



**43rd ANNUAL REPORT
2012 - 2013**

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FINANCIAL HIGHLIGHTS (CONSOLIDATED)

₹ IN LACS					
PARTICULARS	2012-2013	2011-2012	2010-2011	2009-2010	2008-2009
Total Income	101988	100719	87112	57566	24358
Total Expenditure	86252	87135	75030	50190	22661
EBIDTA	15736	13584	12080	7376	1697
Depreciation	3720	2705	2057	1150	190
Interest & Finance Charges	1640	1309	1606	1041	533
Profit Before Tax	10180	9570	8420	5185	974
Profit After Tax	3475	3858	3724	2804	784
Share Capital	2050	2050	1832	963	963
Reserve & Surplus	54646	51309	44152	41012	8706
Networth	57788	54450	47076	43935	9487
Total Debt	18516	20975	10520	14744	3726
Gross Block	66325	58497	57594	51773	3942
Net Block	50647	45409	46870	41955	1481
Investments	7395	4933	6243	6023	6728
Net Current Assets	34630	28404	19265	23383	5187
Cash and Cash Equivalents	5818	5868	5138	7498	399
No. of Equity Shares	102547715	102547715	18329543	9629543	9629543
E P S	3.26	3.72	3.99	4.02	8.14

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.

WORKS

VILLAGE - SAVROLI,
KHOPOLI - 410 203.

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

NOTICE

NOTICE is hereby given that the **FORTY THIRD** Annual General Meeting of the Company will be held on **Saturday 14th September, 2013** at Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive Mumbai – 400002 at **10.15 a.m** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statement for the year ended March 31, 2013 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend (s).
3. To appoint a Director in place of Shri V N Khanna who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Karthik Athreya who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri S J Parekh who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration.

By Order of the Board

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : May 30, 2013

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.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 5th September, 2013 to 14th September, 2013 (both days inclusive).

3. a) The Dividend if declared, will be payable to those Equity Shareholders and Preference Shareholders whose names stand on the Register of Members on 14th September, 2013.
- 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 4th September, 2013 as per details furnished by the Depositories for this purpose.

Members who have not encashed the dividend warrants for the financial year 2005-2006 and / or any subsequent dividends are requested to write to the Company giving the necessary details.

4. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.
5. 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 holding shares are requested to provide bank account details to the company or its Registrar and Share Transfer Agents.
6. 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 No.18/2011 dated 21st 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:

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

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the **FORTY THIRD ANNUAL REPORT** of the Company with the Audited Statement of Accounts for the year ended March 31, 2013.

	Rupees In Lacs	
	2012- 2013	2011-2012
	₹	₹
FINANCIAL RESULTS		
Gross Profit	2235.55	2350.26
Deduction there from:		
Finance Cost	465.52	560.00
Depreciation	194.12	159.24
Profit before prior period adjustment	1575.91	1631.02
Prior Period adjustment	0.02	(0.02)
Profit before taxation and exceptional items	1575.90	1631.03
Less		
Provision for Taxation		
Current Tax	315.00	415.00
Provision for Deferred Tax	(16.30)	22.96
Profit after taxation before exceptional items	1277.20	1193.07
Income tax/FBT for earlier years	1.46	8.37
Profit after taxation	1275.74	1184.70
Surplus b/f from last year	1384.75	1302.96
Dividend distribution tax for earlier year written back	72.26	48.17
Net Profit available for appropriations	<u>2732.75</u>	<u>2535.83</u>
Proposed Dividend for Equity Shares	451.20	451.20
Tax on Proposed Dividend	76.68	73.19
Proposed Dividend for Preference Shares	109.00	109.00
Tax on above proposed Dividend	18.52	17.68
Transfer to General Reserve	500.00	500.00
Balance carried to Balance Sheet	<u>1577.33</u>	<u>1384.75</u>
	<u>2732.75</u>	<u>2535.83</u>

DIVIDEND

Your Directors have recommend a Dividend of Rs 0.44/- per equity share for the year ended March 31, 2013 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 14th September, 2013 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 4th September, 2013.

The directors have recommended Dividend on Preference Shares of Rs. 1.00/- per shares. The total outgo for dividend is Rs. 6.55 crores.

FINANCIAL PERFORMANCE:

Standalone

The sales and other income for the year under review were Rs 85.48 crores as against Rs 74.34 crores in the previous financial year. The net profit for the year under review is Rs.12.75 crores as against Rs. 11.84 crores in the previous financial year.

Consolidated

The consolidated revenue for the year under review was Rs. 1019.88 Crores as against Rs. 1007.19 Crores in the previous financial year. The net Profit for the year under review is Rs. 34.75 Crores.

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 30th May 2013 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

Your Company was accepting Fixed Deposits from public and shareholders and acceptance of such fixed deposits has been discontinued from the financial year 2009-2010. All the deposits which matured during the year under the review were repaid, except 10 deposits amounting to Rs. 3,03,000 which remained unclaimed as at March 31, 2013 and remains unclaimed on date of this report. Necessary letters to the depositors have been sent.

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 2013 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 for safeguard of 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 2013 on a 'going concern' basis.

CREDIT RATING

Working capital facilities of the Company have been awarded "BBB-" 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 2013 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 2013 – 2014 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 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	65 years	44 years	January 1, 1976	60,00,000	Oricon Enterprises Ltd. (Managing Director)

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 V N Khanna, Shri Karthik Athreya and Shri S J Parekh, 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.

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. Certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act 1956.

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

Place : Mumbai
Date : May 30, 2013

ANNEXURE – I

Report on Corporate Governance for the Year Ended 31st March 2013 (in accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange)

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 a 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 12 to March 13 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. 12 to Mar 13		Attendance at the last AGM as on 25.08.2012	No. of Directorships in other Public Companies		No. of Committee Positions held in Other Public Companies	
		Held	Attend		Chairman	Member	Chairman	Member
Directors in Office								
Shri Susheel G. Somani	Non Executive/ Not Independent	4	2	yes	0	8	0	0
Shri S. J. Parekh	Non Executive/ Not Independent	4	3	no	2	8	3	0
Shri Surendra Somani	Non Executive/ Not Independent	4	4	yes	1	4	1	2
Shri S. J. Taparia	Non Executive/ Independent	4	3	no	0	4	0	5
Shri Vinod Mimani	Non Executive/ Independent	4	2	no	0	0	0	0
Shri V. N. Khanna	Non Executive/ Independent	4	4	yes	0	2	0	1
Shri Rajendra Somani	Executive/ Not Independent	4	4	yes	0	5	0	0
Shri B. K. Toshniwal	Non Executive/ Not Independent	4	3	yes	0	2	0	0
Shri Sanjay Dosi	Non Executive/ Independent	4	4	yes	0	1	0	0
Shri Karthik Athreya	Non-Executive/ Independent	4	1	no	0	3	0	0
Shri Adarsh Somani	Non-Executive/ Not-Independent	4	4	yes	0	7	0	0

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, 2012 August 14, 2012 November 10, 2012 February 14, 2013

The last AGM of the Company was held on August 25, 2012

3. Payment to Non-Executive Directors:

Details of remuneration paid/payable to directors for the year ended March 31, 2013 are as follows:

Sr. No.	Director	Sitting Fees		Total
		Board	Committee	
1.	Shri Susheel G. Somani	10000	10000	20000
2.	Shri S. J. Parekh	15000	0	15000
3.	Shri Surendra Somani	20000	0	20000
4.	Shri S. J. Taparia	15000	20000	35000
5.	Shri Vinod Mimani	10000	0	10000
6.	Shri Sanjay Dosi	20000	40000	60000
7.	Shri V N Khanna	20000	0	20000
8.	Shri B K Toshniwal	15000	20000	35000
9.	Shri Karthik Athreya	5000	0	5000
10.	Shri Adrash Somani	20000	0	20000

4. Disclosure of Directors seeking Appointment / Re-appointment

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

Name of Directors	V N KHANNA	KARTHIK ATHREYA	S J PAREKH
Qualification (s)	B.Com	Chartered Accountant	B.Com
Expertise of Functional Area	Vast experience in marketing and administration	Currently working with Clearwater Capital Partners India, and is responsible for Indian investment and asset management. Prior to joining Clearwater, he was a Director of investment Banking at Yes Bank Ltd., where he assisted the establishment of the investment banking business. Vast experience and capabilities in M &A, Capital Market fund raising as well as relationships with Local financial intermediaries and domain knowledge of certain key Industry Verticals. Expert in Finance, Accounting and Investment banking	Expertise and rich experience in finance and technical, operational and marketing aspects of Shipping Industry. Actively involved in industry forums.
Director of other Ltd. Companies	1. Venkatesh Karriers Ltd 2. Kopran Limited	1. Dolphin Offshore Enterprises (India) Limited 2. Jamna Auto Industries Limited 3. Diamond Power Infrastructure Limited	1. United Shippers Limited 2. Shinrai Auto Services Limited 3. Shree Nirmal Commercial Ltd 4. G. Claridge & Company Ltd 5. Dukes Retreat Limited 6. USL Auto Services Limited 7. Dharamtar Infrastructure Ltd 8. USL NMM Logistics Ltd 9. USL Packaging Ltd 10. CGU Logistic Limited
Membership of Committee of Board of Directors of other Companies	Audit Committee 1. Kopran Limited	NIL	Share Transfer Committee Finance Committee Audit Committee 1. United Shippers Limited

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 292A of the Companies Act, 1956 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

During the Year the Audit Committee of the Company was reconstituted Shri S. J. Taparia ceased to be member of the Audit Committee and Shri V. N. Khanna and Shri Vinod Mimani were appointed as member of the Audit Committee by the Board of Directors of the Company in their meeting held on 14th February 2013.

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 August 25, 2012.

(c) Meetings and Attendance

During the year ended March 31, 2013, four meetings of the Audit Committee were held on the following dates:

- (i) May 30, 2012
- (ii) August 10, 2012
- (iii) November 10, 2012
- (iv) February 14, 2013

Attendance at the Audit Committee Meetings

Name	No. of Audit Committee Meetings during April 12 to March 13	
	HELD	ATTENDED
Shri Sanjay Dosi	4	4
Shri S. J. Taparia	4	4
Shri Susheel Somani	4	2

6. Remuneration Committee:

The Board of Directors at their meeting held on May 30, 2012 has constituted a 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, 2013, meeting of the Remuneration Committee was held on May 30, 2012.

Attendance at the Remuneration Committee Meetings

Name	No. of Remuneration Committee Meetings during April 12 to March 13	
	HELD	ATTENDED
Shri Sanjay Dosi	1	1
Shri Karthik Athreya	1	0
Shri Vinod Mimani	1	1

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 2012 - 2013.

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, 2013 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 May 30, 2013.

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, 2013 four meetings of the Shareholders/Investor Grievance Committee were held on May 28, 2012, August 14, 2012, November 10, 2012, and February 14, 2013

Attendance at the Shareholders / Investor Grievance Committee Meetings

Name	No. of Shareholders/Investor Grievance Committee Meetings during April 12 to March 13	
	HELD	ATTENDED
Shri B. K. Toshniwal	4	4
Shri Sanjay Dosi	4	4

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

(d) Shareholders Complaint Status:

The Company has received 16 nos of investors complaints during the year from April 12 to March 13 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
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
2009-2010	11.12.2010	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)

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

2010-2011 NIL

2009-2010 (1) To alter the Article of Association.

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)

2010-2011 (1) Special Resolution to approve the Scheme of merger / amalgamation of the company with Naman Tradvest Pvt Ltd and Zeuxite Investment Pvt Ltd.

- 2009-10 (1) Ordinary Resolution to reclassify the authorized share capital of the Company consequent amendments to the capital clause of the Memorandum of Association of the Company.
- (2) Special Resolution to issue 21,80,000 fully convertible debentures of Rs. 162.20 per debentures aggregating to Rs. 35,35,96,000/- on preferential basis to Clearwater Capital Partners Singapore Fund III P.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 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, 2013.
- Details of Equity Shares (face value Rs. 2/-) held by non-executive Directors of the Company as at March 31, 2013.

Name of Director	No. of shares held
Susheel G Somani	7665440
Surendra Somani	3552930
S J Parekh	1152385
S J Taparia	0
Sanjay Dosi	100
Vinod Mimani	0
B K Toshniwal	34000
V N Khanna	90650
Adarsh Somani	4664770
Karthik Athreya	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 2012- 2013, 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.

Annual General Meeting

Day and Date: Saturday, 14th September, 2013

Time : 10.15 a.m

Venue : Shri S.K.Somani Memorial Hall
Hindi Vidya Bhavan
79, Marine Drive
Mumbai- 400 002

Key Financial Reporting F.Y. 2013- 2014

Unaudited Financial Results for the quarter ended June 30, 2013

: on or before August 14, 2013

Unaudited Financial Results for the quarter ended September 30, 2013.

: on or before November 14, 2013

Unaudited Financial Results for the quarter ended December 31, 2013

: on or before February 14, 2014

Unaudited Financial Results for the quarter ended March 31, 2014

: on or before May 15, 2014

Or if Audited Results are given then by May 30, 2014

Book Closure: The Register of Members and Share Transfer Register will remain closed from 5th September, 2013 to 14th September, 2013 (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 31.03.2013 101148639 Equity Shares of Rs. 2/- each representing 98.64% 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 at any time after 01st April, 2011 but within a period of five (5) years from the date of allotment i.e. 17.09.2010.
- 30,00,000 CCPS of Zeuxite Investment Pvt Ltd at any time after 01st April, 2012 but within a period of five (5) years from the date of allotment i.e. 17.09.2010.
- 60,00,000 CCPS of Zeuxite Investment Pvt Ltd at any time after 01st April, 2013 but within a period of five (5) years from the date of allotment i.e. 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 31.03.13 are as under:

Month	Oricon Share Price		BSE INDEX	
	High in Rupees	Low In Rupees	High	Low
April 2012	37.45	33.05	17664.10	17010.16
May 2012	35.35	29.05	17432.33	15809.71
June 2012	31.85	27.00	17448.48	15748.98
July 2012	29.40	26.10	17631.19	16598.48
August 2012	29.90	26.10	17972.54	17026.97
September 2012	27.20	18.00	18869.94	17250.80
October 2012	23.75	17.60	19137.29	18393.42
November 2012	22.75	18.00	19372.70	18255.69
December 2012	24.00	19.00	19612.18	19149.03
January 2013	23.05	19.40	20203.66	19508.93
February 2013	20.90	16.50	19966.69	18793.97
March 2013	18.40	14.50	19754.66	18568.43

Distribution of Shareholding as on 31st March 2013 .

No. of Equity Shares held	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
1 to 500	4000	66.74	977492	0.95
501 to 1000	913	15.23	727528	0.71
1001 to 2000	530	8.84	788681	0.77
2001 to 3000	222	3.71	534328	0.52
3001 to 4000	53	0.88	188021	0.18
4001 to 5000	44	0.74	208085	0.20
5001 to 10000	73	1.22	551266	0.54
10001 and above	158	2.64	98572314	96.13
TOTAL	5993	100	102547715	100

Categories of Shareholding as on 31st March 2013.

	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Indian Promoters	51	0.85	64101275	62.51
Banks/ FI	8	0.14	4724655	4.61
Foreign Company	2	0.03	15362640	14.99
NRI	33	0.55	83311	0.08
Domestic Companies	151	2.52	9007548	8.78
Resident Individuals	5736	95.71	9118580	8.89
Clearing Members	11	0.18	147206	0.14
Trust	1	0.02	2500	0.00
TOTAL	5993	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.
1076, Dr. E. Moses Road,
Worli, Mumbai–400 018.
tel No. 2496 4656-60
E-mail:sanjayjain@ocl-india.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, 2013
- 2) Adoption / non adoption of non – mandatory requirements
as at March 31, 2013 :
 - (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 qualified opinion for the year
ended March 31, 2013.
 - (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 31st March, 2013, 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 30, 2013

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, 2013 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 2013 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, 2013.

OVERVIEW:

The Financial Year 2012-2013 continued to be a challenging year for the world and domestic economy. The global economy, though improved slowly, did not grow to the extent expected at the commencement of the year.

Indian economic growth fell sharply, touching a decade low, the industrial sector experienced severe slump, the trade and current account deficit reached unprecedented risky levels and the inflation remained stubbornly high during the major part of the year, interest rates remained high and capital formation took a severe beating.

