,471,307	
Purchase of goods, services & facilities	7,111,847	2,000,000	12,623,397	-	-	-	-	86,955,681	-	-	-	-	-	1,09,440,925	
Sale of goods / Services	(68,291,982)	(19,250,000)	(59,986,198)	-	-	-	-	(80,000,000)	-	-	-	-	-	(138,278,180)	
Purchase of Fixed Assets	9,613,723	2,750,000	111,148,566	-	-	-	-	-	-	-	-	-	-	126,512,289	
Reimbursement towards currency exchange fluctuation & other charges	(8,843,584)	-	(134,001,252)	-	-	-	-	-	6,270,393	-	-	-	-	(140,664,890)	
Guarantees given to Bank against term loan	322,000	-	-	-	-	-	-	-	(6,663,638)	-	-	-	-	(6,341,638)	
Receipts towards deposit paid	(6,740,221)	-	-	-	-	-	-	-	-	-	-	-	-	(6,740,221)	
Guarantees given to Bank against term loan	-	-	68,795,376	-	-	-	-	7,055,923	-	-	-	-	-	75,851,300	
Receipts towards deposit paid	-	-	(86,854,700)	-	-	-	-	(2,307,421)	-	-	-	-	-	(89,162,121)	
Balances as on 31st March, 2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
1. Loans & Advances given	-	25,823,567	562,983,370	-	-	-	-	4,243,734	-	-	-	-	-	593,050,671	
2. Debtors / Other Receivables / Unutilised Receivables	-	(26,573,567)	(486,054,604)	-	-	-	-	(82,728,108)	-	-	-	-	-	(595,356,279)	
3. Deposits paid	390,857	-	262,228	-	-	-	-	37,735,536	-	-	-	-	-	39,128,621	
4. Creditors for Expenses / Advance billing	(4,193,227)	-	(4,858,348)	-	-	-	-	(43,674,588)	-	-	-	-	-	(52,726,164)	
5. Guarantees given to Bank against term loan	-	-	-	-	-	-	-	45,458	1,748,792	-	-	-	14,961,000	17,263,250	
	-	-	68,795,376	-	-	-	-	(45,458)	(24,420)	-	-	-	(21,000,000)	30,863,617	
	-	-	(86,854,700)	-	-	-	-	-	-	-	-	-	-	(86,854,700)	

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

30 Estimated amount of contracts remaining to be executed and Other Commitments

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	₹	₹
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	43,260	3,186,032
Other Commitments	-	-

31 Contingent Liability

Contingent Liabilities not provided for in respect of:

