

VERITAS (INDIA) LIMITED



28th Annual Report
2012 - 2013

BOARD OF DIRECTORS

Mr. Nitin Kumar Didwania
Ms. Alpa Parekh
Mr. Saurabh Sanghvi
Mr. Ratan Moondra
Justice S. S. Parkar (Retd.)

Chief Financial Officer

Mr. Rajaram Shanbhag

Company Secretary

Mr. Mukesh Tank

Registered Office

701 Embassy Centre,
Nariman Point,
Mumbai- 400 021
Tel no. 022-22824444
Fax no. 022-22824440
E-mail: corp@veritasindia.net

Auditors

M/s. Shabbir S. Bagasrawala,
Chartered Accountants

Bankers

Punjab National Bank
State Bank of India
ICICI Bank Ltd.
Axis Bank Ltd.
Federal Bank Ltd.
South Indian Bank Ltd.

Registrars & Share Transfer Agents

M/s. Universal Capital Securities Pvt. Ltd.
(Formerly known as "Mondkar
Computers Pvt. Ltd.")
21, Shakil Niwas,
Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E),
Mumbai - 400 093.

Tel No. 022-28207203
Fax No. 022-28207207

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DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Twenty Eighth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

The financial performance of the Company, for the year ended 31st March, 2013 is summarised below:

(Figures in Lacs)

Particulars	Standalone		Consolidated	
	2012-2013	2011-2012	2012-2013	2011-2012
Turnover	33,965.61	30,705.44	91,415.62	79,020.01
Profit before Tax	835.84	736.75	2,084.90	1,560.42
Less: Provision for Taxation				
- Current Tax	169.01	148.00	169.01	148.00
- Deferred Tax	(9.69)	62.68	(9.69)	62.68
- Income Tax adjustment of earlier years	-	0.16	-	0.16
Profit after Tax	676.52	525.91	1,925.58	1,349.58
Add: Balance in Profit & Loss Account brought forward	810.77	284.86	4,387.68	3,038.10
Profit available for Appropriation	1,487.29	810.77	6,313.26	4,387.68
Less: Dividend				
- Proposed Dividend	12.11	-	12.11	-
- Dividend Distribution Tax	1.96	-	1.96	-
Balance transferred to Balance Sheet	1,473.22	810.77	6,299.20	4,387.68
Earnings per Share of Re. 1/- each	2.79	2.17	7.95	5.57

OPERATIONS

Financial Year 2012-13 witnessed to be the challenging year of economic uncertainties. Despite these constraints and challenging environment, your Company has performed well and the financial highlights are as under:

- Standalone Turnover increased by 10.62 % to Rs. 33,965.61 Lacs as compared to previous year of Rs. 30,705.44 Lacs
- Consolidated Turnover increased by 15.69 % to Rs. 91,415.62 Lacs as compared to previous year of Rs. 79,020.01 Lacs
- Standalone Profit after Tax increased by 28.64% to Rs. 676.52 Lacs as compared to previous year of Rs. 525.91 Lacs
- Consolidated Profit after Tax increased by 42.68% to Rs. 1,925.58 Lacs as compared to previous year of Rs. 1,349.58 Lacs

DIVIDEND

Your Directors have recommended a dividend of 5 (Five) paise per Equity Share of Re. 1/- each for the Financial Year ended 31st March, 2013. The Dividend is payable subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The dividend will be paid to members whose names appear in the Register of Members as on the book closure date; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

The dividend payout for the year under review has been formulated in accordance with shareholders' aspirations and the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals.

WINDMILL PROJECT

During the year, the revenue from generation of power through Wind Energy has increased from Rs. 80.62 lacs to Rs. 88.32 lacs, an increase of 9.55%. We expect the revenue to rise at a steady rate from such non-conventional source of energy.

SUBSIDIARIES

Your Company has incorporated a new wholly owned subsidiary in UAE "M/s. Veritas International FZE" during the year. The above Subsidiary Company has performed well and contributed substantially to the growth of the Company during the Current year.

As on 31st March 2013, Your company own following wholly owned overseas subsidiary companies

M/s. Veritas FZE, incorporated in UAE

M/s. Veritas Global PTE Limited, incorporated in Singapore

M/s. Veritas International FZE, incorporated in UAE

The Ministry of Corporate Affairs, the Government of India has vide Circular No. 2/2011 dated 8th February, 2011 granted general exemption subject to fulfillment of certain conditions from attaching the Balance Sheet of the Subsidiaries to the Balance Sheet of the Company without making an application for exemption. Accordingly, the Balance Sheet, the Statement of Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company.

Financial information of the Wholly Owned Subsidiaries of the Company is disclosed in the Annual Report and the Annual Accounts of the Subsidiaries of the Company and are open for inspection at the Registered Office of the Company upto the date of the Annual General Meeting.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the Accounting Standard 21 on Consolidated Financial Statements, this Annual Report also includes the audited Consolidated Financial Statements for the financial year 2012-2013.

CORPORATE GOVERNANCE

The Corporate Governance and Management Discussion and Analysis Reports form an integral part of this report and are set out as separate Annexures to this Report. The Certificate from Auditors of the Company, certifying compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement, is annexed to the Report on Corporate Governance.

DIRECTORS

Justice S. S. Parkar (retired) and Ms. Alpa Parekh Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

AUDITORS

The Auditors, M/s. Shabbir S. Bagasarawala, Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. They have furnished a certificate to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for reappointment under Section 226 of the said Act.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA), your Directors confirm that they had:-

- i) followed the applicable accounting standards in the preparation of the annual accounts.
- ii) selected such accounting policies and applied them consistently, made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March 2013 and of the profit of the Company for the year ended 31st March 2013.
- iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the Company, preventing, detecting fraud and other irregularities.
- iv) prepared the annual accounts for the Financial year ended 31st March, 2013 on a going concern basis.

DEPOSITS

The Company has not invited nor accepted any Deposits from the public under the Companies (Acceptance of Deposits) Rules, 1975 read with Section 58A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

The Company has no such employee as would be covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY

As the Company is a Trading Company, the information regarding compliance of Rules relating to conservation of Energy and Technology Absorption pertaining to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company.

.However your Directors have taken proper care to conserve the energy during the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

(Figures In Lacs)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
EARNINGS		
Dividend	774.56	904.49
TOTAL	774.56	904.49
OUTGO		
CIF Value of Imports Traded Goods	164.10	235.61
TOTAL	164.10	235.61

Your Company has taken various initiatives for development of markets for sale of various products in the International market to increase its foreign exchange earnings out of exports.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for the support and co-operation received from the Government authorities, bankers, customers, employees, suppliers and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the dedicated efforts of the employees of the Company.

For and on Behalf of the Board

PLACE: Mumbai
DATE: 30/05/2013

sd/-
Nitn Kumar
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. **Industry Structure and Development**

The Company is engaged in the business of imports, export, trading and distribution of chemicals and metals. The Company is also engaged in the generation of wind energy. The global meltdown of the past three years had the effect on the Indian economy also. India's GDP growth slowed to around 5% during the Financial Year 2012 - 2013 the lowest in a decade.

Chemical Industry

Chemical Industry in India has graduated from manufacturing principal chemicals in a highly regulated market to being a mature industry in a liberalized economy. Also Chemical Industry is critical for the economic development of any country, as it provides products and technical solutions in virtually all the sectors of the economy.

In India the chemical industry is among the fastest growing Industry. The bulk of chemicals produced in India comprise either upstream products or intermediates, which go into a variety of manufacturing applications including fertilizers, pharmaceuticals, textiles and plastics, agrochemicals, paints and dyes.

With Asia's growing contribution to the global chemical industry, India has emerged as one of the focus destinations for chemical companies worldwide.

It is expected that your Company will increase its turnover substantially in the financial year 2013-2014. Your Company also has a well developed and robust logistic and marketing network which affords the buyers in the multiple choices of chemical products at reasonably competitive rates.

Wind Energy

Energy security and sustainable development are high on the global agenda due to the impact of volatile energy prices, high demand for energy and concerns over environmental sustainability. New and renewable energy technologies are considered to be one of the viable options to meet the challenge of achieving sustainable development while conserving natural resources that have been depleted due to the rapid growth in population, urbanization and fossil fuel consumption.

The largest component of renewable generation capacity is wind power. Wind energy not only offers both a power source that completely avoids the emission of carbon dioxide, the main Green

House Gas (GHG), but also produces none of the other pollutants associated with either fossil fuel or nuclear generation.

The Government's fiscal incentives for wind power generation will provide sufficient boost for wind power project.

2. **Opportunities & Threats**

Opportunities:

Given the substantial growth of chemical industry and in particular the Petro- chemical industry the Management feels the Company is in good stead to further develop and enter into various global markets.

Threats:

The Global inflation effect on costs especially the cost attributed to the logistic and supply chain management, cheaper substitutes by mass producing countries like China on account of low labour costs and forex fluctuations are likely threats having the effect of eroding the margins to some extent.

3. **Outlook**

The management is quite positive on its outlook in terms of revenue in the coming period as economies all over the world are slowly recovering and it is expected that the global markets will respond well to the products traded by the Company. With beginning of the re-emergence of healthy economic environment, barring unforeseen circumstances, your Company is optimistic and confident to receive large demands and given the current financial performance of the Company; the Board is confident in its outlook for future that the Company shall grow substantially over and above its demonstrated growth in terms of turnover and profits.

The Company's business of power generation through wind mills, being a non- conventional source of energy, set up in the State of Maharashtra and Tamil Nadu have generated a revenue of Rs. 88.32 lacs for the period ended 31st March, 2013 a rise of about 9.55 % over the previous year and the management is confident of steady growth over the coming period.

4. **Risk and Concerns**

- The margins could come under pressure due to increase in logistic costs and other expenses.
- Competition from mass exporting countries like China and Taiwan where manufacturing and labour costs are quite low.
- Adverse fluctuation in forex rates.

- Recession in the European countries and slow growth of United States of America's (USA) economy.

The Company evaluates and monitors all risks associated with various areas of operations such as sales, marketing, inventory management, debtor's management, insurance, supply chain management, legal and other issues having a material impact on the financial health of the Company on a regular basis with a view to mitigate the adverse impact of the risk factors.

5. Internal Control Systems

The Company has an internal control system in place which is commensurate with its size and nature of its business. The internal control system ensures that all the assets of the Company are safeguarded from loss, damage or unauthorized disposition. Checks and controls are in place to ensure that transactions are adequately authorised and recorded and reported correctly to the concerned personnel.

6. Financial Performance with respect to Operational Performance:

During the year consolidated Sales & other income have grown by approximately 15.20 % and consolidated Net Profit after Tax has increased by around 42.68% in comparison with the previous year.

Your Company has a low debt equity ratio and is well placed to take care of its borrowings availed by way of credit facilities and Term Loan.

7. Human Resource Management

The Company provides suitable environment for development of leadership skills which enables it to recruit and retain quality professionals in all fields. The employer- employee relationship is cordial and mutually supporting at all levels.

