

CREATING QUALITY, WINNING TRUST



EMMSONS INTERNATIONAL LIMITED

20th
Annual Report 2012-2013



CHAIRMAN'S MESSAGE



Mr. Anil Monga, Chairman & Managing Director

Dear Stakeholders,

Emmsons, as all shareholders know it, is well past its teens now with the undersigned pleased to present that 20th Annual performance report of the company. India now stands as an important source of exporter of Agro and allied articles. Today, while economy wakes to the necessity of customising their designs to meet the Indian requirements, we at Emmsons have renewed our trust and commitment with our suppliers to etch out business opportunities outside the Indian market and remained on track to expand more and more footprints around overseas.

As a Commodity based company both in the Agricultural and Energy sector, the company has to take into account a variety of market factors ranging from the Macro factors such as Recession in Americas and Europe to the more local issues of Fuel Costs, Inflation and the impact of political decisions on day to day business activities. I am pleased to report that despite of challenges-both in India and abroad, we maintained a healthy level of growth, strategic goals were achieved and continuous improvements have been made on operational front.

Our aggressive growth and expansion desire enabled us to keep the business well on track and delivered expected results. Within Emmsons, we are establishing new systems and processes in order to make the Company more professionally driven and more responsive to market dynamics. This requires investment in people, the core of any successful company and am also happy to announce that not only have the skills of the existing teams are being continuously upgraded, but new faces, the best and the brightest from companies within the same Business community have been added to strengthen all aspects of business. We feel that with our strong core of experience and strength in the industry, in addition to continuously upgrading our skills, we have successfully laid the right foundation for long term growth and sustainability.

For the year under review, our revenue stands at Rs. 183731 Lacs as against the revenue of Rs. 190527 Lacs in financial year 2011-12. We have posted net profit of Rs. 1024 Lacs as against the net profit of Rs. 1217 Lacs in financial year 2011-12. As we enter in the financial year 2013-14, we do so with a committed and even stronger vision for Emmsons success. We shall continue to invest, innovate and keep focused on providing impressive results for the years.

Before I conclude, I would like to thank our Shareholders and Board members for reposing confidence and trust in Emmsons and extend hearty congratulations to you and thank for your support and encouragement.

Thanking you,

Sd/-

(Anil Monga)
Chairman & Managing Director

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send an email to emmsonsgogreen@linkintime.co.in giving details like Name and Folio No. to register the same at our Registrar and Transfer Agents.

FINANCIAL HIGHLIGHTS

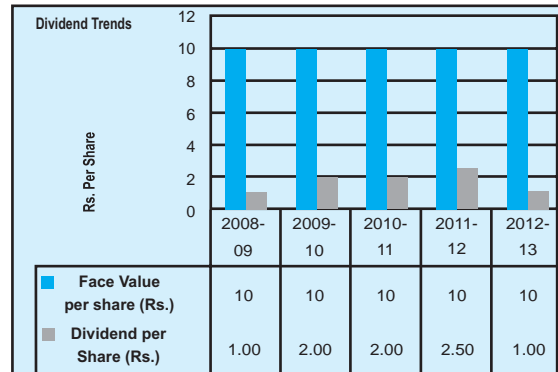
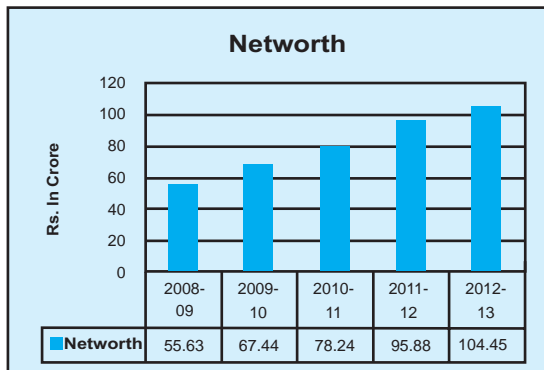
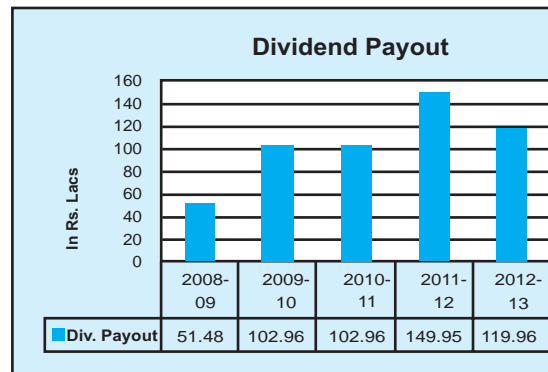
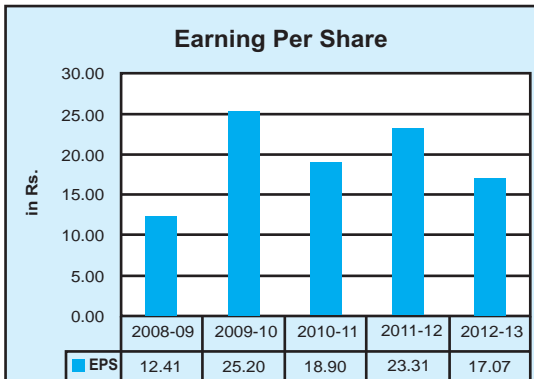
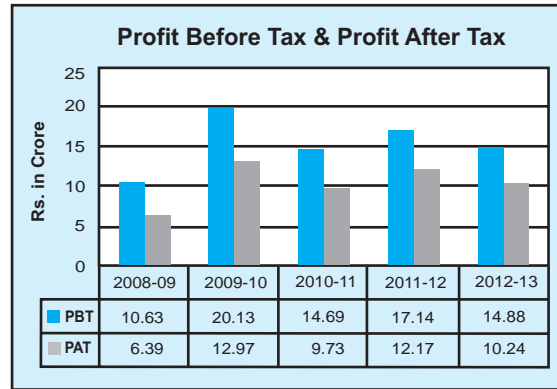
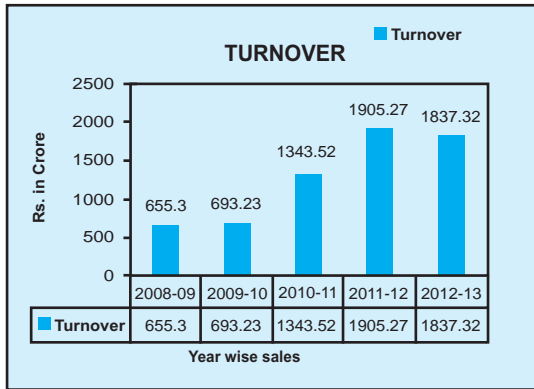
	(Rs. in lacs)				
PARTICULARS	2012-13	2011-12	2010-11	2009-10	2008-09
Gross Turnover/Income	183731.88	190527.45	134351.70	69322.86	65530.05
Earnings before Depreciation, Interest and Tax (EBDIT)	7492.79	7028.83	4420.83	4147.22	2410.87
Depreciation	66.14	72.97	58.94	49.97	46.18
Profit before Tax	1488.37	1714.49	1469.20	2013.15	1062.55
Profit after Tax	1023.87	1217.23	973.21	1297.23	638.68
Equity Dividend %	10.00*	25.00	20.00	20.00	10.00
Dividend Payout	119.96	149.95	102.96	102.96	51.48
Equity Share Capital	599.80	599.80	514.80	514.80	514.80
Equity Share Warrants Allotment/ Application Money	0.00	0.00	22.50	0.00	195.00
Reserve & Surplus	9845.44	8988.28	7286.86	6229.04	4852.70
Net Worth	10445.24	9588.09	7824.16	6743.85	5562.50
Gross Fixed Assets	1688.81	1668.73	1397.32	1085.52	882.68
Net Fixed Assets	1339.64	1346.63	1120.84	863.37	703.34
Total Assets	71915.60	77353.31	58303.02	38218.94	30374.21
Total Liabilities	61470.36	67765.23	50478.86	31475.09	24811.70
Market Capitalisation	6396.89	7095.66	4290.87	4728.46	2059.21

* On expanded equity shares capital of rupees 1199.60 Lacs.

KEY INDICATORS

PARTICULARS	2012-13	2011-12	2010-11	2009-10	2008-09
Earnings per Share (Basic) - Rs	17.07	23.31	18.90	25.20	12.41
Turnover per Shares- Rs	3063.21	3176.52	2607.74	1346.59	1272.92
Book Value per Share- Rs	174.14	159.85	151.55	131.00	104.26
Debt: Equity Ratio	4.38:1	5.53:1	2.44:1	2.47:1	2.45:1
EBDIT/Gross Turnover- %age	4.08	3.69	3.29	5.98	3.68
Net Profit Margin	0.56	0.64	0.72	1.87	0.97

MILESTONES



CORPORATE INFORMATION

THE BOARD

ANIL MONGA	: Chairman & Managing Director
RAJESH MONGA	: Whole Time Director
SHIVAZ MONGA	: Executive Director
SATISH CHANDRA GUPTA	: Non-Executive Director
VIJAY KUMAR KAKKAR	: Non-Executive Director
VIRESH SHANKAR MATHUR	: Non-Executive Director

GENERAL MANAGER (FINANCE) AND CFO

HAMANT PAUL

COMPANY SECRETARY

VINAY GUJRAL

AUDITOR(S)

Suresh & Associates
3A Bigjo's Tower, Netaji Subhash Place,
Pitampura, Delhi-I 10034.

REGISTERED OFFICE

2637, First Floor, Naya Bazar,
Delhi-I 10006

ADMN. OFFICE

101, South Delhi House, 12, Zamrudpur
Community Centre, Kailash Colony,
New Delhi-I 10048

SHARE REGISTRAR AGENT

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area Phase-I,
Near PVR Naraina, New Delhi-I 10028

PRINCIPAL BANKERS

Oriental Bank of Commerce
Allahabad Bank
Indian Overseas Bank
Bank of Baroda

NOTICE

NOTICE is hereby given that 20th Annual General Meeting of M/s Emmsons International Limited will be held on Monday, the 30th Day of September, 2013 at 11.00 A.M. at Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057, to transact the following businesses :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with Report of Board of Directors and Auditor's Report thereon.
2. To approve a Dividend on Equity Shares for the financial year 2012-13.
3. To appoint a Director in place of Mr. Vijay Kumar Kakkar, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shivaz Monga, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s Suresh & Associates, Chartered Accountants, as Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the Provisions of Section 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended from time to time and the consent of the members be and are hereby accorded to re-appoint Mr. Shivaz Monga, as Whole-Time Director, designated as Executive Director of the Company for a further period of 5 years w.e.f 12th August, 2013 on revised terms & conditions and remuneration & perquisite detailed below:

A. SALARY:

Rs. 5,00,000 (Rupees Five Lacs Only) per month in the grade of Rs. 5,00,000- Rs. 10,00,000

B. COMMISSION:

Such percentage of net profit as may be decided by the Board of Directors in each Financial Year.

C. PERQUISITES:

In addition to Salary and Commission, he will be entitled to Perquisites like furnished accommodation, gas, electricity, water and furnishings, medical reimbursement, leave travel concession, club fees including membership fee of two clubs, personal accident insurance etc. in accordance with the rules of the Company, such perquisites being restricted to Rs. 30,00,000/- (Rupees Thirty Lacs Only) per annum.

- i) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable, otherwise, at actual. Provisions for use of Company car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of Perquisites for the purpose of calculating the said ceiling.
- ii) Company's contribution to Provident Fund and Superannuation Fund not exceeding twenty five percent of the remuneration shall not be included in the computation of limits for Perquisites aforesaid.
- iii) The total remuneration payable to him including Commission, value of Perquisites and Company's contribution towards Provident Fund and Superannuation Fund shall not exceed the limits set out in Section 198, 309 and schedule XIII of the Companies Act, 1956 as amended from time to time.

D. OTHER TERMS

- i) The total remuneration including commission perquisites and Company's contribution towards provident fund and superannuation fund payable to him shall not exceed five percent where there is only one Managing/Whole-time Director and ten percent where there are more than one Managing/Whole-time Director, of the profits calculated in accordance with section 198 and 309 of the Companies Act, 1956 as amended from time to time.
- ii) The Executive Director shall be entitled to reimbursement of all actual expenses, including on entertainment and traveling, incurred in the course of the company's business.

- iii) The Executive Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities such as hospitalization etc. as are granted to the senior executives of the Company, in accordance with the Company's practice, rules and regulations in force from time to time.
- iv) The Company or the Executive Director shall be entitled at any time to terminate this appointment by giving three months written notice or by any shorter notice as may be mutually agreed to, by both the parties.
- v) In the event of loss or inadequacy of profits in any financial year, the Executive Director shall be paid, subject to the compliance of schedule XIII of the Companies Act, 1956 as amended from time to time, in this regard, remuneration by way of salary and perquisites as specified above.
- vii) The Executive Director, so long as he functions as Executive Director, shall not be paid any sitting fee for attending meeting of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Executive Director will be authorized to exercise such powers of management, as may be delegated to him by the Company from time to time, subject however, to the overall superintendence, control and supervision of the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event (s) of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule XIII to the Companies Act, 1956, as amended from time to time the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (Blank proxy form is enclosed).
2. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and the Share Transfer Books of the company shall remain closed from Saturday, the 21st Day of September, 2013, to Monday, the 30th Day of September, 2013 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if approved/declared.
4. The Dividend on equity shares, if declared at the meeting, will be payable to those share holders, whose names appear on the Companies Register of Members at the close of business hours on Friday, the 20th Day of September, 2013. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the depositories as at the close of business hours on Friday the 20th Day of September, 2013.
5. Members are requested to notify immediately the changes in their address, if any.
6. Members holding shares in identical order of names in more than one folio are requested to write to the Company / Share registrar, enclosing their share certificates, to enable the Company to consolidate their holding in one folio.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
9. **Members / Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the company for admission to the meeting hall.**

For and on behalf of the Board

Date : 09.08.2013
Place : New Delhi

Sd/-
(ANIL MONGA)
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO.6

Mr. Shivaz Monga was appointed as Whole-Time Director, designated as Executive Director of the Company for a period of five years w.e.f. 12th August, 2008 by the members of the Company at 15th Annual General Meeting held on 11th August, 2008. He will successfully complete his tenure on 11th August, 2013 as Executive Director of the Company. In view of his dedication towards the work assigned, and initiatives towards growth of Emmsons Group outside India and his active participation towards Marketing, Administration, Human Resource of the Company, the Remuneration Committee of the Company at its meeting held on 21st March, 2013 and the Board of Director of the Company at its meeting held on 30th May, 2013 recommend the Special resolution for approval of the members for re-appointment of Mr. Shivaz Monga as Whole Time Director designated as Executive Director of the Company for a further period of 5 years w.e.f 12th August, 2013 on revise terms & condition and remuneration & perquisite.

Mr. Shivaz Monga is a bachelor in International business and human resources from Swineburne University of Melbourne, Australia and also holds master degree in professional accounting from Melbourne University, Melbourne Australia.

He does not hold any Directorship in other Indian Company apart from your Company.

The detailed terms and condition stated in the resolution no. 6 and in this explanatory notes may be considered as an abstract of terms and conditions of re-appointment and revision in remuneration & perquisite.

Except Mr. Anil Monga, Managing Director, Mr. Rajesh Monga, Whole- Time Director and Mr. Shivaz Monga, Executive Director of the Company none of the other Directors are interested or concerned in the Resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders as a Special Resolution.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:

Mr. Vijay Kumar Kakkar is associated with the Company as professional Director since February, 2003. He is an Electrical Engineer with an overall experience of over 44 years in Engineering Industries. During his career, he had worked with various Multinationals and Indian Companies. With his rich experience in international business the Company has been immensely benefited.

He does not hold any Directorship in other Company apart from your Company.

None of the Directors of the Company except Mr. Vijay Kumar Kakkar is in anyway interested or concerned in the resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders as an Ordinary Resolution.

**Dear Members,
Emmsons International Limited**

Your Directors have pleasure in presenting this 20th Annual Report on the business and operations of the Company together with Audited Accounts for the financial year ended March 31, 2013.