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	2805.30	313.22
Trading	2451.08	58.68
Liquid Colorants	115.07	(14.55)
Pet Bottle	796.81	17.53
Total	6168.26	374.88

Consolidated Results :

	Segment Revenue (₹ in Lacs)	Segment Results Profit / (Loss) from each segment before interest and tax (₹ in Lacs)
Shipping	51700.68	8914.54
Automobiles	31455.39	163.69
Packaging	9054.24	284.71
Petrochemicals	2805.30	313.22
Trading	2451.08	58.68
Liquid colorants	77.17	(14.55)
Others	1653.25	115.07
Total	99197.12	9835.35

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 85.48 crores as against Rs 74.34 crores in the previous financial year. The net profit for the year under review is Rs. 12.76 crores as against Rs 11.85 crores in the previous financial year.

Consolidated

The consolidated revenue for the year under review was Rs. 1019.88 Crores as against Rs. 1007.19 Crores in the previous financial year. The net Profit for the year under review is Rs. 34.75 Crores.

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 12 To March 13	Previous Year April 11 To March 12
1. Electricity		
a) Purchase units	548111	528959
Total Amount (Rs.)	3953880	3271260
Rate/Units (Rs.)	7.21	6.18
b) Own Generation (in unit)	4569	6251
Total Amount (Rs.)	85035	112551
Rate/Units (Rs.)	18.61	18.00
2. COAL	1960	1457
3. FURNACE OIL QTY. (K. Ltr.)	4.75	7
4. OWN FUEL (KL)	---	--

ii) CONSUMPTION PER UNIT OF PRODUCTION:

Products (Pentane, Pure ISO Pentane and Steam)	Standard	Current Year April 12 to March 13	Previous year April 11 to March 12
Electricity	Not determined	195.00 UNITS/ MT	185.00 UNITS/ MT
Furnace Oil	0.20 MT/MT. of products	0.19 MT/MT OF PRODUCT	0.19 MT/MT OF PRODUCT
Coal	0.40- 0.55 MT/ MT Of product	0.475 MT/ MT OF PRODUCT	0.50 MT/ MT OF PRODUCT
Coal	0.222 MT/ MT of Steam	0.222 MT/MT OF STEAM	0.222 MT/MT OF STEAM

coal consumption per MT/MT of product is based on calorific value of coal.

B) Technology Absorption :

Petro 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, 2013.

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, 2013, 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") 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, 2013;
- 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 sub section (3C) of section 211 of the Act;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, 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 30, 2013

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, 2013)

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 Rs.12,39,917/-.
- 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, 2013 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, 2013 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 2001	1,41,503 10,24,509	Central Excise & Service Tax Appellate Tribunal
4.	Income Tax Act, 1961	Income Tax	April 2006 to March 2007	3,77,78,642	Commissioner of Income-Tax (Appeals)
5.	Income Tax Act, 1961	Income Tax	April 2009 to March 2010	70,60,760	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 30, 2013.

BALANCE SHEET AS AT 31ST MARCH, 2013

	Note	As at 31st March 2013 ₹	As at 31st March 2012 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	314,149,194	314,149,194
Reserves and Surplus	3	4,447,051,991	4,377,793,739
		<u>4,761,201,185</u>	<u>4,691,942,933</u>
Non-Current Liabilities			
Long-Term Borrowings	4	237,302,670	235,099,338
Deferred Tax Liabilities (Net)	5	5,004,989	6,635,689
Other Long-Term Liabilities	6	94,787,900	116,187,900
Long-Term Provisions	7	6,316,670	6,135,000
		<u>343,412,229</u>	<u>364,057,927</u>
Current Liabilities			
Short-Term Borrowings	8	46,811,799	95,209,053
Trade Payables	9	100,847,116	51,522,195
Other Current Liabilities	9	109,603,444	122,481,866
Short-Term Provisions	7	72,296,937	71,937,738
		<u>329,559,296</u>	<u>341,150,852</u>
	TOTAL	<u><u>5,434,172,710</u></u>	<u><u>5,397,151,712</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	155,298,373	154,231,257
Intangible Assets		279,460	-
Non-Current Investments	11	3,917,416,048	3,920,819,372
Long-Term Loans And Advances	12	669,861,096	652,269,831
Other Non-current Assets	13	-	225,708
		<u>4,742,854,977</u>	<u>4,727,546,168</u>
Current Assets			
Inventories	14	45,526,735	34,246,308
Trade Receivables	15	201,655,569	151,396,983
Cash And Cash Equivalents	16	25,233,891	13,705,475
Short-Term Loans And Advances	12	369,678,195	427,545,409
Other Current Assets	13	49,223,343	42,711,369
		<u>691,317,733</u>	<u>669,605,544</u>
	Total	<u><u>5,434,172,710</u></u>	<u><u>5,397,151,712</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 30, 2013

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, 2013

	Note	31st March 2013 ₹	31st March 2012 ₹
Income			
Revenue from operations (gross)	17	662,889,069	534,332,766
Less : Excise Duty		<u>46,063,052</u>	<u>32,855,344</u>
Revenue from operations (net)		616,826,017	501,477,422
Other income	18	<u>238,061,629</u>	<u>241,953,818</u>
Total Income		<u>854,887,646</u>	<u>743,431,240</u>
Expenditure			
Material Consumed / Sold	19	268,997,430	245,893,834
Purchase of traded goods	20	238,196,730	172,980,786
(Increase) / Decrease in inventories of finished goods, WIP and Traded goods	20	3,591,824	(4,690,203)
Employee cost	21	39,278,855	24,781,495
Other expenses	22	81,266,295	69,438,755
Finance cost	23	46,552,513	56,000,013
Depreciation and amortization expenses	10	<u>19,412,551</u>	<u>15,924,361</u>
Total Expenses		<u>697,296,198</u>	<u>580,329,041</u>
Profit / (Loss) before extraordinary and prior period items and tax		<u>157,591,448</u>	<u>163,102,199</u>
Prior Period Items		<u>(2,021)</u>	<u>1,744</u>
Profit / (Loss) before extraordinary items and tax		<u>157,589,427</u>	<u>163,103,943</u>
Profit / (Loss) before tax		<u>157,589,427</u>	<u>163,103,943</u>
Tax Expenses			
Current Tax		31,500,000	41,500,000
Deferred Tax		(1,630,700)	2,296,473
Income Tax for earlier year		<u>146,146</u>	<u>837,056</u>
Total Tax Expenses		<u>30,015,446</u>	<u>44,633,529</u>
Profit / (Loss) for the year		<u>127,573,980</u>	<u>118,470,414</u>
Earnings per equity share	24		
Basic (Rs.)		1.12	1.05
Diluted (Rs.)		0.81	0.76
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 30, 2013

 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, 2013

PARTICULARS	For the Year Ended 31st March 2013	For the Year Ended 31st March 2012
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Prior period Adjustment & exceptional item	157,591,448	163,102,199
Adjustments for:		
Depreciation	19,412,551	15,924,361
Dividend Received	(74,243,628)	(29,721,020)
Interest Expense	43,705,968	50,896,771
Interest Received	(51,158,748)	(85,031,970)
Share in Profit of Limited Liability Partnership Firm	(2,865,164)	(230,880)
Loss on Sale of long term Investments	5,093,314	-
Loss on sale of assets	54,445	582,079
Sundry balances written off	589,888	2,418,764
Sundry balances written back	(506,448)	(717,103)
Operating Profit before Working Capital changes	97,673,625	117,223,201
Adjustments for:		
Trade & Other Receivables	(16,489,179)	(146,437,492)
Inventories	(11,280,427)	(13,991,003)
Trade & Other Payables	35,241,905	5,570,657
Cash generated from Operations	105,145,924	(37,634,637)
Direct Taxes Paid (Net of Refund)	(34,018,606)	(46,662,415)
Cash Flow before prior period Adjustments & Exceptional item	71,127,318	(84,297,052)
Prior period adjustments	(2,021)	1,744
NET CASH FROM OPERATING ACTIVITIES: TOTAL (A)	71,125,297	(84,295,308)
CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets (including Capital Work-in-progress)	(21,508,742)	(46,289,449)
Sale of Fixed Assets	695,169	252,194
Sale of Investment	1,175,174	13,000,000
Investment in Bank Deposit	(4,687,960)	2,646,491
Interest Received	50,967,871	85,177,162
Dividend Received	74,243,628	29,721,020
NET CASH FROM / (USED IN) INVESTING ACTIVITIES: TOTAL (B)	100,885,140	84,507,418
CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of Secured Loans (Net of Proceeds)	(41,417,703)	47,222,823
Repayments of Unsecured Loans (Net of Proceeds)	(22,652,174)	46,908,191
Interest Paid	(43,540,275)	(50,610,918)
Dividend Paid	(57,773,273)	(44,842,346)
NET CASH FROM FINANCING ACTIVITIES: TOTAL (c)	(165,383,425)	(1,322,250)
Net Increase / (Decrease) in Cash and Cash Equivalents Total (A + B + C)	6,627,011	(1,110,140)
Cash and Cash Equivalents - Opening Balance	2,786,171	3,896,311
Cash and Cash Equivalents - Closing Balance	9,413,182	2,786,171
Net increase / (decrease) in Cash and Cash Equivalent	6,627,011	(1,110,140)

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.11,19,075/- (previous year Rs.10,09,382/-).
- 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 30, 2013

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, 2013

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 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, 2013
2. Share Capital

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
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	<u>109,000,000</u>	<u>109,000,000</u>
	<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, 2013		31st March, 2012	
	No. of Shares (₹ 2/- each)	Amount (₹)	No. of Shares (₹ 2/- each)	Amount (₹)
At the beginning of the period	102,547,715	205,095,430	91,647,715	183,295,430
On account of Conversion of Debentures in to Equity Shares during the year**	-	-	10,900,000	21,800,000
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>

** During the Previous year, the Company at its Board meeting held on 13th June, 2011 has converted 15%, 21,80,000 fully convertible debentures into 21,80,000 equity shares of Rs.10/- each fully paid up at a premium of Rs.152.20 per share and allotted to M/s. Clearwater Capital Partners Singapore Fund III Private Limited. These equity shares allotted on conversion of Debentures (FCDs) ranks pari passu in all respects including as to dividend with the existing fully paid equity shares of the face value Rs.10/- each of the Company subject to relevant provisions contained in Articles of Association of the Company. Subsequently on 15th July 2011, these share has been sub-divided into 1,09,00,000 equity shares of Rs.2/- each fully paid.

10% Compulsorily Convertible Preference Shares (CCPS)

	31st March, 2013		31st March, 2012	
	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, 2013**

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 30th May, 2013, proposed a final dividend of Rs.0.44 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 14th September, 2013. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.52,789,308/- including corporate dividend tax of Rs.7,668,313/-.

During the year ended 31st March, 2012, the amount of per share final dividend recognized as distributions to equity shareholders was Rs.0.44. The total dividend appropriation for the year ended 31st March, 2012 amounted to Rs.52,440,748/- including corporate dividend tax of Rs.7,319,753/-.

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 30th May, 2013, proposed a final dividend of Re. 1 per CCPS. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 14th September, 2013. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.12,752,455/- including corporate dividend tax of Rs.1,852,455/-.

During the year ended 31st March, 2012, 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, 2012 amounted to Rs.12,668,253/- including corporate dividend tax of Rs.1,768,253/-.

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 held by the Subsidiaries, Associates or Joint Ventures of the Company

e. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back 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
Equity Share allotted as Fully paid bonus Share by capitalization of securities premium	-	-	-
Equity Share allotted as Fully paid-up of Face Value Rs.2/- each pursuant to Scheme of Amalgamation	64,869,375	64,869,375	12,973,875
Compulsory Convertible Preference Share allotted as Fully paid-up pursuant to Scheme of Amalgamation.	10,900,000	10,900,000	10,900,000
Equity shares bought back by the company	-	-	-

Notes to the Financial Statements (Continued)
as at 31st March, 2013

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

	31st March, 2013		31st March, 2012	
	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 III Pvt. Ltd.	10,900,000	10.63	10,900,000	10.63
Rajendra Somani	9,618,015	9.38	9,615,915	9.38
Susheel Somani	7,665,440	7.47	6,135,530	5.98
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, 2013		31st March, 2012	
	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, 2013
3. Reserves & Surplus

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Capital Reserves	<u>2,982,258,790</u>	<u>2,982,258,790</u>
Capital Redemption Reserve	<u>500,000</u>	<u>500,000</u>
Amalgamation Reserve	<u>13,109,745</u>	<u>13,109,745</u>
Securities Premium Reserves		
Balance as per last financial statements	508,599,666	176,803,666
Add: premium on conversion of Debentures	-	331,796,000
Closing Balance	<u>508,599,666</u>	<u>508,599,666</u>
General Reserve		
Balance as per last financial statements	734,850,483	684,850,483
Add: Transferred from Statement of Profit and Loss	50,000,000	50,000,000
Closing Balance	<u>784,850,483</u>	<u>734,850,483</u>
Surplus/(Deficit) in the statement of profit and loss		
Balance as per last financial statements	138,475,055	130,296,287
Excess Dividend Distribution Tax written back	7,226,034	4,817,355
Profit/(Loss) for the Year	127,573,980	118,470,414
Less:-Appropriations		
Proposed dividend on Equity Shares	(45,120,995)	(45,120,995)
Tax on above proposed dividend	(7,668,313)	(7,319,753)
Proposed dividend on Preference Shares	(10,900,000)	(10,900,000)
Tax on above proposed dividend	(1,852,455)	(1,768,253)
Transfer to General Reserve	(50,000,000)	(50,000,000)
Total appropriations	<u>(115,541,763)</u>	<u>(115,109,001)</u>
Net Surplus in the statement of profit and loss	<u>157,733,307</u>	<u>138,475,055</u>
Total reserves and surplus	<u>4,447,051,991</u>	<u>4,377,793,739</u>

Notes to the Financial Statements (Continued)
as at 31st March, 2013

4. Long Term Borrowings

	Non Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Term loans				
Indian rupee loan from banks (Unsecured)	199,502,494	189,261,579	27,425,280	49,318,777
Indian rupee loan from banks (Secured)	8,362,492	19,618,196	11,500,000	11,500,000
Vehicle Loans				
Deferred Payment Credit from Banks (Secured)	-	92,646	92,646	264,144
Deferred Payment Credit from Others (Secured)	6,635,767	-	4,204,040	-
Other loans and advances				
Deferred Sales Tax (Unsecured)	18,362,000	18,362,000	-	-
Inter Corporate Deposit (Unsecured)	4,439,917	7,764,917	-	-
Fixed Deposits (Unsecured)	-	-	303,000	318,000
	237,302,670	235,099,338	43,524,966	61,400,921
The above amount includes				
Secured borrowings	14,998,259	19,710,842	15,796,686	11,764,144
Unsecured borrowings	222,304,411	215,388,496	27,728,280	49,636,777
Amount disclosed under the head "other current liabilities" (note 9)	-	-	(43,524,966)	(61,400,921)
Net amount	237,302,670	235,099,338	-	-

- a. Indian Rupee Loan from banks (Unsecured) includes Term Loan amounting to Rs.133,122,750/- taken from Bank and carries interest @ Base Rate + 3% + TP. The Loan is repayable in 82 monthly installments 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.
- b. Indian Rupee Loan from banks (Unsecured) includes Term Loan amounting to Rs.93,805,024/- taken from Bank and carries interest @ BPLR + 3.15%. 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.
- c. Indian Rupee Loan from banks (Secured) represents Term Loan amounting to Rs.19,862,492/- taken from Bank and carries interest @ Base Rate + 5% + TP. 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.
- d. Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.92,646/- taken from Bank and carries interest in the range of 10.35% to 10.69%. The Loan is repayable in 36 monthly installments starting from September 2010. The Loans are secured against hypothecation of Specific Capital Assets i.e. Motor Cars.
- e. Deferred payments credits (Secured) represents Vehicle Loan amounting to Rs.10,839,807/- 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.
- f. 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 as referred to in clause (d) and also as per the provisions of Rules 81 M. V. A. T. Rules 2005.
- g. Inter Corporate Deposits (Unsecured) are interest free.
- h. Fixed Deposits (Unsecured) represents Deposits borrowed from Public. The said deposit carries interest in the range of 6% to 15%. The said deposits are matured but not claimed.

