GUJARAT FLUOROCHEMICALS GMBH

AUDITED ANNUAL ACCOUNTS

2014-2015

Independent Auditor's Report to the members of Gujarat Fluorochemicals GmbH Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Gujarat Fluorochemicals GmbH Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these 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.

Independent Auditor's Report to the members of Gujarat Fluorochemicals GmbH Limited on the Financial Statements for the year ended 31st March 2015 (continued)

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

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

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, of the state of affairs of the Company as at 31st March, 2015 and its loss and cash flows for the year ended on that date.

Other Matter

These financial statements have been prepared by the Company for the purpose of preparation of consolidated financial statements of the holding company, Gujarat Fluorochemicals Limited, India, in accordance with the Accounting Standard (AS) 21-Consolidated Financial Statements, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and for providing information as required by section 129(3) of the Act by the holding company.

For Patankar & Associates, Chartered Accountants Firm's Registration No. 107628W

M Y Kulkarni Partner Membership No. 035524

Place: Pune

Date: 28th May, 2015

Balance Sheet as at 31st March 2015

(Amount in Rs.)

		Note No	As at 31st March 2015	As at 31st March 2014
I.	EQUITY AND LIABILITIES			
(1)	Shareholders' funds			
(1)		4	21 01 075	21 01 075
	(a) Share capital	4 5	21,81,875	21,81,875
	(b) Reserves and surplus) 3	5,73,24,256	60,44,866
(2)	Current liabilities		5,95,06,131	82,26,741
(2)	(a) Trade payables	6	57,34,51,049	28,64,08,603
	(b) Other current liabilities	7	96,427	20,01,00,000
	(c) Short-term provisions	8	-	2,82,178
	(c) Short term provisions		57,35,47,476	28,66,90,781
		TOTAL	63,30,53,607	29,49,17,522
II.	ASSETS			
(1)	Non-current assets			
	(a) Fixed assets - Tangible assets	9	13,23,086	4,87,751
	(b) Long-term loans and advances	10	2,17,75,737	-
	•		2,30,98,823	4,87,751
(2)	Current assets			
` '	(a) Inventories	11	41,58,81,361	13,73,66,611
	(b) Trade receivables	12	15,60,20,957	11,90,59,414
	(c) Cash and bank balances	13	57,12,694	68,69,925
	(d) Short-term loans and advances	14	3,23,39,772	3,11,33,821
			60,99,54,784	29,44,29,771
		TOTAL	63,30,53,607	29,49,17,522
The ac	companying notes are an integral part	t of the financial s	tatements	

As per our report of even date attached

For PATANKAR & ASSOCIATES

Chartered Accountants

For GUJARAT FLUOROCHEMICALS GmbH

M.Y.KulkarniSatish KakadePartnerManaging Director

Place: Pune Place: Noida

Dated: 28th May, 2015 Dated: 28th May, 2015

Statement of Profit and Loss for the year ended 31st March 2015

(Amount in Rs.)

		Note No	2014-15	2013-14
I.	Revenue from operations	15	74,57,53,609	20,63,29,853
II.	Other income	16	39,67,773	37,64,848
III.	Total Revenue (I + II)		74,97,21,382	21,00,94,701
IV.	Expenses: Purchases of stock-in-trade Changes in inventories of stock-in-trade Employee benefits expense Depreciation expense Other expenses	17 18 19 9 20	97,79,83,696 (27,85,14,750) 2,03,66,262 1,35,573 4,11,94,357	31,96,24,864 (13,73,66,611) 40,61,942 16,999 1,44,13,578
	Total expenses		76,11,65,138	20,07,50,772
V.	(Loss)/Profit before tax (III-IV)		(1,14,43,756)	93,43,929
VI.	Less: Tax expense: Current tax		(3,32,863)	29,55,944
VII.	(Loss)/Profit for the year/period		(3,32,863) (1,11,10,893)	29,55,944 63,87,985
The ac	companying notes are an integral part of th	e financial sta	tements	

As per our report of even date attached

For PATANKAR & ASSOCIATES

Chartered Accountants

For GUJARAT FLUOROCHEMICALS GmbH

M.Y.KulkarniSatish KakadePartnerManaging Director

Place : Pune Place: Noida

Dated: 28th May, 2015 Dated: 28th May, 2015

Cash Flow Statement for the year ended 31st March 2015

(Amount in Rs.)