8. Cautionary Statement

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward- looking statements within the meaning of applicable laws and regulations. Actual results could differ from those expressed or implied.

For and on Behalf of the Board

sd/-

Nitin Kumar
Chairman

PLACE: Mumbai

DATE: 30/05/2013

REPORT ON CORPORATE GOVERNANCE

1. Company Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally including its interaction with Employees, Shareholders, Customers, Institutions and other Lenders and places due emphasis on regulatory compliance.

2. Board of Directors

i) Composition of the Board

The present strength of the Board is Five Directors and Four of them are Non- Executive Directors. The composition of the Board is in conformity with Clause 49 of Listing Agreement. The Board is headed by Mr. Nitin Kumar Didwania, Non- Executive Chairman.

ii) Board Meeting and Attendance

The Board of Directors met five times during the year on 15-5-2012, 14-8-2012, 27-08-2012, 08-11-2012, and 08-2-2013.

Attendance of each Director at the Board Meetings and the last Annual General Meeting and number of other Directorships and Chairmanship / Memberships of Committees of each Director was as follows:

Name of Director	No. of Board Meetings attended	Attendance at Last AGM	Outside Company Directorships	Outside Committee position held as Member / Chairman	Executive / Non Executive/ Independent
Mr. Nitin Kumar Didwania	5	Present	8 *	NIL	Non- Executive (Promoter Group)
Ms. Alpa Parekh	5	Absent	NIL	NIL	Non- Executive (Non-Promoter Group)
Mr. Saurabh Sanghvi	5	Present	7 *	NIL	Executive Director
Mr. Ratan Moondra	5	Present	NIL	NIL	Non- Executive & Independent
Justice S. S. Parkar (Retd)	5	Absent	1 *	NIL	Non- Executive & Independent

* Directorships in Private Companies excluded.

As required by the Companies Act, 1956 and Clause 49 of the Listing Agreement, none of the Directors hold Directorships in more than 15 Public Companies or memberships of Board Committees (Audit / Shareholders Grievance Committees) and Chairmanship of more than 5 Board Committees.

BOARD COMMITTEES

Audit Committee

(i) Committee Composition

Audit Committee comprises of three Directors viz. Mr. Ratan Moondra, Mr. Saurabh Sanghvi and Ms. Alpa Parekh. All the members of the Audit Committee have accounting and financial management expertise.

Mr. Ratan Moondra, Chartered Accountant, is the Chairman of the Audit Committee. All the members of the Committee are Non- Executive Directors except Mr. Saurabh Sanghvi and two thirds of them are Independent Directors.

(ii) **Meeting and Attendance**

The Audit Committee has been constituted pursuant to the applicability of Clause 49 of the Listing Agreement and the Audit Committee meetings were held on 15-5-2012, 14-8-2012, 27-08-2012, 08-11-2012 and 08-2-2013. The attendance at Audit Committee meetings is as under:

Name of Member	No. of Audit Committee Meetings attended
Mr. Ratan Moondra	5
Mr. Saurabh Sanghvi	5
Ms. Alpa Parekh	5

The Company Secretary acts as the Secretary to the Audit Committee.

(iii) **Terms of Reference**

The terms of reference of the Audit Committee are in accordance with Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The functions of the Audit Committee include the following:

- a. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory auditor and fixation of the audit fee.
- c. Approval of payment to Statutory auditors for any other services rendered by the Statutory auditors.
- d. Reviewing with the Management, the Annual financial statements before submission to the Board for approval, with particular reference to:
 - i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (2AA) of section 217 of the Companies Act, 1956;
 - ii) Any changes in accounting policies and practices and the reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgments by the management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with Accounting Standards;
 - vi) Compliance with Stock Exchange and other Legal requirements concerning the financial statements;
 - vii) Disclosure of related party transactions.
- e. Also reviewing with the management, the quarterly and half yearly financial statements before submission to the Board for approval.

- f. Reviewing with the Management adequacy of the internal control systems.
- g. Reviewing with the Internal auditors any significant findings and follow-up thereon.
- h. Reviewing of area of operation of internal audit team and their performance.
- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- j. Reviewing with the Management performance of the Statutory Auditors and Internal Auditors.
- k. Reviewing the Management Discussion and Analysis of financial condition and results of operations.
- l. Approval of appointment of Chief Financial Officer (CFO).
- m. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

Shareholders' / Investors' Grievance Committee

- (i) Investors' Grievances Committee comprises of Mr. Nitin Kumar Didwania, a Non-Executive Director, as Chairman and Mr. Ratan Moondra, as the other members of the Committee.

The Shareholders' / Investors' Grievance Committee deals with various matters relating to:

- transfer / transmission of shares.
- issue of duplicate share certificates
- redressal of shareholders and Investors' grievances.
- Non- receipt of Annual Report
- all other matters related to shares.

- (ii) Company Secretary is designated as Compliance Officer of the Company.

- (iii) The Company has received NIL complaints during the year ended on 31st March, 2013.

5. General Body Meetings

The date, time and venue of the last 3 Annual General Meetings of the Company is given below:

Financial Year Ended	Date	Time	Venue	Details of Special business
31 st March, 2010	25-9-2010	3.45 p.m.	Kilachand Conference Room, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai- 400 020.	1. Appointment of Mr. Ratan Moondra as Director. 2. Appointment of Justice S. S. Parkar (Retd.) as Director.
31 st March, 2011	23-9-2011	3.00 p.m.	Sunflower II, Centre 1, 30th floor, World Trade Centre, Cuffe Parade, Mumbai-400 005	---

31 st March, 2012	27-9-2012	3.30 p.m.	Half Centrum, Centre 1, 1 st floor, World Trade Centre, Cuffe Parade, Mumbai-400 005	---
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6. Disclosures

- i) There were no transactions of material significance entered into by the Company with its Promoters, Directors or their relatives, the Management during the year that had potential conflict with interest of the Company, at large.
- ii) There was no default in compliance on any matter related to capital markets. Consequently, during the last three years neither any penalties were imposed nor strictures passed on the Company by Stock Exchanges, Securities and Exchange Board of India (SEBI) or any statutory authority.
- iii) **Board Disclosures on Risk Management:** The Board is kept informed about the risk management being followed by the Company from time to time. All the risks such as fire, marine, etc. have been adequately insured.
- iv) Mr. Nitin Kumar Didwania, Non-Executive Director holds 92,50,000 equity shares of Re. 1/- each.

7. Means of Communication: Quarterly, Half yearly and Annual Financial Results of the Company are sent to the Stock Exchange immediately after they have been approved by the Board. These results are published in the newspapers viz. "The Free Press Journal" and "Navshakti"

8. Additional Shareholders Information

Annual General Meeting

Date: 27th September, 2013

Day: Friday

Time: 11.30 am

Venue: Orchid, Centre 1, 1st Floor, World Trade Centre, Cuffe Parade, Mumbai- 400 005.

Financial Calendar (Tentative)

Financial year: 1st April, 2013 to 31st March, 2014

Results for the Quarter ending 30 th June, 2013	Second week of August, 2013
Results for the Quarter ending 30 th September, 2013	Second week of November, 2013
Results for the Quarter ending 31 st December, 2013	Second week of February, 2014
Results for the Quarter ending 31 st March, 2014 or Audited Results for the year ended 31 st March 2014	Second week of May, 2014 or Audited Results by 30 th May, 2014
Annual General Meeting	August / September, 2014

Book Closure

The dates of book closure are from Friday, 20th September, 2013 to Friday, 27th September, 2013 both days inclusive.

Listing and ISIN

The Company's ISIN is INE379J01029 and the shares of the Company are listed and traded on Bombay Stock Exchange Limited (BSE) under the scrip code 512 229 and the name of the scrip is VERITAS.

The Annual Listing fees for the Financial year 2013 -2014 have been paid to BSE. The Company has paid custodial fees for the year 2013-2014 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited on the basis of number of folios of shareholders for their shares held in the electronic form.

9. **Stock Market Data:** Monthly High, Low price during each month and volume of Company's shares during the financial year 2012- 2013 on BSE

Month	Share Prices		Volume	
	High (Rs.)	Low (Rs.)	No. of shares	No. of Trades
Apr-12	252.00	234.00	320	51
May-12	251.00	224.15	14	8
Jun-12	219.80	151.60	217	34
Jul-12	148.75	109.00	1,868	51
Aug-12	106.85	82.00	590	36
Sep-12	80.50	65.90	1,077	31
Oct-12	65.00	48.10	3,853	66
Nov-12	48.10	38.00	5,902	69
Dec-12	53.10	39.75	5,150	41
Jan-13	56.30	40.40	14,674	157
Feb-13	40.40	30.55	11,466	193
Mar-13	30.50	24.40	17,008	219

10. a) Distribution of Shareholding as on 31st March, 2013

Shareholding (in terms of nominal value)		Shareholders		Share Amount	
From	To	Number	% of Total	Rupees	% of Total
1	5000	434	93.133	160,786.00	0.664
5001	10000	6	1.502	60,000.00	0.248
10001	20000	2	0.429	35,000.00	0.145
20001	30000	1	0.215	30,000.00	0.124
30001	40000	4	0.858	153,600.00	0.634
40001	50000	3	0.644	151,000.00	0.624
50001	100000	2	0.429	125,000.00	0.516
100001	And above	12	2.790	23,494,614.00	97.045
		464	100	24,210,000	100

b) Distribution of Shareholding according to category of shareholders as on 31st March, 2013

Categories	No. of shares	Amount (in Rs.)	% to Total
Promoters	16,213,100	16,213,100	66.97
Directors (Independent)	NIL	NA	NIL
Financial Institutions/ Banks	NIL	NA	NIL
Mutual Funds / UTI	NIL	NA	NIL
NRIs / OCBs / Foreign Corporate Bodies	4,000,225	4,000,225	16.52
Other Body Corporates	1,476,499	1,476,499	6.10
Indian Public	2,520,176	2,520,176	10.41
Total	24,210,000	24,210,000	100

11. Dematerialization of Shares:

As on 31st March, 2013, 1,74,29,330 Equity Shares representing 72 % of the total equity capital of the Company were held in dematerialized form.

12. Address for Correspondence:

Registered Office: 701 Embassy Centre,
Nariman Point,
Mumbai- 400 021.

Compliance Officer: Mr. Mukesh Tank is the Compliance Officer.

E-mail ID: corp@veritasindia.net

Shareholders may contact the Company's Registrar and Share Transfer Agents at the following address:

Universal Capital Securities Private Limited
(Formerly known as "Mondkar Computers Private Limited")

Corporate Off: 21, Shakil Niwas,
Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E),
Mumbai- 400 093.
Tel Nos. 022- 28207203 / 5 Tele fax. 022- 28207207
Email: ravi@uniseq.in

13. Declaration by Board Members and Senior Management to the Compliance of Code of Conduct in pursuance of Clause 49 (D) (ii) of the Listing Agreement

It is hereby declared that all the Board Members and Senior Management personnel of the Company have affirmed to the Board of Directors, their compliance with the Code of Conduct of the Company pursuant to Clause 49 (D) (ii) of the Listing Agreement. The Company has obtained a Certificate from Mr. Rajaram Shanbhag, Chief Financial Officer (CFO) of the Company stating therein that the Company has complied with all the requirements as stipulated in Clause 49 V of the Listing Agreement executed with the Stock Exchange.