(a) Guarantees given by Company's Bankers and counter guaranteed by the Company	29,345,000	29,795,000
(b) Disputed demands of Excise Duty & Service Tax	13,668,603	13,254,234
(c) Income Tax disputed in appeals	140,744,962	101,536,138
(d) Assignment of sales tax liability	118,844,503	154,826,587
(e) Letter of Credit	106,939,810	103,236,755
(f) Unfulfilled export commitments	343,459,302	370,300,999
(g) Disputed Freight Tax Liability	12,402,837	28,648,712
(h) On account of corporate guarantees to a Bank for financial facility extended to Subsidiary Company and a Partnership Company	120,000,000	120,000,000
(i) In case of Subsidiary Company United Shippers Limited, the Subsidiary Company has provided Corporate Guarantee of Rs.127,920,000/- (P.Y. Rs.161,500,000/-) to State Bank of India against the term loan provided to Dharamtar Infrastructure Limited. The Company has provided 100% Corporate guarantee (CG) against ECB loan of USD 3 Million (equivalent to Rs.127,920,000/-) provided to its subsidiary USL Coeclerici Logistics Pvt. Ltd. for its Floating Crane Vessel Project.		
(j) In case of Subsidiary Company United Shippers Limited, in December 2013, as per settlement agreement between The Tata Power Ltd (TPCL) and United Shippers Ltd(USL). It has been agreed that TPCL will pay Rs. 19,390,000/- in full and final settlement against the delivery of coal at least 15,570.205 MT by USL. The Subsidiary Company is in the process of complying the formalities for railway transormation of coal and would deliver the requisite quantity.		
(k) In case of Subsidiary Company United Shippers Limited, the Income Tax Department has reopened the assessment for A.Y. 2000-01, against which the Subsidiary Company has filed a writ petition in the High Court, Mumbai challenging the opening of reassessment proceedings and obtained stay order for further proceedings by the department till the High Court decides the matter.		
(l) In case of Subsidiary Company United Shippers Limited, The Commissioner, Central Excise, Thane II has raised the demand of Service Tax of Rs.56,36,38,084/- vide order dated 30.11.2012, for the period from 01.07.2003 to 31.03.2008, 01.04.2008 to 31.03.2009, 01.04.2009 to 31.03.2010, 01.04.2010 to 31.03.2011 & Rs.2,16,84,812/- by order dated 20.02.2013 for the period from 01.04.2011 to 31.03.2012, together with applicable interest and penalty. The Subsidiary Company has filed appeals against the said orders before the Honorable Customs, Excise & Service Tax Appellate Tribunal Mumbai (CESTAT). The Subsidiary Company has provided pre deposit Rs. 5 Crores against the stay of demand of Commissioner Central Excise Thane II. The Management of the Subsidiary Company is of the opinion that it has an extremely good prima facia case against the order of Honorable Commissioner, Central Excise, Thane II. The matter is pending for adjudication of CESTAT.		
(m) In case of Subsidiary Company United Shippers Limited, during the year the Subsidiary Company has executed bond for Rs.1,38,66,000/- in favour of "The President of India through The Assistant Commissioner (Imports) Nhava Sheva", to transship the containers from Nhava Sheva Port without the payment of Custom Duty to Dharamtar. For the same a Bank Guarantee equivalent to 15% of the bond amount, which comes to Rs.24,26,550/-, has been given. The same is executed through SBI bank in the name of the commissioner of custom JNPT, against which the company has kept equal amount.		
(n) In case of Subsidiary Company United Shippers Limited, the Subsidiary Company has received the Term Loan of Rs.1,15,55,000/- from The R.D.C. Co-op Bank Ltd. against hypothecation of land, repayable on or before 31.10.2013.		
32 Some of the balances of Trade Receivables, Deposits, Loans & Advances, Trade Payables, Liability for Expenses and Capital Assets are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any. The management, however, does not expect any material variation.		
33 In the opinion of the Management, Current Assets, Loans & Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known and determined liability is adequate and not in the excess of the amount reasonably required.		

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

34 "The Subsidiary United Shippers Ltd. has entered into an agreement with Gujarat Maritime Board vide agreement dated 7th October, 1998 and has obtained license to develop, complete, construct, renovate and use of existing jetty/ wharf including construction of offshore and onshore goods facilities and right to use Jetty for 10 years on guarantee of minimum cargo to be handled 4 lakhs M.T. p.a. or minimum wharfage charges of Rs.12,000,000/- p.a. payable to Gujarat Maritime Board. Gujarat Maritime Board has extended the rights to use jetty for a further period of 5 years w.e.f. 23.02.2010, with stipulation of minimum guaranteed wharfage of Rs.12,000,000/- p.a."

35 Movement in 'Goodwill on Consolidation' (Net of Capital Reserves on consolidation) included in the Fixed Assets during the year :

Particulars	Year ended 31st March, 2014 ₹	Year ended 31st March, 2013 ₹
Goodwill on Consolidation (Net) as at 01.04.13	365,769,959	308,670,201
Add: Goodwill arising on purchase of additional stake in Dharamtar Infrastructure Limited	-	57,099,758
Add: Goodwill arising on purchase of additional stake in Shakti Clearing Agency Pvt Ltd	23,567,553	-
Add: Goodwill arising on purchase of stake in Reay Road Iron & Metal warehousing Private Limited	3,986,685	-
Goodwill on Consolidation (Net) as at 31.03.14	393,324,197	365,769,959

36 Movement in 'Minority Interest' during the year :

Minority Interest balance as at 01.04.13	1,928,570,414	1,678,535,298
Add: Minority Share in Share Premium of subsidiary USL	-	21,062,182
Add / (Less): Minority Share in Foreign Currency Translation Reserve of subsidiary USL	25,026,228	31,421,325
Add: Minority Share in Profit of subsidiary USL	214,507,902	339,772,350
Add: Minority Share in Excess Dividend Distribution tax write back	1,406,732	
Less: Minority Share of dividend including dividend tax of subsidiary USL pertaining to previous year paid in the current year	(8,563,204)	(34,252,816)
Less: Goodwill arising on purchase of additional stake in Dharamtar Infrastructure Limited	-	(56,669,504)
Less: Goodwill arising on Consolidation due to purchase of additional stake in Shakti Clearing Agency Pvt Ltd	(23,389,958)	-
Less: Minority Share of Interim dividend including dividend tax of subsidiary USL paid in the current year	(43,100,609)	(51,298,421)
Minority Interest balance as at 31.03.14	2,094,457,505	1,928,570,414