		2014-2015	2013-2014
Α	Cash flow from operating activities		
	(Loss)/Profit before tax	(1,14,43,756)	93,43,929
	Adjustments for :		
	Depreciation	1,35,573	16,999
	Provision for dobutful trade receivables	6,27,021	-
	Operating profit before working capital changes	(1,06,81,162)	93,60,928
	Adjustments for :		
	Trade receivables	(3,75,05,458)	(11,90,59,414)
	Inventories	(27,85,14,750)	(13,73,66,611)
	Short-term loans and advances	(12,05,951)	(3,11,33,821)
	Trade payables	28,70,42,446	28,64,08,603
	Other current liabilities	96,427	-
	Cash generated from operations	(4,07,68,448)	82,09,685
	Income tax paid (net)	(2,17,25,052)	(26,73,766)
	Net cash (used in)/generated from operating activities	(6,24,93,500)	55,35,919
В	Cash flow from investing activities		
	Purchase of fixed assets	(10,61,465)	(5,04,750)
	Net cash used in investing activities	(10,61,465)	(5,04,750)
С	Cash flow from financing activities		
	Capital contribution received	_	21,81,875
	Net cash generated from financing activities	-	21,81,875
D	Adjustment on account of foreign currency translation reserve	6,23,97,734	(3,43,119)
	Net increase in cash and cash equivalents	(11,57,231)	68,69,925
	Cash and cash equivalents as at the begining of the year/period	68,69,925	-
	Cash and cash equivalents as at the end of the year/period	57,12,694	68,69,925
Note: Co	omponents of cash and cash equivalents are as per note no.13		
The acco	ompanying notes are an integral part of the financial statement	s	

As per our report of even date attached

For PATANKAR & ASSOCIATES

Chartered Accountants

For GUJARAT FLUOROCHEMICALS GmbH

M.Y.KulkarniSatish KakadePartnerManaging Director

Place: Pune Place: Noida

Dated: 28th May, 2015 Dated: 28th May, 2015

Notes to financial statements for the year ended 31st March 2015

1. CORPORATE INFORMATION

Gujarat Fluorochemicals GmbH ('Company') is incorporated in Germany on 6th September 2013 and is wholly-owned subsidiary of Gujarat Fluorochemicals Limited, India. The Company is engaged in trading of polymers compounds, especially Post Treated Polytetrafluorethylene (PT-PTFE). The activities of the Company are in Europe.

These financial statements have been prepared by the Company for the purposes of publication of summarized financial information in the consolidated financial statements of its holding company, Gujarat Fluorochemicals Limited, India, as required by section 129(3) of the Act and for the purpose of preparation of consolidated financial statement of the holding company, in accordance with the Accounting Standard 21 – Consolidated Financial Statements, notified under the Companies Act, 2013.

The Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company have been drawn up in terms of Euro representing the functional currency of the Company. However, for purposes of compliance with the requirements of section 133 of the Companies Act 2013, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the Accounting Standard 11 – Effects of Changes in Foreign Exchange Rates.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Figures of the previous year have been regrouped or reclassified, wherever necessary, to make them comparable with those of the current year.

3. SIGNIFICANT ACCOUNTING POLICIES:

a) FIXED ASSETS

Fixed Assets are carried at cost less accumulated depreciation. Cost comprises of purchase price, including any expenses attributable to bring the asset to its working condition for its intended use.

b) DEPRECIATION OF ASSETS

Depreciation on all fixed assets is provided under Straight Line Method. The useful lives prescribed in Schedule II to the Companies Act, 2013 are considered as the minimum lives. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

Notes to financial statements for the year ended 31st March 2015

Pursuant to this policy, depreciation on the assets provided over the useful lives which are lower than the corresponding useful lives prescribed in Schedule II are as under:

Asset Category	Useful life	
Plant and equipments	8 Years	
Computers	3 Years	

c) IMPAIRMENT OF ASSETS:

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets and impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

d) INVENTORIES

Inventories are valued at lower of cost and net realisable value. Cost is determined using weighted average method and is inclusive of appropriate overheads.

e) REVENUE RECOGNITION

The Company recognises sales when the significant risks and rewards of ownership of the goods have passed to the customers, which is generally at the point of dispatch of goods.

f) EMPLOYEE BENEFITS

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the year in which the related service is rendered.

g) FOREIGN CURRENCY TRANSACTIONS:

The accounts are translated in Indian Rupees as follows:-

- 1) Share capital is retained at the initial contribution amount.
- 2) Assets & Liabilities are translated at the rates prevailing on the date of Balance Sheet.
- 3) Revenue transactions are translated at the average exchange rates prevailing during the year.
- 4) The resultant differences are accounted as translation reserve in the Balance Sheet.

h) TAXES ON INCOME:

Tax on income for the current year is determined on the basis of taxable income computed in accordance with the provisions of the German income-tax laws.