For and on Behalf of the Board of Directors

PLACE: Mumbai
DATE: 14th August, 2013

Sd/-
(Nitin Kumar Didwania)
CHAIRMAN

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Veritas (India) Limited

We have examined the compliance of conditions of Corporate Governance by **Veritas (India) Limited** (the Company) for the financial year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We 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 **SHABBIR S. BAGASRAWALA**
CHARTERED ACCOUNTANTS

Sd/-
(Shabbir S. Bagasrawala)
PROPRIETOR

Membership No. 39865

Place: Mumbai
Date: 14th August, 2013

Independent Auditor's Report

To the Members of

VERITAS (INDIA) LIMITED

We have audited the accompanying financial statements of **VERITAS (INDIA) LIMITED**, which comprise the **Balance Sheet** as at **March 31, 2013**, and the Statement of **Profit and Loss** and **Cash Flow Statement** for the period ended March 31, 2013 annexed thereto, and a summary of significant accounting policies and other explanatory information.

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

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 misstatements.

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. 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.

In our opinion and to the best of our information and according to the explanations given to us, the 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 the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- 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 Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

FOR SHABBIR S. BAGASRAWALA

CHARTERED ACCOUNTANTS

Sd/-

SHABBIR S. BAGASRAWALA

(PROPRIETOR)

Membership No – 039865

Place: **Mumbai**

Date: **30/05/2013**

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in the paragraph 1 of our report of even date to the Members of VERITAS (INDIA) LIMITED on the accounts for the period 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:

1. In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Fixed Assets have been physically verified by the management at reasonable intervals which in our opinion, is reasonable having regards to the size of the Company. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of Accounts.
- c) In our opinion and according to the information and explanations given to us, the Company has not made any disposal of fixed assets during the period and the going concern status of the Company is not affected.

2. In respect of its Inventories:

- a) As explained to us, the inventories were physically verified during the period by the Management at reasonable intervals.
- b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. In respect of 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 any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub clauses (a) to (d) of clause 4(iii) of the Order are not applicable to the Company.
- (i) The Company has taken interest free unsecured loan of Rs.47,84,000/- (P.Y.Rs.5,77,58,000/-) from a party covered in the register maintained under section 301 of the Companies Act, 1956.
In respect of the said loan, the maximum amount outstanding at any time during the year was Rs.50,59,390/- (P.Y. Rs.5,77,30,800/-) and the year-end balance is Rs.NIL (P.Y.Rs.3,59,390/-).
- (ii) The terms and conditions of such loan are, in our opinion, prima facie not prejudicial to the interest of the Company.
- (iii) The Company is regular in payment of loan as per the terms and conditions of such loan.
- (iv) There is no overdue amount of such loan taken from aforesaid party.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems:
5. In respect of particulars of contracts or arrangements and transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956:
 - a) To the best of our knowledge and belief and according to the information and explanations given to us, particulars of contracts or arrangements that needed to be entered into the register have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register in pursuance of section 301 of the Act and exceeding the value of Rupees Five Lakhs in respect of any party during the period, have been made at prices which are reasonable having regard to the prices at which the transactions for similar goods/ services have been made with other parties.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Act and the rules frame there under.
7. In our opinion the internal audit functions carried out during the period was commensurate with the size of the company and nature of its business.
8. The Central Government has not prescribed maintenance of Cost Records under Section 209 (1) (d) of the Companies Act, 1956 in respect of the activities carried out by the Company.
9. According to the information and explanations given to us in respect of statutory and other dues:
 - a) The Company during the period has been generally regular in depositing with the appropriate authorities undisputed statutory dues, Income Tax, Maharashtra Value Added Tax, Profession Tax etc and other material statutory dues.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31 March 2013 for the of six month.
10. The Company has no accumulated losses as at the end of the financial period. The Company has not incurred cash losses during the current financial period.
11. Based on our audit procedures and on the basis of information and explanations given by management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks.
12. According to information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and hence, the question of maintenance of adequate records for this purpose does not arises.

13. In our opinion and according to information and explanations given to us, the company is not a chit fund / nidhi / mutual benefit fund or society. Therefore the provisions of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, and according to the information and explanations give to us, the Company is not a dealer or trader in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the order are not applicable to the Company.
15. In our opinion, and according to the information and explanations give to us the company has not given guarantee for loans taken by Others from banks or financial institutions during the year.
16. The Company has not availed any Term Loan during the period from banks or financial institutions during the period. Accordingly, the provisions of clause 4(xvi) of the order are not applicable to the Company.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment.
18. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956 during the year.
19. According to the information and explanation given to us and records examined by us, the company has not issued any debentures; therefore clause (xix) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
20. The company has not raised any monies by way of public issues during the period.
21. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the period.

FOR SHABBIR S. BAGASRAWALA

CHARTERED ACCOUNTANTS

Sd/-

SHABBIR S. BAGASRAWALA

(PROPRIETOR)

Membership No – 039865

Place: Mumbai

Date: 30/05/2013

BALANCE SHEET AS AT 31st MARCH, 2013

(Figures in Lacs)

Particulars	Note	As At	
		31 st March, 2013	31 st March, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	242.10	242.10
(b) Reserves and Surplus	4	8,610.91	7,948.46
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	311.26	383.37
(b) Deferred Tax Liabilities (Net)		226.43	236.12
(3) Current Liabilities			
(a) Short-Term Borrowings	6	1,935.38	1,026.84
(b) Trade Payables	7	127.21	777.59
(c) Other Current Liabilities	8	178.48	144.04
(d) Short-Term Provisions	9	14.07	-
Total Equity & Liabilities		11,645.84	10,758.52
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	769.84	782.65
(b) Non-Current Investments	11	1,140.57	991.46
(c) Long-term Loans & Advances	12	2,292.17	2,234.57
(2) Current Assets			
(a) Inventories	19	290.00	450.26
(b) Trade Receivables	13	5,799.54	4,663.08
(c) Cash and Bank Balances	14	1,070.09	1,294.03
(d) Short-term Loans and Advances	15	283.63	342.47
Total Assets		11,645.84	10,758.52

NOTES TO ACCOUNTS

1 to 38

This is the Balance Sheet referred to in our Report of even date.

For Shabbir S Bagasrawala
Chartered Accountants

For and on behalf of the Board

sd/-

Shabbir S. Bagasrawala
Proprietor
Membership No. : 039865

sd/-

Nitin Kumar
Director

sd/-

Alpa Parekh
Director

sd/-

Place : Mumbai
Date : 30/05/2013

S. S. Parkar
Director

sd/-

Ratan Moondra
Director

sd/-

Mukesh Tank
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2013

(Figures in Lacs)

Sr. No	Particulars	Note	For the year ended	For the year ended
			31 st March, 2013	31 st March, 2012
I	Revenue from Operations	16	33,965.61	30,705.44
II	Other Income	17	787.99	914.19
III	Total Revenue (I+II)		34,753.60	31,619.63
IV	Expenses:			
	Purchase of Stock-in-Trade	18	32,988.65	30,312.38
	Changes in Inventories of Stock-in-Trade	19	160.26	(68.48)
	Employee Benefit Expense	20	228.58	217.11
	Finance Costs	21	216.43	183.43
	Depreciation and Amortisation Expense	10	55.16	50.92
	Operation and Other Expenses	22	268.67	187.52
	Total Expenses		33,917.75	30,882.88
V	Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	835.84	736.75
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax (V - VI)		835.84	736.75
VIII	Extraordinary Items		-	-
IX	Profit before Tax (VII - VIII)		835.84	736.75
X	Tax expense:			
	(1) Current Tax		169.01	148.00
	(2) Current Tax Expense relating to prior years		-	0.16
	(3) Deferred Tax		(9.69)	62.68
XI	Profit(Loss) from the period from Continuing Operations	(IX-X)	676.52	525.91
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		676.52	525.91
XVI	Earning Per Equity share:			
	(1) Basic		2.79	2.17
	(2) Diluted		2.79	2.17

NOTES TO ACCOUNTS

1 to 38

This is the Profit & Loss referred to in our Report of even date.

For Shabbir S Bagasrawala
Chartered Accountants

For and on behalf of the Board

sd/-

Shabbir S. Bagasrawala
Proprietor
Membership No. : 039865

sd/-

Nitin Kumar
Director

sd/-

Alpa Parekh
Director

sd/-

S. S. Parkar
Director

sd/-

Ratan Moondra
Director

sd/-

Mukesh Tank
Company Secretary

Place : Mumbai
Date : 30/05/2013

VERITAS (INDIA) LIMITED

Cash Flow Statements for the year ended 31st MARCH 2013

(Figures in Lacs)

PARTICULARS	YEAR ENDED 31ST MARCH 2013		YEAR ENDED 31ST MARCH 2012	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Profit before tax from continuing operations		835.84		736.75
Profit before tax		835.84		736.75
Add/ (Less): Non Cash & Non Operating Item				
Depreciation	55.15		50.92	
Interest & Finance Charges	216.43		183.43	
Dividend Received	(776.51)		(904.49)	
Preliminary Expenses written off	-	(504.93)	5.80	(664.34)
Operating Profit Before Working Capital Changes		330.92		72.41
Adjusted for:				
(Increase)/Decrease in Inventories	160.26		(68.48)	
(Increase)/Decrease in Trade & Other Receivables	(1,136.46)		67.57	
(Increase)/Decrease in Short Term Loans and Advances	2.17		96.64	
Increase/(Decrease) in Short Term Provisions	-		(20.35)	
Increase/(Decrease) in Trade Payables	(650.38)		(113.74)	
Increase/(Decrease) in Other Current Liabilities	34.42	(1,589.98)	(1,821.58)	(1,859.94)
Cash Generated from Operations		(1,259.07)		(1,787.52)
Direct Taxes Paid		(169.93)		(217.35)
Net Cash Used In Operating Activities (A)		(1,429.00)		(2,004.87)
CASH FLOW FROM INVESTING ACTIVITIES :				
B. Purchase of Tangible & Intangible Assets	(42.35)		(10.45)	
Purchase of Non-Current Investments	(149.11)		-	
Repayment from Subsidiaries	-		887.60	
Dividend Received	776.51	585.05	904.49	1,781.64
Net Cash Flows From Investing Activities (B)		585.05		1,781.64
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from Short Term Borrowings	912.14		374.54	
Repayments of Long Term Borrowings	(72.11)		(92.08)	
Repayments of Unsecured Loan	(3.60)		(3.37)	
Interest Paid	(216.43)		(183.43)	
Dividend Paid, including Dividend Tax	-	620.00	(14.12)	81.55
Net Cash Flows From Financing Activities (C)		620.00		81.55
Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)		(223.94)		(141.69)
Cash and Cash Equivalent at the beginning of the year		369.87		527.23
Other Bank Balances at the beginning of the year		924.16		908.49
Cash & Bank Balances (Incl. Cash & Cash Equivalents) At The End of The Year		1,070.09		1,294.03

Cash and Bank Balances				
(A) Cash and Cash Equivalents				
<u>With Banks:</u>				
- In Current Account	30.26		356.73	
In Cash on Hand	32.12	62.38	13.14	369.87
(B) Other Bank Balances				
In Deposit Account	1,005.71		922.16	
In Earmarked Accounts	2.00	1,007.71	2.00	924.16
Total Cash and Bank Balances (Note 14)		1,070.09		1,294.03

NOTES TO ACCOUNTS "1 to 38"

This is the Cash Flow Statement referred to in our Report of even date.