FINANCIAL HIGHLIGHTS

The highlights of financial results of the Company for the Financial Years 2012-13 and 2011-12 are as under:

Particulars	2012-2013		2011-2012	
	Amount (Rs. in Lacs)	Amount (US\$ in Million)	Amount (Rs. in Lacs)	Amount (US\$ in Million)
Gross Sales and Income	183731.88	338.36	190527.45	374.54
Profit before interest, Depreciation and taxation	7492.78	13.80	7028.83	13.82
Less: Interest and financial Charges	5938.28	10.94	5241.36	10.30
Depreciation	66.13	0.12	72.97	0.14
Profit before taxation	1488.37	2.74	1714.49	3.37
Less: Provision for taxation	480.00	0.88	530.00	1.04
Provision for deferred taxation/ (tax effect of timing differences during year)	(15.49)	(0.02)	(32.73)	(0.06)
Profit after taxation	1023.86	1.89	1217.23	2.39
Add : Balance brought forward from the previous year	4475.20	8.24	3598.01	7.07
Less: Short/(Excess) Provision of Income Tax in Earlier Years	(27.29)	(0.05)	(44.03)	(0.09)
Disposable Profits	5471.78	10.07	4771.21	9.38

DIVIDEND

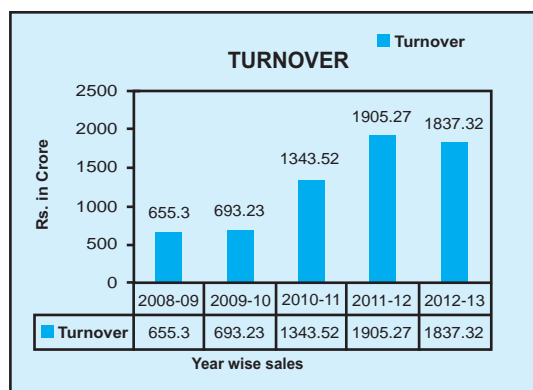
Your Directors are pleased to recommend dividend @ 10% (i.e. Rs. 1.00/- per share) for the financial year ended 31st March, 2013, which if approved at the ensuing Annual General Meeting, will be paid to:

- All those shareholders whose names appears in the Register of Members as on close of business hour on 20th Day of September, 2013 and ;
- All those whose names appears on the date, as mentioned above, as beneficial owners, furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

FINANCIAL AND OPERATIONAL PERFORMANCE

Since your Company is engaged in trading of various commodities and its revenue is depending upon the procuring orders for exports and imports. During the year under review, the business slowed down marginally with a turnover of Rs 1837 crores as compared to Rs. 1905 crores of previous year. The Company recorded the performance despite advance market conditions.

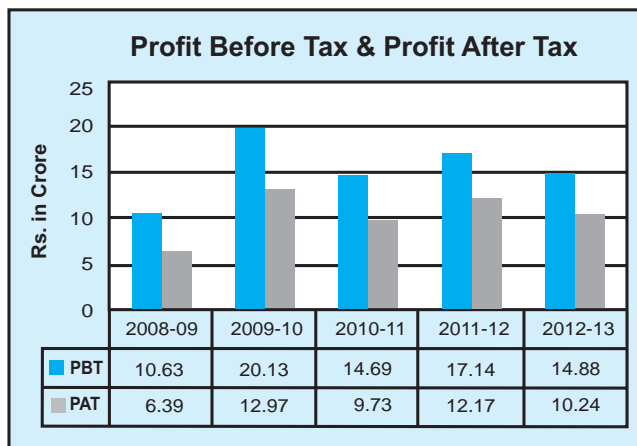
Turnover Trends:



PROFIT BEFORE TAX AND PROFIT AFTER TAX

The ability of the Company to earn a profit is a relative measure of a success of its business. During the year under review the profitability of the Company did not go up in view of very volatile forex market, finance cost, litigation expenses and thin margins. Your management is working on various models and assignments so as to increase the profitability of your Company. Your Company has posted Profit before tax of Rs. 14.88 Crore as compared to Profit before tax of Rs. 17.14 Crore. The Company has earned Profit after tax Rs. 10.24 Crore as compared to Profit after tax of Rs. 12.17 Crore in the previous financial year.

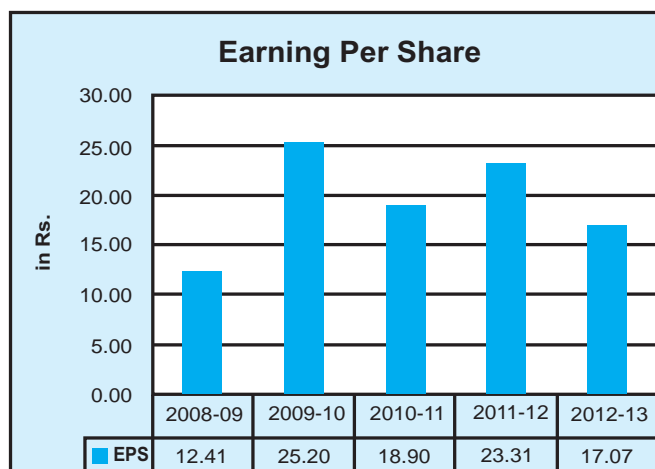
Trends of Profit before tax and Profit after tax over last five years:



EARNING PER SHARES

An earning per share is an indication, to measure the profitability of the Company. It also represents the financial standing of the Company. Your Company has noted an earning per share of Rs. 17.07 as on close of financial year 2012-13.

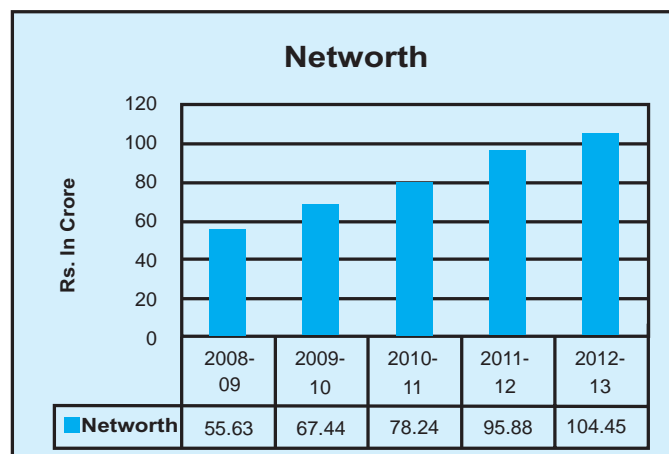
Trends of Earning per shares of last five years:



NET WORTH OF THE COMPANY

Net worth is a key measure to ascertain the worth of the entity. A consistent increase in net worth indicates good financial health of the Company. Over the period of year, the Net Worth trend of your Company is getting higher and higher. The management of your Company is result oriented hence there is a constant rise in Net worth trend of the Company that represents your Company is moving in right direction.

The trends of Net worth of last five years:



TRADING AND LISTING APPROVAL BY BOMBAY STOCK EXCHANGE

In the year 2012, your board of directors has allotted 850,000 Equity Shares upon conversion of same number of Convertible warrants to the person belonging to the promoter group, pursuant to In-Principal approval granted by Bombay Stock Exchange Limited. Your Company has submitted an application with Bombay Stock Exchange towards granting of trading and listing permission for above mentioned Equity Shares consequently the Bombay Stock Exchange has pleased to grant the same on Friday the 20th July, 2012. Accordingly the Listed Capital of the Company is increased from 5148020 Equity Shares of Rs. 10/- each to 5998020 Equity Shares of Rs. 10/- each.

CAPITALISATION OF RESERVES FOR ISSUE OF BONUS EQUITY SHARES

On 14th May, 2013, your Company allotted 5998020 Bonus Equity Shares to the existing shareholders in the ratio of 1:1 by way of capitalisation of reserves. Pursuant to the allotment of Bonus Shares the paid up capital of the Company has increased to Rs. 119960400 divided into 11996040 Equity Shares of Rs. 10/- each. The Company has obtained Trading and Listing approval from Bombay Stock Exchange for the Bonus Equity Shares.

FIXED DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A and 58 AA of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

OVERSEAS INITIATIVES AND DEVELOPMENT OF SUBSIDIARY COMPANIES

Your Company made several strategic investments during last few years aimed at procuring business and operational benefits. The Company had till the end of financial year has three Subsidiary Companies namely:

- Emmsons Gulf DMCC,
- Emmsons Grains Limited
- Emmsons SA.

The presence of Subsidiaries in overseas is the indication of worldwide presence of the Emmsons around the globe. Your Board of the Directors is of view that the Subsidiary Company(s) has great potential of expansion and development in future. The Executive(s) of the Company are offering their efforts to maintain the growth rate of the Company as well its Subsidiaries.

The detail of the Emmsons overseas presence, through its subsidiaries is as under:

Emmsons Gulf DMCC:

Emmsons Gulf DMCC, Dubai, a wholly owned subsidiary of your Company represents Emmsons Group in the Middle East market. It has developed its business on the same line as parent company and has performed well, during the past years. During the year under review, it has posted a turnover of Rs. 229214.82 Lacs as compared to Rs. 264421.50 Lacs in previous year. The Company has also invested in Coal Mine venture in Indonesia which is expected to start commercial production during the current financial year.

Emmsons S.A:

Emmsons S.A was set up to lead the group foray in Europe, however after emergence of Emmsons Gulf DMCC as the leading group representative outside India, Emmsons S.A operations have slowed somewhat, however, efforts are being made to re energized Emmsons S.A.

Emmsons Grains Limited, Cyprus:

Emmsons Grains Limited, Cyprus is holding farming business through Ukrainian Companies. After the initial face, operations of Ukrainian companies have now established and the Company expected to start receiving returns on its investment during the current financial year.

In accordance with section 212 of the Companies Act, 1956 and the general circular issued by the Ministry of Corporate Affairs, Government of India, in this respect, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The Annual Accounts of the Subsidiary Companies will also be kept open for inspection at the Corporate Office of the Company and that of the respective subsidiary companies.

However, the consolidated financial statements of the Company and its Subsidiaries, prepared in accordance with accounting standard 21 (AS 21) prescribed by the Institute of Chartered Accountants of India, forms part of the this annual report and accounts.

DIRECTORS

According to Section 255 & 256 of the Companies Act, 1956 read with Clause 89 & 90 of Article of Association of the Company, Mr. Vijay Kumar Kakkar and Mr. Shivaz Monga, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Your Directors recommend the re-appointment of Mr. Vijay Kumar Kakkar and Mr. Shivaz Monga, as Directors of the Company. Further, Pursuant to provisions of the clause 49 of the listing agreement, the brief resume of the Directors, who are to be re-appointed in this Annual General Meeting, are provided in the Corporate Governance section, which is a part of the Annual Report of the Company.

AUDITOR'S REPORT

The Auditors' observations are self explanatory and do not call for any further comments except on the consolidated Financial Statement of the Company which is related with Emmsons Grains Limited, a subsidiary company in Cyprus.

The Auditors of Emmsons Grains Limited, has expressed qualified audit opinion which is a under:-

As at the balance sheet date, the Company had an investment in one of its subsidiaries carried out an amount of US\$373.206 [Rs.20265059] (2012:US\$373.206) [Rs.18984989] and loan receivable from this subsidiary and other group companies amounting to US\$ 8.398.221 [Rs.456023400] (2012:US\$8.228.701) [Rs.418594020]. IFRS (International Financial Reporting Standards) Financial Statements or other relevant supporting documentation has not been available to us to determine whether the carrying value of investment and of the loan advanced have suffered any impairment.

Management Response in Directors Report:-

The Primary activity of the Ukrainian companies which are subsidiaries of EGL is farming operations. Ukrainian Law does not require preparation of accounts of these companies under International Financial Reporting Standards (IFRS) however the accounts are prepared and filed with Authorities as prescribed under Ukrainian law. Copies of these accounts were made available to the Auditors

AUDITORS

M/s. Suresh & Associates, Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and have expressed their willingness and eligibility to continue in the office, if re-appointed.

Members are requested to re-appoint them and authorize the Board to fix their remuneration and pay out of pocket expenses.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. A Separate section on Corporate Governance together with a certificate from the Company's Auditors confirming the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange is annexed hereto.

EMMSONS

The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 of the Listing Agreement is attached to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement with the Stock Exchange is given in 'Annexure-B' and forms as an integral part of this report.

LISTING OF SECURITIES

The Equity Shares of your Company are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai. The scrip code of the Company for the Bombay Stock Exchange Limited is 532038.

The Company had duly paid the listing fee to the aforesaid Stock Exchange for the financial Year 2013-14.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OTUGOING

The particulars regarding energy conservation and technology absorption as prescribed under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, are not applicable to the Company.

Details of Foreign Exchange used and earned is as follows: - (Rs. in '000')

Foreign Exchange Earning: Rs. 1,08,80,133.65

Foreign Exchange outgo: Rs. 30,77,804.12

STATEMENT OF PARTICULARS OF EMPLOYEES

In terms of the provisions of section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) rules, 1975 the information of the employees are set out as an 'Annexure-A' to the Director's Report and forming part thereof.

DIRECTORS' RESPONSIBILITY STATEMENT

With reference to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:-

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, wherever applicable;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- d) the Directors have prepared the Annual Accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation extended to the Company by Government, Commercial Banks, Business Associates, Shareholders, Customers and Executives, Officers and staff at all level.

For and on behalf of the Board

Date : 09.08.2013
Place : New Delhi

Sd/-
(ANIL MONGA)
Chairman & Managing Director

Annexure-A to the Directors' Report

Information required as per section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of Director's Reports for the year ended 31st March, 2013.

- (A) Persons employed throughout the financial year, who were in receipt of remuneration for the year, which, in the aggregate, was not less than Rs. 60.00 Lacs.

Name of Employee	Designation/ Nature of duties	Salary & other allowances	Bonus	Medical Reimbursements	PF contribution	Gross Remuneration	Qualification	Age (yrs)	Experience	Date of employment	Particulars of last employment
Mr. Anil Monga	Managing Director	9037652	750000	-----	540000	10327652	Graduate	56	33	23.04.1993	Emmsons International
Mr. Rajesh Monga	Whole Time Director	6000000	500000	-----	360000	6860000	Graduate	52	28	23.04.1993	Emmsons International
Mr. Shivaz Monga	Executive Director	6782418	500000	-----	360000	7642418	MBA	31	11	15.06.2004	Emirates Trading Agency L.L.C Dubai UAE
Mr. B.B. Gandhi	President (Commercial)	7608738	500000	74733	-----	8183471	CA	51	28	01.01.2008	Director, Gaura Texfab Pvt. Ltd

- (B) Persons employed for a part of the financial year who were in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was not less than Rs. 5.00 Lacs per month.

Nil

- (C) Persons employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent, of the equity shares of the company.

Nil

Notes:

- I. Remuneration includes Salary, House Rent Allowance, Bonus, Contribution to Provident Fund, Leave Travel Concession, Medical Assistance and other allowances paid in cash and taxable value of non cash perquisites.

ECONOMIC - OVERVIEW

Agriculture has been a way of life and continues to be the single most important means of livelihood of the masses. Agricultural policy as focused in India across decades has been on self-sufficiency and self-reliance in food grains production. Agriculture is the mainstay of the Indian economy because of its high share in employment and livelihood creation. India's agrarian culture and varied regional climate have made a significant contribution to the global food basket.

The past few years has registered some weakness in the economy including the Euro-zone crisis followed by political unrests and currency wars. The recovery has been affected by several factors in emerging markets, especially those in Asia. Indian economy is growing, despite the economic crisis that engulfed the world. However, your company remained focused and is now gradually consolidating its position in the International trading sector by making rigorous efforts which is reflected in its revenues and profitability.

OPPORTUNITIES

The Agro trade primarily depends on Government policies and vagaries of monsoon. At times when the surplus agro products are available in the country, the export opportunities emerge in the short span of period. The opportunities for the trading Industries are incredible. Thus the future of the Company appears to be bright. The Company is geared up to meet the challenges stemming from wide variations in quantity/ product range available for exports besides broadening the commodity profile to ensure future sustainability of business growth of your Company in this segment.

FINANCIAL PERFORMANCE

Your Company has shown remarkable boost in terms of turnover as well as in profitability over the past years. During the year under review, the business of the Company slow down marginally and posted a turnover of Rs 1837 crores as compared to Rs. 1905 crores of previous year.

OUTLOOK

The management believes that your Company has great potential to perform even better by expanding aggressively its overseas operations. As a part of diversification plan the Company has already established Subsidiaries Companies in Dubai, Cyprus and Switzerland in the name and style of Emmsons Gulf DMCC, Emmsons Grain Limited and Emmsons SA respectively. The Company is desirous to expand its operation globally so as enable it to lead its presence in the global market. During the year under review, the Subsidiaries of the Company are doing well.

RISK AND CONCERNS

The Trading Industry may face various risk like ban on the import/export of any item by the Central/State Governments, hike in the interest rates by the Reserve Bank of India, foreign Exchange fluctuations risks etc. The revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline at the Stock Market.

Our trading business is exposed to various risks and uncertainties in the normal course of our business that can cause variations in our results from operations and affect our financial condition. Any change in the governing laws and regulations governing could also adversely affect the business of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate system of internal controls in place to ensure that all assets are safeguarded and protected and that transactions are authorized, recorded and reported correctly. The internal controls are constantly monitored. The planning and conduct of internal audit is oriented towards the review of controls in the management of risks and opportunities in the Company's activities.

The Audit Committee undertakes extensive program for both pre and post audit checks and review and also carries out regular follow-up on observations made.

HUMAN RESOURCE

The Company believes that its human resources are one of its best assets and employees are being encouraged to come out with innovative ideas and suggest better ways of doing things. Its employees are the key pillars of its success. All the executives & managers will be given clear goals / objectives for the year.

A strategy is being formulated to retain best talent in the Company and reduce attrition rates. Training and development of employees will be the focus area of the company. Evaluation of employee's performance will be improved so that promotion and recognition are awarded only to deserving candidates.

INSURANCE

All assets of the company including stocks have been adequately insured. Insurance claims are very low due to vigorous follow up.

CAUTIONARY STATEMENT

Statement in the management Discussion and Analysis describing the company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factor that could influence the company's operation include Changes in Government Regulation, Tax Laws, Economic Development of the country and such other factors.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is an area of major significance not only to governments and business but to all who are affected by organizations in some way, whether as investors, directors, employees, suppliers, customers or the community in general. The Company is highly committed to promoting and supporting the principles of sound Corporate Governance. It envisages attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients, etc. and at the same time places due emphasis on compliance of various statutory laws.