- 37** (a) Depreciation on plant & machinery is charged on straight line method by the Group except by the subsidiaries Shinrai Auto Services Ltd and United Shippers Ltd which follows written down value method. Thus out of the total depreciation on plant & machinery of Rs.66,139,419/- (Previous Year Rs.57,506,320/-) included in the consolidated balance-sheet, 13.35% i.e. Rs.8,830,540/- (Previous Year 10.78% i.e. Rs.6,199,824/-), as a percentage of Rs.66,139,419/- (Previous Year Rs.57,506,320/-), is provided on written down value method and the balance is provided on the straight line method of depreciation.
- (b) Depreciation on assets excluding goodwill, license fees, leasehold land, freehold land and plant & machinery is charged on written down value method by the Group except by the venturer (30%) Oriental Containers Ltd which follows straight line method. Thus out of the total depreciation on assets excluding goodwill, license fees, leasehold land, freehold land and plant & machinery of Rs.335,730,716/- (Previous Year Rs.313,584,594/-) included in the consolidated balance sheet, 1.37% i.e. Rs.4,591,881/- (Previous Year 1.59% i.e. Rs.4,990,060/-), as a percentage of Rs.335,730,716/- (Previous Year Rs.313,584,594/-), is provided on straight line method and the balance is provided on written down value method of depreciation.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

38 Micro, Small and Medium Enterprises

On the basis of the information and records available with the Management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities:

Particulars	31st March, 2014	31st March, 2013
Principal amount remaining unpaid to any supplier as at the year end	4,908,116	5,970,348
Interest due thereon	84,528	72,395
Amount of interest paid during the year	311,782	328,926
Amount of payments made to the supplier beyond the appointed day during the accounting year	17,799,688	16,010,127
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006.	370,031	62,379
Amount of interest accrued and remaining unpaid at the end of the accounting year	1,564,738	1,085,252
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006	1,564,738	1,085,252

39. In case of subsidiary Company United Shippers Limited, the dispatch at Load Port of US \$ 67,711 and demurrage at discharge Port of US \$ 5,866, being total US \$ 73,577 paid by Bulk shipping PTE Limited, Singapore, a subsidiary company to its customer was recovered from USL Shipping DMCEST Dubai, its holding Company and has been netted off against the charter Income / Charter freight paid in Consolidated accounts.

40. Disclosures of derivative instruments in respect of jointly controlled entity OCL:

The company uses forward exchange contract to hedge its exposure to movement in foreign exchange rates.

Outstanding derivative instruments

	As at 31st March, 2014		As at 31st March, 2013	
	Foreign currency Amount	Local currency Amount	Foreign currency Amount	Local currency Amount
Forward Exchange Contracts (USD) (To hedge highly probable exports)	150,000	9,648,600	-	-

The un-hedged foreign currency exposure as on 31 March, 2014 is given below:

	As at 31st March, 2014		As at 31st March, 2013	
	Payables		Payables	
	Foreign currency Amount	Local currency Amount	Foreign currency Amount	Local currency Amount
USD	1,750,801	105,222,773	3,288,845	178,877,952
EURO	1,122,131	92,661,639	1,182,960	82,267,519

	As at 31st March, 2014		As at 31st March, 2013	
	Receivables		Receivables	
	Foreign currency Amount	Local currency Amount	Foreign currency Amount	Local currency Amount
USD	365,129	30,959,171	887,069	48,247,030
EURO	-	-	11	801

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2014**

- 41** In case of Joint venture Claridge Energy LLP, Fire occurred in March, 2013 at the factory due to which there was loss of stock to Rs. 50,20,171/- (Our share amounts to Rs. 25,10,086/-). The insurance company paid claim of Rs. 35,09,672/- (our share amounts to Rs. 17,54,836/-) and remaining balance of Rs. 15,10,499/- (our share amounts to Rs. 7,55,250/-) is charged to Statement of Consolidated Profit & Loss.
- 42** Sundry Credit balance written back (Net) amounting to Rs. 9,248,522/- are net of Sundry debit balances written off amounting to Rs. 5,378,892/- (Previous Year Sundry debit balance written off (Net) amounting to Rs. 439,266/- are net of sundry credit balances written back amounting to Rs. 506,448/-)

43 Previous Year figures

The previous period figures have been re-classified / re-arranged / re-grouped, wherever necessary to conform to the current period presentation.