As per our report of even date

For Shabbir S Bagasrawala
Chartered Accountants

For and on behalf of the Board

sd/-

Shabbir S. Bagasrawala
Proprietor
Membership No. : 039865

sd/-

Nitin Kumar
Director

sd/-

Alpa Parekh
Director

sd/-

S. S. Parkar
Director

sd/-

Ratan Moondra
Director

sd/-

Mukesh Tank
Company Secretary

Place : Mumbai

Date : 30/05/2013

Notes forming part of the Financial Statements:

1. Corporate Information:

The Company is in the business of International Trade & Distribution of Chemicals – Petrochemicals / Polymers / Paper & Paper Boards / Rubber / Heavy Distillates. The Company is also engaged in generation of wind energy.

2. Statement of Significant Accounting Policies

(A) Basis of Preparation of Financial Statements:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles ('GAAP') in India and presented under the historical cost conventions on accrual basis of accounting to comply with the accounting standards as notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and with the relevant provisions of the Companies Act, 1956 ('The Act').

(B) Use of Estimates:

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of Assets and Liabilities and the disclosures of Contingent Liabilities on the date of financial statements and reported amounts of Income and Expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between the actual results and estimates are recognized in the year in which the results are known/ materialized.

(C) Tangible Fixed Assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction of the respective assets. Profit or loss on disposal of tangible assets is recognized in the Statement of Profit and Loss.

(D) Depreciation and Amortization:

Depreciation on all fixed assets is provided under Straight Line Method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. 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 the 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.

(E) Impairment of Assets:

At balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

(F) Foreign currency transactions:

(i) Initial Recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

(ii) Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items, other than net investments including Long Term Advances in the nature of Investments in non-integral foreign operations, of the Company are restated at the Closing exchange rates. Non- monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

(G) Investments:

Investments are classified into Current and Long-Term Investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as

Current Investments. All other Investments are classified as Non-Current Investments / Long Term Investments.

Current investments are stated at the lower of cost and fair value determined on an individual Investment basis.

Long-term investments are stated at cost. A provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an Investment, the difference between its carrying amount and net disposal proceeds is recognized in the Statement of Profit and Loss.

(H) Lease Accounting:

i) Operating lease:-

Lease rentals on assets taken on operating lease are recognized as expense in the Statement of Profit and Loss on an accrual basis over the lease term.

ii) Finance lease:-

In respect of assets obtained on finance leases, assets are recognized at lower of the fair value at the date of acquisition and present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance sheet as a finance leases obligation. The excess of lease payments over the recorded lease obligation are treated as 'finance charges' which are allocated to each lease term so as to produce a constant rate of charge on the remaining balance of the obligations.

(I) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

i) Sale of Goods:

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amounts recognized as sale is exclusive of sales tax / VAT and are net of returns. Exports sales are accounted on the basis of date of bill of lading.

ii) Revenue from Energy Generation:

Sale of power is recognised at the point of Transmission of electricity generated from windmill.

iii) Interest:

Interest income is recognized on time proportionate basis taking into account the amount outstanding and the rate applicable.

iv) Dividend:

Dividend income from investment is recognized when the right to receive the payment is established.

(J) Inventories:

Inventories (including in transit) of traded goods are valued at Lower of cost or Net realisable value. The valuation of inventories is done on First in First Out method. The valuations of wastage / packing materials are valued at nil.

(K) Employees Benefits:

(i) Short Term Employee Benefits:-

All employee benefits payable wholly within twelve month of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expenses) after deducting any amount already paid.

(ii) Post-employment benefits:-

(a) Defined contribution plans

Defined contribution plans are Employee State Insurance Scheme and Government administered Pension Fund Scheme for all applicable employees. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans

(i) Provident Fund Scheme

The Company makes specified monthly contributions towards Employee Provident Fund Scheme to a separate trust administered by EFPO. The Company has no further obligation under the Provident Fund Plan beyond its monthly contribution.

(ii) Gratuity Scheme:

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund managed by LIC), towards meeting the Gratuity obligation. The Company determines the liability for gratuity funding as per actuarial valuation by the independent actuary of LIC.

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each Balance Sheet date. Past service cost is recognized immediately to the extent that the benefits are already vested, else is amortized on a straight-line basis over the average period until the amended benefits become vested.

The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as adjusted for unrecognized actuarial gains and losses and unrecognized past service costs and as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the unrecognized past service cost plus the present value of available refunds and reductions in future contributions to the plan.

The company presents the above liabilities as current and non-current in the balance sheet as per actuarial valuation by the independent actuary of LIC of India; however, the entire liability towards gratuity is considered as current as the company will contribute this amount to the gratuity fund within the next 12 months.

(L) Borrowing Cost :

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

(M) Provision for Current and Deferred Tax:

Tax expense for the year comprises of Current tax and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deductions and exemptions admissible under the provisions of the Income Tax Act, 1961.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and where the Company intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

(N) Earnings Per Share:

The basic and diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

(O) Proposed Dividend:

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

(P) Preliminary Expenses:

Preliminary Expenses are written off in accordance with AS-26 as prescribed by Institute of Chartered Accountants of India.

(Q) Provisions, Contingent Liabilities and Contingent assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes to accounts when there is a present obligation or present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised.

(R) Cash Flow Statement:

The Cash Flow Statement is prepared by the "Indirect Method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by Operating, Investing and Financing activities of the Company.

(S) Cash and Cash Equivalents:

Cash and cash equivalents include cash & cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 3 Share Capital

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	AUTHORISED SHARE CAPITAL 10,00,00,000 EQUITY SHARES OF RS. 1/- EACH (P.Y. 10,00,00,000 EQUITY SHARES OF RS. 1/- EACH)	1,000.00	1,000.00
		1,000.00	1,000.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 2,42,10,000 EQUITY SHARES OF RS. 1/- EACH (P.Y. 2,42,10,000 EQUITY SHARES OF RS. 1/- EACH)	242.10	242.10
	Total in Rs.	242.10	242.10

Note 3 Share capital (contd.)

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Sr.No.	Particulars	Opening Balance	Fresh issue	Closing Balance
(A)	Equity shares with voting rights			
	Year ended 31 March, 2013			
	- Number of shares	242.10	-	242.10
	- Amount (Rs.)	242.10	-	242.10
	Year ended 31 March, 2012			
	- Number of shares	242.10	-	242.10
	- Amount (Rs.)	242.10	-	242.10

(ii) Details of shares held by each shareholder holding more than 5% shares:

Sr.No.	Class of shares / Name of shareholder	As at 31 March, 2013		As at 31 March, 2012	
		Number of shares	% holding	Number of shares	% holding
	Equity shares of Rs.1/- each fully paid-up with voting rights				
1	Mr. Nitin Kumar Didwania	92.50	38.21	92.50	38.21
2	Ms. Niti Didwania	67.13	27.73	67.13	27.73
3	Kamalasini Tradelink Pvt Ltd.	14.71	6.08	14.71	6.08
4	Onix Assets Ltd.	30.00	12.39	30.00	12.39

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 4 Reserve & Surplus

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Securities Premium Account		
	Opening balance	7,137.69	7,137.69
Less:	<u>Utilised during the year for:</u>	-	-
	Closing balance	7,137.69	7,137.69
2	Surplus in Statement of Profit and Loss		
	Opening balance	810.77	284.86
Add:	Profit for the year	676.52	525.91
Less:	<u>Dividend</u>		
	Proposed Final Dividend on Equity Shares Rs. 0.05 per share (P.Y NIL)	12.11	-
	Tax on Dividend	1.96	-
	Closing balance	1,473.22	810.77
	Total in Rs.	8,610.91	7,948.46

Note : 5 Long Term Borrowings

Sr. No	Particulars	As At 31st March, 2013	As At 31st March, 2012
1	Term Loans		
	Secured loans		
	- From Banks	311.26	383.37
	{Refer Note 5 (i)(ii)(iii)&(iv) below}		
	Total in Rs.	311.26	383.37

Note 5 Long Term Borrowings (contd.)

(i)	Primary Security
	Equitable mortgage of property being the land at Survey no.21, Rameshwar Wadi Village, Khatav Taluk, Satara district in the state of Maharashtra and hypothecation of 2 nos. 600 kw Wind Electric Generator consisting each of tower, 1 set of blades, nacelle, control panel, transformer and internal cables.
(ii)	Collateral
	Personal guarantee of the Promoter Director Mr. Nitin Kumar Didwania.
(iii)	The above term loan exclude Rs.100.80 Lacs (P.Y. Rs.92.08 Lacs) falling due for payment within one year, which is shown as other current liabilities.
(iv)	Secured Loan includes Rs. 19.97 Lacs loan against Hypothecation of Car.

Maturity Profile of above loan are as follow:

(Figures in Lacs)

Maturity within	1-2 years	2-3 years	3-4 years	beyond 4 years
Term Loan from Bank	98.04	98.70	99.44	115.88

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 6 Short Term Borrowings

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Loans Repayable on Demand - From Banks (Secured) {Refer Note -6 (1) (i)&(ii)}	1,935.38	1,023.25
2	Loans & Advances From Related Parties - From Directors (Un-secured)	-	3.59
	Total in Rs.	1,935.38	1,026.84

Note 6 (1) Short Term Borrowings (contd.)

(i)	Primary Security Exclusive charge on the Current Assets of the Company.
(ii)	Collateral Personal Guarantee of the Promoter Director Mr. Nitin Kumar Didwania.