BOARD OF DIRECTORS

The Board of Emmsons is a mix of Executive and Non Executive Directors. The Board consists of Six Director, among them three are Executive and three are Non-Executive independent. None of the independent Directors has any pecuniary relationship with the Company except entitlement to sitting fees for attending Board/Committee meetings.

Further the brief profile of each of the directors is available on the website of the Company at www.emmsons.com in the section 'About us- Board of Directors'.

The composition of Board of Directors is as follows:

Sl. No.	Name	Designation	Executive/Non Executive/Independent
1.	Mr. Anil Monga	Chairman & Managing Director	Executive
2.	Mr. Rajesh Monga	Whole time Director	Executive
3.	Mr. Shivaz Monga	Executive Director	Executive
4.	Mr. Vijay Kumar Kakkar	Director	Non Executive & Independent
5.	Mr. Viresh Shankar Mathur	Director	Non Executive & Independent
6.	Mr. Satish Chandra Gupta	Director	Non Executive & Independent

DETAILS OF DIRECTOR'S ATTENDANCE IN THE BOARD MEETINGS AND THE LAST AGM ALONG WITH THEIR DIRECTORSHIP / CHAIRMANSHIP:

Sl. No.	Name of Directors	Attendance at the Company's Meetings	Directorship of other Indian Companies	No. of Chairmanship/ Membership of other Board Committees	Attendance at the last AGM
1.	Mr. Anil Monga	8	01	Nil	Yes
2.	Mr. Rajesh Monga	7	Nil	Nil	No
3.	Mr. Shivaz Monga	7	Nil	Nil	No
4.	Mr. Vijay Kumar Kakkar	4	Nil	Nil	Yes
5.	Mr. Viresh Shankar Mathur	6	05	02	Yes
6.	Mr. Satish Chandra Gupta	7	10	06	Yes

In accordance with Clause 49 of the Listing Agreement, Memberships/Chairmanships of only the Audit Committees and Shareholders'/Investors' Grievance Committees in all public limited companies (excluding Emmsons International Limited) have been considered.

PROCEDURE TO CONDUCT MEETING OF THE BOARD OF DIRECTORS:

The Board meetings are generally held at the admin office of the Company and are convened by giving appropriate advance notice to all the Directors of the Company. The Meeting of the Board is governed by structured agenda papers which are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. In case of exigencies or urgency, resolutions are passed by circulation. The Board of Director at its succeeding meeting takes note of the resolution(s) which have been passed by way of Circulation.

The maximum time gap between two Board Meetings was less than four months. The Board has complete access to all the relevant information within the Company including those prescribed in the Listing Agreement.

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information of the Company. The following information is provided to the board and the agenda papers for the meetings are circulated in advance of each meeting:

- Annual operating plans, capital and revenue budgets and updates
- Quarterly Unaudited / Audited results of the Company
- Declaration of Dividend (Interim/ Final)
- Minutes of meetings of Audit Committee and Other Committees of the Board
- Details of Subsidiaries of the Company and its updates
- Information on recruitment and remuneration of senior officers just below the Board level including appointment or removal of Chief Financial Officer and Company Secretary
- Materially important Litigation, Show Cause, Demand, Prosecution and Penalty Notices
- Status of Litigations by or against the Company
- Any material relevant default in financial obligation to and by the Company
- Details of any Joint Venture or Collaboration Agreement
- Quarterly details of Foreign Exchange Exposure and the steps taken by management to limit the risks of adverse exchange rate movement
- Compliance Certificate from Director and Company Secretary, certifying compliance of all laws applicable to the Company
- All other information which is relevant for decision-making by the Board.

NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2012-13:

Your Directors met 8 (Eight) times during the year under review, at the various dates, as mentioned herein below:

No. of Board Meetings Held	Dates of Board Meetings
01	14th May, 2012
02	14th August, 2012
03	25th September, 2012
04	9th November, 2012
05	12th December, 2012
06	24th December, 2012
07	11th February, 2013
08	21st March, 2013

MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There are no materially significant transactions with related parties i.e. promoters, directors or the management, conflicting with the Company's interest, except for drawing remuneration. Further the attention of Members is drawn to the disclosures of transaction with related parties set out in Notes on Accounts in Schedule 32 to the Annual Accounts.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has constituted three Committees with specific terms of reference and scope, namely: Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee. The committees operate as empowered agents of the Board as per their charter/terms of reference. The practice to present the minutes of the meetings of Audit Committee, Remuneration Committee and Shareholders & Investors Grievance Committee, before the Board of Director for their perusal, is being maintained continuously. The details as to the composition, terms of reference, number of meetings and attendance etc. of these Committees are provided hereunder:

AUDIT COMMITTEE

Audit Committee of the Board comprises of three non-executive and independent Director, namely Mr. Viresh Shankar Mathur, Mr. Vijay Kumar Kakkar and Mr. Satish Chandra Gupta. The Chairman of the Audit Committee is Mr. Satish Chandra Gupta, an independent director having sound financial knowledge. The majority of the audit committee members, including the Chairman, have accounting and financial management expertise. The Company Secretary acts as Secretary of the Committee. A representative of the Statutory Auditors is invited as and when required. The minutes of meetings of Audit committee are placed before the Board in following meeting.

The broad terms of reference of the Audit Committee cover the areas specified in clause 49 of the Listing Agreement which are stated below:

1. Overview 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.
2. Recommending the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor's and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to the
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions and Qualifications, if any, in the draft audit report.
 - Qualifications in the draft audit report.
 - Management Discussion and analysis of Financial Condition
5. Reviewing, with the management, the quarterly, half yearly, nine monthly and annually financial statements standalone as well as consolidated before submission to the Board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. 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.
9. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The dates on which the meetings were held and attendance of the members of the Committee during the financial year ended 31st March, 2013 are as follows:

S. No.	Date of meetings
1	7th May, 2012
2	14th August, 2012
3	9th November, 2012
4	11th February, 2013

S. No.	Name of the Members	Meetings held	Meetings attended
1	Mr. Viresh Shankar Mathur	4	4
2	Mr. Vijay Kumar Kakkar	4	3
3	Mr. Satish Chandra Gupta	4	4

REMUNERATION COMMITTEE

Constitution and Terms of Reference

The Remuneration Committee comprised of Mr.Viresh Shankar Mathur, Mr.Vijay Kumar Kakkar and Mr. Satish Chandra Gupta in the year 2012-13. The Remuneration Committee is constituted as per the provisions of schedule XIII of the Companies Act, 1956 and clause 49 of the listing Agreement entered into with the Stock Exchange.

The broad terms of reference of the Remuneration Committee are to review the performance of the Directors, compared to their responsibilities and accountability. The Committee considers the same, in terms of the Company's performance and gives recommendation to the Board w.r.t remuneration including salary, perquisites and commission to be paid to the Company's Executive Directors, keeping in view the overall remuneration structure in the industry.

The details of the remuneration committee are as follows:

Sl. No.	Date of meeting
1	21.03.2013

Sl. No.	Name of the Members	Meeting attended
1	Mr. Satish Chandra Gupta	Yes
2	Mr. Viresh Shankar Mathur	Yes
3	Mr. Vijay Kumar Kakkar	No

Remuneration Policy and Payment

The Company has three Executive Directors on its Board whose appointment, terms as well as remuneration have been approved by the Members in the General Meetings and also by the Remuneration Committee, pursuant to the provisions of Schedule XIII to the Companies Act, 1956. Further, there are no such arrangements to pay the remuneration to Non-Executive Directors, apart from their sitting fee for attending the meetings, during the financial year ended 31st March, 2013. The Company pays sitting fee of Rs. 20,000/- per meeting to the non-executive directors for attending the meeting each of the Board and Audit Committee.

The details of the remuneration paid to the Directors including Chairman & Managing Director and Whole time Director during the financial year 2012-13 is as under:

Name	Designation	Tenure of appointment	Salary (Rs.)	Sitting Fees (Rs.)	Commission (Rs.)	Provident Fund Contribution (Rs.)	Other Perquisite (Rs.)	Gross Remuneration (Rs.)
Mr. Anil Monga	Chairman & Managing Director	Five years w.e.f. 01.09.2010	9750000	Nil	–	540000	37652	10327652
Mr. Rajesh Monga	Whole Time Director	Five years w.e.f. 01.01.2009	6500000	Nil	–	360000	–	6860000
Mr. Shivaz Monga	Executive Director	Five Years w.e.f. 12.08.2008	6500000	Nil	–	360000	782418	7642418
Mr. Vijay Kumar Kakkar	Independent Director	–	Nil	140000	Nil	Nil	Nil	140000
Mr. Viresh Shankar Mathur	Independent Director	–	Nil	200000	Nil	Nil	Nil	200000
Mr. Satish Chandra Gupta	Independent Director	–	Nil	180000	Nil	Nil	Nil	180000

SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE

Constitution

The Board of Directors of the Company has constituted the Shareholders & Investors Grievances Committee which is chaired by Mr. Vijay Kumar Kakkar, Non-Executive and Independent Director to specially look into the redressal of shareholders complaints. The other members of the committee are Mr. Anil Monga, Mr. Rajesh Monga and Mr. Viresh Shankar Mathur, Directors of the Company.

Objective

The Shareowners'/Investors' Grievance Committee has been constituted to take care of matters relating to redressal of shareholders'/investors' complaints, to recommend measures to improve the level of investors' services and simultaneously to expedite the process of Share Transfers. The Committee also approves requests for Share Transfers/Issue of Duplicate Share Certificates/Issue of new certificates on split, consolidation, renewal etc; as also requests for transmission of shares etc

Mr. Vinay Gujral, Company Secretary is the Compliance officer of the Company w.e.f 26th October, 2012 as per the Listing Agreement, and performs as a secretary to the Committee his e-mail id is: co.secy@emmons.com.

The main areas and functions looked after by Share Transfer and Shareholders/Investors Grievances Committee is as under:

1. Redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc.
2. Consolidation and sub-division of share certificates.
3. Approving the transfer(s), transmission(s) and issue of duplicate share certificates.
4. To oversee the performance of the Registrar and Transfer Agent of the Company.

No application and Complaints received from shareholder/ investor are pending during the year under review.

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on the Management discussion and Analysis is given separately and is a part of Annual Report.

MANAGEMENT DISCLOSURE

During the year under review, there were no transactions of material nature with the promoters, the directors or the management, their subsidiaries or relatives, etc. that had potential conflict with the interest of the Company. All disclosures related to financial and commercial transactions where directors may have a potential interest are provided to the board and the interested directors do not participate in the discussion nor do they vote on such matters.

RELATED PARTY TRANSACTIONS

None of the transactions with any of the related parties was in conflict with the interests of the Company. Further attention of Members is drawn to the disclosures of transactions with related parties set out in Notes on Accounts under Accounting Standard (AS 18), - Schedule 32, forming part of the Annual Report.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

The Company has established the Code of Business Conduct ethics for all directors, officers and employees of the Company ("the Code"). This Code is a comprehensive Code applicable to all Directors, Officers and employees working at various level of the Company. The Code while laying down, in detail, the standard of business conduct, ethics and governance, centers around the following theme-

"All Directors, Officers and employees of the Company are committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director, officer and employees are expected to comply with this code in letter and spirit".

Declaration required under Clause 49 of the Listing Agreement

All the members covered under the "Code of Business Conduct and Ethics for Board Members and Senior Management" have affirmed compliance of the said code for the Financial year 2012-13.

For and on behalf of the Board

Dated: 09.08.2013
Place: New Delhi

(ANIL MONGA)
Chairman & Managing Director

EMMSONS

INFORMATION WITH RESPECT TO THE RE-APPOINTMENT OF DIRECTORS:

Mr. Shivaz Monga is associated with the Company as Executive Director since August, 2008. He is a bachelor in International business and human resources from Swineburne University of Melbourne, Australia and also holds master degree in professional accounting from Melbourne University, Melbourne Australia.

He does not hold any Directorship in other Indian Company apart from your Company.

Mr. Vijay Kumar Kakkar, has been associated with the Company as its Director since February, 2003. He is an Electrical Engineer with an overall experience of over 44 years in Engineering Industries. During his career, he had worked with Multinationals and Indian Companies. With his rich experience in international business the Company has been immensely benefited.

He does not hold any Directorship in other companies apart from your company.

GENERAL BODY MEETINGS:

Details of the General Meeting held during the last three years are as under:

Sl. No.	Date and Year of AGM	Time of AGM	Venue of AGM
1.	25th September, 2012	11.00 A.M	Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057
2.	28th September, 2011	11.00 A.M	Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057
3.	29th September, 2010	11.00 A.M	Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS

Details of Special Resolutions passed in last three Annual General Meetings held are as under:

Sl. No.	Date and Year of AGM	Special Resolution
1.	28th September, 2011	<ul style="list-style-type: none">Increase in remuneration payable to Mr. Rajesh Monga, Whole Time Director of the CompanyIncrease in remuneration payable to Mr. Shivaz Monga, Whole Time Director, designated as Executive Director of the Company
2.	29th September, 2010	Issue of Equity Warrants convertible into Equity Shares, Equity Shares or both on preferential basis to the person other than Promoter's Group.

POSTAL BALLOT

During the year under review, the Company has not passed any Special Resolution by way of Postal Ballot Process. However the Board of Directors of the Company at its meeting held on 21st March, 2013 has decided to seek the assent/dissent of the shareholders on Ordinary Resolution for Capitalisation of reserves for issue of Bonus Shares by way of Postal Ballot Process and completed the dispatched of Postal Ballot alongwith pre-paid envelop (for which the postage shall be paid by the Company) on 25th March, 2013.

MEANS OF COMMUNICATIONS:

a) Communication to Shareholders

The Company is maintaining a functional websites i.e., www.emmsons.com, in compliance with Clause 54 of the Listing Agreement. The website contains the following information:-

- Basic information of the Company, e.g. details of its business, financial information etc.
- Shareholding pattern, compliance with Corporate Governance and contact information of designated official of the Company who are responsible for assisting and handling investor grievances.
- As a part of good Corporate Governance, the Quarterly/Half yearly/Nine- monthly and Annual Results.
- All important information pertaining to the Company is also mentioned in the Annual Report of the Company which is circulated to the members and others entitled thereto for each financial year.

Quarterly/Half yearly/Nine-monthly and Annual Financial Results of the Company are published in Leading English and Hindi Dailies like 'The Business Standard'.

Your Company provides necessary information to the Stock Exchange in terms of the Listing Agreement and other rules and regulations issued by Securities and Exchange Board of India.

b) Investor Grievance:

As mentioned herein before, the Company has constituted Shareholders/Investors Grievances Committee to redress Shareholders' and Investors' Complaints.

c) Share transfer

M/s. Link Intime India Pvt. Ltd. has been appointed Share Transfer Agent of the Company.

d) Details of Non- Compliance

The Company upon conversion of 850000 Equity warrants into same number of Equity shares to the promoters' group, inadvertently, overlooked the requirements of open offer under SEBI (Substantial Acquisition and Takeover Regulations) 2011. Accordingly regulation 3(2) triggered and the acquirers along with PAC made an open offer for acquisition of upto 1559486 fully paid up Equity Shares of Rs. 10/- each, being 26% of the expanded paid up Capital of the Target Company (Emmsons International Limited). The Acquirer along with PAC has successfully completed the process of Open Offer subsequently submitted the report.

GENERAL SHAREHOLDERS INFORMATION

Registered Office : 2637, 1st Floor, Naya Bazar, Delhi-110 006

Administrative office : 101/12, Zamrudpur Community Centre, Kailash Colony, New Delhi- 110 048.

Annual General Meetings:

No. of Meeting	Year	Location	Date & Time
20 th	2012-13	Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi -110057	30.09.2013 11.00 A.M

Financial Calendar:

1st April to 31st March

Results for the quarter ending June 30, 2013	In the mid of August 2013
Results for the quarter ending September 30, 2013	In the mid of November, 2013
Results for the quarter ending December 31, 2013	In the mid of February, 2014
Results for the quarter/year ending March 31, 2014	In the mid/end of May, 2014
Annual General Meeting for the year ending March 2014	Latest by September, 2014

Book Closure:

Saturday the 21st Day of September, 2013 to Monday the 30th Day of September, 2013 (both days inclusive).

Dividend:

A final dividend of Rs. 1.00/- per share has been recommended on 30th day of May, 2013 by the Board of Directors and subject to the approval from shareholders at the ensuing Annual General Meeting, will be paid after the Annual General Meeting as follows:

- to those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged on or before Friday the 20th Day of September, 2013; and
- in respect of shares held in electronic form, to those members whose names appear in the statement of beneficial ownership furnished by NSDL and CDSL as at the closing hours on Friday the 20th Day of September, 2013

Green Initiative in Corporate Governance:

vide its Circular No. 17/2011 & 18/2011 dated 21.04.2011 & 29.04.2011 respectively also permitted service of notice/ documents including Annual Report etc. through electronic mode i.e. e-mail. Emmsons has implemented the 'Green Initiative' as per Circulars issued by MCA to enable electronic delivery of notices/documents including Annual Report for the financial year 2011-12 and 2012-13 to the shareholders of the Company.