Deferred tax is recognised on timing difference between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the Balance sheet date.

Notes to financial statements for the year ended 31st March 2015

i) PROVISIONS AND CONTINGENT LIABILITIES:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

i) USE OF ESTIMATES:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of revenue and expenses during the year. Although these estimates are based on the management's knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

4	Share capital	As at 31st March 2015	(Amount in Rs.) As at 31st March 2014
	Capital contribution at par value	21,81,875	21,81,875
	Total	21,81,875	21,81,875
			(Amount in Rs.)
a)	Reconciliation of the equity capital at the begining and at the end of the reporting year	As at 31st March 2015	As at 31st March 2014
	At the beginning of the year Additions during the year Outstanding at the end of the year	21,81,875 21,81,875	21,81,875 21,81,875
b)	Equity capital held by holding/ultimate holding company and /or their subsidiaries Holding Company - Gujarat Fluorochemicals Limited, India	As at 31st March 2015 21,81,875	(Amount in Rs.) As at 31st March 2014 21,81,875
c)	Details of shareholders holding more than 5% equity capital in the company	As at 31st March 2015 % of the holding	As at 31st March 2014 % of the holding
	Gujarat Fluorochemicals Limited, India	100.00%	100.00%

		As at 31st	(Amount in Rs.) As at 31st March
		March 2015	2014
5	Reserves and surplus		
	Foreign Currency Transalation Reserve		
	As per last Balance Sheet	(3,43,119)	-
	Movement during the year/period	6,23,90,283	(3,43,119)
	Balance as at the end of the year/period	6,20,47,164	(3,43,119)
	Surplus/Deficit) in the Statement of Profit and Loss		
	As per last Balance Sheet	63,87,985	-
	Less/Add: (Loss)/Profit for the year/period	(1,11,10,893)	63,87,985
	Balance as at the end of the year/period	(47,22,908)	63,87,985
	Total	5,73,24,256	60,44,866
6	Trade payables		
	Trade payables	57,34,51,049	28,64,08,603
	Total	57,34,51,049	28,64,08,603
7	Other current liabilities		
-	<u></u>		
	Advances from customers	96,427	-
	Total	96,427	
8	Short-term provisions		
			
	Provision for taxation (net of taxes paid)	-	2,82,178
	Total		2,82,178

Notes to financial statements for the year ended 31st March 2015

9 - Fixed assets - Tangible assets

(Amount in Rs.)

Particulars	Gross	Block			Depreciation			Depreciation			Net Block		
	As at 01-Apr-14	Exchange Difference *	Additions	As at 31-Mar-15	As at 01-Apr-14	Exchange Difference *	For the year	As at 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14			
Plant and equipments	3,22,316	(59,843)	9,73,832	12,36,305	6,824	(1,268)	76,178	81,734	11,54,571	3,15,492			
Office equipments	1,82,434	(33,872)	87,633	2,36,195	10,175	(1,890)	59,395	67,680	1,68,515	1,72,259			
Total	5,04,750	(93,715)	10,61,465	14,72,500	16,999	(3,158)	1,35,573	1,49,414	13,23,086	4,87,751			
Previous year	-	-	5,04,750	5,04,750	-	=	16,999	16,999					

^{*} On translation of opening block

10	Long-term loans and advances	As at 31st March 2015	(Amount in Rs.) As at 31st March 2014
	(Unsecured, considered good)		
	Income tax paid (net)	2,17,75,737	-
	Total	2,17,75,737	
11	Inventories (At cost or net realisable value, whichever is lower)		
	Stock-in-trade	41,58,81,361	13,73,66,611
	Total	41,58,81,361	13,73,66,611
12	Trade receivables (Unsecured, considered good) Considered good Outstanding for a period exceeding 6 months from the date they are due for payment Others	1,723 15,60,19,234 15,60,20,957	- 11,90,59,414 11,90,59,414
	Considered doubtful Outstanding for a period exceeding 6 months from the date they are due for payment Less: Provision for doubtful trade receivables	5,43,915 5,43,915 15,65,64,872 (5,43,915)	11,90,59,414
	Total	15,60,20,957	11,90,59,414
13	Cash and bank balances		
	Cash and cash equivalents - Balances with banks - in current accounts	57,12,694	68,69,925
	Total	57,12,694	68,69,925
14	Short-term loans and advances (Unsecured, considered good)		
	Security deposits VAT refund claimed	1,37,52,320 1,75,13,506	3,95,808 3,00,68,438
	Prepaid expenses Advances to employee	10,73,946	2,57,275 4,12,300
	Total	3,23,39,772	3,11,33,821