Note : 7 Trade Payables

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Sundry Creditors - Micro Small & Medium Enterprise - Others	- 127.21	- 777.59
	Total in Rs.	127.21	777.59

Note : 8 Other Current Liabilities

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Current maturities of Long Term Borrowings {refer note no. 5 (iii)}	100.80	92.08
2	Interest accrued but not due	4.99	6.24
3	Investor Education and Protection Fund - Unclaimed Dividend	2.00	2.00
4	Other payables: - Statutory remittances - Advances from customers - Others	10.64 0.29 59.76	11.90 10.87 20.95
	Total in Rs.	178.48	144.04

Note : 9 Short Term Provisions

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Provision - Others: - Provision for Proposed Equity Dividend - Provision for Tax on Proposed Dividend	12.11 1.96	- -
	Total in Rs.	14.07	-

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)											
Sr. no.	Nature of Assets	Gross Block				Provision for Depreciation			Net Block		
		Opening balance	Additions	Deductions	Closing Balance	Opening balance	Additions	Deductions	Closing Balance	As at 31.03.2013	As at 31.03.2012
1	Freehold Land	18.00	-	-	18.00	-	-	-	-	18.00	18.00
2	Plant & Machinery	842.50	-	-	842.50	118.88	44.48	163.36	679.14	723.62	
3	Computer Systems	30.16	0.46	-	30.62	7.20	4.91	12.11	18.50	22.96	
4	Software Licence	1.88	-	-	1.88	0.20	0.30	0.50	1.37	1.68	
5	Furniture & Fixture	3.37	-	-	3.37	0.47	0.21	0.68	2.69	2.90	
6	Motor Car	15.15	41.63	-	56.79	5.06	5.07	10.13	46.65	10.09	
7	Office Equipments	3.63	0.26	-	3.89	0.23	0.18	0.41	3.48	3.40	
		914.69	42.35	-	957.04	132.05	55.16	187.20	769.84	782.65	
	Previous Year	904.23	10.45	-	914.69	81.12	50.92	132.05	782.65	823.11	

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 11 Non Current Investment

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
	Investments (At Cost)		
1	Trade - Unquoted (Equity instruments)		
	Of Wholly Owned Subsidiary		
	- 100 (P.Y.100) Equity Shares of 1 SGD each in Veritas Global Pte Ltd. Singapore	0.03	0.03
	- 50 (P.Y.50) Equity Shares of 1.50 Lacs AED each in Veritas FZE Dubai	952.68	952.68
	- 1 (P.Y.NIL) Equity Shares of 10.00 Lacs AED each in Veritas International FZE	149.11	-
2	Non-Trade - Quoted		
	DB (International) Stock Brokers Ltd.	29.00	29.00
	- 5,00,000 (P.Y. 1,00,000) Equity Shares of Rs.2/- (P.Y. Rs.10/-) each fully paid up {(Market value Rs 485.00 Lacs (P.Y.Rs.79.00 Lacs))}		
	Rander Corporation Ltd.	9.75	9.75
	- 75000 (P.Y.75000) Equity Shares of Rs.10/- each fully paid up {(Market value Rs.46.88 Lacs (P.Y.Rs.5.40 Lacs))}		
	Total in Rs.	1,140.57	991.46

Note : 12 Long-term Loans and Advances

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Loans and Advances		
	- To Subsidiaries	2,229.26	2,229.26
	- Others	3.50	3.50
2	Advance Tax Net of Provisions	59.41	1.81
	Total in Rs.	2,292.17	2,234.57

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 13 Trade Receivables

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Others - Unsecured, Considered Good	5,799.54	4,663.08
	Total in Rs.	5,799.54	4,663.08

Note : 14 Cash and Bank Balances

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Cash & Cash Equivalents		
	(i) Balances with Banks		
	- In current accounts	30.26	356.73
	(ii) Cash on Hand	32.12	13.14
		62.38	369.87
2	Other bank balances		
	(i) Earmarked balances with banks	2.00	2.00
	(ii) Short - term bank deposits	1,005.71	922.16
		1,007.71	924.16
	Total in Rs.	1,070.09	1,294.03

Note :15 Short Terms Loans and Advances

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Security deposits	16.45	19.02
2	Loans and Advances to Employees	17.26	0.96
3	Advance to Others	176.63	208.11
4	To Wholly Owned Subsidiaries	25.61	22.72
5	Prepaid Expenses	1.30	0.34
6	Balances with Government Authorities	45.46	33.73
7	Advance Tax Net of Provisions	0.92	57.59
	Total in Rs.	283.63	342.47

Notes Forming Part of the Statement of Profit & Loss

(Figures in Lacs)

Note : 16 Revenue from Operations

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Sale of products (Refer Note (i) below)	33,965.61	30,705.44
	Total in Rs.	33,965.61	30,705.44

Note	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
(i)	Sale of products comprises:		
	Generation of Electricity	88.32	80.62
	Total - Sale of Generated Goods	88.32	80.62
	Traded goods	33,877.29	30,624.82
	Total - Sale of Traded Goods	33,877.29	30,624.82
	Total - Sale of Products	33,965.61	30,705.44

Note : 17 Other Income

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Dividend income:		
	from long-term investments		
	- others	1.95	1.37
	- Subsidiary	774.56	904.49
2	Other non-operating income (Refer Note (i) below)	2.37	4.89
3	Commission Received (TDS C.Y. Rs. 0.24 Lacs P.Y. Rs. 1.07 Lacs)	2.37	3.44
4	Interest on delayed payment	4.59	-
5	Foreign Currency Transaction & Transalation	2.15	-
	Total in Rs.	787.99	914.19

Note	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
(i)	Other non-operating income comprises: -		
	- Miscellaneous Income	2.37	4.89
	Total - Other non-operating income	2.37	4.89

Notes Forming Part of the Statement of Profit & Loss

(Figures in Lacs)

Note : 18 Purchase of Traded Goods

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Traded Goods	32,988.65	30,312.38
	Total in Rs.	32,988.65	30,312.38

Note : 19 Changes in Inventories of Stock-in-Trade

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Inventories at the end of the year: Stock - in -Trade	290.00	450.26
2	Inventories at the beginning of the year: Stock - in -Trade	450.26	381.78
	Net (increase) / decrease	160.26	(68.48)
	Total in Rs.	160.26	(68.48)

Note : 20 Employee Benefit Expenses

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Salaries and wages	205.28	192.35
2	Contributions to Provident & Gratuity Fund	21.04	22.10
3	Staff Welfare Expenses	2.26	2.67
	Total in Rs.	228.58	217.11

Note : 21 Finance Cost

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	On Fixed Period Loan		
	- Interest on Term Loan	64.27	77.34
	- Interest on Car Loan	2.67	0.06
2	On Working Capital Loan		
	- Bank Interest	118.24	43.97
	- Bank Charges & Commission	31.26	62.05
	Total in Rs.	216.43	183.43

Notes Forming Part of the Statement of Profit & Loss

(Figures in Lacs)

Note : 22 Operation and Other Expenses

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Freight, Forwarding and Loading & Unloading Charges	108.97	14.28
2	Packing Charges	3.21	6.26
3	Warehousing/ Wharfage Charges	10.74	9.65
4	Rent Paid	34.23	27.45
5	Repairs & Maintainance		
	- Buildings	-	1.55
	- Others	10.18	32.70
6	Insurance	1.55	3.62
7	Rates and Taxes	19.72	8.30
8	Brokerage & Commission	1.61	-
9	Communication Expenses	12.23	10.14
10	Travelling and Conveyance	23.47	31.50
11	Printing and Stationery	2.54	4.41
12	Sales & Business Promotion Expenses	7.11	3.62
13	Legal and Professional Fees	14.75	6.96
14	Payments to Auditors (Refer Note 22(i) below)	3.37	2.21
15	Foreign Currency Transaction & Transalation loss	-	5.15
16	Electricity Charges	7.25	4.65
17	Miscellaneous Expenses	7.74	9.27
18	Preliminary Expenses	-	5.80
	Total in Rs.	268.67	187.52

Notes forming part of the Financial Statements:

23. Contingent liabilities and Commitments:

Contingent Liabilities:

(Figures in Lacs)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Stand by letter of Credit	9,382.28	8,866.50
Total	9,382.28	8,866.50

24. Retirement benefit plans:

Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits:- In respect of gratuity, a defined benefit scheme (based on actuarial valuation) are given below:-

(Figures in Lacs)

Sr. No.	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
I	Change in Obligation during the year ended March 31, 2013		
1	Present Value of Defined Benefit Obligation at beginning of the year	36.47	32.42
2	Current Service Cost	6.42	6.59
3	Interest Cost	-	-
4	Actuarial (Gains)/Losses	(.13)	(2.54)
5	Benefits Paid	(1.56)	-
6	Present Value of Defined Benefit Obligation at end of the year	41.21	36.47
II	Change in Assets during the year ended March 31, 2013		
1	Plan Assets at the beginning of the year	41.09	10.01
2	Actual Benefits Paid	(1.56)	-
3	Expected returns on Plan Assets	4.05	2.08
4	Contributions by Employer	4.07	29.00
5	Actuarial Gains /(Losses)	-	-
6	Plan Assets at the end of the year	47.66	41.09
III	Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2013		

1	Present Value of Defined Benefit Obligation	41.21	36.47
2	Fair Value of Plan assets as a March 31, 2013	47.66	41.09
3	Fund Status Surplus/(Deficit)	6.45	4.62
4	Net Asset/(Liability) as at March 31, 2013	6.45	4.62
IV	Expenses recognized in the statement of Profit & Loss for the year ended March 31, 2013		
1	Current Service Cost	6.42	6.59
2	Interest Cost		
3	Expected returns on Plan Assets	(4.05)	(2.08)
4	Net Actuarial (Gains)/Losses	(.13)	(2.54)
5	Total Expense	2.24	1.97
V	The major categories of plan assets as a percentage of total plan		
	Insurer Managed Funds	100%	100%
VI	Actuarial Assumptions		
1	Discount Rate	8%	8%
2	Rate of Return on Plan Assets	9.15%	9.15%
3	Mortality Table	LIC (1994-96)	LIC (1994-96)
4	Retirement Age	60 years	60 years

25. Segment Information:

i) Business Segment:

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading and Distribution & Wind Power Generation etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

(Figures in Lacs)

i) Business Segment:

PARTICULARS	Year ended March 31, 2013			Year ended March 31, 2012				
	Trading and Distribution	Wind Power Generation	Unallocable	Total	Trading and Distribution	Wind Power Generation	Unallocable	Total
Segment Revenue								
External Sales (Net)	33,877.29	88.32	-	33,965.61	30,624.82	80.62	-	30,705.44
Other Income	-	-	787.99	787.99	-	-	914.19	914.19
Total Revenue	33,877.29	88.32	787.99	34,753.60	30,624.82	80.62	914.19	31,619.63
Segment Result (PBIT)								
Profit Before Interest and Tax	221.12	43.17	787.99	1,052.28	2.79	4.20	914.19	920.18
Interest	-	-	-	216.43	-	-	-	183.43
Provision for Tax	-	-	-	159.32	-	-	-	210.84
Profit after Tax	-	-	-	676.52	-	-	-	525.91
Other Information								
Segment Fixed Assets	72.71	697.13	-	769.84	41.03	741.62	-	782.65
Segment Other Assets	9,661.49	73.94	1,140.57	10,876.00	8,918.83	65.57	991.46	9,975.87
Total Assets				11,645.84				10,758.52
Segment Liabilities	2,178.04	388.36	226.43	2,792.83	1,849.15	481.69	236.12	2,566.96
Total Liabilities				2,792.83				2,566.96
Depreciation	10.68	44.48	-	55.16	6.44	44.48	-	50.92
Other Non Cash Expenditure	-	-	-	-	-	-	5.80	5.80
Capital Expenditure	42.35	-	-	42.35	10.45	-	-	10.45