EMMSONS

Registrar and Transfer Agent (R&TA):

M/s Link Intime India Pvt. Ltd. is Registrar and Share Transfer Agent of the Company. The shareholders are advised to approach M/s Link Intime India Pvt. Ltd. at the following address for any share and demat related queries and/or problems:

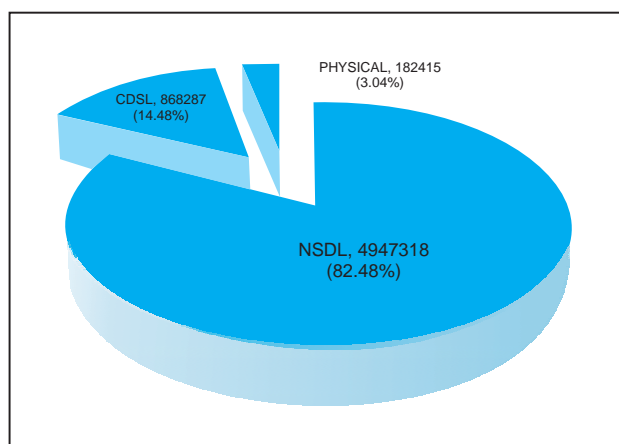
M/s Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I,
Near PVR Naraina, New Delhi- 110028
Tel: 011-41410592, 41410594
Contact Person: Mr. Bharat Bhushan
e-mail id: bharatb@linkintime.co.in

The RTA processes shares sent for transfer, transmission etc every 10-15 days from the date of receipt thereof. Transfer/transmissions that are complete in all respects are processed and the certificates in respect thereof are returned to the lodger/shareholder within 15 days of lodgement.

Details of Company's Dematerialised shares:

As at the end of 31st March 2013, 58, 15,605 Equity Shares (96.96 % of the equity capital of the company) were dematerialized.



Details of Share Capital of the company as on 31st March, 2013 is as under:

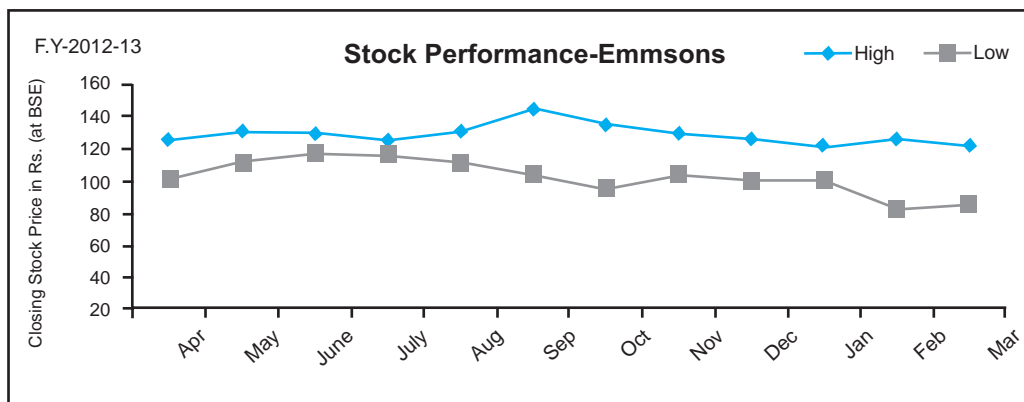
Authorised Capital	:	Rs. 15,00,00,000/-
Issued and Subscribed Capital	:	Rs. 5,99,80,200/-
Paid Up Capital	:	Rs. 5,99,80,200/-

Stock Price Data:

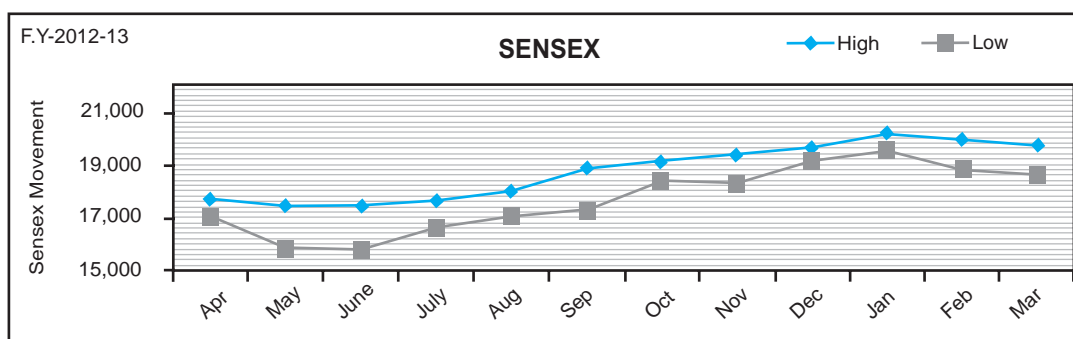
The Monthly high and low prices of your Company's shares in comparison with high and low of the SENSEX for the relevant month for the year ended 31st March, 2013 are given below:

Month	Share price (in Rs.)		SENSEX	
	Highest	Lowest	Highest	Lowest
April-2012	126	101.25	17664.1	17010.16
May-2012	130	111.05	17432.33	15809.71
June-2012	129.8	117.1	17448.48	15748.98
July-2012	125	116.05	17631.19	16598.48
August-2012	129.9	111.25	17972.54	17026.97
September-2012	144.8	104	18869.94	17250.8
October-2012	135	95.05	19137.29	18393.42
November-2012	129.3	104.2	19372.7	18255.69
December-2012	125.8	100	19612.18	19149.03
January-2013	121.95	100	20203.66	19508.93
February-2013	126.6	82	19966.69	18793.97
March-2013	122	86	19754.66	18568.43

Our Stock Performance for the year 2012-13:



Sensex Movement for the year 2012-13:

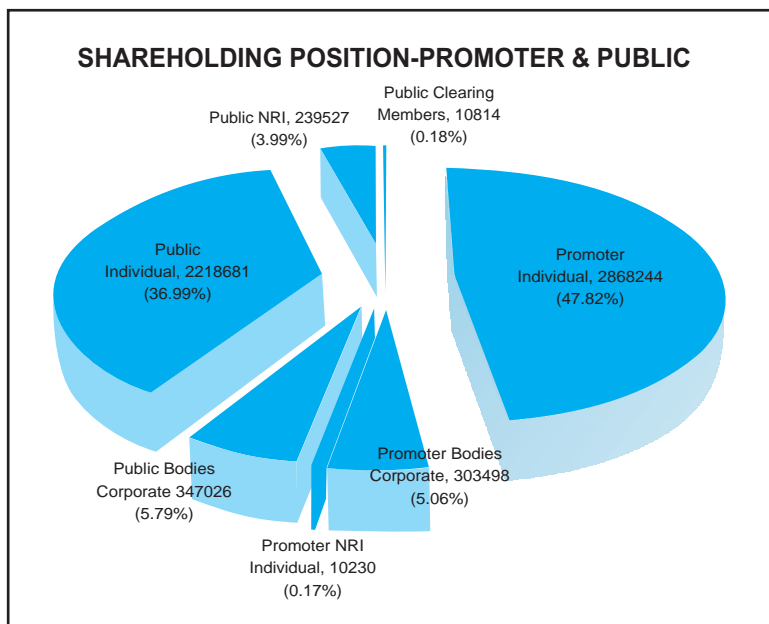


Distribution of Shareholding as on 31st March, 2013:

No. of Shares	Number of Shareholders	% age	Number of Shares	% age
Up to 2500	1004	65.62	67591	1.13
2501 to 5000	190	12.42	81725	1.36
5001-10000	129	8.43	115015	1.92
10001-20000	68	4.44	112358	1.87
20001-30000	17	1.11	42946	0.72
30001-40000	11	0.72	41497	0.69
40001-50000	12	0.78	58112	0.97
50001-100000	31	2.03	238621	3.98
100001 and Above	68	4.44	5240155	87.36
Total	1530	100	5998020	100

Distribution of Shareholding among Promoter and Public as on 31st March, 2013

As the end of Financial year, i.e. 31.03.2013, the Distribution of shareholdings between promoter and public group of the Company are 3181972 equity shares (53.05%) and 2816048 equity shares (46.95%), respectively. The further bifurcation is herein below:



PLANT LOCATION

Since the Company is engaged in the business of International trading and has no manufacturing activities hence it has no plant.

Outstanding GDRs / ADRs / Warrants or Convertible Instruments, conversion date and likely impact on equity

During the year under review the Company has not issued any GDRs/ADRs /Warrants or Convertible Instruments.

Compliance with Non-Mandatory requirements of clause 49 of the listing agreement

i) **Remuneration Committee:**

The board has set up a Remuneration Committee details whereof are furnished in earlier section of this report.

ii) **Whistle Blower Policy:**

Though the Company does not have a Whistle Blower Policy. However it is ensured that every personnel has approach to the Audit Committee as and when he so desire.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Emmsons International Limited

We have examined the compliance of conditions of Corporate Governance by Emmsons International Ltd., for the year ended on 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the shareholder/ investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **SURESH & ASSOCIATES**
FRN: 003316N
Chartered Accountants

Date : 09.08.2013
Place : New Delhi

Sd/-
(CA SURESH K. GUPTA)
Partner
M. No. 080050

CEO/CFO CERTIFICATION

To
Board of Directors
Emmsons International Limited

- (a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2013 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 30.05.2013
Place : New Delhi

Sd/-
(ANIL MONGA)
Chairman & Managing Director

Sd/-
(HAMANT PAUL)
GM (Finance)

To
The Members of
M/s EMMSONS INTERNATIONAL LIMITED

We have audited the accompanying financial statements of Emmsons International Limited ('the Company') which comprise the balance sheet as at 31st March 2013, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

1. Management's Responsibility for the Financial Statements

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.

2. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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.

3. 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:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2013;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

4. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, 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; and
 - e. on the basis of written representations received from the directors as on 31st March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **SURESH & ASSOCIATES**
FRN: 003316N
Chartered Accountants

Sd/-
(CA. SURESH K GUPTA)
Partner
M. No. 080050

Date : 30.05.2013
Place : New Delhi

ANNEXURE TO AUDITOR'S REPORT
Referred to Paragraph 4 of our report of even date attached

- (i) a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- b) Some of the fixed assets of the company have been physically verified during the year by the management in accordance with program of verification, which in our opinion provide for physical verification of all the fixed assets at reasonable intervals. According to information and explanation given to us, no material discrepancies have been noticed on such verification.
- c) No fixed assets have been disposed off during the year which may affect the going concern concept.
- (ii) a) As explained to us, the inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable considering size and nature of the business.
- b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventory, followed by the management, are reasonable and adequate in relation to the size and nature of its business.
- c) In our opinion and according to information and explanation given to us, the company is maintaining proper records of inventory and no serious discrepancies have been noticed on physical verification.
- (iii) We are informed that the Company has not granted or taken any secured or unsecured loans from to companies / firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of paragraph 4(iii)(b)(c)(d)(e)(f) & (g) of the above said order are not applicable to the company.
- (iv) In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size and nature of the company for purchase of inventory and fixed assets and sale of goods and services. There is no continuing failure to correct major weakness in internal control system.
- (v) In our opinion and according to information and explanations given to us, company has not entered into any transactions particulars of which are required to be recorded in register maintained u/s 301 of the Companies Act, 1956. Therefore, the provisions of paragraph 4(v)(b) of the above said order are not applicable.
- (vi) In our opinion and explanation given to us, the company has not accepted any public deposit and therefore, the directives issued by the RBI and the provisions of sections 58A and 58AA of the Act and rules framed there under are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) To the best of our knowledge and as explained, the maintenance of the cost records have not been prescribed by the Central Government under section 209(1)(d) of Companies Act, 1956 for any of the products of the Company.
- (ix) a) According to books of accounts examined by us and explanation given to us company is generally regular in depositing undisputed statutory dues and there are no undisputed statutory dues payable in respect of PF, ESI, Income Tax, Sales Tax, Wealth Tax Custom Duty, Excise Duty, Cess and other statutory dues which are outstanding as at 31st March, 2013 for the period of more than 6 months from the date they became payable.
- b). There are no disputed liabilities in respect of PF, ESI, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues which are outstanding as at 31st March, 2013 except following liabilities:

S. No.	Period of demand	Amount Involved	Particulars of demand	Appeal Pending Before
1	AY 2004-05	Rs. 1.67 lacs	Demand under Income Tax Act	ITAT Delhi Bench
2	AY 2004-05	Rs. 6.92 lacs	Demand under Income Tax Act	ITAT Delhi Bench
3	AY 2008-09	Rs. 10.11 lacs	Demand under Income Tax Act	Rectification filed before assessing officer.

- (x) There are no accumulated losses of the company as at 31.03.2013. The company has also not incurred any cash losses during the financial year and nor in immediately preceding financial year.
- (xi) As per explanation and information provided to us company has not defaulted in repayment of dues to a financial institution or banks.

EMMSONS

- (xii) The company has not granted loan and advances on basis of security by way of pledged of shares, debentures, other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the company is not a chit fund/nidhi/ mutual benefit fund/ society.
- (xiv) According to the information and explanations given to us, Company is dealing in shares and proper records have been maintained for all transactions. We report the company is making timely entries of the transactions and all shares have been held by the company in its own name.
- (xv) In our opinion and according to the informations and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions and terms and conditions whereof are not prejudicial to the interest of company.
- (xvi) To the best of our knowledge & belief and according to information given to us term loan availed by company are prima facie applied by company during the year for the purpose for which they are obtained.
- (xvii) As per information & explanation given to us and overall examination of balance sheet of the company we report that funds raised on short-term basis have prima facie not been used for long-term investment and vice versa.
- (xviii) As per information and explanation given to us the company has not made preferential allotment of shares to parties and companies covered in register maintained under section 301 of the Companies Act.
- (xix) As per information and explanation given to us the company has not issued any debentures and no security has been created against the debenture.
- (xx) During the year, company has not raised money by way public issue of equity shares.
- (xxi) As per information and explanation given to us no fraud has been noticed or reported during the year.

For **SURESH & ASSOCIATES**

FRN: 003316N

Chartered Accountants

Sd/-

(CA SURESH K. GUPTA)

Partner

M. No. 080050

Date : 30.05.2013

Place : New Delhi

BALANCE SHEET AS AT 31ST MARCH, 2013

PARTICULARS	NOTES	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	59980200	59980200
(b) Reserves and surplus	4	984543586	898828368
Non-current liabilities			
(a) Long-term borrowings	5	177316008	234481987
(b) Other Long term liabilities	6	1425000	1425000
(c) Long-term provisions	7	27331851	21494462
Current liabilities			
(a) Short-term borrowings	8	4333572042	5014128533
(b) Trade payables	9	1372052240	1255287844
(c) Other current liabilities	10	180986407	192039415
(d) Short-term provisions	11	54352793	57665303
TOTAL		7191560127	7735331111
II. ASSETS			
Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		132785973	133617106
(ii) Intangible assets		200037	303273
(iii) Capital work-in-progress		978207	742840
(b) Investments	13	81160696	81160696
(c) Deferred tax assets (net)	14	2713036	1163650
(d) Long-term loans and advances	15	149578925	142098390
(e) Other non-current assets	16	23172440	20587924
Current assets			
(a) Inventories	17	1710948923	3001772728
(b) Trade receivables	18	2841363691	2425362578
(c) Cash and cash equivalents	19	192374895	557689744
(d) Short-term loans and advances	20	1726184682	1024354654
(e) Other current assets	21	330098621	346477528
TOTAL		7191560127	7735331111
III NOTES FORMING PART OF THE FINANCIAL STATEMENT	1-42		

As per our report of even date attached

For **Suresh & associates**
FRN: 003316N
Chartered Accountants

Sd/-
(CA Suresh K. Gupta)
Partner
M. No. 080050

Date : 30.05.2013
Place : New Delhi

Sd/-
(Hamant Paul)
GM (Finance)

Sd/-
(Vinay Gujral)
Company Secretary

Sd/-
(Rajesh Monga)
Director
DIN. 00249642

Sd/-
(Anil Monga)
Chairman &
Managing Director
DIN. 00249410

For and on behalf of Board of Directors

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

PARTICULARS	NOTES	As At	As At
		31 st March, 2013 ₹	31 st March, 2012 ₹
I. Revenue from operations	22	18278558531	18966737714
II. Other income	23	94629163	86007183
Total Revenue		18373187695	19052744897
III. Expenses:			
(a) Purchases of goods traded	24	14770086272	18421695094
(b) Changes in inventories of goods traded	25	1290823805	(2007189817)
(c) Employee benefit expenses	26	87635977	83261035
(d) Finance costs	27	593827599	524136471
(e) Depreciation and amortization expense	12	6613757	7296881
(f) Other expenses	28	1437888330	1872668995
Total expenses		18186875740	18901868660
IV. Profit before exceptional items and tax		186311954	150876237
V. Exceptional items	29	37474591	(20573400)
VI. Profit before tax		148837363	171449637
VII. Tax expense:		46450614	49726677
(1) Current tax		48000000	53000000
(2) Deferred tax		(1549386)	(3273323)
VIII. Profit (Loss) for the period		102386749	121722960
IX. Earnings per equity share: Basic and diluted	33	17.07	23.31
X. NOTES FORMING PART OF THE FINANCIAL STATEMENT	1-42		