Notes to the Financial Statements (Continued)
as at 31st March, 2013

5. Deferred Tax Liability (Net)

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	15,582,997	16,177,175
Gross Deferred Tax Liability	15,582,997	16,177,175
Deferred Tax Asset		
Provision for Gratuity / Leave Encashment	2,942,684	2,131,348
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	7,635,324	7,410,138
Gross Deferred Tax Assets	10,578,008	9,541,486
Deferred Tax Liability (Net)	5,004,989	6,635,689

6. Other Long-Term Liabilities

Deposit Received		
From Subsidiary Companies (note 27(b))	20,500,000	20,500,000
From Others	74,287,900	95,687,900
	94,787,900	116,187,900

7. Provisions

	Long-Term		Short-Term	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Provision For Employee Benefits				
Provision for Gratuity (note 25)	4,983,920	4,710,000	2,753,673	1,228,000
Provision For Leave Encashment (note 25)	1,332,750	1,425,000	717,046	336,000
	6,316,670	6,135,000	3,470,719	1,564,000
Other Provisions				
Proposed Equity Dividend	-	-	45,120,995	45,120,995
Provision for tax on proposed equity dividend	-	-	7,668,313	7,319,753
Proposed Preference Dividend	-	-	10,900,000	10,900,000
Provision for tax on proposed preference dividend	-	-	1,852,455	1,768,253
Provision for Income Tax	-	-	3,284,455	5,264,737
	-	-	68,826,218	70,373,738
	6,316,670	6,135,000	72,296,937	71,937,738

**Notes to the Financial Statements (Continued)
 as at 31st March, 2013**
8. Short Term Borrowings

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Cash Credit from banks (Secured)	19,727,969	24,819,332
Working Capital Demand Loan from Bank (Secured)	-	16,500,000
Buyers Credit (Secured)	27,083,830	46,230,129
Bill Discounting (Unsecured)	-	7,659,592
	<u>46,811,799</u>	<u>95,209,053</u>
The above amount includes		
Secured Borrowings	46,811,799	87,549,461
Unsecured Borrowings	-	7,659,592
	<u>46,811,799</u>	<u>95,209,053</u>

Working Capital Loans represents Cash Credit and Working Capital Demand Loan from Bank and carries interest @ Base rate + 5%. 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. 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.

Bill Discounting (Unsecured) represents bills discounted with Bank and carries interest @ Base rate + 0.75%. The usance period of said facility is upto 180 days.

9. Other Current Liabilities

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Trade Payables		
Due to Micro, Small and Medium Enterprises (note 30)	1,789,657	-
Others	99,057,459	51,522,195
	<u>100,847,116</u>	<u>51,522,195</u>
Other Liabilities		
Liability for Expenses	17,241,656	10,323,469
Current maturities of long-term borrowing (note 4)	43,524,966	61,400,921
Unclaimed Dividends	1,119,075	1,009,382
Deposit Received		
From Other Companies	21,900,000	21,900,000
Interest accrued and due on borrowings	801,625	635,932
Interest accrued and not due on borrowings	77,424	77,424
Statutory Dues Payable	3,102,515	5,181,536
Income received in advance	70,488	71,805
Calls in Advance	3,610	3,610
Other Payable	21,762,085	21,877,788
	<u>109,603,444</u>	<u>122,481,866</u>
	<u>210,450,560</u>	<u>174,004,061</u>

**Notes to the Financial Statements (Continued)
as at 31st March, 2013**

10. FIXED ASSETS

Description	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK		
	As on 1 April 2012	Additions during the year	Deductions during the year	As on 31 March 2013	Upto 31st March 2012	For the year	Deductions during the year	Total upto 31 March 2013	As on 31 March 2013	As on 31 March 2012
A. Tangible Asset										
Leasehold Land	6,135,150	-	-	6,135,150	158,419	86,411	-	244,830	5,890,320	5,976,731
Freehold Land	576,814	-	-	576,814	-	-	-	-	576,814	576,814
Buildings	75,109,145	3,080,057	-	78,189,202	34,484,805	4,191,655	-	38,676,459	39,512,742	40,624,340
Residential Flats	473,475	-	-	473,475	322,116	7,568	-	329,684	143,791	151,359
Plant and Machinery	275,119,590	2,528,384	-	277,647,974	177,759,360	10,997,686	-	188,757,045	88,890,929	97,360,230
Electric Installations	3,566,224	-	-	3,566,224	1,284,047	324,083	-	1,608,130	1,958,093	2,282,176
Office Equipments	5,895,346	6,303	-	5,901,649	5,166,203	89,645	-	5,255,848	645,801	729,143
Computer	5,184,022	120,008	-	5,304,030	4,706,252	197,665	-	4,903,917	400,113	477,769
Furniture and Fixtures	8,850,316	346,481	-	9,196,797	5,623,963	619,044	-	6,243,007	2,953,790	3,226,353
Vehicles	17,320,966	15,071,456	5,873,698	26,518,724	14,944,913	2,767,485	5,124,084	12,588,314	13,930,410	2,376,053
Fire Fighting Equipments	487,477	20,700	-	508,177	401,295	32,026	-	433,321	74,856	86,182
Laboratory Equipments	1,533,450	-	-	1,533,450	1,209,918	42,465	-	1,252,383	281,067	323,532
Weighing Machines	872,563	-	-	872,563	831,989	927	-	832,916	39,648	40,575
T O T A L (A)	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	154,231,257
B. Intangible Asset										
Software	-	335,352	-	335,352	-	55,892	-	55,892	279,460	-
T O T A L (B)	-	335,352	-	335,352	-	55,892	-	55,892	279,460	-
T O T A L (A + B)	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	154,231,257
As at 31st March, 2012	354,718,106	48,000,034	1,593,603	401,124,537	231,728,249	15,924,361	759,330	246,893,280	154,231,257	-

Note:

- (i) Building includes Rs.3,42,08,890/- (W.D.V. as on 31st March, 2013 Rs.1,51,34,856/-) pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.
- (ii) Residential flats includes deposit for Shares in Co-operative Society Rs.5,000/-.
- (iii) 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.
- (iv) 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, 2013

11. Non Current Investments

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
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	5,230,880	5,000,000
Add: Share in Profit of LLP	2,865,164	230,880
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 Madhavapura 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 25,500 shares) of Rs.10/- each fully paid up in IMP Power Ltd.	313,039	6,581,526
Total	<u>3,917,416,048</u>	<u>3,920,819,372</u>
Aggregate amount of Quoted Investments	2,138,527	8,407,014
Aggregate amount of Unquoted Investments	3,915,277,521	3,912,412,357
Market Value of Quoted Investments	1,478,438	2,013,288

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

Name of the partner and share in profits (%)

	31st March 2013	31st March 2012
Oricon Enterprises Ltd.	50	50
Vinod Pareek	25	25
Rashmi Pareek	25	25
Total Capital of the Firm (Rs.)	10,000,000	10,000,000

Notes to the Financial Statements (Continued)
as at 31st March, 2013

12. Loans and Advances

	Non-Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Capital Advances				
Unsecured, Considered good	5,250,000	5,250,000	-	-
(A)	<u>5,250,000</u>	<u>5,250,000</u>	<u>-</u>	<u>-</u>
Security Deposit				
Unsecured, Considered good				
To Subsidiaries (note 27(b))	270,000,000	30,000,000	-	-
To Others	264,287,326	246,301,936	-	-
(B)	<u>534,287,326</u>	<u>276,301,936</u>	<u>-</u>	<u>-</u>
Loans & advances to related parties (note 27(b))				
Unsecured, Considered good	110,000,000	350,000,000	307,241,862	336,805,132
(C)	<u>110,000,000</u>	<u>350,000,000</u>	<u>307,241,862</u>	<u>336,805,132</u>
Advances recoverable in cash or in kind				
Unsecured, Considered good	12,096,724	12,883,030	48,941,877	75,475,627
(D)	<u>12,096,724</u>	<u>12,883,030</u>	<u>48,941,877</u>	<u>75,475,627</u>
Other loans and advances				
Advance Income tax (including refund receivable)	6,367,351	5,975,173	-	-
Loans to employees	-	-	3,784,261	3,382,632
Balances with Statutory / Government Authorities				
Balance with Excise Authorities	1,150,932	1,150,932	9,710,195	11,867,962
MVAT Receivable	708,763	708,760	-	14,056
(E)	<u>8,227,046</u>	<u>7,834,865</u>	<u>13,494,456</u>	<u>15,264,650</u>
TOTAL (A + B + C + D + E)	<u>669,861,096</u>	<u>652,269,831</u>	<u>369,678,195</u>	<u>427,545,409</u>
Loans to employee include				
Dues from Directors	-	-	-	-
Dues from Officers	-	-	3,584,260	3,182,632
Dues from Workers	-	-	200,000	200,000
Loans and advances to related parties include				
Dues from Limited Liability Partnership				
Firm Claridge Energy LLP	-	-	53,147,134	34,647,134
Dues from Oricon Properties Private Limited, Subsidiary Company	60,000,000	300,000,000	201,661,906	222,320,754
Dues from Shinrai Auto Services Limited, Subsidiary Company	50,000,000	50,000,000	52,432,822	64,937,244
Dues from Oriental Containers Limited, Joint Venture	-	-	-	14,900,000
Security Deposit from Subsidiary include				
Dues from Oricon Properties Private Limited, Subsidiary Company	270,000,000	30,000,000	-	-

Notes to the Financial Statements (Continued)
as at 31st March, 2013
13. Other Assets

	Non-Current		Current	
	As at	As at	As at	As at
	31st March, 2013	31st March, 2012	31st March, 2013	31st March, 2012
	₹	₹	₹	₹
Unsecured, Considered Good unless stated otherwise				
Non-current Bank Balances (note 16)	-	213,445	-	-
(A)	-	213,445	-	-
Others				
Interest accrued on fixed deposits	-	12,263	401,528	198,388
Rent Receivable	-	-	45,821,815	39,512,981
Others	-	-	3,000,000	3,000,000
(B)	-	12,263	49,223,343	42,711,369
Total (A+B)	-	225,708	49,223,343	42,711,369

14. Inventories

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

Raw Materials		30,044,504	15,411,903
Work-in-progress		-	-
Finished goods		8,102,517	10,650,941
Store and spares		5,280,183	6,551,697
Shares		212,923	1,256,323
Fuel		303,461	375,444
Goods in Transit		1,583,147	-
		45,526,735	34,246,308

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		9,442,367	9,918,312
Other receivables			
Unsecured, Considered good		192,213,202	141,478,671
		201,655,569	151,396,983

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

16. Cash and bank balances

	Non-Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Cash and cash equivalents				
Balances with banks:				
On current accounts			272,155	469,725
Deposits with original maturity of less than three months			-	-
On Unpaid dividend account			1,119,075	1,009,382
Cheques / Draft on hand			6,734,158	-
Cash on hand			1,287,794	1,307,064
			<u>9,413,182</u>	<u>2,786,171</u>
Other bank balances				
Margin Money deposit with original maturity for more than 12 months	-	213,445	-	-
Margin Money deposit with original maturity for more than 3 months but less than 12 months	-	-	15,820,709	10,919,304
	-	213,445	<u>15,820,709</u>	<u>10,919,304</u>
Amount disclosed under Non-current Assets (note 13)	-	(213,445)	-	-
	-	-	<u>25,233,891</u>	<u>13,705,475</u>

Fixed Deposits amounting to Rs. 15,820,709/- are pledged with the banks as a margin money against the letter of the credit issued by the bank.

17. Revenue from operations

	31st March 2013 ₹	31st March 2012 ₹
Sales of products		
Finished Goods	414,921,639	357,896,095
Traded Goods	245,050,879	176,436,671
Revenue from operations (gross)	<u>659,972,518</u>	<u>534,332,766</u>
Less : Excise Duty	46,063,052	32,855,344
Revenue from operations (net)	<u>613,909,466</u>	<u>501,477,422</u>
Other Operating Revenue	2,916,551	-
Revenue from Operations	<u>616,826,017</u>	<u>501,477,422</u>
Details of Products Sold		
Finished Goods Sold		
Petrochemicals Products	280,530,254	283,055,520
Pet Bottle	79,680,652	24,476,474
Liquid Colorants	8,647,681	17,508,757
	<u>368,858,587</u>	<u>325,040,751</u>
Other Operating Revenue		
Processing Charges	2,859,720	-
Export Incentive Income	56,831	-
	<u>2,916,551</u>	-
Trading Goods Sold		
Chemicals	233,570,024	156,145,036
Colors & spares	8,207,636	-
Rice Husk	-	17,066,732
Printing Paper	1,906,490	-
Others	1,366,729	3,224,903
	<u>245,050,879</u>	<u>176,436,671</u>
	<u>616,826,017</u>	<u>501,477,422</u>

**Notes to the Financial Statements (Continued)
 for the year ended 31st March, 2013**

	31st March 2013 ₹	31st March 2012 ₹
18. Other Income		
Rent Received	109,297,259	126,628,073
Interest income on		
Bank Deposits	1,273,657	919,701
Loans & Advance	49,885,091	84,112,269
Dividend Income on		
Investment in Subsidiary	74,238,800	29,695,520
Long Term Investment	4,828	25,500
Miscellaneous Income	54,692	341,875
Profit / (Loss) from Limited Liability Partnership (LLP) Claridge Energy	2,865,164	230,880
Foreign Exchange Fluctuation	442,138	-
	<u>238,061,629</u>	<u>241,953,818</u>
19. Cost of Raw Material and components consumed		
Inventory at the beginning of the year	15,411,903	9,105,167
Add: Purchases	<u>283,630,031</u>	<u>252,200,570</u>
	299,041,934	261,305,737
Less: Inventory at the end of the year	<u>30,044,504</u>	<u>15,411,903</u>
Cost of raw material and components consumed	<u>268,997,430</u>	<u>245,893,834</u>
Details of Raw Material & Components Consumed		
Mix Pentane	209,254,528	213,798,985
Base Colour	5,819,465	12,551,382
Pet Resign	53,923,437	19,381,804
Others	-	161,663
	<u>268,997,430</u>	<u>245,893,834</u>
Details of Inventory		
Raw Materials & Components		
Mix Pentane	15,465,727	3,317,769
Base Colour	14,288,932	11,016,373
Pet Resign	289,845	1,077,761
	<u>30,044,504</u>	<u>15,411,903</u>

**Notes to the Financial Statements (Continued)
 for the year ended 31st March, 2013**

	31st March 2013 ₹	31st March 2012 ₹
20. Increase / (Decrease) in Inventories		
Inventories at the end of the year		
Finished Goods	8,102,517	10,650,941
Traded Goods	212,923	1,256,323
	<u>8,315,440</u>	<u>11,907,264</u>
Inventories at the beginning of the year		
Finished Goods	10,650,941	5,830,859
Traded Goods	1,256,323	1,386,202
	<u>11,907,264</u>	<u>7,217,061</u>
(Increase)/Decrease in Inventories	<u>3,591,824</u>	<u>(4,690,203)</u>
Details of Purchase of Traded Goods		
Chemicals	228,871,948	153,083,368
Colour & Spare	8,046,702	-
Rice Husk	-	16,732,080
Printing Paper	1,278,080	-
Others	-	3,165,338
	<u>238,196,730</u>	<u>172,980,786</u>
Details of Inventory		
Finished Goods		
Petrochemicals Products	4,416,507	6,099,156
Pet Bottle	3,686,010	4,543,240
Liquid Colorants	-	8,545
	<u>8,102,517</u>	<u>10,650,941</u>
Traded Goods		
Shares	212,923	1,256,323
	<u>212,923</u>	<u>1,256,323</u>
21. Employee benefit expenses		
Salary, Wages & Bonus	26,247,964	19,479,693
Managerial Remuneration (Note 27)	6,000,000	-
Company's contribution to Provident and other Funds	1,970,250	1,581,537
Gratuity (note 25)	1,920,170	1,041,000
Staff Welfare Expenses	3,140,471	2,679,265
	<u>39,278,855</u>	<u>24,781,495</u>