- ii) **Geographical Segment:** The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows :

Information for Secondary Segments:			
(Figures in Lacs)			
Particulars	Domestic	Overseas	Total
Revenues from External Customers	33,965.61 (30,705.44)	- (-)	33,965.61 (30,705.44)
Segment Assets	8,289.14 (7,553.83)	3,356.70 (3,204.69)	11,645.83 (10,758.53)

26. Deferred Tax

Major component of Deferred Tax arising on account of temporary timing difference is as under:-

(Figures in Lacs)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Deferred Tax Liability		
Opening Balance	236.12	173.44
Reversal of Deferred Tax on account of Depreciation on Fixed Assets	(9.69)	62.68
Closing Balance	226.43	236.12

27. Related Party Disclosures :

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

a) **Related Parties:**

(i) **Subsidiary Company**

- Veritas Global PTE Limited
- Veritas FZE
- Veritas International FZE

(ii) **Associates : NIL**

(iii) **Key Managerial Personnel (KMP)**

- Nitin Kumar – Director
- Saurabh Sanghvi - Whole time Director

(iv) Enterprise over which Key Managerial Personnel are able to exercise significant influence

- Veritas Investment Limited
- Diva Trade Impex private Limited

b) Transactions with related parties and the status of outstanding balances as at March 31, 2013:

(Figures in Lacs)

Particulars	Subsidiaries	KMP & their relatives	Enterprise over which KMP exercise control
Investments made during the year	150.70 (-)	- (-)	- (-)
Investments refunded during the year	- (868.29)	- (-)	- (-)
Remuneration to Director	- (-)	18.00 (6.00)	- (-)
Rent paid	- (-)	- (-)	2.90 (2.90)
Dividend received	774.56 (904.49)	- (-)	- (-)

28. Earnings Per Equity Share (EPS):

Basis of calculation of Basic and Diluted Earnings per Equity share is as under:

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
Profit After Tax	676.52	525.91
Weighted average number of Equity Shares		
- Basic	242.10	242.10
- Diluted	242.10	242.10
Nominal Value of Equity Shares (Rs.)	1	1
Earning per Share (Rs.)		
- Basic	2.79	2.17
- Diluted	2.79	2.17

29. **Auditor's Remuneration:**

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
For services as Auditors	2.62	1.46
For Tax Audit	0.75	0.75
Total	3.37	2.21

30. The Company has recognized all the claim receivables / liabilities with various government authorities towards Custom duty, VAT, Cess, Income-tax, SAD, Unutilized CENVAT credit and Insurance claim etc. on accrual basis and shown under the head Loans & Advances and Current Liabilities respectively.

31. **Income in Foreign Currency:**

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
Dividend	774.56	904.49
Total	774.56	904.49

32. **Expenditure in Foreign Currency:**

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
a) CIF Value of Imports		
Traded Goods	164.10	235.61
Total	164.10	235.61

33. **Leases**

- a) The Company has taken commercial spaces on an operating lease basis. The lease rentals are payable by the Company on a monthly / quarterly basis.
- b) Future minimum lease rentals payable as at 31st March, 2013 as per the lease agreements:

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
i) Not later than one year	26.74	33.92
ii) Later than one year and not later than five years.	-	21.84
Total	26.74	55.77

34. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.
35. The company does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Company has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

Sr. No.	Particulars	As At 31 March 2013	As At 31 March 2012
(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	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	-	-

36. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans & advances, deposits, in the ordinary course of business will not be less than the value stated in Balance Sheet. The liabilities on account of supply of goods & services are also not more than the value of liabilities except liability written off on account of Shortage / Rate Difference / contract performance /Quality Issues etc.
37. The Ministry of Corporate Affairs, Government of India, vide General Circular No.2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular.

The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

38. Previous year comparatives:

These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been regrouped, reclassified wherever necessary to correspondence with the current year's classification / disclosures.

As per our Audit Report of even date attached

For **SHABBIR S BAGASRAWALA**

CHARTERED ACCOUNTANTS

sd/-

Shabbir S Bagasrawala

Proprietor

Membership No.- 039865

Place: Mumbai

Date: 30/05/2013

For and on behalf of the Board

sd/-

Nitin Kumar

Director

sd/-

Alpa Parekh

Director

sd/-

S. S. Parkar

Director

sd/-

Ratan Moondra

Director

sd/-

Mukesh Tank

Company Secretary

(Figures in Lacs)

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Company.

1.	Name of the Subsidiary	Veritas FZE	Veritas International FZE	Veritas Global Pte ltd
2.	Financial year Ended	31 st March, 2013	31 st March, 2013	31 st March, 2013
3.	Holding Company's Interest	50 Equity Shares of AED 1,50,000 each.	1 Equity Shares of AED 10,00,000 each.	100 Equity Shares of 1 Singapore dollar each
4.	Extent of holding Company's Interest	100% in Equity Share Capital	100% in Equity Share Capital	100% in Equity Share Capital
5.	Net aggregate amount of Profit / (Loss) of the subsidiary so far as it concerns the members of the holding Company and is dealt with in the holding Company's accounts: a) For financial year ended 31 st March, 2013 b) For the previous year	NA NA	NA NA	NA NA
6.	Net aggregate amount of Profit / (Loss) of the subsidiary so far as it concerns the members of the holding Company and is not dealt with in the holding Company's accounts: a) For financial year ended 31 st March, 2013 b) For the previous year	1,632.14 1,730.54	392.70 -	(1.22) (1.01)

For and on behalf of the Board

sd/-
Nitin Kumar
Director

sd/-
Alpa Parekh
Director

sd/-
S. S. Parkar
Director

sd/-
Ratan Moondra
Director

sd/-
Mukesh Tank
Company Secretary

Independent Auditors' Report

To the Board of Directors of
VERITAS (INDIA) LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Veritas (India) Limited** (the "Company") and its subsidiaries (the Company and its subsidiaries constitute "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 the 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 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, 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 presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 the accounting policies used and the reasonableness of the accounting estimates made by the 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.

As stated in the Other Matters paragraph below, our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associates not audited by us, is based solely on the reports of such other auditors.

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 the financial statements of the subsidiaries and associates and based on the consideration of the unaudited financial statements/financial information of the subsidiaries, jointly controlled entities and associates; referred to below in the Other Matters paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
- b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

We did not audit the financial statements of the subsidiaries whose financial statements reflect total assets (net) of Rs.6862.17 Lakhs as at March 31, 2013 and total revenues of Rs.57450.01 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements has been audited by other auditor whose report has 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 the subsidiary is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of the aforesaid matters.

**For Shabbir S. Bagasrawala
Chartered Accountants**

**Place: Mumbai
Date: 30/05/2013.**

**Sd/-
Proprietor
M. No. 039865**

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013

(Figures in Lacs)

Particulars	Note	As At	
		31 st March, 2013	31 st March, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	242.10	242.10
(b) Reserves and Surplus	4	14,727.06	12,337.65
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	311.26	383.37
(b) Deferred Tax Liabilities (Net)	-	226.43	236.12
(3) Current Liabilities			
(a) Short-Term Borrowings	6	11,283.66	3,416.99
(b) Trade Payables	7	11,333.14	7,433.84
(c) Other Current Liabilities	8	213.60	155.08
(d) Short-term Provisions	9	14.07	-
Total Equity & Liabilities		38,351.32	24,205.15
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	771.11	784.14
(b) Non-current Investments	11	38.75	38.75
(c) Long-term Loans & Advances	12	69.45	22.68
(2) Current Assets			
(a) Inventories	19	290.00	450.26
(b) Trade Receivables	13	35,614.73	21,115.65
(c) Cash and Cash Equivalents	14	1,293.01	1,473.92
(d) Short-term Loans and Advances	15	274.27	319.75
Total Assets		38,351.32	24,205.15

NOTES TO ACCOUNTS

1 to 35

This is the Balance Sheet referred to in our Report of even date.

For Shabbir S Bagasrawala
CHARTERED ACCOUNTANTS

For and on behalf of the Board

sd/-

Shabbir S. Bagasrawala
Proprietor
Membership No. : 039865

sd/-

Nitin Kumar
Director

sd/-

Alpa Parekh
Director

sd/-

Place : Mumbai
Date : 30/05/2013

S. S. Parkar
Director

sd/-

Ratan Moondra
Director

sd/-

Mukesh Tank
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2013

(Figures in Lacs)

Sr. No	Particulars	Note	For the year ended	For the year ended
			31 st March, 2013	31 st March, 2012
I	Revenue from operations	16	91,415.62	79,020.01
II	Other Income	17	13.43	346.61
III	III. Total Revenue (I +II)		91,429.05	79,366.62
IV	Expenses:			
	Purchase of Stock-in-Trade	18	87,656.84	75,803.10
	Changes in inventories of stock-in-trade	19	160.26	2.46
	Employee Benefit Expense	20	308.03	346.54
	Finance Costs	21	512.18	286.45
	Depreciation and amortisation expense	10	55.48	145.04
	Operation and other expenses	22	651.37	1222.61
	Total Expenses (III)		89,344.15	77,806.20
V	Profit before exceptional and extraordinary items and tax	(III - IV)	2,084.90	1,560.42
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		2,084.90	1,560.42
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		2,084.90	1,560.42
X	Tax expense:			
	(1) Current tax		169.01	148.00
	(2) Current Tax expense relating to prior years		-	0.16
	(3) Deferred tax		(9.69)	62.68
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	1,925.58	1,349.58
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		1,925.58	1,349.58
XVI	Earning per equity share:			
	(1) Basic		7.95	5.57
	(2) Diluted		7.95	5.57

NOTES TO ACCOUNTS

1 to 35

This is the Profit & Loss referred to in our Report of even date.