As per our report of even date attached

For Suresh & associates

FRN: 003316N

Chartered Accountants

Sd/-
(CA Suresh K. Gupta)
Partner
M. No. 080050

Date : 30.05.2013

Place : New Delhi

For and on behalf of Board of Directors

Sd/-
(Hamant Paul)
GM (Finance)Sd/-
(Vinay Gujral)
Company SecretarySd/-
(Rajesh Monga)
Director
DIN. 00249642Sd/-
(Anil Monga)
Chairman &
Managing Director
DIN. 00249410

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	PARTICULARS	(Rs. In `000) Year ended 31st March, 13	(Rs. In `000) Year ended 31st March, 12
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit/(Loss) before taxation and extraordinary items	186,312	151,065
	Adjustment for :		
	(Profit)/Loss on sale of fixed assets	2,141	783
	Depreciation	6,614	7,297
	Bad Debts Written off	978	0
	(Profit)/Loss on sale of Investment		1,346
	Dividend income	(3)	(44)
	Finance Cost Paid	593,828	524,136
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	789,869	684,585
	Adjustment for :		
	(Increase)/Decrease in Sundry Debtors & other receivables	(1,121,254)	250,024
	(Increase)/Decrease in Inventories	1,290,824	(2,007,190)
	Increase/(Decrease) in Sundry Creditors & other payables	111,741	(1,710,165)
	Cash generated from operations	1,071,180	(2,782,746)
	Direct Tax Paid	(50,749)	(59,932)
	Cash flow before extraordinary items	1,020,431	(2,842,679)
	Exceptional items	(39,964)	
	NET CASH FROM OPERATING ACTIVITIES	980,467	(2,842,679)
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of fixed assets	(8,931)	(37,293)
	Sale of fixed assets	1,111	825
	Investment in Shares		(3,039)
	Capital WIP	(235)	5,982
	Investment in Subsidiaries		(15,817)
	Dividend received	3	44
	NET CASH USED IN INVESTING ACTIVITIES	(8,053)	(49,298)
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds from Issue of Equity Share	-	8,500
	Proceeds from Equity Share Warrants (Application Money)	-	(2,250)
	Securities premium	-	68,750
	Net Proceeds/(Repayment) from long term borrowings	(57,166)	(37,513)
	Net Proceeds/(Repayment) of short term borrowings	(680,556)	3,475,032
	Finance Cost Paid	(593,828)	(524,136)
	Dividend paid	(17,428)	(11,966)
	NET CASH USED IN FINANCING ACTIVITIES	(1,348,978)	2,976,416
	Net increase in cash and cash equivalents	(376,564)	84,439
	Opening cash and cash equivalents balance (See Note)	577,294	492,854
	Closing cash and cash equivalents balance (See Note)	200,730	577,294
	Note to the cash flow statement		
	Cash and Cash Equivalents		
	Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts.		
	- Cash in hand and balances with banks	192,375	557,690
	- Margin with Bank and Accrued Interest	8,355	19,604
	- Cash and cash equivalents as restated	200,730	577,294

For and on behalf of Board of Directors

Sd/-
(Hamant Paul)
GM (Finance)Sd/-
(Vinay Gujral)
Company SecretarySd/-
(Rajesh Monga)
DirectorSd/-
(Anil Monga)
Chairman & Managing Director

As per our report of even date attached

DIN. 00249642

DIN. 00249410

FOR SURESH & ASSOCIATES
FRN: 003316N
CHARTERED ACCOUNTANTSSd/-
(CA SURESH K. GUPTA)
Partner
M. No. 080050Date : 30.05.2013
Place : New Delhi

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**1 Corporate Information:**

The Company is engaged in Trading of Agro/Energy Commodities having global presence. The commodities traded include Rice, Wheat, Sugar, Maize, Soya meal, Barley, Sorghum and Pulses in addition to Coal and Sulphur among other things. The trade network of the company has expanded to all corners of the world. The company has maintained long and sustained relationships with its clients across the globe due to its quality products and efficient services.

2 Significant accounting policies:**(a) Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(b) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

(c) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(d) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(e) Tangible fixed assets

Tangible Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The company has capitalized all costs relating to acquisition and installation of tangible fixed assets. Capital work in progress includes assets that are not ready for their intended use and are carried at cost and their related incidental expenses.

(f) Intangible fixed assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The company has capitalized all costs relating to acquisition and installation of intangible fixed assets.

(g) Depreciation and amortization

Depreciation on fixed assets is provided using straight-line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956, except on intangible assets, which are not specified in the above schedule. Amortization on intangible assets has been provided in compliance of Accounting Standard AS-26.

(h) Revenue Recognition

The accrual basis of accounting has been followed in respect of income and expenditure. Sales figures are net of sales tax. The Export Sale is recognized at the time of issuance of Bill of Lading.

Interest income is recognized on an accrual basis on time proportionate basis, based on interest rates implicit in the transaction.

Dividend income is recognized on receipt basis.

(i) Taxes on income

The Deferred tax expense or benefit is recognized on timing differences being the difference between taxable incomes and accounting incomes 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.

(j) Foreign Currency Transactions

(i) Foreign Currency transactions during the year are recorded at the rate of exchange prevailing on the date of transaction. Foreign Currency monetary assets and liabilities are translated into Rupees at the rate of exchange prevailing on the date of the Balance Sheet except investment in shares of subsidiary company which has been carried at historic cost. All Exchange differences are dealt with in the Profit and Loss Account except for investment in overseas subsidiary. Foreign Currency monetary items are reported using the closing rate.

(ii) Where the company has entered into forward exchange contracts, the difference between the forward rate and spot rate at the date of the contract is recognized in the statement of the profit and loss over the life of the contract and difference between the spot rate at the date of contract and the exchange rate prevailing on the balance Sheet date is recognized as per Accounting Standard (AS) -11 (Revised) issued by the Institute of Chartered Accountants of India. Any Profit or Loss arising on cancellation or renewal of forward exchange contract is recognized as Income or as expenses for the year.

(k) Inventories

Items of Inventories are valued at cost or net realizable value, whichever is lower.

(l) Investments

Long term investments are stated at cost less provision for other than temporary diminution in value. Current investments are stated at lower of cost and fair value.

(m) Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

(n) Employee benefit

(i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(ii) Defined Benefit Plans:

- Leave Salary of employees on the basis of actuarial valuation as per AS 15.
- Gratuity Liability on the basis of actuarial valuation as per AS 15.

(iii) Defined Contribution Plans:

Provident fund & ESI on the basis of actual liability accrued and paid to authorities.

(o) Export benefit/ incentives

Export Entitlements in respect of the exports made under various scheme are recognized in the Profit and Loss Account when the right to receive credit as per the terms of the Schemes are established.

(p) Earning per share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earnings per share are not different from basic earning per share.

(q) Recognition of prior period expenses

Prior period expenses and incomes below Rs.20000/- are treated as current year's expenses / incomes.

3 Share Capital

(i) The authorized, issued subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs. 10/- each.

	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
Authorised		
15000000 Equity Shares of Rs. 10/- each (March 31, 2012:15000000 Equity Shares of Rs. 10/- each)	150000000	150000000
Issued, subscribed and fully paid up shares		
5998020 Equity Shares of Rs. 10/- each (March 31, 2012:5998020 Equity Shares of Rs.10/- each)	59980200	59980200
	59980200	59980200

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

a) Equity shares

Particulars	As at 31 st March, 2013		As at 31 st March, 2012	
	No of Shares	Amounts in Rs.	No of Shares	Amounts in Rs.
At the beginning of the period	5998020	59980200	5148020	51480200
Issued during the period	-	-	850000	8500000
Outstanding at the end of the period	5998020	59980200	5998020	59980200

b) Detail of shares holding more than 5% shares in the company

Particulars	As at 31 st March, 2013		As at 31 st March, 2012	
	No of Shares	% holding in the class	No of Shares	% holding in the class
Equity shares of Rs. 10 each fully paid up				
Anil Monga	1445858	24.11	1445858	24.11
Rajesh Monga	511640	8.53	511640	8.53
Emmpac Holdings Pvt. Ltd.	303498	5.06	-	-

(iii) The Company has issued bonus equity shares in the ratio of 1:1 out of its share premium account vide resolution passed in the meeting of the Board of Directors held on 14.05.2013 to the shareholders who are entitled for the same as on record date 09.05.2013. The number of shares of the company now stand increased from 5998020 to 11996040 and the Paid-up Share Capital from Rs. 59980200 to Rs. 119960400.

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	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
4 Reserves & Surplus		
a) Capital Reserves		
Opening balance	24951000	23451000
Add: Current Year Transfer	-	1500000
Closing Balance	<u>24951000</u>	<u>24951000</u>
b) Securities Premium Account		
Opening balance	282884000	214134000
Add : Securities premium credited on allotment of shares	-	68750000
Closing Balance	<u>282884000</u>	<u>282884000</u>
c) General Reserves		
Opening balance	143473000	131300000
Add: Current Year Transfer	2000000	12173000
Closing Balance	<u>163473000</u>	<u>143473000</u>
d) Surplus/ (Deficit) in the statement of profit and loss		
Opening balance	447520368	359800681
Add/(Loss) Net Profit/(Net Loss) For the current year	102386749	121722960
(Less)/Add Short / Excess provision of Income Tax for earlier Years	(2729433)	(4402651)
Less: Proposed Dividends	(11996040)	(14995050)
Less: Tax on Dividends	(1946058)	(2432572)
(-) Transfer to General Reserves	(20000000)	(12173000)
Closing Balance	<u>513235586</u>	<u>447520368</u>
Total Reserve & Surplus	<u>984543586</u>	<u>898828368</u>
5 Long-term borrowings		
Term Loans		
From Banks		
Secured	172562000	228667083
From Other Parties		
Secured	4754008	5814904
	<u>177316008</u>	<u>234481987</u>

Note on repayment terms and security of borrowings:

- HDFC Bank Car Loan A/c No 17259339**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Indian Overseas Bank Corporate loan A/c No 271000002**-Repayable in 22 Quarterly Installments and Interest Payable Monthly-Secured against the personal guarantees of Directors
- Kotak Mahindra Prime Car Ltd. Loan A/c No. CF6509815**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF6677652**- Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF7056360**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF7106212**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF7569170**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Volkswagen Finance Pvt Ltd. Car loan A/c No 20111000714**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF8466261**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF8466411**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF8382587**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF8689553**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- Kotak Mahindra Prime Ltd. Car Loan A/c No CF8277734**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
6 Other Long term liabilities		
Security deposit received	1 425 000	1 425 000
	<u>1 425 000</u>	<u>1 425 000</u>
7 Long Term Provisions		
(a) Provision for employee benefits:		
(i) Provision for gratuity	1 896 3688	1 464 0279
(ii) Provision for leave encashment	836 8163	685 4183
	<u>2 733 1851</u>	<u>2 149 4462</u>
8 Short-term borrowings		
(a) Loans repayable on demand		
From banks		
Secured	4 333 572 042	5 014 128 533
	<u>4 333 572 042</u>	<u>5 014 128 533</u>
Note on repayment terms and security of short term borrowings:		
(a) Packing Credit with Oriental Bank of Commerce -Repayable on demand-Secured against hypothecation of Stocks and advances, equitable mortgage of Properties and Personal guarantees of Directors		
(b) Packing Credit with Indian Overseas Bank : Repayable on demand-Secured against hypothecation of Stocks and advances, equitable mortgage of Properties and Personal guarantees of Directors		
(c) Packing Credit with Bank of Baroda -Repayable on demand-Secured against hypothecation of Stocks, equitable mortgage of Properties and Personal guarantees of Directors		
(d) Packing Credit with Allahabad Bank -Repayable on demand-Secured against hypothecation of current assets, equitable mortgage of Properties and Personal guarantees of Directors		
(e) Buyer's Credit through Oriental Bank of Commerce -Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors		
(f) Buyer's Credit through Indian Overseas Bank -Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors		
(g) Buyer's Credit through Bank of Baroda -Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors		
(h) Buyer's Credit through Allahabad Bank -Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors		
9 Trade payables		
Other than Acceptances	1 372 052 240	1 255 287 844
	<u>1 372 052 240</u>	<u>1 255 287 844</u>
10 Other Current Liabilities		
(a) Current maturities of long-term debt	5 999 1115	5 636 2996
(b) Interest accrued but not due on borrowings	583 3754	400 3153
(c) Other payables		
(i) Statutory Dues (as and when Due)	1 170 3536	951 9747
(ii) Advances from customers	8 700 5551	22 322 690
(iii) Expenses Payable	1 645 2452	11 126 528
(iv) Exchange difference on forward contracts	-	887 04300
	<u>1 809 864 07</u>	<u>19 203 9415</u>
11 Short Term Provisions		
(a) Provision for employee benefits	6 902 654	6 700 770
(b) Others (Specify nature)		
(i) Provision for Income Tax (Net of Advance Tax)	3 332 8138	3 334 7690
(ii) Provision for Wealth Tax	1 799 03	1 89 221
(iii) Provision for Proposed Dividend	1 199 6040	14 995 050
(iv) Provision for Dividend Distribution Tax	1 946 058	24 325 72
	<u>5 435 2793</u>	<u>57 665 303</u>

12 FIXED ASSETS

	GROSS BLOCK				ACCUMULATED DEPRECIATION					NET BLOCK	
	Balance as at 1st April 2012	Addition	Disposals	Balance as at 31st March 2013	Balance as at 1st April 2012	Depreciation charges for the year	Depreciation adjustment for the year	On disposals/ Adjustments	Balance as at 31st March 2013	Balance as at 31st March 2012	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
(i) Tangible Assets											
(a) Land	12461776	-	-	12461776	-	-	-	-	12461776	12461776	
(b) Buildings	78996244	-	-	78996244	3874730	1287639	-	-	73833875	75121514	
(c) Plant and Equipment	794946	-	-	794946	439975	37759	-	-	317212	354971	
(d) Furniture and Fixtures	6133410	964425	-	7097835	2884849	404401	-	-	3289250	3248561	
(e) Vehicles	49338272	6901889	7158735	49081426	15965152	4743804	-	3906959	16801997	33373120	
(f) Office equipment	10461422	776528	-	11237950	3039258	584162	-	-	3623420	7422164	
(g) Computers	5641676	243960	-	5885636	5313063	399028	1030517	-	4681574	328613	
(h) Generator	1555208	35437	-	1590645	248820	75320	-	-	324140	1306388	
Total	165382953	8922239	7158735	167146457	31765847	7532113	1030517	3906959	34360484	133617106	
Previous Year	132341826	37292953	4251826	165382953	27306109	7195091	-	2735353	31765847	105035717	
(ii) Intangible Assets											
(a) Brands /trademarks	5400	-	-	5400	3206	513	-	-	3719	1681	
(b) Computer software	590190	8925	-	599115	340389	81226	-	-	421615	249801	
(c) Website Development Charges	151900	-	-	151900	100622	30422	-	-	131044	51278	
Total	747490	8925	-	756415	444217	112161	-	-	556378	303273	
Previous Year	666041	81449	-	747490	342427	101790	-	-	444217	323614	
(iii) Capital Work In Progress											
Total	742840	235367	-	978207	-	-	-	-	978207	742840	
Total	742840	235367	-	978207	-	-	-	-	978207	742840	
Grand Total	166873284	9166531	7158735	168881080	32210064	7644274	1030517	3906959	34916862	133964218	

Note: There are no assets on lease held by the company as on 31.03.2013.