**Notes to the Financial Statements (Continued)
 for the year ended 31st March, 2013**
22. Other expenses

	31st March 2013	31st March 2012
	₹	₹
Consumption of Stores, Spares	8,419,478	6,419,981
Power and Fuel	21,515,189	17,364,704
Rent	2,115,653	2,102,010
Transportation and Forwarding	1,577,726	585,825
Repairs and Maintenance :		
Building	685,842	4,426,624
Plant & Machinery	881,041	399,184
Others	1,789,615	1,265,167
Insurance	1,674,314	1,246,257
Rates and Taxes	3,677,501	1,695,246
Excise Duty	(236,834)	461,667
Directors Sitting Fees	240,000	320,000
Sundry balances written off (Net)	83,440	1,701,661
Donation	53,755	120,253
Brokerage & Commission	1,032,084	1,013,450
Legal & Professional Charges	14,537,188	13,582,657
Loss on sale of Fixed Assets	54,445	582,079
Loss on sale of Long Term Investment	5,093,314	-
Sales tax paid for earlier years	20,804	-
Vehicle Expenses	6,756,839	5,263,883
Foreign Exchange Fluctuation	-	231,642
Share Issue Expenses	2,248	-
Rebate & Discount	36,205	75,603
Payment to Auditor (Refer details below)	674,160	900,000
Miscellaneous Expenses	10,582,290	9,680,862
	<u>81,266,295</u>	<u>69,438,755</u>
Payment to Auditor		
As Auditor:		
Audit Fee	561,800	500,000
Tax Audit Fee	112,360	100,000
In Other Capacity:		
Taxation Matters	-	300,000
	<u>674,160</u>	<u>900,000</u>
23. Finance costs		
Interest Expenses		
Debentures	-	10,607,880
Term Loans	35,786,407	35,357,831
Others	7,919,561	4,931,060
Bank Charges	365,174	667,944
Other Finance Cost	2,481,371	4,435,298
	<u>46,552,513</u>	<u>56,000,013</u>

**Notes to the Financial Statements (Continued)
 for the year ended 31st March, 2013**
24 Earnings Per Share (EPS)

Particulars	Year ended March 2013	Year ended March 2012
(a) Profit after Taxation	127,573,980	118,470,414
(b) Less - Preference Dividend	12,752,455	12,668,253
(c) Profit after taxation and preference dividend	114,821,525	105,802,161
Basic EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	100,373,671
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	100,373,671
Earnings per share (EPS), - Basic Earnings per share on Profit after taxation (Rs.) [(c) / (d)]	1.12	1.05
Diluted EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	100,373,671
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	154,873,671
(f) Earnings per share (EPS), - Diluted Earnings per share on Profit after taxation (Rs.) [(a) / (e)]	0.81	0.76

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.5,69,500/- (Previous period Rs.3,24,200/-) towards Superannuation Scheme with Life Insurance Corporation of India and Rs.14,00,750/- (Previous period Rs.12,57,337/-) 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, 2013 Gratuity (%)	Year ended 31st March, 2012 Gratuity (%)	Year ended 31st March, 2013 Leave Encashment (%)	Year ended 31st March, 2012 Leave Encashment (%)
Discount Rate Current	8%	8%	8%	8%
Rate of Increase in Compensation Levels	4.75%	6%	4.75%	6%

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

II. Table Showing Change in Benefit Obligation

Particulars	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2013	Year ended 31st March, 2012
	Gratuity (₹)	Gratuity (₹)	Leave Encashment (₹)	Leave Encashment (₹)
Projected Benefit Obligations (PBO) at the beginning of the year	5,938,000	4,897,000	1,761,000	1,580,000
Interest Cost	475,040	391,760	140,880	121,243
Service Cost	439,804	337,515	180,658	155,205
Benefits paid	(120,577)	-	(14,630)	(128,924)
Actuarial (gain) / loss on Obligations	1,005,326	311,725	(18,112)	33,476
Projected Benefit Obligations (PBO) at the end of the year	7,737,593	5,983,800	2,049,796	1,761,000

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	120,577	-	14,630	128,924
Benefits paid	(120,577)	-	(14,630)	(128,924)
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	120,577	-	14,630	128,924
Benefits paid	(120,577)	-	(14,630)	(128,924)
Fair value of Plan Assets at the end of the year	-	-	-	-

V. Funded Status

Funded Status	(7,737,593)	(5,938,000)	(2,049,796)	(1,761,000)
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VI. Limits of Corridor not considered since total actuarial gain/loss is being recognised

Actuarial (loss) for the year - Obligation	(1,005,326)	(311,725)	18,112	(33,476)
Actuarial gain (loss) for the year - Plan Assets	-	-	-	-
Sub-Total	(1,005,326)	(311,725)	18,112	(33,476)
Actuarial loss recognised	(1,005,326)	311,725	(18,112)	33,476
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	7,737,593	5,938,000	2,049,796	1,761,000
Fair value of Plan Assets	-	-	-	-
Difference	7,737,593	5,938,000	2,049,796	1,761,000
Unrecognised Actuarial gains (losses)	-	-	-	-
Unrecognised Transitional Liability	-	-	-	-
Liability Recognised in Balance Sheet	7,737,593	5,938,000	2,049,796	1,761,000

VIII. Net Periodic Cost

Current Service Cost	439,804	337,515	180,658	155,205
Interest Cost	475,040	391,760	140,880	121,243
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (gain) loss recognised in the period	1,005,326	311,725	(18,112)	33,476
Expenses Recognised in the Income Statement	1,920,170	1,041,000	303,426	309,924

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

Opening Net Liability	5,938,000	4,897,000	1,761,000	1,580,000
Expense as above	1,920,170	1,041,000	303,426	309,924
Contributions paid	(120,577)	-	(14,630)	(128,924)
Closing Net Liability	7,737,593	5,938,000	2,049,796	1,761,000

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

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, 2013 is given as follows:

(a) Business Segments

(Amount in ₹)

Particulars	PETROCHEMICALS		TRADING		LIQUID COLOURANTS		PET BOTTLE		TOTAL	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012
REVENUE :										
External Revenue	280,530,254	283,055,520	245,107,710	176,436,670	11,507,402	17,508,757	79,680,652	24,476,474	616,826,018	501,477,421
Inter-segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	280,530,254	283,055,520	245,107,710	176,436,670	11,507,402	17,508,757	79,680,652	24,476,474	616,826,018	501,477,421
RESULT										
Segment Result	31,322,384	32,574,336	5,867,580	3,326,005	(1,455,532)	(2,030,266)	1,753,119	(3,124,187)	37,487,551	30,745,888
(Less) / Add :Unallocable Income / (Expenses) (Net of unallocable Expenses)									112,651,116	98,221,112
Less: Interest Expenses									(43,705,968)	(50,896,771)
Add: Interest Income									51,158,749	85,031,970
Profit Before Prior Period Adjustment									157,591,448	163,102,199
Less/(Add): Prior Period Adjustment									2,021	(1,744)
Profit Before Taxation & exceptional item									157,589,427	163,103,943
Less: Provision for Current Tax									31,500,000	41,500,000
Less: Provision for Deferred Tax									(1,630,700)	2,296,473
Less: Income/fringe benefit tax for earlier years									146,146	837,056
Profit After taxation before exceptional item									127,573,980	118,470,414
Exceptional items (Net of Tax)									-	-
Profit After taxation									127,573,980	118,470,414
OTHER INFORMATION										
Segment Assets	96,240,317	96,136,509	144,115,967	99,329,542	43,724,127	44,048,596	79,559,896	74,166,648	363,640,307	313,681,295
Unallocable Assets									5,070,532,403	5,083,470,417
Total Assets									5,434,172,710	5,397,151,712
Segment Liabilities	27,757,052	29,021,374	92,950,502	47,271,455	5,095,264	348,517	3,515,822	2,271,169	129,318,640	78,912,515
Unallocable Liabilities									234,375,449	252,948,951
Total Liabilities									363,694,090	331,861,466
Capital Expenditure										
Segment Capital Expenditure	4,582,176	46,647	-	-	200,703	156,976	945,808	8,019,319	5,728,687	8,222,941
Unallocable Capital Expenditure									15,780,054	1,175,060
Total Capital Expenditure									21,508,741	9,398,001
Depreciation/Amortisation										
Segment Depreciation/Amortisation	3,716,207	3,628,384	-	-	1,541,258	1,572,166	5,120,761	3,483,088	10,378,226	8,683,638
Unallocable Depreciation / Amortisation									9,034,325	7,240,723
Total Depreciation / Amortisation									19,412,551	15,924,361

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

(b) Secondary Segment Reporting (Geographical Segments):

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

	31.03.2013	31.03.2012
Sales Revenue		
India	596,514,294	490,292,862
Outside India	20,311,724	11,184,559
Total Revenue	616,826,018	501,477,421
Segment Assets		
India	5,431,290,257	5,389,590,279
Outside India	2,882,453	7,561,433
Total Assets	5,434,172,710	5,397,151,712
Capital Expenditure		
India	21,508,741	9,398,001
Outside India	-	-
Total Capital Expenditure	21,508,741	9,398,001

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)
- (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 (ceased to be a Joint Venture and become Subsidiary w.e.f. 30.09.2011)
USL Coeclerici Logistics Pvt Ltd, India (w.e.f. 13.04.2011)

(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) USL NMM Logistics Ltd, India (ceased to be a Joint Venture and become Subsidiary w.e.f. 30.09.2011)
- (c) 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

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, 2013

B DETAILS OF TRANSACTIONS BETWEEN THE COMPANY & RELATED PARTIES & THE STATUS OF OUTSTANDING BALANCES AS ON 31st March, 2013

(Amount in ₹)

Nature of Transaction	SASL (Subsidiary)	USL (Subsidiary)	OCL (Joint Venture)	OPPL (Subsidiary)	Shree Gayatri Trust	Rajendra Somani	Claridge Energy LLP (Joint Venture)	Total
a. Interest Earned	9,113,779 (17,515,716)	-	-	33,798,737 (60,388,680)	-	-	-	42,912,516 (77,904,396)
b. Rent Expense	-	-	-	360,000 (360,000)	-	-	-	360,000 (360,000)
c. Rent Income	36,000,000 (36,000,000)	-	3,600,000 (3,600,000)	-	-	-	-	39,600,000 (39,600,000)
d. Repairs & Maintenance (Rates & Taxes)	-	-	-	-	2,100,000	-	-	2,100,000
e. Dividend Received	-	74,238,800 (29,695,520)	-	-	-	-	-	74,238,800 (29,695,520)
f. Remuneration to Key Management Personnel	-	-	-	-	-	6,000,000	-	6,000,000
g. Investment in Capital of Partnership Firm (LLP)	-	-	-	-	-	-	-	-
h. Loans & Advances Given	103,202,400 (100,764,144)	-	159,974	133,937,652 (362,027,166)	-	-	38,500,000 (6,087,600)	275,800,026 (468,878,910)
i Receipts towards Loans & Advances Given	115,706,822 (197,326,899)	-	15,059,974 (85,500,000)	394,596,500 (90,400,311)	-	-	20,000,000 (9,500,000)	545,363,296 (382,727,210)
j Loans & Advance Taken	-	-	-	-	-	-	-	-
k Payment towards Loans & Advances taken	-	-	-	-	-	-	-	-
l Deposit Paid	-	-	-	240,000,000	21,000,000	-	-	261,000,000
m Receipts towards Deposit paid	-	-	-	-	-	-	-	-
n Repairs of Vehicles	722,973 (133,119)	-	-	-	-	-	-	722,973 (133,119)
o Sale of goods	-	-	12,633,691 (15,683,135)	-	-	-	-	12,633,691 (15,683,135)
p Purchase of Fixed Assets (Car)	14,434,180	-	-	-	-	-	-	14,434,180
q Investment in Equity shares	-	-	-	-	-	-	-	-
r Reimbursement towards currency exchange fluctuation	-	-	(104,293)	-	-	-	-	(104,293)
s Receipts towards Sale of goods / services	-	-	11,071,435 (42,646,465)	-	-	-	-	11,071,435 (42,646,465)
t Share in Profit of a Associate Limited Liability Partnership	-	-	-	-	-	-	2,865,164 (230,880)	2,865,164 (230,880)
u Balances as on 31st March, 2013	102,432,822 (114,937,244)	-	-	261,661,906 (522,320,754)	-	-	53,147,134 (84,647,134)	417,241,862 (686,805,132)
1. Loans & Advances given	3,070,800 (3,009,000)	-	(14,900,000)	(522,320,754)	-	-	(84,647,134)	9,061,124 (7,437,068)
2. Debtors / Other Receivables	20,500,000 (20,500,000)	-	(4,428,068)	-	-	-	-	20,500,000 (20,500,000)
3. Deposits Received	-	-	-	-	21,000,000	-	-	21,000,000
4. Deposits paid	-	-	-	270,000,000 (30,000,000)	-	-	-	240,000,000 (30,000,000)
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)	-	-	-	-	-	-	8,096,044 (5,230,880)	8,096,044 (5,230,880)
7. Creditors for expenses	-	-	-	-	5,176,960 (3,076,960)	-	-	5,176,960 (3,076,960)

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

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

	31st March 2013	31st March 2012
	₹	₹
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 demands disputed in appeals	54,060,476	9,221,074
(d) Assignment of sales tax liability	154,826,587	184,526,239
(e) On account of corporate guarantees to a Company for financial facility extended to subsidiary Company	40,000,000	40,000,000
(f) Letter of Credit	94,247,955	100,780,863

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

	31st March 2013	31st March 2012
	₹	₹
Principal amount remaining unpaid to any supplier as at the year end	1,789,657	-
Interest due thereon	26,417	-
Amount of interest paid during the year	-	-
Amount of payments made to the supplier beyond the appointed day during the accounting year	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.	62,379	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	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	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 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.

33 Sundry Debit balances written off (Net) amounting to Rs.83,440/- are net of sundry credit balances written back amounting to Rs.5,06,448/- (Previous Year Sundry Debit balance written off (Net) amounting to Rs.17,01,661/- are net of sundry credit balances written back amounting to Rs.7,17,103/-).

**Notes to the Financial Statements (Continued)
for the year ended 31st March, 2013**

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, 2013 (₹)	31st March, 2012 (₹)
Assets	992,751,040	853,416,883
Reserve & Surplus	377,271,689	369,369,428
Liabilities	583,016,843	451,584,947
Income	912,551,268	847,400,671
Expenses	904,649,008	827,265,522
Dividend received	-	-
Contingent Liability	681,140	660,082
Capital commitments	3,186,032	410,958
Unfulfilled export commitments	370,300,999	212,717,415

- (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, 2013 (₹)	31st March, 2012 (₹)
Assets	93,038,594	60,247,862
Reserve & Surplus	3,096,044	230,880
Liabilities	84,942,551	55,016,982
Income	85,783,876	40,023,056
Expenses	82,918,712	39,792,175
Dividend received	-	-
Contingent Liability	-	-
Capital commitments	-	-

35 CIF Value of Imports

	31st March 2013 ₹	31st March 2012 ₹
Goods (Raw Material)	8,292,045	18,883,818
Goods (Packing Material & Stores)	-	5,671,389
Goods (Trading)	236,918,650	153,313,782
	<u>245,210,695</u>	<u>177,868,989</u>

36 Expenditure in Foreign Currency

Debenture Interest	-	10,607,880
Legal & Professional Fees	720,473	715,837
Travelling & Others	-	394,608
	<u>720,473</u>	<u>11,718,325</u>

37 Earnings in Foreign Currency

Exports of Goods (F.O.B Value)	20,311,724	11,184,559
	<u>20,311,724</u>	<u>11,184,559</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, 2013**

(Amount 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, 2013	31st March, 2013	31st March, 2013
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 and 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:	3418.54 9054.52	(475.78) 559.6	(119.48) 501.35
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 NIL	NIL NIL

Financial Information related to the subsidiary companies for the year ended 31st March, 2013

(Amount in Lakhs)

	United Shippers Ltd.	Shinrai Auto Services Ltd.	Oricon Properties Pvt. Ltd.
Capital	591.67	500.00	612.00
Reserves	39226.35	(300.81)	21743.35
Total Assets	53104.78	7186.63	32485.55
Total Liabilities	53104.78	7186.63	32485.55
Details of Investment (except in case of investments in subsidiaries)	7252.60	-	119.99
Turnover	53032.89	31850.86	329.13
Profit before taxation	9785.84	(491.84)	(119.48)
Provision for taxation	2969.63	16.06	-
Profit after taxation	6811.21	(475.78)	(119.48)
Dividend	1035.43	-	-

For & on behalf of the Board

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

Place : Mumbai
 Date : May 30, 2013

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, 2013, 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") 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:

- in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
- 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
- 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

- We did not audit the consolidated financial statements of a subsidiary whose consolidated financial statements reflect total assets of Rs.5,31,04,77,910/- as at March 31, 2013, total revenue of Rs.5,30,32,89,603/- and net cash inflow amounting to Rs.18,17,95,189/- for the year ended on that date, as considered in the consolidated financial statements.
- We did not audit financial statements of two subsidiaries whose individual financial statements reflect total assets of Rs.3,96,72,18,485/- as at March 31, 2013, total revenue of Rs.3,21,79,99,211/- and net cash outflow amounting to Rs.1,57,33,905/- for the year ended on that date, as considered in the consolidated financial statements.
- We did not audit the financial statements of a joint venture company in which the proportionate share in total assets as at March 31, 2013 amounts to Rs.99,27,51,040/-, proportionate share in total revenues amounts to Rs.91,25,51,268/- and proportionate share in net cash inflow amounts to Rs.57,53,013/- for the year ended on that date, as considered in the consolidated financial statements.
- 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, 2013 amounts to Rs.9,30,38,594/-, proportionate share in total revenues amounts to Rs.8,57,83,876/- and proportionate share in net cash outflow amounts to Rs.4,89,079/- 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 30, 2013

Consolidated Balance Sheet as at 31st March, 2013

	Note	As at 31st March 2013 ₹	As at 31st March 2012 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	314,149,194	314,149,194
Reserves and Surplus	3	<u>5,464,682,060</u>	<u>5,130,935,991</u>
		5,778,831,254	5,445,085,185
Minority Interest		<u>1,928,570,414</u>	<u>1,678,535,298</u>
Non-Current Liabilities			
Long-Term Borrowings	4	796,203,628	828,013,689
Deferred Tax Liabilities	5	100,292,409	92,898,085
Other Long-Term Liabilities	6	485,450,027	547,770,040
Long-Term Provisions	7	<u>29,569,029</u>	<u>23,287,460</u>
		1,411,515,093	1,491,969,273
Current Liabilities			
Short-Term Borrowings	8	920,525,211	527,123,305
Trade Payables	9	711,781,404	549,372,249
Other Current Liabilities	9	457,502,952	423,883,244
Short-Term Provisions	7	<u>146,093,242</u>	<u>147,952,583</u>
		2,235,902,809	1,648,331,381
TOTAL		<u>11,354,819,570</u>	<u>10,263,921,137</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	5,061,239,103	4,538,195,862
Intangible Assets		3,520,381	2,777,505
Capital Work-In-Progress		22,462,987	386,549,374
Goodwill on Consolidation		<u>365,769,959</u>	<u>308,670,201</u>
Non-Current Investments	11	527,849,480	45,160,765
Deferred Tax Assets	12	3,811,390	1,760,462
Long-Term Loans And Advances	13	2,074,782,047	1,999,148,767
Other Non-current Assets	14	<u>144,839,731</u>	<u>237,182,048</u>
		8,204,275,078	7,519,444,984
Current Assets			
Current Investments	15	211,646,204	448,107,126
Inventories	16	576,954,512	571,784,075
Trade Receivables	17	1,394,456,029	915,139,959
Cash And Cash Equivalents	18	581,853,941	349,650,631
Short-Term Loans And Advances	13	330,189,466	407,154,832
Other Current Assets	14	<u>55,444,340</u>	<u>52,639,530</u>
		3,150,544,492	2,744,476,153
Total		<u>11,354,819,570</u>	<u>10,263,921,137</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 30, 2013

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, 2013

	Note	31st March 2013 ₹	31st March 2012 ₹
Income			
Revenue from operations (gross)	19	10,040,993,603	9,836,388,483
Less : Excise Duty		121,281,732	104,607,918
Revenue from operations (net)		9,919,711,871	9,731,780,566
Other income	20	279,118,965	340,180,435
Total Income		10,198,830,836	10,071,961,001
Expenditure			
Material Consumed /Sold	21	821,813,594	737,529,720
Purchase of traded goods	22	2,737,716,162	3,226,913,537
(Increase)/ Decrease in inventories of Finished goods, WIP and Traded goods	22	65,974,827	(212,034,764)
Employee cost	23	464,482,263	363,082,357
Other expenses	24	4,535,231,011	4,597,886,769
Finance costs	25	163,994,007	130,945,388
Depreciation and amortization expenses	10	372,047,267	270,580,638
Total Expenses		9,161,259,131	9,114,903,646
Profit / (Loss) before prior period adjustments and exceptional item		1,037,571,705	957,057,356
Prior Period Items		(2,021)	(120,760)
Profit / (Loss) before exceptional item and tax		1,037,569,684	956,936,596
Exceptional item (Diminution in value of Non Current Investment)		(19,561,407)	-
Profit / (Loss) before tax		1,018,008,277	956,936,596
Tax Expenses			
Current Tax		316,048,450	299,678,129
Deferred Tax		5,318,651	18,044,377
Income Tax for earlier year		11,628,502	837,056
MAT Credit Entitlement		(2,288,446)	(2,550,000)
Total Tax Expenses		330,707,157	316,009,562
Profit / (Loss) for the Year before Minority Interest		687,301,120	640,927,034
Less: Minority Interest		339,772,350	255,099,443
Profit / (Loss) for the year		347,528,770	385,827,591
Earnings per equity share	26		
Basic (Rs.)		3.26	3.72
Diluted (Rs.)		2.21	2.49
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 30, 2013

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, 2013

PARTICULARS	Current Year Ended 31st March 2013	Previous Year Ended 31st March 2012
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Prior period Adjustment & exceptional item	1,037,571,705	957,057,355
Adjustments for:		
Depreciation	372,047,267	270,580,638
Provision for Investment	231,964	(281,351)
Dividend Received	(19,025,524)	(13,518,882)
Interest Expense	151,556,158	116,926,548
Interest Received	(133,012,397)	(155,777,491)
Profit on Sale of long term Investments	(18,777,525)	(23,651,602)
Provision / (write back of provision) of Doubtful Debts	(271,691)	697,492
Loss on sale of assets (Net)	45,528	(20,171,539)
Sundry balances written off	439,266	1,562,260
Sundry balances written back	-	(414,964)
Operating Profit before Working Capital changes	1,390,804,751	1,133,008,464
Adjustments for:		
Trade & Other Receivables	(588,027,052)	(476,188,242)
Inventories	(6,226,453)	(194,870,540)
Trade & Other Payables	263,235,191	226,749,568
Cash generated from Operations	1,059,786,437	688,699,250
Direct Taxes Paid (Net of Refund)	(297,193,423)	(321,385,543)
Cash Flow before prior period Adjustments & Exceptional item	762,593,015	367,313,707
Prior period adjustments	(2,021)	(120,760)
NET CASH FROM OPERATING ACTIVITIES:	TOTAL (A)	367,192,947
CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets (including Capital Work-in-progress)	(610,214,374)	(992,578,113)
Pre-operative Expenses	-	888,166
Sale of Fixed Assets	27,348,558	41,309,143
Investment in Joint Venture	(120,652,343)	(109,959,273)
Sale of Investment	288,361,457	248,281,882
Purchase of Investment	(504,742,122)	(93,310,230)
Investment in Bank Deposit	38,538,473	27,857,454
Interest Received	142,994,514	164,070,670
Dividend Received	19,025,524	13,518,882
NET CASH FROM / (USED IN) INVESTING ACTIVITIES:	TOTAL (B)	(699,921,419)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Secured Loans (Net of Repayments)	450,131,323	428,055,386
Repayments of Unsecured Loans (Net of Proceeds)	(44,084,214)	156,419,431
Proceeds from Share Premium	42,284,275	44,629,412
Interest Paid	(153,677,583)	(112,616,575)
Dividend Paid	(155,219,152)	(83,873,608)
NET CASH FROM FINANCING ACTIVITIES:	TOTAL (C)	432,614,046
Net Increase / (Decrease) in Cash and Cash Equivalents	Total (A + B + C)	99,885,574
Cash and Cash Equivalents - Opening Balance	331,125,011	230,788,481
Cash and Cash Equivalents adjusted on consolidation	(4,733,099)	450,956
Cash and Cash Equivalents - Closing Balance	509,077,240	331,125,011
Net increase / (decrease) in Cash and Cash Equivalent	182,685,328	99,885,574

Notes:

1. 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.
 2. Cash and Cash equivalent at the end of the year includes fixed deposits with original maturity of less than three months of Rs.34,80,000/- (Previous year NIL) which are restricted in use and includes earmarked balance with Bank of unpaid dividend of Rs.11,19,075/- (previous year Rs.10,09,382/-).
 3. 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 30, 2013

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, 2013

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, 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 investments in a 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, 2013 are as under:

Name of Company	w. e. f.	Country of Incorporation	Percentage of voting power as at 31st March 2013	Percentage of voting power as at 31st March 2012	Reporting Date	Financial Status Audited / Unaudited
Subsidiaries						
Shinrai Auto Services Ltd. (SASL)	31-Mar-06	India	100%	100%	31st March, 2013	Audited
Oricon Properties Pvt Ltd (OPPL)	01-Oct-09	India	100%	100%	31st March, 2013	Audited
United Shippers Ltd (USL)	01-Oct-09	India	50.19%	50.19%	31st March, 2013	Audited
Fellow Subsidiaries						
USL Shipping DMCEST (A 100% subsidiary of United Shippers Ltd)	01-Oct-09	Dubai	50.19%	50.19%	31st March, 2013	Audited
Bulk Shipping PTE Ltd (A 100% subsidiary of United Shippers Ltd)	01-Oct-09	Singapore	50.19%	50.19%	31st March, 2013	Audited
USL Packaging Ltd (A 100% subsidiary of United Shippers Ltd)	01-Apr-10	India	50.19%	50.19%	31st March, 2013	Audited
USL NMM Logistics Ltd (A 100% subsidiary of United Shippers Ltd) *	01-Oct-11	India	50.19%	50.19%	31st March, 2013	Audited
USL Coeclerici Logistics Ltd (A 77.50% subsidiary of United Shippers Ltd)	13-Apr-11	India	38.90%	38.90%	31st March, 2013	Audited
Oriental Containers Ltd (OCL)	01-Apr-09	India	30%	30%	31st March, 2013	Audited
Claridge Energy LLP – (Partnership Firm)	14-Jul-10	India	50%	50%	31st March, 2013	Audited
Dharamtar Infrastructure Ltd (A joint venture of United Shippers Ltd)	01-Oct-09	India	23.20%	21.63%	31st March, 2013	Audited
USL NMM Logistics Ltd (A joint venture of United Shippers Ltd) *	01-Oct-09	India	-	-	-	-
CGU Logistics Ltd (A joint venture of United Shippers Ltd) **	01-Oct-09	India	-	11.30%	-	-

* Ceased to be a joint venture and become a subsidiary w.e.f. October 1, 2011.

** Ceased to be joint venture.

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013**

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 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, 2013**

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, 2013
2. Share Capital

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
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 reporting period
Equity Shares

	31st March, 2013		31st March, 2012	
	No. of Shares (Rs. 2/- each)	Amount (₹)	No. of Shares (Rs. 2/- each)	Amount (₹)
At the beginning of the period	102,547,715	205,095,430	91,647,715	183,295,430
On account of Conversion of Debentures into Equity Shares during the year**	-	-	10,900,000	21,800,000
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>

** During the Previous year, the Company at its Board meeting held on 13th June, 2011 has converted 15%, 21,80,000 fully convertible debentures into 21,80,000 equity shares of Rs.10/- each fully paid up at a premium of Rs.152.20 per share and allotted to M/s. Clearwater Capital Partners Singapore Fund III Private Limited. These equity shares allotted on conversion of Debentures (FCDs) ranks pari passu in all respects including as to dividend with the existing fully paid equity shares of the face value Rs.10/- each of the Company subject to relevant provisions contained in Articles of Association of the Company. Subsequently on 15th July 2011, these share has been sub-divided into 1,09,00,000 equity shares of Rs.2/- each fully paid.

10% Compulsorily Convertible Preference Shares (CCPS)

	31st March, 2013		31st March, 2012	
	No. of Shares (Rs. 10/- each)	Amount (₹)	No. of Shares (Rs. 10/- each)	Amount (₹)
At the beginning of the period	10,900,000	109,000,000	-	-
Issued during the Year	-	-	10,900,000	109,000,000
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 Consolidated Financial Statement (Continued)
as at 31st March, 2013**

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 30th May, 2013, proposed a final dividend of Rs.0.44 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 14th September, 2013. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.52,789,308/- including corporate dividend tax of Rs.7,668,313/-.

During the year ended 31st March, 2012, the amount of per share final dividend recognized as distributions to equity shareholders was Rs.0.44. The total dividend appropriation for the year ended 31st March, 2012 amounted to Rs.52,440,748/- including corporate dividend tax of Rs.7,319,753/-.

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 30th May, 2013, proposed a final dividend of Re.1 per CCPS. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 14th September, 2013. The total dividend appropriation for the year ended 31st March, 2013 amounted to Rs.12,752,455/- including corporate dividend tax of Rs.1,852,455/-.

During the year ended 31st March, 2012, the amount of per share final dividend recognized as distributions to CCP shareholders was Rs.1. The total dividend appropriation for the year ended 31st March, 2012 amounted to Rs.12,668,253/- including corporate dividend tax of Rs.1,768,253/-.

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 bonus shares issued, share issued for consideration other than cash and shares bought back 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
Equity Share allotted as Fully paid bonus Share by capitalization of securities premium	-	-	-
Equity Share allotted as Fully paid-up of Face Value Rs.2/- each pursuant to Scheme of Amalgamation	64,869,375	64,869,375	12,973,875
Compulsory Convertible Preference Share allotted as Fully paid-up pursuant to Scheme of Amalgamation.	10,900,000	10,900,000	10,900,000
Equity shares bought back by the company	-	-	-

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013

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

	31st March, 2013		31st March, 2012	
	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 III Pvt. Ltd.	10,900,000	10.63	10,900,000	10.63
Rajendra Somani	9,618,015	9.38	9,615,915	9.38
Susheel Somani	7,665,440	7.47	6,135,530	5.98
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, 2013		31st March, 2012	
	No. of Shares (₹10/- each)	% holding in the class	No. of Shares (₹ 10/- each)	% holding 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, 2013
3. Reserves & Surplus

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Capital Reserves		
Balance as per last financial statement	2,982,492,711	2,982,712,778
Add / (Less): Adjustment arising on Consolidation	-	(220,067)
	<u>2,982,492,711</u>	<u>2,982,492,711</u>
Capital Redemption Reserve	<u>500,000</u>	<u>500,000</u>
Amalgamation Reserve	<u>13,109,745</u>	<u>13,109,745</u>
Foreign Currency Translation Reserve		
Balance as per last financial statement	23,951,828	(17,017,106)
Add: Addition during the year	31,659,887	40,968,934
	<u>55,611,715</u>	<u>23,951,828</u>
Securities Premium Reserves		
Balance as per last financial statements	560,523,865	206,328,768
Add: premium on conversion of Debentures	-	331,796,000
Add: premium received on issue of equity shares	21,222,094	22,399,096
	<u>581,745,959</u>	<u>560,523,865</u>
General Reserve		
Balance as per last financial statements	802,535,443	719,912,533
Add: Transferred from Statement of Profit and Loss	76,349,273	82,622,909
	<u>878,884,716</u>	<u>802,535,443</u>
Surplus/(Deficit) in the statement of profit and loss		
Balance as per last financial statements	747,822,400	509,726,719
Excess Dividend Distribution Tax written back	7,226,034	4,817,355
Profit/(Loss) for the Year	347,528,770	385,827,591
Less:-Appropriations		
Proposed dividend on Equity Shares	(45,120,995)	(45,120,995)
Tax on above proposed dividend	(16,017,266)	(12,137,109)
Proposed dividend on Preference Shares	(10,900,000)	(10,900,000)
Tax on above proposed dividend	(1,852,455)	(1,768,253)
Transfer to General Reserve	(76,349,275)	(82,622,909)
Total appropriations	<u>(150,239,991)</u>	<u>(152,549,265)</u>
Net Surplus in the statement of profit and loss	<u>952,337,214</u>	<u>747,822,400</u>
Total reserves and surplus	<u><u>5,464,682,060</u></u>	<u><u>5,130,935,991</u></u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013
4. Long Term Borrowings

	Non Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Term loans				
Indian rupee loan from banks (Unsecured)	199,502,494	189,261,579	27,425,280	49,318,777
Indian rupee loan from banks (Secured)	69,352,872	92,856,096	48,897,420	36,541,400
Foreign Currency Term Loan from Banks (Secured)	155,009,505	246,708,600	8,158,395	15,539,850
Term Loan from Others (Unsecured)	159,430,350	90,000,000	4,036,031	60,000,000
Vehicle Loans				
Deferred Payment Credit from Banks (Secured)	19,260,378	10,709,628	12,157,935	5,958,834
Deferred Payment Credit from Others (Secured)	17,469,018	14,748,081	18,177,042	10,470,810
Other loans and advances				
Deferred Sales Tax (Unsecured)	83,850,918	84,086,051	-	-
Fixed Deposits (Unsecured)	-	-	303,000	318,000
Foreign Currency Buyers Credit (Capital Goods) (Secured)	56,461,655	43,950,946	-	-
Deferred payment for acquisition of fixed assets (Unsecured)	-	15,472,244	15,744,717	15,472,244
From Others (Unsecured)	35,866,438	40,220,463	-	-
	796,203,628	828,013,689	134,899,819	193,619,915
The above amount includes				
Secured borrowings	317,553,429	408,973,351	87,390,792	68,510,894
Unsecured borrowings	478,650,200	419,040,338	47,509,028	125,109,021
Amount disclosed under the head "other current liabilities" (note 9)	-	-	(134,899,819)	(193,619,915)
Net amount	796,203,628	828,013,689	-	-

a. Indian Rupee Loan from banks (Unsecured) includes

- (i) Term Loan amounting to Rs.133,122,750/- taken from Bank and carries interest @ Base Rate + 3% + TP. The Loan is repayable in 82 monthly installments 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.93,805,024/- taken from Bank and carries interest @ BPLR + 3.15%. 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.19,862,492/- taken from Bank and carries interest @ Base Rate + 5% + TP. 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 office of the Company. 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.74,645,300/- 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 inclusive of moratorium period of 2.50 years.
- (iii) Term Loan amounting to Rs.11,555,000/- taken from Bank and carries interest @ 13% p.a. The said loan is repayable in single installment on 31st August, 2012.
- (iv) Term Loan amounting to Rs.2,812,500/- taken from bank on 16th December, 2009 which carries interest at BPLR + 3.25 % 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 asset of the Company's Joint Venture Oriental Containers Limited.

**Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013**

- (v) Term Loan amounting to Rs.9,375,000/- taken from bank on 12th December, 2012 which carries interest at Base rate + 3.75 % 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 asset of the Company's Joint Venture Oriental Containers Limited.
- c. Foreign Currency Term Loan from Banks (Secured) includes Term Loan amounting to Rs.163,167,900/- taken from Bank and carries interest @ 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. 20,00,000/- 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. 163,466,381/- 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.31,418,313/- taken from Bank and carries interest in the range of 9.99% to 11.45%. 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.35,646,060/- 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 as referred to in clause (d) and also as per the provisions of Rules 81 M.V.A.T. Rules 2005.
- (ii) Deferment of Sales tax obligation amounting to Rs.29,401,512/- 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.36,087,406/- is payable after ten years from the end of respective financial year in five yearly equal installments ending in financial year 2016-17.
- h. Fixed Deposits (Unsecured) represents Deposits borrowed from Public. The said deposit carries interest in the range of 6% to 15%. The said deposits are matured but not claimed.
- i. Foreign Currency Buyers Credit represents Buyers Credit amounting to Rs.56,461,655/- availed from bank which is secured by hypothecation of Inventory and Trade Receivables (present and future) also first 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 + 70 to 115 basis points and duration of these buyers credit ranges from 90 days to 180 days.
- j. Deferred payment for acquisition of fixed assets denotes Suppliers' Credit amounting to Rs.15,744,717/- obtained in December 2010 and repayable by December 2013 in 6 half yearly installments. It is secured by the respective asset purchased. The rate of interest is 3.50% p.a.
- k. Loan from Others (Unsecured) includes Rs. 4,439,917/- as interest free and Rs. 31,426,521/- carrying interest in the range of 12% to 18%.

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013
5. Deferred Tax Liability

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	122,270,360	109,516,955
Gross Deferred Tax Liability	<u>122,270,360</u>	<u>109,516,955</u>

Deferred Tax Asset

Provision for Gratuity / Leave Encashment	14,342,628	9,208,732
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	7,635,324	7,410,138
Gross Deferred Tax Assets	<u>21,977,951</u>	<u>16,618,870</u>
Deferred Tax Liability	<u>100,292,409</u>	<u>92,898,085</u>

6. Other Long-Term Liabilities

Trade Payables	6,054,882	1,974,895
Deposit Received	479,395,145	545,795,145
	<u>485,450,027</u>	<u>547,770,040</u>

7. Provisions

	Long-Term		Short-Term	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Provision For Employee Benefits				
Provision for Gratuity (note 27)	22,528,285	18,278,028	6,777,867	4,544,751
Provision For Leave Encashment	7,040,744	5,009,432	2,151,558	5,354,181
	<u>29,569,029</u>	<u>23,287,460</u>	<u>8,929,425</u>	<u>9,898,932</u>
Other Provisions				
Proposed Equity Dividend	-	-	45,120,995	45,120,995
Provision for tax on proposed equity dividend	-	-	8,872,652	12,137,109
Proposed Preference Dividend	-	-	10,900,000	10,900,000
Provision for tax on proposed preference dividend	-	-	1,852,455	1,768,253
Provision for Income Tax	-	-	70,127,486	66,415,566
Provision for Wealth Tax	-	-	290,229	263,568
Others	-	-	-	1,448,160
	<u>-</u>	<u>-</u>	<u>137,163,817</u>	<u>138,053,651</u>
	<u>29,569,029</u>	<u>23,287,460</u>	<u>146,093,242</u>	<u>147,952,583</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013

8. Short Term Borrowings

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Cash Credit from banks (Secured)	102,674,083	70,835,396
Working Capital Demand Loan from Bank (Secured)	-	16,500,000
Packing Credit (Secured)	39,664,609	36,610,473
Foreign Currency Buyers Credit (Secured)	173,462,354	149,947,359
Short Term Loan from Bank (Secured)	338,826,040	-
Short Term Loan from Bank (Unsecured)	-	22,988,609
Kotak Mahindra Prime Limited (Secured)	253,299,208	213,040,671
Bill Discounting (Unsecured)	12,598,917	16,500,797
Others (Unsecured)	-	700,000
	920,525,211	527,123,305
The above amount Includes		
Secured Borrowings	907,926,294	486,933,899
Unsecured Borrowings	12,598,917	40,189,406
	920,525,211	527,123,305

- a. Cash Credit from banks (Secured) includes
- (i) Cash Credit facility amounting to Rs.19,727,969/- availed from Bank and carries interest @ Base rate + 5%. 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.48,876,031/- 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 Oriental Containers Limited. However, creation of charge on immovable property in favour of Kotak Mahindra Bank Ltd is pending approval from concerned authorities. The facility carries interest rate at base rate + 3.25%. The said facility is repayable on demand.
 - (iii) Cash credit facility amounting to Rs.34,070,083/- 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.39,664,609/- 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 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.27,083,830/- availed from Bank. 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.146,378,524/- 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 Oriental Containers Limited. However, creation of charge on immovable property in favour of Kotak Mahindra Bank Ltd is pending approval from concerned authorities. The facility carries interest rate in a range of Libor plus 70 basis point to 115 basis point and duration of these buyers credit ranges from 90 days to 180 days.
- d. Short Term Loan amounting to Rs.338,826,040/- is obtained from banks and is secured by capital guaranteed bonds amounting to Rs.57,58,73,162/- of Company's Subsidiary United Shippers Limited with advance margin 0.65% and default margin 2%. The said term loan is fully repayable in the next financial year.
- e. Short Term loan (Secured) amounting to Rs.253,299,208/- 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, 2013
9. Other Current Liabilities

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Trade payables		
Due to Micro and Small Enterprises (note 38)	5,970,348	3,528,644
Others	<u>705,731,140</u>	<u>545,843,605</u>
	<u>711,701,487</u>	<u>549,372,249</u>
Other Liabilities		
Liability for Expenses	84,412,907	31,847,056
Liability for Capital Asset	-	3,690,515
Current maturities of long-term borrowing (note 4)	134,899,819	193,619,915
Unclaimed Dividends	1,187,712	1,010,693
Deposit Received	23,290,806	23,322,300
Interest accrued and due on borrowings	8,852,892	8,643,396
Interest accrued and not due on borrowings	1,124,343	237,640
Statutory Dues Payable	66,858,233	71,540,985
Advance from Customers	12,823,078	27,006,178
Income received in advance	1,270,488	2,471,805
Calls in Advance	3,610	3,610
Others Payables	<u>122,858,981</u>	<u>60,489,153</u>
	<u>457,582,869</u>	<u>423,883,244</u>
	<u><u>1,169,284,356</u></u>	<u><u>973,255,492</u></u>

Notes to Consolidated Financial Statements (Continued)
as at 31st March, 2013

10. FIXED ASSETS

Description	GROSS BLOCK					DEPRECIATION/AMORTISATION					NET BLOCK		
	As on 1 April on 2012	Adjustment on Consolidation	Additions during the year	Deductions during the year	As on 31st March 2013	Upto 1st April 2012	Adjustment on Consolidation	For the year	Impairment	Deductions during the year	Total upto 31st March 2013	As on 31st March 2013	As on 31st March 2012
Tangible Asset													
Leasehold Land	17,634,261	-	41,900,003	-	59,534,264	994,458	-	255,887	-	-	1,250,345	58,283,919	16,639,803
Freehold Land	2,472,181,865	12,149,255	4,508,559	-	2,488,839,679	-	4,533,022	-	-	-	4,533,022	2,484,306,657	2,472,181,865
Buildings	313,753,939	9,845,221	43,592,268	-	367,191,428	103,343,055	-	17,053,848	-	-	120,396,903	246,794,525	210,410,884
Residential Flats	8,025,402	-	-	-	8,025,402	1,050,437	-	130,664	-	-	1,181,101	6,844,301	6,874,965
Plant and Machinery	930,531,881	(32,815,824)	86,225,909	4,493,894	979,448,072	387,132,625	(16,713,048)	57,506,320	-	-	427,925,897	551,522,176	543,399,256
Electric Installations (AC)	32,173,103	-	1,012,213	18,500	33,166,816	12,743,432	-	1,954,064	-	3,680	14,693,816	18,473,000	19,429,671
Office Equipments	21,471,938	45,395,800	2,624,891	61,395	69,431,234	15,193,514	23,983,900	4,288,360	-	22,978	43,442,796	25,988,438	6,278,424
Computer	28,180,402	(106,304)	1,828,884	372,434	29,530,548	22,881,358	(43,158)	2,296,219	-	366,767	24,767,652	4,762,896	5,299,045
Furniture and Fixtures	38,553,448	352,893	3,561,344	58,585	42,409,100	23,705,590	289,894	3,613,858	-	16,416	27,593,026	14,816,075	14,847,958
Vehicles	126,132,329	13,689,964	49,481,482	22,096,449	167,207,326	66,086,918	3,876,450	24,336,878	-	14,118,418	80,181,829	87,025,497	60,045,411
Motor Trucks	260,408,605	(12,342,987)	175,773,628	46,483,994	377,355,252	135,111,971	(3,286,617)	58,003,589	-	39,924,018	149,904,925	227,450,327	125,296,634
Fire Fighting Equipments	673,033	-	45,601	-	718,634	474,812	-	51,176	-	-	525,988	192,646	198,221
Laboratory Equipments	2,501,275	-	8,075	-	2,509,350	1,565,007	-	95,036	-	-	1,660,043	849,307	936,268
Weighing Machines	915,295	-	-	-	915,295	858,710	-	11,258	-	-	869,968	45,327	56,585
Vessels & Barges	1,216,980,823	(191,245,294)	481,554,755	11,000,000	1,496,290,284	324,541,294	(51,511,328)	131,947,444	-	6,123,545	398,853,865	1,097,436,419	892,439,529
Excavator & Payloader	373,095,428	-	145,873,008	16,997,938	501,970,498	209,333,985	-	69,802,199	-	13,613,279	265,522,905	236,447,593	163,761,443
Total (A)	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	4,538,195,862
As at 31st March, 2012	5,250,408,220	48,630,746	614,969,273	70,795,212	5,843,213,027	1,070,205,425	14,459,218	270,010,130	-	49,657,608	1,305,017,165	4,538,195,862	-
Intangible Assets													
Computer Intangible	-	-	1,107,990	-	1,107,990	-	-	74,068	-	-	74,068	1,033,922	-
Other Goodwill	833,943	-	-	-	833,943	833,943	-	-	-	-	833,943	-	-
Software	5,705,063	-	335,352	-	6,040,415	2,927,557	-	626,398	-	-	3,553,956	2,486,459	2,777,506
Total (B)	6,539,006	-	1,443,342	-	7,982,348	3,761,500	-	700,467	-	-	4,461,967	3,520,381	2,777,506
As at 31st March, 2012	6,539,006	-	-	-	6,539,006	3,190,992	-	570,508	-	-	3,761,500	2,777,506	-
Total (A + B)	5,849,752,033	(155,077,276)	1,039,433,961	101,583,189	6,632,525,529	1,308,778,666	(38,870,785)	372,047,267	-	74,189,103	1,567,766,045	5,064,759,483	4,540,973,368
As at 31st March, 2012	5,256,947,226	48,630,746	614,969,273	70,795,212	5,849,752,033	1,073,386,417	14,459,218	270,580,638	-	49,657,608	1,308,778,665	4,540,973,368	-

Note:

- 1 (i) Freehold Land amounting to Rs.229,40,00,000/- 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.
- 2 Building includes Rs.3,42,08,890/- pursuant to the scheme of amalgamation with Scientific Vacuum Coating Pvt Ltd with the Company.
- 3 (i) Residential flats includes deposit for Shares in Co-operative Society Rs.9,875/-.
- (ii) Residential flats at Murbad and 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 purchased during the year at Goa is pending for registration in the name of the Joint Venture Oriental Containers Limited.
- 4 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.
- 5 Deductions to Fixed Assets (Plant & Machinery) includes an exchange gain of Rs.5,58,559/-.
- 6 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, 2013
11. Non Current Investments

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Trade investment (valued at cost unless stated otherwise)		
Other Investments (Unquoted) (Valued at cost)		
29,20,000 shares (previous year NIL) of Rs.10/- each fully paid up in Great United Energy Private Ltd.	36,000,000	29,200,000
Dharamtar Cement Private Ltd	-	21,550
1,23,75,000 shares of Rs.10/- each fully paid up in CGU Logistics Limited	11,300,007	-
	<u>47,300,007</u>	<u>29,221,550</u>
Non-Trade investment (valued at cost unless stated otherwise)		
A. Unquoted Investment		
Investment in Equity Instrument		
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
5,000 shares (previous year 5,000 shares) of Rs.10/- each fully paid up in Equity Shares of Suraj Containers Limited	50,000	50,000
	<u>147,602</u>	<u>147,602</u>
B. Unquoted Preference Shares		
2,39,000 (previous year 2,39,000 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
37,748 shares (previous year 37,748 shares) of Rs.10/- each fully paid up in Koprana Ltd.	5,201,071	338,225
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	6,581,526
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.35/- 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 818 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 NIL) of Rs.10/- each fully paid up in Equity Shares of Excel Glasses Ltd.	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

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
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	<u>(702,574)</u>	<u>(470,610)</u>
	15,426,640	13,400,613
D. Investment in Bonds (Unquoted)		
Investment in capital guaranteed bonds	462,584,231	-
E. Other Investments		
	1,000	1,000
Total	<u>527,849,480</u>	<u>45,160,765</u>
Aggregate amount of Quoted Investments	15,426,640	13,400,613
Aggregate amount of Unquoted Investments	512,422,840	31,760,152
Market Value of Quoted Investments	15,713,906	14,877,065

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.702,574/- (previous year Rs.470,610/-) where the management is of the view that the same is of permanent nature.