		2014-2015	(Amount in Rs.) 2013-2014
15	Revenue from operations		
	Sale of products	74,57,53,609	20,63,29,853
	Total	74,57,53,609	20,63,29,853
	Details of products sold Traded goods - PT-PTFE	74,57,53,609	20,63,29,853
16	Other income		
	Net gain on foreign currency transactions and translation	39,67,773	37,64,848
	Total	39,67,773	37,64,848
17	Purchases of stock-in-trade		
	Purchases of stock-in-trade	97,79,83,696	31,96,24,864
	Total	97,79,83,696	31,96,24,864
	Details of purchases of stock-in-trade PT-PTFE Total	97,79,83,696 97,79,83,696	31,96,24,864 31,96,24,864
18	Changes in inventories of stock-in-trade		
	Opening Stock Stock-in-trade	13,73,66,611	-
	Closing Stock Stock-in-trade	41,58,81,361	13,73,66,611
	(Increase) / Decrease In Stock	(27,85,14,750)	(13,73,66,611)
	<u>Details of inventory</u> PT-PTFE		
	Opening inventory Closing inventory	13,73,66,611 41,58,81,361	- 13,73,66,611

19	Employee benefits expense	2014-2015	(Amount in Rs.) 2013-2014
	Salaries and wages	1,77,82,448	36,30,520
	Contribution to employee benefit funds	24,65,962	4,31,422
	Staff welfare	1,17,852	-
		2,03,66,262	40,61,942
20	Other expenses		
	Freight charges	2,01,37,982	71,01,178
	Insurance	12,009	-
	Rent	21,92,793	10,75,472
	Travelling and conveyance	86,23,217	8,73,874
	Communication expenses	8,73,326	2,92,013
	Legal and Professional fees and expenses	37,02,033	37,40,136
	Provision for dobutful trade receivables	6,27,021	-
	Miscellaneous expenses	50,25,976	13,30,905
		4,11,94,357	1,44,13,578

Notes to financial statements for the year ended 31st March 2015

21. Segment Information

The Company operates in a single business segment viz. trading of polymers compounds, especially Post Treated Polytetrafluorethylene (PT-PTFE) Compounds. Further, all the activities of the Company are in Europe and hence there is a single geographical segment.

22. Current tax for the year represents tax refundable to the extent of current year's tax loss which the Company is entitled to carry backward and set-off against the taxable income for earlier years, resulting in refund of taxes paid earlier.

23. Related Party Disclosures:

- A) Names of related parties where control exists:
 - (i) Gujarat Fluorochemicals Limited, India (Holding Company)
 - (ii) Inox Leasing and Finance Limited, India (Ultimate Holding Company)
- B) Other related parties with whom there are transactions during the year:
 - (i) Gujarat Flurorchemicals Americas LLC, USA (Fellow Subsidiary Company)
- i) Transaction during the year/period with Gujarat Fluorochemicals Limited, India:

(Amount in Rs.)

Sr.	Particulars		
1)	Transactions during the year/period	2014-2015	2013-2014
a)	Capital contribution received	1	21,81,875
b)	Purchase of goods	91,43,24,550	30,62,69,227
c)	Purchase return	60,64,730	1
d)	Reimbursement of expenses / payments	9,79,650	1,39,29,424
	made on behalf of the Company		
2)	Amount outstanding as at the end of the	As at 31 st March	As at 31 st March
	period	2015	2014
a)	Trade payable	55,31,47,212	27,51,35,308
b)	Receivables	29,29,469	1

ii) Transaction during the year/period - with Gujarat Fluorochemicals Americas LLC, USA:

(Amount in Rs.)

			٠,
Sr.	Particulars		
1)	Transactions during the year/period	2014-2015	2013-2014
a)	Sale of goods	81,85,118	1
b)	Reimbursement of expenses / payments	10,87,916	-
	made on behalf of the Company		

Notes to financial statements for the year ended 31st March 2015

As per our report of even date attached

For Patankar & Associates Chartered Accountants

For Gujarat Fluorochemicals GmbH

M. Y. Kulkarni Satish Kakade
Partner Managing Director

Place: Pune Place: Noida

Date: 28th May, 2015 Date: 28th May, 2015