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
13 Investments		
Investments in Equity Instruments		
Unquoted equity Instruments		
a) Investments in Subsidiaries		
(i) 99999 (31 March 2012 : 99999) equity shares of CHF 10/- each fully paid up in Emmons SA	41070980	41070980
(ii) 4 (31 March 2012 : 4) Equity shares of AED 50000/- each fully paid up in Emmons Gulf DMCC	2706064	2706064
(iii) 300000(31 March 2012 :300000) Equity shares of USD 1/- each fully paid up in Emmons Grains Limited	15816600	15816600
	<u>59593644</u>	<u>59593644</u>
b) Investments in other than subsidiaries		
(i) 877300 (31 March 2012 : 877300) Equity shares of Rs.10/- each fully paid up in "Emmons Infotech Limited"	8773000	8773000
	<u>8773000</u>	<u>8773000</u>
Quoted equity Instruments		
(i) 2123 (31 March 2012: 2123) Equity shares of Rs.2/- Each fully paid up in Ashapura Minechem Limited	307457	307457
(ii) 1500 (31 March 2012:1500)Equity shares of Rs.1/- Each fully paid up in Godrej Industries Limited	235129	235129
(iii) 50000 (31 March 2012: 50000) Equity shares of Rs.1/- Each fully paid up in Krishna Lifestyle Technologies Ltd.	104813	104813
(iv) 35000 (31 March 2012: 35000) Equity shares of Rs.1/- Each fully paid up in Marksans Pharma Limited	722453	722453
(v) 30000 (31 March 2012: 30000) Equity shares of Rs.10/- Each fully paid up in Nitin Spinner Ltd.	336697	336697
(vi) 24500 (31 March 2012:24500) Equity shares of Rs.10/- Each fully paid up in Brahmputra Infraproject Ltd.	3099225	3099225
(vii) 1000 (31 March 2012: 1000)Equity shares of Rs.10/- Each fully paid up in Pyramid Saimira Theatre Ltd.	350828	350828
(viii) 95500 (31 March 2012:95500) Equity shares of Rs.1/- Each fully paid up in Sterling Bio Tech Ltd.	4304310	4304310
(ix) 49990 (31 March 2012: 49990)-Equity shares of Rs.1/- Each fully paid up in Sterling International Enterprises Ltd.	2692190	2692190
(x) 3000 (31 March 2012: 3000) Equity shares of Rs.10/- Each fully paid up in Zenith Computers Ltd.	123339	123339
(xi) 30000 (31 March 2012: 30000) Equity shares of Rs.10/- Each fully paid up in S.B.T. International Limited	517611	517611
	<u>12794052</u>	<u>12794052</u>
	<u>81160696</u>	<u>81160696</u>
14 Deferred tax assets (net)		
Deferred tax liability		
Fixed assets : Impact of tax on difference on value of fixed assets between book balance and WDV as per Income Tax Act	7457878	6888071
Gross deferred tax liabilities	<u>7457878</u>	<u>6888071</u>
Deferred tax assets		
Impact of Tax on expenditure charged to the statement of profit and loss in the current year but allowable in future for tax purpose on payment basis	10170914	8051721
Gross deferred tax assets	<u>10170914</u>	<u>8051721</u>
Net deferred tax assets/ (-liability)	<u>2713036</u>	<u>1163650</u>

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	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
I 5 Long term Loan and Advances		
(a) Capital Advances		
Unsecured, considered good	4500000	4500000
	<u>4500000</u>	<u>4500000</u>
(b) Security Deposits		
Secured, considered good	15476787	16788625
Unsecured, considered good	2705403	1827291
	<u>18182190</u>	<u>18615916</u>
(c) Loan and advances to related parties		
Secured, considered good	124826835	116941824
	<u>124826835</u>	<u>116941824</u>
(d) Loan and advances to employees		
Unsecured, considered good	674750	645500
	<u>674750</u>	<u>645500</u>
(e) Advances recoverable in cash or in kind		
Unsecured, considered good		
(i) Income tax refund (A.Y. 2010-2011)	252150	252150
(ii) Entry Tax Receivable	1143000	1143000
	<u>1395150</u>	<u>1395150</u>
	<u>149578925</u>	<u>142098390</u>
I 6 Other non current assets		
Unsecured, considered good		
(i) Realisable value of keyman Insurance Policies	23063100	20573400
(ii) amounts recoverable from ex-employee	109340	14524
	<u>23172440</u>	<u>20587924</u>
I 7 Inventories		
(a) Stock in trade	1685111989	2955655574
(b) Goods in transit	25836934	46117154
	<u>1710948923</u>	<u>3001772728</u>
I 8 Trade Receivable		
Trade receivables outstanding for a period less than six months		
Secured, considered good	34732069	511629571
Unsecured, considered good	2727654050	1839019320
Trade receivables outstanding for a period exceeding six months		
Secured, considered good	-	8581928
Unsecured, considered good	67042297	57272157
Unsecured, considered doubtful	11935275	8859602
	<u>2841363691</u>	<u>2425362578</u>

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
19 Cash and Cash Equivalents		
(i) Cash and cash equivalents		
(a) Balances with banks		
In current accounts	6425232	70783048
In EEFC accounts	8086	30493
(b) Cash on hand	997874	6845500
(c) Balance with bank to the extent held as margin money as deposits with maturity of less than three months	119469203	325793438
(ii) Other bank balances		
(a) Balance with bank to the extent held as margin money as deposits with maturity of more than three months	65474500	154237265
	<u>192374895</u>	<u>557689744</u>
20 Short term Loans and Advances		
(a) Loan and advances to related parties Secured, considered good	896969115	402497815
	<u>896969115</u>	<u>402497815</u>
(b) Loan and advances to employees Unsecured, considered good	539733	2246400
	<u>539733</u>	<u>2246400</u>
(c) Advances recoverable in cash or in kind Unsecured, considered good		
(i) CENVAT credit receivable	1395136	1349251
(ii) Dispatch Earned Recoverable	1335828	1860213
(iii) Service Tax Refund Receivable	65018500	62393603
(iv) Prepaid expenses	25020122	32354090
	<u>92769586</u>	<u>97957157</u>
(d) Advances to Suppliers Unsecured, considered good	703986841	497877665
	<u>703986841</u>	<u>497877665</u>
(e) Advances to Creditors for expenses Unsecured, considered good	31919406	23775617
	<u>31919406</u>	<u>23775617</u>
	<u>1726184682</u>	<u>1024354654</u>
21 Other Current Assets		
(a) Accruals		
(i) Interest accrued on deposits	8354821	19603866
(b) Others		
(i) Export Incentive Receivable	314324452	322419505
(ii) Foreign Exchange Gain Receivable	7419348	-
(iii) Insurance Claim Receivable	-	4026657
(iv) Rent receivable	-	427500
	<u>330098621</u>	<u>346477528</u>

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	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
22 Revenue from Operations		
a) Sale of goods traded (Refer Note no. 22(i) below)		
(i) Domestic	5953926628	2707244780
(ii) Export	12058226897	16360071561
	<u>18012153524</u>	<u>19067316341</u>
b) Other operating revenues		
(i) Export Incentives received	76169360	73280795
(ii) Difference in exchange	(38564766)	(65814457)
(iii) Discount Received	34650906	34492758
(iv) Commission Received	-	108160000
(v) Contract Settlements	227712259	14354060
(vi) Forward Contract Forex Gain	(33848961)	(298956796)
(vii) Trade Margin	-	13282118
(viii) Shortage Recovered	-	16351071
(ix) Receipt from Hotel Booking	267626	3973089
(x) Receipt From Travel Related service	18583	298735
	<u>266405007</u>	<u>(100578627)</u>
	<u>18278558531</u>	<u>18966737714</u>
Note no. 22(i) : sale of goods traded includes -		
Rice	6925694137	6318054318
Maize	2846490069	3781400690
Wheat	1842052606	3992564061
Pulses	1465778731	1602311517
Sugar	391782139	1781140599
Other items	4540355843	1591845155
	<u>18012153524</u>	<u>19067316341</u>
Note: Sale of goods traded : other items include sale of coal, soyabean, soyabean oil, palm olein/ oil, sulphur, rapeseed, barley, sorghum, teak logs, packing material and travel tickets.		
23 Other Income		
Interest Income	84111358	76674125
Dividend Received	2625	43675
Net Gain/Loss on sale of Investments	-	(1346310)
Rent Received	5423000	3325000
Insurance Claim Recd.	-	1131338
Dispatch Earned	2574574	3438195
MTM-Commodity	2246955	1176522
Balance written off	270651	1564638
	<u>94629163</u>	<u>86007183</u>
24 Purchases of goods traded includes:		
Rice	5716854747	5736897282
Maize	2389114479	3510420451
Wheat	1618257346	3431947476
Pulses	673042430	2267657693
Sugar	320155100	1533149536
Other items	4052662170	1941622657
	<u>14770086272</u>	<u>18421695094</u>
Note: Purchase of other items include purchase of coal, soyabean, soyabean oil, palm olein/ oil, sulphur, rapeseed, barley, sorghum, teak logs, packing material and travel tickets.		

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
25 Changes in inventories of stock in trade		
Inventories at the end of the year (refer note no. 25(i))		
(a) Stock in trade	1685111989	2955655574
(b) Goods in transit	25836934	46117154
	<u>1710948923</u>	<u>3001772728</u>
Inventories at the beginning of the year:		
(a) Stock in trade	3001772728	994582911
	<u>3001772728</u>	<u>994582911</u>
(Increase)/Decrease in inventories	<u>1290823805</u>	<u>-2007189817</u>
Note no. 25 (i)		
Rice	827072704	1071075516
Maize	297086787	431555881
Wheat	125204504	99223094
Pulses	336884635	934122732
Sugar	-	125600
Other items	124700293	465669905
	<u>1710948923</u>	<u>3001772728</u>
Note: Purchase of other items include stock of barley, coal, soyabean, sulphur, rapeseed, sorghum and packing material.		
26 Employee benefit expenses		
(a) Salaries and incentives	77261885	69350020
(b) Contributions to -		
(i) Provident fund	3883431	3084514
(ii) Employee State Insurance	158209	185963
(c) Gratuity	4941148	8958596
(d) Staff welfare expenses	1391304	1681942
	<u>87635977</u>	<u>83261035</u>
27 Finance Cost		
(a) Interest expense	407877962	304220067
(b) Other borrowing costs	185949637	219916404
	<u>593827599</u>	<u>524136471</u>

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	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
28 Other Expenses		
Business Promotion	6917808	5215698
Discount Allowed	3233949	7879251
Documentation Charges	2172159	2216563
Festival Celebration	135199	6543773
Freight & Cartage	1034753590	1473018008
Fumigation & Phyto Expenses	27788543	25663861
Hotel Booking Charges	139851	3566510
Inspection Charges	20778069	26830375
Insurance	17081693	28189567
Legal and Professional Charges	10202082	12582493
License & Registration Fees	488511	155560
Loss on Sale of Fixed Assets	2140667	783140
Port Charges	16959678	28969694
Postage and Telegram	750435	905107
Power & Fuel -Electricity & Water Expenses	1887453	1833942
Rent	77736484	67894007
Printing, Stationery, Periodicals & Books	901927	2367205
Payments to Auditor's	842700	551500
Rates & Taxes	340468	325806
Repairs and maintenance - Buildings	666073	2062527
Repairs and maintenance - Machinery	382881	515709
Repairs and maintenance - Others	3777222	3169433
Retainer ship & Consultancy Charges	7316406	6034175
Security Transaction Tax	-	42344
Sitting Fee	520000	500000
Stamping & Filing Fees	3857285	1589052
Survey Fees	1808403	184737
Telephone Expenses	3364183	3960628
Travelling Expenses(including Foreign Travel)	26552977	29164463
Vehicle Repair & Maintenance Expenses	4514239	3026701
Loss on MTM Shares	-	3232412
Advertisement and Publicity	1372969	2330126
Brokerage and Commission	44910634	38090578
Corporation / Export Cess & Export Duty	501380	270879
Detention, Demurrage & Claim	87943419	77052742
Meeting & Seminar Expenses	851513	358379
Membership Fees and Subscriptions	2344110	1605818
Packing Charges	2957525	3362780
Processing/Sorted Charges	15451080	-
Bad debts written off	977559	-
Miscellaneous Expenses	2567207	623451
	1437888330	1872668995
29 Exceptional Items		
Increase in Realisable Value of Keyman Ins. Policy	(2489700)	(20573400)
Litigation Settlement	39964291	-
	37474591	(20573400)

30 Employee benefit plans

As per the Accounting Standard 15 'Employee Benefits' the disclosure of employee benefit as defined in the Accounting Standard are given below:

(i) Defined contribution plans

Contribution to Defined Contribution Plans, recognized as expenses for the year is as under:

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Employer's contribution to provident fund	Employer's contribution to ESI	Employer's contribution to provident fund	Employer's contribution to ESI
Contribution to defined contribution plans	3883431	158209	3084514	185963

(ii) Defined Benefit Plans:

The Company offers the gratuity and leave encashment employee benefit schemes to its employees.

The following table sets out the amount recognized in the financial statements:

(ii-a) Expenses recognized during the year

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Components of employer expense				
Current service cost	2098275	585312	1742801	1227485
Past service cost	-	-	-	-
Interest cost	1443015	691206	657794	303264
Expected return on plan assets	-	-	-	-
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Actuarial losses/(gains)	1399858	1328666	6558001	3140219
Total expense recognized in the Statement of Profit and Loss	4941148	2605184	8958596	4670968

(ii-b) Table showing changes in present value of obligations during the period:

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Present value of obligation as at beginning of the period	16779248	8037275	8222428	3790806
Acquisition adjustment	-	-	-	-
Interest cost	1443015	691206	657794	303264
Past service cost	-	-	-	-
Current service cost	2098275	585312	1742801	1227485
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Benefit paid	-57115	-957569	-401776	-424499
Actuarial gain/(loss) on obligations	1399858	1328666	6558001	3140219
Obligation as on closing of the year	21663281	9684890	16779248	8037275

(ii-c) **Change in the plan assets:** There is no change in the plan assets in the case of gratuity and leave encashment because there is no funded scheme taken by the company.

(ii-d) **Reconciliation of fair value of assets and obligations:**

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Fair value of plan assets	-	-	-	-
Present value of obligations	21663281	9684890	16779248	8037275
Amounts recognized in balance sheet	21663281	9684890	16779248	8037275

(ii-e) **Actuarial Assumptions:**

Demographic Assumptions:

Mortality: Published rates under Indian assured lives mortality (1994-96) (modified) ultimate table.

Indian assured lives mortality (1994-96) (modified) ultimate table are used of calculation as on 31.03.2011, 31.03.2012 and 31.03.2013.

Withdrawal : Withdrawal rate are in accordance with the following table:

Particulars	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
For all ages	10% per annum		10% per annum	

Financial Assumptions:

Particulars	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Discount Rate	8.10%	8.10%	8.60%	8.60%
Rate of increase in compensation level	6.50%	6.50%	5.00%	5.00%
Rate of return on plan assets	-	-	-	-

31 Segment reporting:

Segment reporting as per AS-17 is not applicable to the company as it does not have any reportable segment.

32 Related party disclosure

As required by Accounting Standard-18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, relevant information is provided here below:

(a) Related parties with whom transactions have taken place during the year:

Name	Relationship
Mr. Anil Monga	Key Managerial Personnel
Mr. Rajesh Monga	Key Managerial Personnel
Mr. Shivaz Monga	Key Managerial Personnel
Mr. Vijay Kumar Kakkar	Key Managerial Personnel
Mr. Viresh Shankar Mathur	Key Managerial Personnel
Mr. Satish Chandra Gupta	Key Managerial Personnel
M/s Emmons S.A.	Subsidiary (Control Exists)
M/s Emmons Gulf DMCC	Subsidiary (Control Exists)
M/s Emmons Grains Limited	Subsidiary (Control Exists)
M/s Emmons Asia Pte. Ltd.	Subsidiary of Emmons Gulf DMCC (Control Exists)
M/s Pt Star Emmons -Indonesia	Subsidiary of Emmons Gulf DMCC (Control Exists)

(b) Following are the details of the transactions with the related party:

Nature of transactions	Related Parties	₹
Salaries, allowances & perquisite	Key Managerial Personnel's	24830070 (23720593)
Salaries, allowances & perquisite	Key Managerial Personnel's relative	- (262716)
Sitting fee	Key Managerial Personnel's	520000 (500000)
Rent	Key Managerial Personnel's	300000 (300000)
Investment in shares	Subsidiary	- (15816600)
Sales	Subsidiary	3632249520 (3526810979)
Interest Income	Subsidiary	69892141 (28930501)
Loan and advances given to subsidiary	Subsidiary	376233000 (74820000)
Loan and advances received back from subsidiary	Subsidiary	- (163624990)

Note: Figures in bracket relate to the previous year.

EMMSONS

(c) Disclosure of material transactions:

Particulars	Current year ₹	Previous year ₹
<u>Salaries, allowances & perquisite</u>		
Mr. Anil Monga (Chairman & Managing Director)	10327652	9880055
Mr. Rajesh Monga (Whole time Director)	6860000	6593750
Mr. Shivaz Monga (Executive Director)	7642418	7246788
<u>Salaries, allowances & perquisite</u>		
Ms. Manya Kumar	-	262716
<u>Sitting fee</u>		
Mr. Satish Chandra Gupta	180000	160000
Mr. Vijay Kumar Kakkar	140000	170000
Mr. Viresh Shankar Mathur	200000	170000
<u>Rent</u>		
Mr. Anil Monga	300000	300000
<u>Investment in shares</u>		
Emmsons Grains Limited	-	15816600
<u>Sales</u>		
Emmsons Gulf DMCC	2473110697	3506743967
Emmsons Asia Pte Ltd.	1159138823	20067012
<u>Purchase of trading goods</u>		
Emmsons Gulf DMCC	-	-
<u>Interest Income</u>		
Emmsons Gulf DMCC	37312141	20591128
Emmsons Grains Limited	32580000	8339373
<u>Loan and advances given to subsidiary</u>		
Emmsons Gulf DMCC	376233000	74820000
<u>Loan and advances received back from subsidiary</u>		
Emmsons Gulf DMCC	-	163624990

33 Earning per share

Basic and diluted earnings per share are calculated by dividing the net Profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares, accordingly, basic, and diluted earning per share are the same.

Particulars	Current year ₹	Previous year ₹
(a) Profit after taxation and exceptional items (Rs.)	102386749	121722960
(b) Weighted average number of shares outstanding during the year	5998020	5222337
(c) Nominal Value per share (Rs.)	10	10
(d) Basic and diluted earning per share (in Rs.) d=(a/b)	17.07	23.31

34 Contingent liabilities and commitments (to the extent not provided for)

Particulars	Current year ₹	Previous year ₹
Contingent liabilities		
(a) Guarantees to sale tax authorities	590000	590000
(b) Guarantees - Corporate Guarantee for credit facility to subsidiary	2714261224	2543807619
(c) Letter of credit issued for purchase	166162500	—
(d) Other guarantees	91517984	143717504
(e) Tax Demand totaling Rs. 8.60 Lacs for Assessment year 2004-2005 raised by the Income Tax Department is being contested by the Company in appeal. No provision has been made for the liability in the accounts under report. Other Tax demand of Rs. 10.11 Lacs For Assessment Year 2008-2009 raised by Income Tax Department is under rectification for apparent error.		
(f) The company has entered an arbitration suit against the Punjab State Warehousing Corporation. The arbitration tribunal has issued its award for Rs.890.25 lacs. However, both the parties have filed separate applications in the court with requests for setting aside the award. The case is still in progress and as such quantification of any liability or recovery, if any, is not possible, hence no provision for the same has been made. However, the company is fairly confident of its position and expects to get a favorable judgment in the case.		