Details of Investment in LLP
Investment in Claridge Energy

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 (Rs.)	10,000,000	10,000,000

12. Deferred Tax Assets

	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
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	1,656,717	443,629
Provision for Gratuity / Leave Encashment	1,173,471	807,169
On expenses pertaining to Amalgamation to claimed under Sec. 35DD	981,202	509,664
Gross Deferred Tax Assets	<u>3,811,390</u>	<u>1,760,462</u>
Deferred Tax Asset	<u>3,811,390</u>	<u>1,760,462</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013

13. Loans and Advances

	Non-Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Capital Advances				
Unsecured, Considered good	278,349,332	334,553,108	-	-
(A)	278,349,332	334,553,108	-	-
Security Deposit				
Unsecured, Considered good				
To Others	294,369,319	340,564,577	6,946,491	4,115,954
(B)	294,369,319	340,564,577	6,946,491	4,115,954
Loans & advances to related parties (note 29)				
Unsecured, Considered good	568,782,712	446,621,435	26,976,584	27,753,567
(C)	568,782,712	446,621,435	26,976,584	27,753,567
Advances recoverable in cash or in kind				
Unsecured, Considered good	861,737,540	776,445,728	223,446,232	303,117,418
(D)	861,737,540	776,445,728	223,446,232	303,117,418
Other loans and advances				
Advance Income tax (including refund receivable)	61,598,334	83,496,193	156,144	5,839,042
Loans to employees	-	188,115	18,714,399	14,814,371
Balances with Statutory / Government Authorities				
Balance with Excise Authorities	7,443,090	6,474,820	33,099,514	31,983,930
MVAT Receivable	2,501,720	1,812,901	-	14,056
MAT Credit Entitlement	-	-	20,850,102	19,282,133
Others	-	8,991,890	-	234,361
(E)	71,543,144	100,963,919	72,820,159	72,167,893
TOTAL (A + B + C + D + E)	2,074,782,047	1,999,148,767	330,189,466	407,154,832
Loans to employee include				
Dues from Directors	-	-	-	-
Dues from Officers	-	188,115	18,514,398	14,614,371
Dues from Workers	-	-	200,000	200,000
Loans and advances to related parties include				
Dues from Limited Liability Partnership Firm Claridge Energy LLP	-	-	26,573,567	17,323,567
Dues from Oriental Containers Limited, Joint Venture	-	-	-	10,430,000
Dues from Kopran Laboratories Limited	82,728,108	-	-	-
Dues from Venkatesh Karriers Limited	-	-	403,017	-
Dues from Dharamtar Infrastructure Limited, Joint Venture	486,054,604	446,621,435	-	-

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013
14. Other Assets

	Non-Current		Current	
	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Unsecured, Considered Good unless stated otherwise				
Non-current Bank Balances (note 18)	144,829,511	237,169,785	-	-
(A)	<u>144,829,511</u>	<u>237,169,785</u>	<u>-</u>	<u>-</u>
Others				
Interest accrued on fixed deposits	10,220	12,263	3,168,092	13,135,549
<u>Long Term Trade Receivable</u>				
Considered Doubtful	425,801	697,492	-	-
Less: Provision for Doubtful Debt	(425,801)	(697,492)	-	-
Rent Receivable	-	-	42,751,015	36,503,981
Others	-	-	9,525,233	3,000,000
(B)	<u>10,220</u>	<u>12,263</u>	<u>55,444,340</u>	<u>52,639,530</u>
	<u>144,839,731</u>	<u>237,182,048</u>	<u>55,444,340</u>	<u>52,639,530</u>

15. Current Investment

	As at 31st March 2013 ₹	As at 31st March 2012 ₹
Unquoted Debentures		
Fully Redeemable, unlisted, unrated, secured, non - convertible debenture - Avantha Holdings Limited	-	79,682,250
Unquoted Mutual Funds		
Canara Robeco Floating rate short term fund	71,524,301	116,663,958
Canara Robeco Treasury Advantage Fund	4,332,890	-
Reliance Income Fund Growth Plan Bonus Option	22,500,082	-
Unquoted Bonds		
Capital Guaranteed Bonds	113,288,931	251,760,918
	<u>211,646,204</u>	<u>448,107,126</u>
Aggregate amount of Quoted Investments	-	-
Aggregate amount of Unquoted Investments	211,646,204	448,107,126
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	121,751,807	69,712,778
Work-in-progress	14,042,366	18,330,080
Finished goods	78,150,578	79,704,475
Store and spares	23,457,943	23,375,447
Store and spares (Traded goods)	16,996,022	14,392,080
Shares (Traded goods)	102,492,923	103,536,323
Car (Traded goods)	199,156,040	260,849,798
Fuel	303,461	375,444
Others	-	1,056,016
Goods in Transit		
Raw Material	20,568,647	295,896
Stores and spares	34,725	155,738
	<u>576,954,512</u>	<u>571,784,075</u>

Notes to Consolidated Financial Statement (Continued)
as at 31st March, 2013
17. Trade Receivables and other assets

	As at 31st March 2013	As at 31st March 2012
	₹	₹
Unsecured, Considered good (unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered good	144,974,625	121,580,305
Other receivables		
Unsecured, Considered good	1,231,466,978	778,065,966
Secured, Considered good	18,014,426	15,493,689
	<u>1,394,456,029</u>	<u>915,139,959</u>

18. Cash and bank balances

	Non-Current		Current	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
	₹	₹	₹	₹
Cash and cash equivalents				
Balances with banks:				
On current accounts			493,371,286	324,869,181
Deposits with original maturity of less than three months			3,480,000	-
On Unpaid dividend account			1,119,075	1,009,382
Cheques / Draft on hand			6,734,158	-
Cash on hand			4,372,721	5,246,447
			<u>509,077,240</u>	<u>331,125,011</u>
Other bank balances				
Margin Money deposit with original maturity for more than 12 months	144,829,511	237,169,785	50,347,866	-
Margin Money deposit with original maturity for more than 3 months but less than 12 months	-	-	22,428,835	18,525,620
	<u>144,829,511</u>	<u>237,169,785</u>	<u>72,776,701</u>	<u>18,525,620</u>
Amount disclosed under Non-current				
Assets (note 14)	(144,829,511)	(237,169,785)	-	-
	<u>-</u>	<u>-</u>	<u>581,853,941</u>	<u>349,650,631</u>

Note:

- (i) Fixed deposits amounting to 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.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.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, 2013
19. Revenue from operations

	For the year ended 31st March 2013 ₹	For the year ended 31st March 2012 ₹
Sales of products		
Finished Goods	1,449,389,708	1,280,911,518
Traded Goods	3,325,340,909	3,557,701,418
Revenue from operations (gross)	<u>4,774,730,617</u>	<u>4,838,612,935</u>
Less : Excise Duty	121,281,732	104,607,918
Revenue from operations (net)	<u>4,653,448,885</u>	<u>4,734,005,018</u>
Sale of Services	5,251,255,390	4,982,606,501
Other Operating Revenue		
Scrap Sales	14,722,525	15,169,047
Others	285,071	-
Revenue from operations	<u>9,919,711,871</u>	<u>9,731,780,566</u>
Details of Products Sold		
Finished Goods Sold		
Petrochemicals Products	280,530,254	283,055,520
Pet Bottle	79,680,652	24,476,474
Liquid Colorants	4,857,574	12,803,816
Closures	837,200,681	784,454,681
Collapsible Tubes	32,932,524	30,627,150
Others	92,906,291	40,885,959
	<u>1,328,107,976</u>	<u>1,176,303,600</u>
Trading Goods Sold		
Chemicals	233,570,024	156,145,036
S S Sheets & Plate	8,207,636	-
Rice Husk	-	17,066,732
Tin Free Steel Sheets	1,906,490	-
Car	2,823,659,753	3,136,773,494
Spare Parts	256,575,398	244,066,871
Others	1,421,608	3,649,285
	<u>3,325,340,909</u>	<u>3,557,701,418</u>
	<u>4,653,448,884</u>	<u>4,734,005,018</u>
Details of Services Rendered		
Freight	1,145,413,963	1,741,656,704
Cargo Handling Services	300,000	49,627,152
Port Services	3,204,321,991	2,124,173,059
Transportation	660,493,596	788,128,269
Transport of Goods Through Waterways	151,200,743	206,560,967
Supply of Tangible Goods for Service	3,264,757	6,912,763
Business Support Service	472,323	(207,437)
Storage & Warehouse Service	4,600,924	9,023,820
Others	81,187,093	56,731,204
	<u>5,251,255,390</u>	<u>4,982,606,501</u>

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013**

20. Other Income

	For the year ended 31st March 2013	For the year ended 31st March 2012
	₹	₹
Rent Received	72,233,245	89,531,173
Warehousing Charges Received	360,000	360,000
Insurance Commission and Finance Incentive	20,335,062	17,449,046
Interest income on		
Bank Deposits	9,512,416	8,296,206
Others	123,499,980	147,481,285
Dividend Income on		
Investment in Subsidiary	-	-
Long Term Investment	4,828	2,425,500
Current Investment	19,020,696	11,093,382
Discount Received	4,712,806	4,214,596
Insurance Claim	848,073	3,623,575
Net Gain /Loss on sale of Fixed Assets	8,917	20,753,618
Net Gain /Loss on sale of Investments	23,870,839	23,651,602
Miscellaneous Income	4,269,965	10,885,489
Foreign Exchange Fluctuation	442,138	-
Sundry credit balance written back	-	414,964
	<u>279,118,965</u>	<u>340,180,435</u>

21. Cost of Raw Material and components consumed

Inventory at the beginning of the year	69,712,778	55,578,207
Add: Purchases	873,852,623	751,664,291
	<u>943,565,401</u>	<u>807,242,498</u>
Less: Inventory at the end of the year	121,751,807	69,712,778
Cost of raw material and components consumed	<u>821,813,594</u>	<u>737,529,720</u>

Details of Raw Material & Components Consumed

Mix Pentane	209,254,528	213,798,985
Base Colour	2,029,358	7,846,441
Pet Resin	53,923,437	19,381,804
Tin Free Steel / Tin Plate	151,442,282	178,971,880
Aluminum Sheet / Slug / Ingots	91,338,437	92,896,712
Polymers	270,210,232	206,115,623
Others	43,615,321	18,518,277
	<u>821,813,594</u>	<u>737,529,720</u>

Details of Inventory

Raw Materials & Components

Mix Pentane	15,465,727	3,317,769
Base Colour	14,288,932	11,016,373
Pet Resin	289,845	1,077,761
Tin free steel / Tin Plate	17,039,951	12,296,051
Aluminum sheet / Slug / Ingots	5,815,460	13,013,320
Polymers	39,683,324	17,483,964
Others	29,168,567	11,507,539
	<u>121,751,807</u>	<u>69,712,778</u>

Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013
22. Increase / (Decrease) in Inventories

	For the year ended 31st March 2013 ₹	For the year ended 31st March 2012 ₹
Inventories at the end 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>
Inventories at the beginning of the year		
Finished Goods	79,704,475	56,774,884
Traded Goods	378,778,201	189,145,701
Work in Progress	18,330,080	18,857,408
	<u>476,812,756</u>	<u>264,777,993</u>
(Increase)/Decrease in Inventories	<u>65,974,827</u>	<u>(212,034,764)</u>
Details of Purchase of Traded Goods		
Chemicals	228,871,948	153,083,368
S S Sheets & Plate	8,046,702	-
Rice Husk	-	16,732,080
Tin Free Steel Sheets	1,278,080	-
Cars	2,296,191,159	2,864,929,008
Spare Parts	203,294,770	188,640,950
Others	33,503	3,528,131
	<u>2,737,716,162</u>	<u>3,226,913,537</u>
Details of Inventory		
Finished Goods		
Petrochemicals Products	4,416,507	6,099,156
Pet Bottle	3,686,010	4,543,240
Liquid Colorants	-	8,545
Closures	67,466,604	63,338,198
Collapsible Tubes	670,778	1,630,928
Others	1,910,679	4,084,409
	<u>78,150,578</u>	<u>79,704,475</u>
Work in Progress		
Closures	14,042,366	17,270,315
Others	-	1,059,765
	<u>14,042,366</u>	<u>18,330,080</u>
Traded Goods		
Shares	102,492,923	103,536,323
Car	199,156,040	260,849,798
Spare Parts	16,996,022	14,392,080
	<u>318,644,985</u>	<u>378,778,201</u>

Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013
23. Employee benefit expenses

	For the year ended 31st March 2013 ₹	For the year ended 31st March 2012 ₹
Salary, Wages & Bonus	332,234,841	264,075,732
Company's contribution to Provident and other Funds	23,129,935	17,945,344
Gratuity	10,103,206	6,814,021
Staff Welfare Expenses	14,185,604	12,412,030
Managerial Remuneration	84,828,677	61,835,229
	<u>464,482,263</u>	<u>363,082,357</u>

24. Other expenses

Consumption of Stores, Spares	104,234,232	97,288,517
Power and Fuel	699,398,609	451,901,102
Rent	22,601,587	19,603,041
Job Charges	10,165,143	6,316,144
Transportation and Forwarding	579,063,394	681,857,081
Charter Freight Charges & Other Freight	1,070,225,713	1,694,594,613
Port Dues & Other Expenses / Certification	275,583,345	267,470,147
Vessel Expenses	199,418,639	116,945,507
Barge & Tug Freight Hire Charges	185,071,070	78,524,737
Stevedoring Charges	32,441,898	25,223,111
Shortages	50,950,091	132,027,300
Demurrages / Dispatch	26,492,215	42,460,766
Handling Charges	138,441,405	89,144,867
Storage Charges	35,717,152	19,878,524
Machinery Hire Charges	115,332,481	22,396,888
Payloader & Excavator Expenses / Machinery	47,939,107	36,458,663
Dumper & Tipper Expenses	89,307,074	73,820,978
Jetty Rent & Utilization Charges	152,891,696	113,403,228
Jetty Repairing Charges	3,205,786	7,710,136
Repairs and Maintenance		
Building	4,093,435	9,902,397
Plant & Machinery	10,524,340	6,317,174
Others	10,639,696	5,489,011
Insurance	40,359,781	20,003,534
Rates and Taxes	9,417,525	8,330,179
Excise Duty	1,167,833	2,385,827
Directors Sitting Fees	825,375	923,880
Sundry balances written off (Net)	439,266	1,562,260
Donation	11,125,250	12,040,304
Brokerage & Commission	3,624,656	4,568,248
Registration and Octroi Charges	352,048,206	323,598,976
Legal & Professional Charges	33,538,594	26,740,045
Loss on sale of Fixed Assets	54,445	582,079
Loss on sale of Long Term Investment	5,093,314	-
Sales tax paid for earlier years	20,804	-
Vehicle Expenses	43,985,104	34,904,356
Office and Workshop Expenses	44,699,193	24,891,388
Foreign Exchange Fluctuation	1,403,989	17,136,255
Share Issue Expenses	2,248	-
Rebate & Discount	36,205	75,603
Payment to Auditor (Refer details below)	2,449,805	2,709,295
Bad Debts	-	2,018,360
Royalty (including prior period Rs.13,17,453/-)	2,174,411	-
Provision / (write back of provision) of Doubtful Debts	(271,691)	697,492
Preliminary Expenses written off	-	2,468,999
Adjustment to the carrying amount investment	231,964	-
Miscellaneous Expenses	119,066,630	113,515,760
TOTAL	<u>4,535,231,011</u>	<u>4,597,886,769</u>

**Notes to Consolidated Financial Statement (Continued)
 for the year ended 31st March, 2013**
Payment to Auditor

	For the year ended 31st March 2013	For the year ended 31st March 2012
	₹	₹
As Auditor:		
Audit Fee	2,174,748	1,944,308
Tax Audit Fee	133,287	120,773
Limited Review	-	-
In Other Capacity:		
Taxation Matters	-	300,000
Company Law Matters	-	-
Management Services	-	-
Other Services	119,244	328,260
Reimbursement of Expenses	22,526	15,954
	<u>2,449,805</u>	<u>2,709,295</u>
25. Finance costs		
Interest Expenses		
Debentures	-	10,607,880
Term Loans	68,227,257	48,060,225
Others	83,328,901	58,258,443
Bank Charges	9,748,185	9,583,542
Other Finance Cost	2,689,664	4,435,298
	<u>163,994,007</u>	<u>130,945,388</u>

Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013
26 Earnings Per Share (EPS)