As per our report of even date annexed

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Regn No.: 105049W

NARENDRA JAIN
Partner
Membership No.048725

Mumbai
May 29, 2014

Sanjay Jain
Company Secretary

For & on behalf of the board

S. J. Taparia Chairman

Sanjay Dosi Director

B. K. Toshniwal Director

Rajendra Somani Managing Director

ORICON ENTERPRISES LIMITED

CIN-L28100MH1968PLC014156

Regd. Off.: 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018.
Email: oclcont@vsnl.com • Website : www.oriconenterprises.com
Tel. No. : +91-22-24964656-60 • Fax No. : +91-22-24963055

NOTICE

NOTICE is hereby given that the **FORTY FOURTH** Annual General Meeting of the Company will be held on **Thursday 11th September, 2014** at **10.15 a.m.** at Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive, Mumbai - 400002 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended March 31, 2014 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend (s).
3. To appoint a Director in place of Shri Surendra Somani (DIN 00600860) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Adarsh Somani (DIN 00192609) who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, M/s. Khandelwal Jain & Co. Chartered Accountants (FRN No. 105049W), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the third consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) of the Company at such remuneration as may be fixed by the Board of Directors on the recommendation of Audit Committee of the Company.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri S J Taparia, (DIN 00112513) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”
7. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri V N Khanna, (DIN 00064502) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”
8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri Vinod Mimani, (DIN 00053976) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is

hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT**, Shri Sanjay Dosi, (DIN 00039107) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”

10. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in supersession of the ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956, by the shareholders in the 30th Annual General Meeting of the Company held on 29th December 2000, and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to Article 159 of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the company with or without security and upon such terms and conditions as they may think fit notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up Share Capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 400.00 crores (Rupees Four hundred Crores only) over and above the aggregate of the paid up Share Capital of the Company and its free reserves.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps for giving effect to the aforesaid resolution.”

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 29th May, 2014
Registered Office:
1076, Dr. E. Moses Road
Worli, Mumbai – 400 018.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A proxy form is sent here with. Proxies submitted on behalf of the Company(ies), Societies, etc must be supported by an appropriate resolution or authority as applicable.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
 3. The Register of Members and the Share Transfer Books of the Company will remain closed from 4th September, 2014 to 11th September, 2014 (both days inclusive).
 4. a) The Dividend if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members on 11th September, 2014.
b) In respect of Equity Shares held in the electronic form, the dividend will be payable to the beneficial owners of shares as on the close of 3rd September, 2014 as per details furnished by the Depositories for this purpose.
Members who have not encashed the dividend warrants for the financial year 2006-2007 and/or any subsequent dividends are requested to write to the Company giving the necessary details.
 5. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.
 6. The brief profile of the Directors proposed to be appointed / re-appointed is given in the section "Report on Corporate Governance" of the Annual Report.
 7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/ NECS) facility should mandatorily be used by the Companies for the distribution of dividend to its members. In order to avail the facility of ECS/ NECS, members are requested to provide bank account details to the company or its Registrar and Share Transfer Agents.
 8. In support of the "Green Initiative" announced by the Government of India electronic copy of the Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy form are being sent by E-mail to those shareholders whose E-mail addresses have been made available to the Company / Depository Participants unless member have requested for a hard copy of the same. For members who have not registered their e-mail addresses physical copies of Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy form will be sent to them in the permitted mode.
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VOTING THROUGH ELECTRONIC MEANS