35 Auditors remuneration

Particulars	Current year ₹	Previous year ₹
As auditors - statutory audit	617980	330900
For taxation audit fees	112360	66180
For taxation matters	56180	110300
For Limited review	56180	44120

36 Value of imports calculated on CIF basis :

Particulars	Current year ₹	Previous year ₹
Traded goods (Including Highseas purchase)	2538419366	3177403267

37 Expenditure in foreign currency :

Particulars	Current year ₹	Previous year ₹
Professional and consultation fee	—	3912142
Interest (buyer's credit)	30834584	21715867
Other matters	508522919	831286869
Dividend	27250	21800

38 Earnings in foreign exchange

Particulars	Current year ₹	Previous year ₹
Export of goods calculated on FOB basis	10810241516	12006664854
Other Income-Commission	—	108160000
Interest Income	69892141	51285028

EMMSONS

39 Unhedged foreign currency exposure

The Company is in the business of export and import of commodities. The net unhedged foreign currency exposure as on 31.03.2013 is USD 11.33 million equivalent INR 6153.34 lacs (31.03.2012 USD (-) 7.17 million equivalent to INR (-) 3658.64 lacs)

40 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges :

Loans and advances in the nature of loans given to subsidiaries:

Particulars	Current year ₹	Previous year ₹
(a) Emmsons Gulf DMCC		
Due at the end of the year	515786834	116941824
Maximum outstanding during the year	515786834	191766930
(b) Emmsons SA		
Due at the end of the year	37086900	34744210
Maximum outstanding during the year	37086900	30454970
(c) Emmsons Grains Ltd		
Due at the end of the year	399305836	343560649
Maximum outstanding during the year	399305836	287770422

41 Micro and small enterprises

Disclosure of Sundry Creditors under current Liabilities is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006". Amounts due as on 31st March, 2013 to Micro, Small and Medium Enterprises on account of principal amount together with Interest, aggregate to Rs. Nil. (Previous Year: Rs. NIL).

42 Previous years figures has been regrouped / restated where ever found necessary.

As per our report of even date attached

For **Suresh & associates**

FRN: 003316N

Chartered Accountants

Sd/-

(CA Suresh K. Gupta)

Partner

M. No. 080050

Date : 30.05.2013

Place : New Delhi

For and on behalf of Board of Directors

Sd/-

(Hamant Paul)

GM (Finance)

Sd/-

(Vinay Gujral)

Company Secretary

Sd/-

(Rajesh Monga)

Director

DIN. 00249642

Sd/-

(Anil Monga)

Chairman &
Managing Director

DIN. 00249410

BALANCE SHEET AS AT 31ST MARCH, 2013 (US\$)

(fig. in Millions)

Particulars	STANDALONE	CONSOLIDATED
I. EQUITY AND LIABILITIES		
Shareholders' funds		
(a) Share capital	1.10	1.10
(b) Reserves and surplus	18.13	24.97
Minority Interest	-	0.12
Non-current liabilities		
(a) Long-term borrowings	3.27	64.68
(b) Other Long term liabilities	0.03	0.03
(c) Long-term provisions	0.50	0.58
Current liabilities		
(a) Short-term borrowings	79.81	122.92
(b) Trade payables	25.27	41.55
(c) Other current liabilities	3.33	4.33
(d) Short-term provisions	1.00	1.01
TOTAL	132.44	261.28
II. ASSETS		
Non-current assets		
(a) Fixed assets		
(i) Tangible assets	2.45	6.26
(ii) Intangible assets	0.00	75.20
(iii) Capital work-in-progress	0.02	0.02
(b) Investments	1.49	1.17
(c) Deferred tax assets (net)	0.05	0.65
(d) Long-term loans and advances	2.75	0.50
(e) Other non-current assets	0.43	0.43
Current assets		
(a) Inventories	31.51	31.66
(b) Trade receivables	52.33	88.75
(c) Cash and cash equivalents	3.54	16.16
(d) Short-term loans and advances	31.79	34.41
(e) Other current assets	6.08	6.08
TOTAL	132.44	261.28

Conversion Rate : INR 54.30 per US\$ (Closing Rate as on 31.03.2013)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013 (US\$)

(fig. in Millions)

Particulars	STANDALONE	CONSOLIDATED
I. Revenue from operations	336.62	692.95
II. Other income	1.74	1.47
Total Revenue	338.36	694.42
III Expenses:		
(a) Purchases of goods traded	272.01	611.15
(b) Changes in inventories of goods traded	23.77	24.71
(c) Employee benefits expense	1.61	2.51
(d) Finance costs	10.94	18.04
(e) Depreciation and amortization expense	0.12	0.20
(f) Other expenses	26.48	35.28
Total expenses	334.93	691.89
IV. Profit before exceptional items and tax	3.43	2.53
V. Exceptional items	0.69	0.69
VI. Profit before tax	2.74	1.84
VII. Tax expense:	0.86	0.87
(1) Current tax	0.88	0.88
(2) Deferred tax	-0.03	-0.01
VIII. Profit (Loss) for the period	1.89	0.97
IX. Earnings per equity share: Basic and diluted (In cents)	0.31	0.16

Conversion Rate : INR 54.30 per US\$ (Closing Rate as on 31.03.2013)

**STATEMENT PURSUANT TO SECTION 212(3) OF THE COMPANIES ACT, 1956
RELATING TO SUBSIDIARY COMPANIES**

NAME OF THE SUBSIDIARY	Emmsons SA	Emmsons Gulf DMCC	Emmsons Grains Ltd
1. Financial year of the Subsidiary ended on	31.03.2013	31.03.2013	31.03.2013
2. Date from which they became subsidiary	03.09.2007	01.02.2009	23.12.2011
3. Share of the subsidiary held by the company as on 31 st March, 2013.			
a) Number & face value	99,999 equity shares of CHF. 10/- each fully paid up	4 Shares of AED 50,000/- each	300000 Equity Shares of USD 1/- each fully paid up
b) Extent of holding	99.99%	100.00%	100.00%
4. The net aggregate amount of the subsidiary Companies Profit/(Loss) so far as it concerns the member of the holding Company			
a) Not dealt with in the holding Company's accounts			
i) For the financial year ended 31 st March, 2013	Net Loss Rs. 1,798,108.00	Net Profit Rs. 21,525,584.00	Net Loss Rs. 66,101,400.00
ii) upto the previous financial year of the subsidiary company	Net Loss Rs. 34,808,184.00	Net Profit Rs. 499,317,558.00	Net Loss Rs. 17,033,149.00
b) Dealt with in the holding Company's accounts			
i) For the financial year ended 31 st March, 2013	Nil	Nil	Nil
ii) For the previous financial year of the subsidiary company since they become the holding Company's subsidiaries	Nil	Nil	Nil

Sd/-
(Hamant Paul)
GM (Finance)

Sd/-
(Vinay Gujral)
Company Secretary

Sd/-
(Rajesh Monga)
Director
DIN. 00249642

Sd/-
(Anil Monga)
Chairman & Managing Director
DIN. 00249410

**AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF EMMSONS INTERNATIONAL LIMITED
ON THE CONSOLIDATED FINANCIAL STATEMENTS OF EMMSONS INTERNATIONAL LIMITED**

To
The Board of Directors
M/s EMMSONS INTERNATIONAL LIMITED
Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Emmsons International Limited (the "Company") which comprise the Consolidated Balance Sheet as at 31 March, 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. These financial statements are consolidation of standalone audited financial statements of Emmsons International Limited and its subsidiaries. We did not audit the Financial Statements of the subsidiaries, whose Financial Statements have been audited by other auditors, and their audit reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.

1. 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 controls relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

2. 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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

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 the internal controls relevant to the Group'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.

3. Basis for qualified opinion

The financial statements of M/s. Emmsons Gulf DMCC - Dubai (a subsidiary) for the year ended 31st March 2013 were audited by other auditors, under new and revised International Financial Reporting Standards and IFRIC Interpretations, who expressed unqualified opinion on those statements on May 22nd, 2013.

The financial statements of M/s. Emmsons Grains Limited - Cyprus (a subsidiary) for the year ended 31st March 2013 were audited by other auditors, under International Financial Reporting Standards, as adopted by the European Union (EU), and the requirements of the Cyprus Companies Law, Cap. 113, who have expressed a qualified opinion on those statements on May 17th, 2013 which reads as under (figures in rupees Provided):

"As at the balance sheet date, the company had an investment in one of its subsidiaries carried at an amount of US\$373.206 [Rs20265059] (2012: US\$373.206) [Rs18984989] and loans receivable from this subsidiary and other group companies amounting to US\$8.398.221 [Rs456023400] (2012: US\$8.228.701) [Rs 418594020]. IFRS (International Financial Reporting Standards) Financial statements or other relevant supporting documentation has not been made available to us to determine whether the carrying value of the investment and of the loans advanced have suffered any impairment".

4. Opinion

In our opinion and to the best of our information, except for the effects arising from adjustments, if any, on matters referred to in the preceding paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

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

5. Emphasis on matter

Financial statements of M/s. Emmsons S.A - Aigle (a subsidiary) for the period ended 31st March 2013 were audited by other auditors, who have expressed following comments in their report dated 29th April 2013 (Figures in rupee provided):

"We draw your attention on the fact that Emmsons SA is over - indebted. Since there is a postposition debt of Fr. 300'000.- [Rs17422460] the board of directors has waived inform the judge, in accordance with Article 725 al 2 of C.O."

For **SURESH & ASSOCIATES**
FRN: 003316N
Chartered Accountants

Sd/-
(CA SURESH K. GUPTA)
Partner
M. NO. 080050
Date : 30.05.2013
Place : New Delhi

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

PARTICULARS	NOTES	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	59980200	59980200
(b) Reserves and surplus	4	1355609412	1315296161
Minority Interest		6272847	6664421
Non-current liabilities			
(a) Long-term borrowings	5	3512173530	3922563150
(c) Other Long term liabilities	6	1425000	1425000
(d) Long-term provisions	7	31469464	23799051
Current liabilities			
(a) Short-term borrowings	8	6674514747	7227787071
(b) Trade payables	9	2256021569	3110279031
(c) Other current liabilities	10	235267746	282780136
(d) Short-term provisions	11	54790251	57665303
TOTAL		14187524766	16008239523
II. ASSETS			
Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		340046510	189460149
(ii) Intangible assets		4083598826	3829489004
(iii) Capital work-in-progress		978207	742840
(b) Investments	13	63280638	57593491
(c) Deferred tax assets (net)	14	35184606	34412033
(d) Long-term loans and advances	15	27142367	41084273
(e) Other non-current assets	16	23172440	20587924
Current assets			
(a) Inventories	17	1719138584	3061017870
(b) Trade receivables	18	4818893128	5700769679
(c) Cash and cash equivalents	19	877453632	1220758114
(d) Short-term loans and advances	20	1868537207	1505846618
(e) Other current assets	21	330098621	346477528
TOTAL		14187524766	16008239523
III NOTES FORMING PART OF THE FINANCIAL STATEMENT			
	1-36		

As per our report of even date attached

For **Suresh & associates**
FRN: 003316N
Chartered Accountants

Sd/-
(CA Suresh K. Gupta)
Partner
M. No. 080050

Date : 30.05.2013
Place : New Delhi

Sd/-
(Hamant Paul)
GM (Finance)

Sd/-
(Vinay Gujral)
Company Secretary

Sd/-
(Rajesh Monga)
Director
DIN. 00249642

Sd/-
(Anil Monga)
Chairman &
Managing Director
DIN. 00249410

For and on behalf of Board of Directors

EMMSONS

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

PARTICULARS	NOTES	As At	As At
		31 March, 2013 ₹	31 March, 2012 ₹
I. Revenue from operations	22	37627138622	41651490169
II. Other income	23	79628169	64141362
Total Revenue		37706766791	41715631531
III. Expenses:			
(a) Purchases of goods traded	24	33185448001	39468096983
(b) Changes in inventories of goods traded	25	1341879286	(1309370183)
(c) Employee benefits expense	26	136199174	124606698
(d) Finance costs	27	979521775	737838920
(e) Depreciation and amortization expense	12	10721376	9246146
(f) Other expenses	28	1915793748	2208982835
Total expenses		37569563360	41239401399
IV. Profit before exceptional items and tax		137203430	476230133
V. Exceptional items	29	37474591	(20573400)
VI. Profit before tax		99728839	496803533
VII. Tax expense:		47305653	43694231
(1) Current tax		48019470	53207216
(2) Deferred tax		(713817)	(9512985)
VIII. Profit (Loss) for the period		52423186	453109302
IX. Minority Interest		(352960)	(360764)
X. Profit for the year		52776146	453470066
XI. Earnings per equity share: Basic and diluted	33	8.80	86.83
XII. NOTES FORMING PART OF THE FINANCIAL STATEMENT	1-36		

As per our report of even date attached

For **Suresh & associates**
FRN: 003316N
Chartered Accountants

Sd/-
(CA Suresh K. Gupta)
Partner
M. No. 080050

Date : 30.05.2013
Place : New Delhi

Sd/-
(Hamant Paul)
GM (Finance)

Sd/-
(Vinay Gujral)
Company Secretary

Sd/-
(Rajesh Monga)
Director
DIN. 00249642

Sd/-
(Anil Monga)
Chairman &
Managing Director
DIN. 00249410

For and on behalf of Board of Directors

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

	PARTICULARS	(Rs. In `000) Year ended 31st March, 13	(Rs. In `000) Year ended 31st March, 12
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit/(Loss) before taxation and extraordinary items	137,203	476,230
	Adjustment for :		
	Misc. Expenditure Written Off	-	-
	(Profit)/Loss on sale of fixed assets	2,141	783
	Depreciation	10,721	9,246
	Bad debts written off	978	-
	Transfer To FCTR	4,111	4,645
	(Profit)/Loss on sale of Investment	-	1,346
	Dividend income	(29,984)	(44)
	Interest Expenses	979,522	737,839
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,104,692	1,230,046
	Adjustment for :		
	(Increase)/Decrease in Trade Receivables	880,899	(2,743,191)
	(Increase)/Decrease in Inventories	1,341,879	(1,309,370)
	(Increase)/Decrease in Long/Short term Loans and advances	(348,749)	(259,509)
	(Increase)/Decrease in Current/Non-current Assets	5,035	62,133
	Increase/(Decrease) in Trade Payables & other liabilities	(901,770)	(97,471)
	Increase/(Decrease) in Provisions	7,872	17,851
	Cash generated from operations	2,089,860	(3,099,511)
	Income Tax Paid	(50,331)	(59,929)
	Wealth Tax Paid	(9)	18
	FBT Paid	-	-
	Interest paid	-	-
	Cash flow before exceptional items	2,039,519	(3,159,423)
	Exceptional items	(39,964)	-
	NET CASH FROM OPERATING ACTIVITIES	1,999,555	(3,159,423)
B.	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of fixed assets	(418,669)	(3,905,041)
	Capital WIP	(235)	5,982
	Sale of fixed assets	1,111	805
	Purchase/Sale of Current and Non Current Investments	(5,687)	279,718
	Dividend received	29,984	(44)
	NET CASH USED IN INVESTING ACTIVITIES	(393,497)	(3,618,579)
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Payment to Minority Interest	-	(6,664)
	Proceeds from Equity Share Warrants (Application Money)	-	(2,250)
	Proceeds from Issue of Equity Share	-	8,500
	Increase in Securities premium A/c	-	68,750
	Net Proceeds from long term borrowings	(410,390)	3,650,568
	Net Proceeds from short term borrowings	(553,272)	4,368,375
	Interest Paid	(979,522)	(737,839)
	Dividend paid including DDT	(17,428)	(11,966)
	NET CASH USED IN FINANCING ACTIVITIES	(1,960,611)	7,337,474
	Net increase in cash and cash equivalents	(354,554)	559,471
	Opening cash and cash equivalents balance (See Note)	1,240,362	680,891
	Closing cash and cash equivalents balance (See Note)	885,808	1,240,362
	Note to the cash flow statement		
	Cash and Cash Equivalents		
	Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts.		
	- Cash in hand and balances with banks	877,454	1,220,758
	- Margin with Bank and Accrued Interest	8,355	19,604
	- Cash and cash equivalents as restated	885,808	1,240,362

For and on behalf of Board of Directors

Sd/-
(Hamant Paul)
GM (Finance)Sd/-
(Vinay Gujral)
Company SecretarySd/-
(Rajesh Monga)
DirectorSd/-
(Anil Monga)
Chairman & Managing Director

As per our report of even date attached

DIN. 00249642

DIN. 00249410

FOR SURESH & ASSOCIATES

FRN: 003316N

Chartered Accountants

Sd/-
(CA SURESH K. GUPTA)Partner
M. No. 080050Date : 30.05.2013
Place : New Delhi

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2013**1 Corporate Information:**

Emmsons International Limited (The Company) and its subsidiaries (Collectively referred to as the ""Group"") are engaged in Trading of Agro/Energy Commodities having global presence. The commodities traded include Rice, Wheat, Sugar, Maize, Soya meal, Barley, Sorghum and Pulses in addition to Coal and Sulphur among other things. The trade network of the company has expanded to all corners of the world. The company has maintained long and sustained relationships with its clients across the globe due to its quality products and efficient services.