Particulars	Year ended March 2013	Year ended March 2012
(a) Profit after Taxation and Minority Interest	347,528,770	385,827,591
(b) Less - Preference Dividend	12,752,455	12,668,253
(c) Profit after taxation and preference dividend	334,776,315	373,159,338
Basic EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	100,373,671
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	100,373,671
Earnings per share (EPS)		
- Basic Earnings per share on Profit after taxation (Rs.) [(c) / (d)]	3.26	3.72
Diluted EPS		
Weighted average number of equity shares of Rs.2/- each	102,547,715	100,373,671
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	154,873,671
(f) Earnings per share (EPS)		
- Diluted Earnings per share on Profit after taxation (Rs.) [(a) / (e)]	2.21	2.49

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.2,905,858/- (Previous period Rs.2,419,772/-) towards Superannuation Scheme with Life Insurance Corporation of India and Rs.20,844,845/- (Previous period Rs.17,976,239/-) 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, 2013**

i. Actuarial Assumption

Particulars	Year ended 31st March 2013 Gratuity (%)	Year ended 31st March 2012 Gratuity (%)
Discount Rate Current	8% to 8.50%	8% to 8.50%
Rate of Increase in Compensation Levels	4.75% to 5%	4.75% to 6%

ii. Table Showing Change in Benefit Obligation

Particulars	Year ended 31st March 2013 Gratuity (₹)	Year ended 31st March 2012 Gratuity (₹)
Projected Benefit Obligations (PBO) at the beginning of the year	19,638,325	16,155,389
Adjustment on account of opening balances in respect of joint venture (OCL) and subsidiary (SASL)	-	-
Interest Cost	1,667,599	1,320,577
Service Cost	1,682,147	1,169,001
Past Service Cost	-	-
Benefits paid	(482,431)	(187,480)
Actuarial (gain) / loss on Obligations	2,692,980	1,180,838
Projected Benefit Obligations (PBO) at the end of the year	25,198,620	19,638,325

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

Present Value of Obligation	25,198,620	19,638,325
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 Balance Sheet	25,198,620	19,638,325

iv. Net Periodic Cost

Current Service Cost	1,682,147	1,169,001
Interest Cost	1,667,599	1,320,577
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Net Actuarial (gain) loss recognised in the period	2,692,980	1,180,838
Expenses Recognised in the Consolidated Statement of Profit and Loss	6,042,726	3,670,416

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

Opening Net Liability	19,638,325	16,155,389
Adjustment on account of opening balances in respect of joint venture (OCL) and subsidiary (SASL)	-	-
Expense as above	6,042,726	3,670,416
Contributions paid	(482,431)	(187,480)
Closing Net Liability	25,198,620	19,638,325

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, 2013 is given as follows:

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013**

(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 ₹)

	31.03.2013	31.03.2012
Sales Revenue		
India	9,687,969,433	9,508,316,881
Outside India	231,742,438	223,463,684
Total Revenue	9,919,711,871	9,731,780,565
Segment Assets		
India	11,303,689,286	10,204,752,712
Outside India	51,130,284	59,168,425
Total Assets	11,354,819,570	1,026,3921,137
Capital Expenditure		
India	550,565,536	911,459,440
Outside India	68,578,262	49,546,148
Total Capital Expenditure	619,143,798	961,005,588

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) Ramkishore Singhi (ceased to be a Key Management Personnel w.e.f. 30.07.2011)
- (h) Sarla S Parekh, Sujata Parekh Kumar
- (i) Captain Sanjay Goel
- (j) Rajeev Merchant
- (k) Paras Dakalia
- (l) Sachin Tipnis
- (m) Sudeep Singh (w.e.f. 15.10.2012)
- (n) 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) Venkatesh Karriers Ltd.
- (f) Practical Financial Services Private Limited
- (g) Sunil Family Trust
- (h) Koprana Laboratories Limited

(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) USL NMM Logistics Limited (UNLL) [ceased to be joint venture w.e.f. 30.09.2011]
- (c) CGU Logistics Ltd (ceased to be a Joint Venture)

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, 2013
B. DETAILS OF TRANSACTIONS BETWEEN THE COMPANY & RELATED PARTIES & THE STATUS OF OUTSTANDING BALANCES AS ON 31st MARCH, 2013

Nature of Transaction	Joint Venture										Total					
	Oriental Containers Ltd.	Claridge Energy LLP	DIL	CLL	S. J Parekh	Rajiv V Merchant	Captain Sanjay Goel	Rajendra Somani	Others	Kopran Laboratories Ltd.		Elian Trading Company Pvt. Ltd.	Sunil Family Trust	Venkatesh Karriers Ltd.	Practical Financial Services Pvt. Ltd.	Shree Gayatri Trust
Interest Paid	1,553,544	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,553,544
Interest Earned	-	-	47,003,578	-	-	-	-	-	-	-	-	-	-	-	-	49,910,371
Rent Expense	-	-	(41,652,563)	-	-	-	-	-	-	-	-	-	178,665	-	-	(41,652,563)
Rent Income	2,520,000	-	-	-	-	-	-	-	-	-	420,000	-	815,940	-	-	1,235,940
Revenue	(2,520,000)	-	-	-	-	-	-	-	-	-	(300,000)	-	(815,952)	-	-	(1,115,952)
Repairs & Maintenance (Rates & Taxes)	-	-	13,127,692	-	-	-	-	-	-	-	-	-	-	-	-	2,520,000
Remuneration to Key Management Personnel	-	-	(13,777,084)	(1,281,421)	-	-	-	-	-	-	-	-	-	-	-	(2,520,000)
Loans & Advances Given	57,861,982	19,250,000	76,905,400	-	46,845,041	5,849,494	9,120,243	9,894,602	13,119,297	80,000,000	-	-	-	-	2,100,000	84,828,677
Receipts towards Loans & Advances Given	(59,850,000)	(3,043,800)	(137,149,484)	-	(35,949,556)	(5,237,661)	(2,466,539)	(7,814,121)	(10,367,333)	-	-	-	11,500,000	-	-	(61,835,230)
Deposit Paid	-	-	59,986,198	-	-	-	-	-	-	-	-	-	-	-	-	245,517,382
Purchase of goods, services & facilities	-	-	(46,897,156)	-	-	-	-	-	-	-	-	-	-	-	-	(1,40,193,284)
Sale of goods / Services	8,843,584	134,001,252	(51,842,614)	-	-	-	-	-	-	-	-	-	7,668,910	-	-	148,333,800
Purchase of Fixed Assets	6,740,221	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(57,854,323)
Reimbursement towards currency exchange fluctuation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8,843,584
Guarantees given to Bank against term loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(10,978,195)
Balances as on 31st March, 2013	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,740,221
1. Loans & Advances given	(10,430,000)	26,573,567	486,054,604	(30,147,500)	-	-	-	-	-	82,728,108	6,663,638	-	-	-	-	595,759,296
2. Debtors/Other Receivables / Unbilled Receivables	4,193,227	-	4,856,349	-	-	-	-	-	-	-	-	-	-	-	-	(474,375,002)
3. Deposits Received	(3,099,648)	-	(20,572,601)	-	-	-	-	-	-	-	-	-	-	-	-	9,051,576
4. Deposits paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(23,672,249)
5. Investment in Equity Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6. Creditors for Expenses / Advance billing	-	-	32,347,892	-	-	-	-	-	-	-	24,420	-	-	-	-	37,549,272
7. Guarantees given to Bank against term loan	-	-	(206,904)	-	-	-	-	-	-	-	(42,382)	-	-	-	-	(3,326,246)
	-	-	86,854,700	(30,147,500)	-	-	-	-	-	-	-	-	-	21,000,000	-	86,854,700
	-	-	(119,490,000)	-	-	-	-	-	-	-	-	-	-	-	-	(149,637,500)

**Notes to Consolidated Financial Statement (Continued)
for the year ended 31st March, 2013**

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

	31st March 2013 ₹	31st March 2012 ₹
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	3,186,032	85,410,958
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 | 29,795,000 | 29,402,000 |
| (b) Disputed demands of Excise Duty & Service Tax | 13,254,234 | 13,233,176 |
| (c) Income Tax demands disputed in appeals | 101,536,138 | 52,716,733 |
| (d) Assignment of sales tax liability | 154,826,587 | 184,526,239 |
| (e) Letter of Credit | 103,236,755 | 100,780,863 |
| (f) Unfulfilled export commitments | 370,300,999 | 212,717,415 |
| (g) Disputed Freight Tax Liability | 28,648,712 | 34,929,166 |
| (h) Custom Duty Demand under Appeal | - | 17,500,000 |
| (i) In case of Subsidiary Company United Shippers Limited, the Subsidiary Company has provided Corporate Guarantee of Rs.161,500,000/- (P.Y. Rs.189,800,000/-) 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.163,167,900/-) provided to its subsidiary USL Coeclerici Logistics Pvt. Ltd. for its Floating Crane Vessel Project. | | |
| (j) In case of Subsidiary Company United Shippers Limited, the Arbitrator has been appointed by Mumbai High Court in the legal case regarding outstanding dues with Tata Power Company Limited. The arbitration proceedings are going on. Currently the amount of contingent liability cannot be ascertained | | |
| (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 management is of the opinion that it has an extremely good prima facie 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 tranship 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, 2013**

- 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	Year ended
	31st March 2013	31st March 2012
	₹	₹
Goodwill on Consolidation (Net) as at 01.04.12	308,670,201	260,793,103
Add: Goodwill arising on purchase of additional stake in Dharamtar Infrastructure Limited	57,099,758	48,129,099
Less: Opening Capital Reserve of USL Packaging Limited adjusted against Goodwill on Consolidation	-	(252,001)
Goodwill on Consolidation (Net) as at 31.03.13	365,769,959	308,670,201

- 36 **Movement in 'Minority Interest' during the year :**

Minority Interest balance as at 01.04.12	1,678,535,298	1,405,359,947
Less: Capital Reserve adjusted against Goodwill on Consolidation	-	(250,102)
Add: Minority Share in Share Premium of subsidiary USL	21,062,182	22,230,316
Add / (Less): Minority Share in Foreign Currency Translation Reserve of subsidiary USL	31,421,325	40,660,227
Add: Minority Share in Profit of subsidiary USL	339,772,350	255,099,443
Less: Minority Share of dividend including dividend tax of subsidiary USL pertaining to previous year paid in the current year	(34,252,816)	(34,173,196)
Less: Goodwill arising on Consolidation due to purchase of additional stake in Dharamtar Infrastructure Limited	(56,669,504)	(47,516,337)
Less: Minority Share of Interim dividend including dividend tax of subsidiary USL paid in the current year	(51,298,422)	-
Add: Minority Interest in capital of fellow subsidiary USL Coeclerici Logistics Private Limited	-	37,125,000
Minority Interest balance as at 31.03.13	1,928,570,414	1,678,535,298

- 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.57,506,320/- (Previous Year Rs.55,421,324/-) included in the consolidated balance sheet, 10.78% i.e. Rs.6,199,824/- (Previous Year 17.09% i.e. Rs.9,474,000), as a percentage of Rs.57,506,320/- (Previous Year Rs.55,421,324/-), 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.313,584,594/- (Previous Year Rs.214,391,770/-) included in the consolidated balance sheet, 1.59% i.e. Rs.4,990,060/- (Previous Year 1.68% i.e. Rs.3,609,107/-), as a percentage of Rs.313,584,594/- (Previous Year Rs.214,391,770/-), 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, 2013**

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, 2013	31st March, 2012
Principal amount remaining unpaid to any supplier as at the year end	5,970,348	3,528,644
Interest due thereon	72,395	45,549
Amount of interest paid during the year	328,926	531,703
Amount of payments made to the supplier beyond the appointed day during the accounting year	16,010,127	15,801,700
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.	62,379	449,152
Amount of interest accrued and remaining unpaid at the end of the accounting year	1,085,252	1,249,035
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	1,085,252	1,249,035

39 Disclosures of derivative instruments in respect of jointly controlled entity OCL:

The un-hedged foreign currency exposure as on 31 March 2013 is given below:

	As at 31st March, 2013		As at 31st March, 2012	
	Payables		Payables	
	Foreign currency Amount	Local currency Amount	Foreign currency Amount	Local currency Amount
USD	3,288,845	178,877,952	1,963,556	100,447,595
EURO	1,182,960	82,267,519	1,149,299	78,543,443

	As at 31st March, 2013		As at 31st March, 2012	
	Receivables		Receivables	
	Foreign currency Amount	Local currency Amount	Foreign currency Amount	Local currency Amount
USD	887,069	48,247,030	1,008,737	51,606,992
EURO	11	801	-	-

40 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 30, 2013

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

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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 presence at **Forty Third** Annual General Meeting of the Company, on **Saturday, 14th September, 2013 at 10.15 a.m.** at Shri S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.

Full name of the Shareholder in Block Letters _____

Folio No.: _____

DPID No.: _____

Client I.D. No.: _____

Name of Proxyholder _____

Signature of Proxyholder _____
Signature of the Shareholder

ORICON ENTERPRISES LTD.

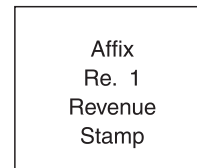
Regd. Office : 1076. Dr. E. Moses Road, Worli, Mumbai - 400 018.

PROXY FORM

I/We _____
of _____ in the district of _____ being a
Member/Members of the above-named Company, hereby appoint Shri _____
of _____ in the district of _____
or failing him Shri _____ of _____
in the district of _____

_____ as my / our Proxy to vote for me/us and on my/our behalf
at **Forty Third** Annual General Meeting of the Company to be held on **Saturday, 14th September, 2013 at 10.15 a.m.** at
Shri S. K. Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.

Signed this _____ day of _____ 2013.



Signature

Folio No.: _____

DPID No.: _____

Client I.D. No.: _____

NOTE: The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.



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

Tel: +91-022-24964656 / 60; Fax: +91-022-24963055; E-mail: oricon@bigshareonline.com; Web: www.oriconenterprises.com

Ref: OEL/SEC/2013
20th July, 2013.

Dear Shareholder,

Ref: Usage of Electronic Payment Modes for making payments to Investors.

We would like to inform you that SEBI vide its circular No CIR/MRD/DP/10/2013 dated 21st March, 2013 directed to register the bank mandate, MICR, IFSC code etc and to print the bank account details on the payment instruments of dividend etc.

We observed from our records that your bank details viz. Bank account Number, MICR, IFSC code, etc. are not available with us for making the payment of dividend etc, if any, to you through NEFT, RTGS or print your bank account details on the physical instruments of payment of Dividend etc.

In view of the above and to comply with the SEBI directions, we request you to kindly fill the format as below and return to company's registrar Big Share Services Pvt. Ltd. E-2, Ansa Industrial Estate Saki, Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. along with the self-certified documents as mentioned below on or before 4th September 2013 to update mandate details in the system for future payments to you.

Thanking you,
Yours faithfully

For Oricon Enterprises Limited

Sd/-

Sanjay Jain

Company Secretary



Shareholder's authorisation to receive dividends through Electronic Credit Clearing Mechanism.

Unit: Oricon Enterprises Ltd

Registered Folio No	
Name of the first/sole Shareholder	
Telephone Number of Shareholder	
Email id of investor	
Bank Name	
Branch Address	
Type of Account	
Bank Account Number (As appearing on the Cheque Books)	
Branch Code	
9 digit code number of the Bank and Branch appearing on the MICR cheque issued by the Bank.	

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold the Company/RTA responsible.

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Signature of the Holder(s):

Place:

1.

Date :

2.

3.

Note:

1. Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
2. Please attach a blank cancelled cheque, or a photocopy (Xerox copy) of a cheque issued to you by your Bank, for verification of the above particulars
3. Self certified copy of your Pan Card
4. In case of shareholders holding the equity shares in demat form, the shareholders are requested to provide details to their respective Depository participants.
5. In case if the above details are already furnished to the Company/Registrar please ignore the Circular.

Form – A
Annual Audit Report

1	Name of the Company	Oricon Enterprises Limited
2	Annual Financial Statement for the year ended	March 31, 2013
3	Type of Audit observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be Signed By –	
	Managing Director/ Chief Financial officer- Shri Rajendra Somani	<i>Rajendra Somani</i>
	Chairman of Audit Committeee – Shri Sanjay Dosi	<i>Sanjay Dosi</i>
	Auditor – For Khandelwal Jain & Co. Chartered Accountant (Narendra Jain) Partner	<i>Narendra Jain</i>