For Shabbir S Bagasrawala
CHARTERED ACCOUNTANTS

For and on behalf of the Board

sd/-

Shabbir S. Bagasrawala
Proprietor
Membership No. : 039865

sd/-

Nitin Kumar
Director

sd/-

Alpa Parekh
Director

sd/-

S. S. Parkar
Director

sd/-

Ratan Moondra
Director

sd/-

Mukesh Tank
Company Secretary

Place : Mumbai
Date : 30/05/2013

VERITAS (INDIA) LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2013

(Figures in Lacs)

PARTICULARS	YEAR ENDED 31 st MARCH 2013		YEAR ENDED 31 st MARCH 2012	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Profit before tax from continuing operations		2,084.90		1,560.42
Profit before tax		2,084.90		1,560.42
Add/ (Less): Non Cash & Non Operating Item				
Depreciation	55.48		145.04	
Interest & finance Charges	512.18		286.45	
Dividend received	(1.95)		-	
Profit on Sale of Fixed Assets	-		(338.28)	
Preliminary expenses written off	-	565.71	5.80	99.01
Operating Profit Before Working Capital Changes		2,650.61		1,659.43
Adjusted for:				
(Increase)/Decrease in Inventories	160.26		(1.05)	
(Increase)/Decrease in Trade & Other Receivables	(14,499.09)		(2,614.02)	
(Increase)/Decrease in Long term loans and advances	10.83		(20.87)	
(Increase)/Decrease in Short term loans and advances	(11.20)		117.90	
Increase/(Decrease) in Short term provisions	-		(20.35)	
Increase/(Decrease) in Trade Payables	3,899.30		(2,039.81)	
Increase/(Decrease) in Other current liabilities	58.52	(10,381.37)	(1,675.90)	(6,254.10)
Cash Generated from Operations		(7,730.77)		(4,594.67)
Direct taxes paid		(169.93)		(217.34)
Net Cash Used In Operating Activities (A)		(7,900.70)		(4,812.00)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Tangible & Intangible Assets	(42.44)		(407.15)	
Sale of Tangible & Intangible Assets	-		2,264.56	
Dividend Received	1.95		-	
Foreign Exchange Translation Reserve	477.90	437.41	812.27	2,669.69
Net Cash Flows From Investing Activities (B)		437.41		2,669.69
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Change in short term borrowings	7,866.67		2,431.26	
Change in long term borrowings	(72.11)		(184.16)	
Interest paid	(512.18)		(286.45)	
Dividend paid, including dividend tax	-	7,282.38	(14.11)	1,946.54
Net Cash Flows From Financing Activities (C)		7,282.38		1,946.54
Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)		(180.91)		(195.77)
Cash and cash equivalent at the beginning of the year		549.76		637.84
Other Bank Balances at the beginning of the year		924.16		1,031.86
Cash & Bank Balances (Incl. Cash & Cash Equivalents) At The End of The Year		1,293.01		1,473.92

Cash and Bank Balances				
(A) Cash and Cash Equivalents				
<u>With Banks:</u>				
- In Current Account	251.04		535.99	
In Cash on Hand	34.26	285.30	13.77	549.76
(B) Other Bank Balances				
In Deposit Account	1,005.71		922.16	
In Earmarked Accounts	2.00	1,007.71	2.00	924.16
Total Cash and Cash Equivalents (Note 14)		1,293.01		1,473.92
Notes on Financial Statements " 1 - 35 "				
<i>This is the Cash Flow Statement referred to in our Report of even date.</i>				
As per our report of even date				
For Shabbir S Bagasrawala		For and on behalf of the Board		
Chartered Accountants				
sd/-		sd/-	sd/-	
Shabbir S. Bagasrawala		Nitin Kumar	Alpa Parekh	
		Director	Director	
Membership No. : 039865				
	sd/-	sd/-	sd/-	
Place : Mumbai	S. S. Parkar	Ratan Moondra	Mukesh Tank	
Date : 30/05/2013	Director	Director	Company Secretary	

Notes forming part of the Consolidated Financial Statements:

1. Corporate Information:

2. The Company is in the business of International Trade & Distribution of Chemicals – Petrochemicals / Polymers / Paper & Paper Boards / Rubber / Heavy Distillates. The Company is also engaged in generation of wind energy.

3. Statement of Significant Accounting Policies

(a) Principles of Consolidation:

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standards 21 (AS-21) "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India (ICAI). These financial statements relate to VERITAS (INDIA) LIMITED (Parent Company) and its majority owned & controlled subsidiaries VERITAS FZE, VERITAS GLOBAL PTE LIMITED & VERITAS INTERNATIONAL FZE (Together refer to as "The Group").

- (ii) The financial statements of the Parent Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating the intra –group balances and intra –group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".

- (iii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Exchange Translation Reserve.

- (b) The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principles of its country of incorporation or International Financial Reporting Standards. The differences in accounting policies of the Company and its subsidiaries are not material.

- (c) Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

- (d) Other significant accounting policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 3 Share Capital

Sr. No	Particulars	As At	
		31 st March, 2013	31 st March, 2012
1	AUTHORISED SHARE CAPITAL 10,00,00,000 EQUITY SHARES OF RS. 1/- EACH (P.Y. 10,00,00,000 EQUITY SHARES OF RS. 1/- EACH)	1,000.00	1,000.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 2,42,10,000 EQUITY SHARES OF RS. 1/- EACH (P.Y. 2,42,10,000 EQUITY SHARES OF RS. 1/- EACH)	242.10	242.10
	Total in Rs.	242.10	242.10

Note : 4 Reserve & Surplus

Sr. No	Particulars	As At	
		31 st March, 2013	31 st March, 2012
1	Securities Premium Account Opening balance	7,137.69	7,137.69
	Less : Utilised during the year for: Closing balance	7,137.69	7,137.69
2	Foreign Currency Translation Reserve As per last Balance Sheet	812.27	(169.73)
	Add : Current year translation reserve	477.90	982.00
		1,290.17	812.27
3	Surplus in Statement of Profit and Loss Opening balance	4,387.68	3,038.10
	Add : Profit for the year	1,925.58	1,349.58
	Less : Dividend Proposed Final Dividend on Equity Shares Rs. 0.05 per share (P.Y NIL)	12.11	-
	Tax on dividend	1.96	-
	Closing balance	6,299.20	4,387.69
	Total in Rs.	14,727.06	12,337.65

Note : 5 Long Term Borrowings

Sr. No	Particulars	As At	
		31 st March, 2013	31 st March, 2012
1	Term Loans Secured loans -From Banks	311.26	383.37
	Total in Rs.	311.26	383.37

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 6 Short Term Borrowings

Sr. No	Particulars	As At 31st March, 2013	As At 31st March, 2012
1	Loans repayable on demand - From Banks (Secured)	11,283.66	3,413.40
2	Loans & Advances From Related Parties -From Directors (Un-secured)	-	3.59
	Total in Rs.	11,283.66	3,416.99

Note : 7 Trade Payables

Sr. No	Particulars	As At 31st March, 2013	As At 31st March, 2012
1	Sundry Creditors - Micro Small & Medium Enterprise - Others	11,333.14	7,433.84
	Total in Rs.	11,333.14	7,433.84

Note : 8 Other Current Liabilities

Sr. No	Particulars	As At 31st March, 2013	As At 31st March, 2012
1	Current maturities of long term borrowings	100.80	92.08
2	Interest accrued but not due	4.99	6.24
3	Investor Education and Protection Fund - Unclaimed Dividend	2.00	2.00
4	Other payables: -Statutory remittances -Advances from customers -Others	10.64 0.29 94.88	11.90 10.87 31.99
	Total in Rs.	213.60	155.08

Note : 9 Short Term Provisions

Sr. No	Particulars	As At 31st March, 2013	As At 31st March, 2012
1	Provision - Others: -Provision for Proposed Equity Dividend -Provision for Tax on Proposed Dividend	12.11 1.96	- -
	Total in Rs.	14.07	-

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Sr. no.	Nature of Assets	Gross Block			Provision for Depreciation			Net Block As at 31.03.2013	Net Block As at 31.03.2012				
		Opening balance	Translation Difference	Additions	Deductions	Closing	Opening balance			Translation Difference	Additions	Deductions	Closing
1	Freehold Land	18.00	-	-	-	18.00	-	-	-	-	-	18.00	18.00
2	Plant & Machinery	842.50	-	-	-	842.50	-	44.48	-	163.36	-	679.14	723.62
3	Computer Systems	30.16	-	0.46	-	30.62	-	4.91	-	12.11	-	18.50	22.96
4	Software Licence	1.88	-	-	-	1.88	-	0.30	-	0.50	-	1.37	1.68
4	Furniture & Fixture	3.37	-	-	-	3.37	-	0.21	-	0.68	-	2.69	2.90
5	Motor Car	15.16	-	41.63	-	56.79	-	5.07	-	10.13	-	46.66	10.10
6	Office Equipments	5.87	0.14	0.26	-	6.27	0.05	0.50	-	1.52	-	4.75	4.90
		916.93	0.14	42.35	-	959.42	0.05	55.47	-	188.31	-	771.11	784.15
	Previous Year	2,668.95	-	407.15	2,159.16	916.93	220.63	145.04	232.88	132.78	132.78	784.15	2,448.32

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note : 11 Non Current Investment

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Investments (At Cost)		
	Non-Trade - Quoted		
	DB (International) Stock Brokers Ltd. - 500000 (P.Y.100000) Equity Shares of Rs.2/- (P.Y. Rs.10/-) each fully paid up {(Market value Rs. 485.00 Lacs (P.Y. Rs.79.00 Lacs)}	29.00	29.00
	Rander Corporation Ltd. - 75000 (P.Y.75000) Equity Shares of Rs.10/- each fully paid up {(Market value Rs. 46.88 Lacs (P.Y. Rs. 5.40 Lacs)}	9.75	9.75
	Total in Rs.	38.75	38.75

Note : 12 Long-term loans and advances

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Loans & Advances - Others	10.04	20.87
2	Advance Taxes Net of Provisions	59.41	1.81
	Total in Rs.	69.45	22.68

Note : 13 Trade Recievables

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Others - Unsecured, Considered Good	35,614.73	21,115.65
	Total in Rs.	35,614.73	21,115.65

Note : 14 Cash & Cash Equivalents

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Cash & Cash equivalents		
	(i) Balances with Banks - In current accounts	251.04	535.99
	(ii) Cash on Hand	34.26	13.77
2	Other Bank Balances		
	(i) Earmarked balances with banks	2.00	2.00
	(ii) Short - term bank deposits	1,005.71	922.16
	Total in Rs.	1,293.01	1,473.92

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2013

(Figures in Lacs)

Note :15 Short Terms Loans and Advances

Sr. No	Particulars	As At 31 st March, 2013	As At 31 st March, 2012
1	Security deposits	28.35	19.02
2	Loans and Advances to Employees	17.26	0.96
3	Advance to Others	180.98	208.11
4	Balances with Government Authorities	45.46	33.73
5	Prepaid Expenses	1.30	0.34
6	Advance Taxes net of Provisions	0.92	57.59
	Total in Rs.	274.27	319.75

Note : 16 Revenue from Operations

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Sale of products @ (Refer Note (i) below)	91,415.62	79,020.01
	Total in Rs.	91,415.62	79020.01

Note	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
(i)	Sale of products comprises :		
	Generation of Electricity	88.32	80.62
	Total - Sale of Generated Goods	88.32	80.62
	Traded goods	91,327.30	78,939.39
	Total - Sale of traded goods	91,327.30	78,939.39
	Total - Sale of products	91,415.62	79,020.01