- i. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically on the resolutions mentioned in the Notice of 44th Annual General Meeting of the Company.
- ii. The E- Voting period commences on 5th September, 2014 (9.00am) and ends on 7th September, 2014 (6.00 pm). During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - a) Open email and open PDF file viz; "OELAGM e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/ PIN for e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c) Click on "Shareholder – login."
 - d) Put user Id and password (as above) as initial password/ PIN noted in step (a) above and click login.
 - e) Password change Menu appears. Change the password with new password/ PIN of your choice with minimum 8 digits/ characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform.
 - f) Please note that login to e-voting website will be disabled upon five unsuccessful attempts to key –in the correct password. In such an event, you will need to go through 'Forget Password' option available on the site to re-set the same.
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- g) Home page of “e-voting” opens. Click on e-voting : Active voting cycles.
 - h) Select “EVEN” of Oricon Enterprises Limited.
 - i) Now you are ready for “e-voting” as “cast vote” page opens.
 - j) Cast your vote by selecting appropriate options and click on “submit” and also “confirm” when prompted.
 - k) Institutional Shareholders(i.e. other than individual s, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs@gmj.co.in with a copy marked to evoting@nsdl.co.in and sanjayjain@ocl-india.com
- B. In case a member uses a printed copy of the Notice of AGM:
- a) Initial password is provided by separate letter send to the shareholder
- | EVEN (E-voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |
- b) Please follow all steps from Sl. No. (b) to (k) above, to cast vote.
9. Mr. Prabhat Maheshwari, Partner, G M J & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scurtinizer’s Report shall be placed on the Company’s website www.oriconenterprises.com and on the website of NSDL within two days of passing of the resolution at the AGM of the Company and shall be communicated to the stock Exchange.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 6, 7, 8 and 9

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are Independent Directors of the Company and have held the position as such for more than 5 (five) Years.

The Companies Act, 2013 (hereinafter referred as the “Act”) and the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

It is proposed to appoint Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement for a period of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and they shall not be liable to retire by rotation.

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from member’s alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, for the office of Directors of the Company.

The Company has also received declarations from the directors that they meet with the Criteria of Independence as prescribed both under sub- section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are interested in the respective resolution as appointee as set out in item No. 6 to 9 of the Notice with regard to their respective appointment.

Copy of the Draft letters for respective appointments of Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company .

The Board recommends the resolution as set out in Item No 6 to 9 for approval of the Members.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in these resolutions.

Item No. 10

The Shareholders of the Company had by an Ordinary Resolution, at the 30th Annual General Meeting of the Company held on 29th December, 2000, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 200.00 crores (Rs. Two Hundred Crores Only).

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 10 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 29th May, 2014
Registered Office:
1076, Dr. E. Moses Road
Worli, Mumbai – 400 018.



CIN: L28100MH1968PLC014156
 Regd. Office : 1076. Dr. E. Moses Road, Worli, Mumbai - 400 018

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I /We hereby record my / our presence at the 44th Annual General Meeting of the Company at **Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400002** on **Thursday 11th September, 2014** at **10.15 A.M.**

Full name of the Shareholder in Block Letters: _____

Folio No.: _____ DPID No.: _____ Client ID No.: _____

Name of Proxy holder _____

Signature of Proxy holder _____

Signature of Shareholders _____

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Oricon Enterprises Limited
 CIN: L28100MH1968PLC014156
 Registered office: 1076 DR E Moses Road, Worli, Mumbai – 400018

Name of the Member(s) : _____	Registered address : _____
E-mail Id: _____	Folio No. / Client ID: _____ DP ID: _____

I /We being the member(s) of _____ Shares of the above named Company hereby appoint:

- (1) Name: _____ Address: _____ E-mail Id: _____ or failing him;
- (2) Name: _____ Address: _____ E-mail Id: _____ or failing him;
- (3) Name: _____ Address: _____ E-mail Id: _____

As my/ our proxy to attend and vote (on a poll) for me / us and on my/ behalf at the 44th Annual General Meeting of the Company to be held on **Thursday, 11th September, 2014** at **10.15 a.m.** at **Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive Mumbai – 400002** and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	ORDINARY BUSINESS	For	Against
1.	Consider and adopt Annual Financial Statement of the Company for the year ended 31st March, 2014 together with Reports of Board of Directors and Auditor's thereon		
2.	Declaration of Final Dividend		
3.	Re-appointment of Shri Surendra Somani , who retire by rotation and being eligible offer himself for re-appointment as director		
4.	Re-appointment of Shri Adarsh Somani , who retire by rotation and being eligible offer himself for re-appointment as director		
5.	Re-appointment of M/s. Khandelwal Jain & Co. as Statutory Auditor		
	SPECIAL BUSINESS		
6.	Appointment of Shri S J Taparia as Independent Director		
7.	Appointment of Shri V N Khanna as Independent Director		
8.	Appointment of Shri Vinod Mimani as Independent Director		
9.	Appointment of Shri Sanjay Dosi as Independent Director		
10.	Approval pursuant to section 180(1) (c) to the Board of Director to borrow monies		

Signed this _____ day of _____ 2014

Signature of the Shareholder _____

Affix
 Re. 1
 Revenue
 Stamp

Signature of first proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.