Notes Forming Part of the Consolidated Statement of Profit & Loss

(Figures in Lacs)

Note : 17 Other Income

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Dividend income:		
	- from long-term investments	1.95	-
2	Other non-operating income (Refer Note (i) below)	2.37	343.17
3	Commission Received (TDS C.Y. Rs. 0.24 Lacs P.Y. Rs. 1.07 Lacs)	2.38	3.44
4	Interest on delayed payment	4.58	-
5	Foreign Currency Transaction & Transalation	2.15	-
	Total	13.43	346.61

Note	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
(i)	Other non-operating income comprises:		
	- Miscellaneous Income	2.37	4.89
	- Profit on Sale of Fixed Assets	-	338.28
	Total - Other non-operating income	2.37	343.17

Note : 18 Purchase of Traded goods

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Traded goods	87,656.84	75,803.10
	Total in Rs.	87,656.84	75,803.10

Note : 19 Changes in inventories of stock-in-trade

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Inventories at the end of the year:		
	Stock - in -Trade	290.00	450.26
2	Inventories at the beginning of the year:		
	Stock - in -Trade	450.26	452.72
	Net (increase) / decrease	160.26	2.46
	Total in Rs.	160.26	2.46

Notes Forming Part of the Consolidated Statement of Profit & Loss

(Figures in Lacs)

Note : 20 Employee Benefit Expenses

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Salaries and wages	284.73	321.77
2	Contributions to Provident & Gratuity Fund	21.04	22.10
3	Staff welfare expenses	2.26	2.67
	Total in Rs.	308.03	346.54

Note : 21 Finance Cost

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	On Fixed Period Loan		
	-Interest on Term Loan	64.27	77.34
	-Interest on Car Loan	2.67	0.06
2	On Working Capital Loan		
	-Bank Interest	330.37	85.47
	-Bank Charges & Commission	114.87	123.58
	Total in Rs.	512.18	286.45

Note : 22 Operation and other expenses

Sr. No	Particulars	For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
1	Freight, Forwarding and Loading & Unloading Charges	224.78	55.24
2	Packing Charges	3.21	6.26
3	Warehousing/ Wharfage Charges	15.88	844.02
4	Rent paid	42.04	27.45
5	Repairs & Maintainance		
	- Buildings	-	1.55
	- Others	10.18	33.48
6	Insurance	6.86	9.62
7	Rates & Taxes	19.72	33.60
8	Brokerage & Commission	1.61	-
9	Communication expenses	31.11	24.69
10	Travelling and conveyance	36.49	43.43
11	Printing and stationery	3.91	5.05
12	Sales & Business Promotion Expenses	7.11	65.26
13	Legal and Professional fees	185.99	23.87
14	Payments to auditors (Refer Note (i) below)	8.54	5.58
15	Preliminary Exp	-	5.80
16	Loss on Foreign Currency Transaction & Transalation	4.40	7.03
17	Electricity Charges	7.24	4.65
18	Miscellaneous expenses	42.30	26.03
	Total in Rs.	651.37	1,222.61

Notes forming part of the Consolidated Financial Statements:

23. Contingent liabilities and Commitments:

Contingent Liabilities:

(Figures in Lacs)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Stand by letter of Credit	9,382.28	8,866.50
Total	9,382.28	8,866.50

24. Retirement benefit plans:

Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits:- In respect of gratuity, a defined benefit scheme (based on actuarial valuation) are given below:-

(Figures in Lacs)

Sr. No.	Particulars	For the year ended 31 March, 2013	For the year ended 31 March, 2012
I	Change in Obligation during the year ended March 31, 2013		
1	Present Value of Defined Benefit Obligation at beginning of the year	36.47	32.42
2	Current Service Cost	6.42	6.59
3	Interest Cost	-	-
4	Actuarial (Gains)/Losses	(.13)	(2.54)
5	Benefits Paid	(1.56)	-
6	Present Value of Defined Benefit Obligation at end of the year	41.21	36.47
II	Change in Assets during the year ended March 31, 2013		
1	Plan Assets at the beginning of the year	41.09	10.01
2	Actual Benefits Paid	(1.56)	-
3	Expected returns on Plan Assets	4.05	2.08
4	Contributions by Employer	4.07	29.00
5	Actuarial Gains /(Losses)	-	-
6	Plan Assets at the end of the year	47.66	41.09
III	Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2013		

1	Present Value of Defined Benefit Obligation	41.21	36.47
2	Fair Value of Plan assets as a March 31, 2013	47.66	41.09
3	Fund Status Surplus/(Deficit)	6.45	4.62
4	Net Asset/(Liability) as at March 31, 2013	6.45	4.62
IV	Expenses recognized in the statement of Profit & Loss for the year ended March 31, 2013		
1	Current Service Cost	6.42	6.59
2	Interest Cost		
3	Expected returns on Plan Assets	(4.05)	(2.08)
4	Net Actuarial (Gains)/Losses	(.13)	(2.54)
5	Total Expense	2.24	1.97
V	The major categories of plan assets as a percentage of total plan		
	Insurer Managed Funds	100%	100%
VI	Actuarial Assumptions		
1	Discount Rate	8%	8%
2	Rate of Return on Plan Assets	9.15%	9.15%
3	Mortality Table	LIC (1994-96)	LIC (1994-96)
4	Retirement Age	60 years	60 years

25. Segment Information:

i) Business Segment:

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading and Distribution & Wind Power Generation etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

(Figures in Lacs)

i) Business Segment:

PARTICULARS	Year ended March 31, 2013			Year ended March 31, 2012				
	Trading and Distribution	Wind Power Generation	Unallocable	Total	Trading and Distribution	Wind Power Generation	Unallocable	Total
Segment Revenue								
External Sales (Net)	91,327.30	88.32	-	91,415.62	78,939.39	-	-	78,939.39
Other income			13.43	13.43			914.19	914.19
Total Revenue	91,327.30	88.32	13.43	91,429.05	78,939.39	-	914.19	79,853.59
Segment Result (PBIT)								
Profit Before Interest and Tax	2,583.64	-	13.43	2,597.08	932.68	-	914.19	1,846.87
Interest (Net)	-	-	-	512.18	-	-	-	286.45
Provision for Tax	-	-	-	159.32	-	-	-	210.84
Profit after Tax	-	-	-	1,925.58	-	-	-	1,349.58
Other Information								
Segment Fixed Assets	771.11	-	-	771.11	784.14	-	-	784.14
Segment Other Assets	36,844.32	697.13	38.75	37,580.21	22,640.64	741.62	38.75	23,421.01
Total Assets				38,351.32				24,205.15
Segment Liabilities								
Total Liabilities	23,155.73	-	226.43	23,382.16	11,389.27	-	236.12	11,625.40
Depreciation	55.48	-	-	55.48	145.04	-	-	145.04
Other Non Cash Expenditure				-	-		5.80	5.80
Capital Expenditure	42.35	-	-	42.35	407.15	-	-	407.15

- ii) **Geographical Segment:** The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows :

Information for Secondary Segments:			
(Figures in Lacs)			
Particulars	Domestic	Overseas	Total
Revenues from External Customers	91,415.62 (79,020.01)	- (-)	91,415.62 (79,020.01)
Segment Assets	38,351.30 (24,205.13)	- (-)	38,351.30 (24,205.13)

26. **Tax Expenses**

a) **Deferred Tax**

Major component of Deferred Tax arising on account of temporary timing difference is as under:-

(Figures in Lacs)

Particulars	For the year ended March 31, 2013	For the year ended March 31,2012
Deferred Tax Liability		
Opening Balance	236.12	173.44
Reversal of Deferred Tax on account of Depreciation on Fixed Assets	(9.69)	62.68
Closing Balance	226.43	236.12

27. **Related Party Disclosures :**

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

a) **Related Parties:**

(i) **Subsidiary Company**

- Veritas Global PTE Limited
- Veritas FZE
- Veritas International FZE

(ii) **Associates : NIL**

(iii) **Key Managerial Personnel (KMP)**

- Nitin Kumar – Director
- Saurabh Sanghvi - Whole time Director

(iv) **Enterprise over which Key Managerial Personnel are able to exercise significant influence**

- Veritas Investment Limited
- Diva Trade Impex private Limited

b) Transactions with related parties and the status of outstanding balances as at March 31, 2013:

(Figures in Lacs)

Particulars	Subsidiaries	KMP & their relatives	Enterprise over which KMP exercise control
Remuneration to Director	- (-)	18.00 (6.00)	- (-)
Rent paid	- (-)	- (-)	2.90 (2.90)

28. Earnings Per Equity Share (EPS):

Basis of calculation of Basic and Diluted Earnings per Equity share is as under:

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
Profit After Tax	1,925.58	1,349.58
Weighted average number of Equity Shares		
- Basic	242.10	242.10
- Diluted	242.10	242.10
Nominal Value of Equity Shares (Rs.)	1	1
Earning per Share (Rs.)		
- Basic	7.95	5.57
- Diluted	7.95	5.57

29. Auditor's Remuneration:

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
For services as Auditors	7.79	4.83
For Tax Audit	.75	.75
Total	8.54	5.58

33. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans & advances, deposits, in the ordinary course of business will not be less than the value stated in Balance Sheet. The liabilities on account of supply of goods & services are also not more than the value of liabilities except liability written off on account of Shortage / Rate Difference / contract performance /Quality Issues etc.
34. The Ministry of Corporate Affairs, Government of India, vide General Circular No.2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
35. **Previous year comparatives:**
These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been regrouped, reclassified wherever necessary to correspondence with the current year's classification / disclosures.

As per our Audit Report of even date attached

For SHABBIR S BAGASRAWALA
CHARTERED ACCOUNTANTS

sd/-

Shabbir S Bagasrawala
Proprietor
Membership No.- 039865

For and on Behalf of the Board

sd/- sd/-
Nitin Kumar Alpa Parekh
Director Director

Place: Mumbai
Date: 30/05/2013

sd/- sd/- sd/-
S. S. Parkar Ratan Moondra Mukesh Tank
Director Director Company Secretary

30. Leases

- a) The Company has taken commercial spaces on an operating lease basis. The lease rentals are payable by the Company on a monthly / quarterly basis.
- b) Future minimum lease rentals payable as at 31st March, 2013 as per the lease agreements:

(Figures in Lacs)

Particulars	For the year ended March 31,2013	For the year ended March 31,2012
i) Not later than one year	26.74	33.92
ii) Later than one year and not later than five years.	-	21.84
Total	26.74	55.77

31. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.

32. The company does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Company has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

Sr. No.	Particulars	As At 31 March 2013	As At 31 March 2012
(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	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	-	-

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If undelivered, please return to:

Universal Capital Securities Pvt. Ltd.
(Formerly known as "Mondkar Computers Pvt. Ltd.")
UNIT: VERITAS (INDIA) LIMITED
21, Shakil Niwas,
Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E), Mumbai- 400 093