2 Significant accounting policies:**(a) Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(b) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

(c) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(d) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(e) Tangible fixed assets

Tangible Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The company has capitalized all costs relating to acquisition and installation of tangible fixed assets. Capital work in progress includes assets that are not ready for their intended use and are carried at cost and their related incidental expenses.

(f) Intangible fixed assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The company has capitalized all costs relating to acquisition and installation of intangible fixed assets.

(g) Depreciation and amortization

Depreciation on fixed assets is provided using straight-line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956, except on intangible assets, which are not specified in the above schedule. Amortization on intangible assets has been provided in compliance of Accounting Standard AS-26.

(h) Revenue Recognition

The accrual basis of accounting has been followed in respect of income and expenditure. Sales figures are net of sales tax. The Export Sale is recognized at the time of issuance of Bill of Lading.

Interest income is recognized on an accrual basis on time proportionate basis, based on interest rates implicit in the transaction.

Dividend income is recognized on receipt basis.

(i) Taxes on income

The Deferred tax expense or benefit is recognized on timing differences being the difference between taxable incomes and accounting incomes 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.

(j) Foreign Currency Transactions

(i) Foreign Currency transactions during the year are recorded at the rate of exchange prevailing on the date of transaction. Foreign Currency monetary assets and liabilities are translated into Rupees at the rate of exchange prevailing on the date of the Balance Sheet except investment in shares of subsidiary company which has been carried at historic cost. All Exchange differences are dealt with in the Profit and Loss Account except for investment in overseas subsidiary. Foreign Currency monetary items are reported using the closing rate.

(ii) Where the company has entered into forward exchange contracts, the difference between the forward rate and spot rate at the date of the contract is recognized in the statement of the profit and loss over the life of the contract and difference between the spot rate at the date of contract and the exchange rate prevailing on the balance Sheet date is recognized as per Accounting Standard (AS) -11 (Revised) issued by the Institute of Chartered Accountants of India. Any Profit or Loss arising on cancellation or renewal of forward exchange contract is recognized as Income or as expenses for the year.

(k) Inventories

Items of Inventories are valued at cost or net realizable value, whichever is lower.

(l) Investments

Long term investments are stated at cost less provision for other than temporary diminution in value. Current investments are stated at lower of cost and fair value.

(m) Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

(n) Employee benefit

(i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(ii) Defined Benefit Plans:

- Leave Salary of employees on the basis of actuarial valuation as per AS 15.
- Gratuity Liability on the basis of actuarial valuation as per AS 15.

(iii) Defined Contribution Plans:

Provident fund & ESI on the basis of actual liability accrued and paid to authorities.

(o) Export benefit/ incentives

Export Entitlements in respect of the exports made under various scheme are recognized in the Profit and Loss Account when the right to receive credit as per the terms of the Schemes are established.

(p) Earning per share

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earnings per share are not different from basic earning per share.

3 Share Capital

(i) The authorized, issued subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs. 10/- each.

	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
Authorised 15000000 Equity Shares of Rs. 10/- each (March 31, 2012: 15000000 Equity Shares of Rs. 10/- each)	15000000	15000000
Issued, subscribed and fully paid up shares 5998020 Equity Shares of Rs. 10/- each (March 31, 2012: 5998020 Equity Shares of Rs. 10/- each)	59980200	59980200
	59980200	59980200

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

a) Equity shares

Particulars	As at 31st March, 2013		As at 31st March, 2012	
	No of Shares	Amounts in Rs.	No of Shares	Amounts in Rs.
At the beginning of the period	5998020	59980200	5148020	51480200
Issued during the period	-	-	850000	8500000
Outstanding at the end of the period	5998020	59980200	5998020	59980200

b) Detail of shares holding more than 5% shares in the company

Particulars	As at 31st March, 2013		As at 31st March, 2012	
	No of Shares	% holding in the class	No of Shares	% holding in the class
Equity shares of Rs. 10 each fully paid up				
Anil Monga	1445858	24.11	1445858	24.11
Rajesh Monga	511640	8.53	511640	8.53
Emmpac Holdings Private Limited	303498	5.06	-	-

(iii) The Company has issued bonus equity shares in the ratio of 1:1 out of its share premium account vide resolution passed in the meeting of the Board of Directors held on 14.05.2013 to the shareholders who are entitled for the same as on record date 09.05.2013. The number of shares of the company now stand increased from 5998020 to 11996040 and the Paid-up Share Capital from Rs. 59980200 to Rs. 119960400.

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	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
4 Reserves & Surplus		
a) Capital Reserves		
Opening balance	24951000	23451000
Add: Current Year Transfer	-	1500000
Closing Balance	24951000	24951000
b) Capital Reserves on Consolidation		
Opening balance	(481)	(481)
Add : Current Year Transfer	-	-
Closing Balance	(481)	(481)
c) Securities Premium Account		
Opening balance	282884000	214134000
Add : Securities premium credited on allotment of shares	-	68750000
Closing Balance	282884000	282884000
d) General Reserves		
Opening balance	143473000	131300000
Add: Current Year Transfer	20000000	12173000
Closing Balance	163473000	143473000
e) Surplus/ (Deficit) in the statement of profit and loss		
Opening balance	852617862	433151070
Add/(Loss) Net Profit/(Net Loss) For the current year	52776146	453470066
(Less)/Add Short / Excess provision of Income Tax for earlier Years	(2729433)	(4402651)
Less: Proposed Dividends	(11996040)	(14995050)
Less: Tax on Dividends	(1946058)	(2432572)
(-) Transfer to General Reserves	(20000000)	(12173000)
Closing Balance	868722477	852617862
f) Foreign Currency Translation reserve		
Opening balance	11370780	6725606
Add: Current Year Transfer	4208636	4645174
Closing balance	15579416	11370780
Total Reserves & Surplus	1355609412	1315296161
5 Long-term borrowings		
Term Loans		
From Banks		
Secured	3181619747	3611527736
From Other Parties		
Secured	4754008	5814904
Unsecured	325799775	305220510
	3512173530	3922563150

Note on repayment terms and security of long term borrowings:

- (a) **HDFC Bank Car Loan A/c No 17259339**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (b) **Indian Overseas Bank Corporate loan A/c No 271000002**-Repayable in 22 Quarterly Installments and Interest Payable Monthly-Secured against the personal guarantees of Directors
- (c) **Kotak Mahindra Prime Car Ltd. Loan A/c No. CF6509815**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (d) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF6677652**- Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (e) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF7056360**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (f) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF7106212**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (g) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF7569170**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (h) **Volkswagen Finance Pvt Ltd. Car loan A/c No 20111000714**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (i) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF8466261**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- (j) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF8466411**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- (k) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF8382587**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- (l) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF8689553**-Repayable in 36 Monthly EMI-Secured against hypothecation of Car
- (m) **Kotak Mahindra Prime Ltd. Car Loan A/c No CF8277734**-Repayable in 35 Monthly EMI-Secured against hypothecation of Car
- (n) **Term loan** syndicated from consortium of four banks, repayable within 22 equal quarterly installments .
Term loan mentioned in point 5 are secured by:
- Corporate guarantee of Emmons International Limited
 - Charge over property, plant and equipment.
 - Floating charge over the entity current assets.
 - Pledge of 100% share of M/s PT Star Emmons Indonesia.
 - Pledge of 100% share of a related party (M/s Bara Energy Makmur Indonesia.)
 - personal guarantees of third parties.
- (o) **Property loan** financed by Tamweel PJSC, Dubai repayable in 120 monthly installments - secured by mortgage of property

	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
6 Other Long term liabilities		
Security deposit received	1425000	1425000
	<u>1425000</u>	<u>1425000</u>
7 Long Term Provisions		
(a) Provision for employee benefits:		
(i) Provision for gratuity	18963688	14640279
(ii) Provision for leave encashment	8368163	6854183
(iii) Employees' end of service benefits	4137613	2304589
	<u>31469464</u>	<u>23799051</u>
8 Short-term borrowings		
(a) Loans repayable on demand		
From banks		
Secured	6372499730	6968313843
From others		
Unsecured from related parties	302015017	259473228
	<u>6674514747</u>	<u>7227787071</u>

Note on repayment terms and security of short term borrowings:

- (a) **Packing Credit with Oriental Bank of Commerce**-Repayable on demand-Secured against hypothecation of Stocks and advances, equitable mortgage of Properties and Personal guarantees of Directors
- (b) **Packing Credit with Indian Overseas Bank**: Repayable on demand-Secured against hypothecation of Stocks and advances, equitable mortgage of Properties and Personal guarantees of Directors
- (c) **Packing Credit with Bank of Baroda**-Repayable on demand-Secured against hypothecation of Stocks, equitable mortgage of Properties and Personal guarantees of Directors
- (d) **Packing Credit with Allahabad Bank**-Repayable on demand-Secured against hypothecation of current assets, equitable mortgage of Properties and Personal guarantees of Directors
- (e) **Buyer's Credit through Oriental Bank of Commerce**-Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors
- (f) **Buyer's Credit through Indian Overseas Bank**-Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors
- (g) **Buyer's Credit through Bank of Baroda**-Repayable on demand-Secured against hypothecation charge over the goods, equitable mortgage of Properties and Personal guarantees of Directors
- (h) **Buyer's Credit through Allahabad Bank**-Repayable on demand-Secured against hypothecation charge over the the goods, equitable mortgage of Properties and Personal guarantees of Directors

	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
9 Trade payables		
Other than Acceptances	2256021569	3110279031
	<u>2256021569</u>	<u>3110279031</u>
10 Other Current Liabilities		
(a) Current maturities of long-term debt	59991115	56362996
(b) Interest accrued but not due on borrowings	5833754	35464231
(c) Other payables		
(i) Statutory Dues (as and when Due)	11703536	9683860
(ii) Advances from customers	104388278	62483671
(iii) Expenses Payable	52760044	30081077
(iv) Exchange difference on forward contracts	-	88704300
(v) Due to related parties	591020	-
	<u>235267746</u>	<u>282780136</u>
11 Short Term Provisions		
(a) Provision for employee benefits	6902654	6700770
(b) Others (Specify nature)		
(i) Provision for Income Tax (Net of Advance Tax)	33765596	33347690
(ii) Provision for Wealth Tax	179903	189221
(iii) Provision for Proposed Dividend	11996040	14995050
(iv) Provision for Dividend Distribution Tax	1946058	2432572
	<u>54790251</u>	<u>57665303</u>

12 FIXED ASSETS

	GROSS BLOCK						ACCUMULATED DEPRECIATION						NET BLOCK	
	Balance as at 1st April 2012	Additions	On acquisition of subsidiary	Foreign currency translation differences	Disposals	Balance as at 31st March 2013	Balance as at 1st April 2012	Depreciation charge for the year	Depreciation adjustment for the year	On acquisition of subsidiary	Foreign currency translation differences	On disposals	Balance as at 31 March 2013	Balance as at 31 March 2012
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(i) Tangible Assets														
(a) Land	12461776	-	-	-	-	12461776	-	-	-	-	-	-	12461776	12461776
(b) Buildings	123748423	142675331	-	3017382	-	269441136	5204896	2544148	-	-	89685	-	261602407	118543527
(c) Plant and Equipment	4494823	-	-	249471	-	4744294	578952	580759	-	-	9371	-	3575212	3915871
(d) Furniture and Fixtures	15446636	1502623	-	462836	-	17412095	5838124	1613052	-	-	58075	-	9902844	9608512
(e) Vehicles	53654810	15552013	-	104218	7158735	62152206	17781511	5843264	-	-	15315	3906959	42419175	35873299
(f) Office equipment	10461422	776528	-	-	-	11237950	3039258	584162	-	-	-	3623420	7614530	7422164
(g) Computers	5975460	243960	-	-	333784	5885636	5646847	399028	1030517	-	-	333784	1204062	328613
(h) Generator	1555208	35437	-	-	-	1590645	248820	75320	-	-	-	-	1266505	1306388
Total	227798557	160785892	-	3833907	7492519	384925837	38338408	11639733	1030517	-	172446	4240743	340046510	189460149
Previous Year	161328472	55693514	8985992	6186271	4395692	227798557	29258480	9066011	-	3468371	(646968)	2807486	189460149	132069992
(ii) Intangible Assets														
(a) Goodwill	3574018741	-	-	235506019	-	3809524760	-	-	-	-	-	-	3809524760	3574018741
(b) Exploration Assets	255166990	18458929	-	248110	-	273874029	-	-	-	-	-	-	273874029	255166990
(c) Preliminary Expenses (Setup Cost)	69229	-	-	-	69229	-	69229	-	-	-	69229	-	-	-
(d) Brands /trademarks	5400	-	-	-	-	5400	3206	513	-	-	-	3719	1681	2194
(e) Computer software	590190	8925	-	-	-	599115	340389	81226	-	-	-	-	177500	249801
(f) Website Development Charges	151900	-	-	-	-	151900	100622	30422	-	-	-	-	20856	51278
Total	3830002450	18467854	-	235754129	69229	4084155204	513446	112161	-	-	-	69229	4083598826	3829489004
Previous Year	735270	81449	3829185731	-	-	3830002450	342427	180135	-	-	(9116)	-	3829489004	392841
(iii) Capital Work In Progress														
Total	742840	235367	-	-	-	978207	-	-	-	-	-	-	978207	742840
Total	742840	235367	-	-	-	978207	-	-	-	-	-	-	978207	742840
Grand Total	4058543848	179489113	-	-	7561748	4470059249	38851854	11751894	1030517	-	172446	4309972	4424623544	4019691994

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	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
13 Investments		
Investments in Equity Instruments		
Unquoted equity Instruments		
(a) Investment in Step-down Subsidiaries	41713586	36026439
	<u>41713586</u>	<u>36026439</u>
(b) Investments in other than subsidiaries/ Step-down Subsidiaries		
(i) 877300 (31 March 2012 : 877300) Equity shares of Rs.10/- each fully paid up in "Emmsons Infotech Limited"	8773000	8773000
	<u>8773000</u>	<u>8773000</u>
Quoted equity Instruments		
(i) 2123 (31 March 2012: 2123) Equity shares of Rs.2/- Each fully paid up in Ashapura Minechem Limited	307457	307457
(ii) 1500 (31 March 2012:1500)Equity shares of Rs.1/- Each fully paid up in Godrej Industries Limited	235129	235129
(iii) 50000 (31 March 2012: 50000) Equity shares of Rs.1/- Each fully paid up in Krishna Lifestyle Technologies Ltd.	104813	104813
(iv) 35000 (31 March 2012: 35000) Equity shares of Rs.1/- Each fully paid up in Marksans Pharma Limited	722453	722453
(v) 30000 (31 March 2012: 30000) Equity shares of Rs.10/- Each fully paid up in Nitin Spinner Ltd.	336697	336697
(vi) 24500 (31 March 2012:24500) Equity shares of Rs.10/- Each fully paid up in Brahmputra Infracore Ltd.	3099225	3099225
(vii) 1000 (31 March 2012: 1000)Equity shares of Rs.10/- Each fully paid up in Pyramid Saimira Theatre Ltd.	350828	350828
(viii) 95500 (31 March 2012:95500) Equity shares of Rs.1/- Each fully paid up in Sterling Bio Tech Ltd.	4304310	4304310
(ix) 49990 (31 March 2012: 49990)-Equity shares of Rs.1/- Each fully paid up in Sterling International Enterprises Ltd.	2692190	2692190
(x) 3000 (31 March 2012: 3000) Equity shares of Rs.10/- Each fully paid up in Zenith Computers Ltd.	123339	123339
(xi) 30000 (31 March 2012: 30000) Equity shares of Rs.10/- Each fully paid up in S.B.T. International Limited	517611	517611
	<u>12794052</u>	<u>12794052</u>
	<u>63280638</u>	<u>57593491</u>
14 Deferred tax assets (net)		
Deferred tax assets/(Liabilities) of Emmsons International Limited	2713036	1163650
Deferred tax assets as per financials of subsidiaries	32471570	33248383
Net deferred tax assets/(-liability)	<u>35184606</u>	<u>34412033</u>

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
15 Long term Loan and Advances		
(a) Capital Advances		
Unsecured, considered good	4500000	4500000
	<u>4500000</u>	<u>4500000</u>
(b) Security Deposits		
Secured, considered good	15476787	16788625
Unsecured, considered good	5095680	4472812
	<u>20572467</u>	<u>21261437</u>
(c) Loan and advances to related parties		
Secured, considered good	-	13282186
	<u>-</u>	<u>13282186</u>
(d) Loan and advances to employees		
Unsecured, considered good	674750	645500
	<u>674750</u>	<u>645500</u>
(e) Advances recoverable in cash or in kind		
Unsecured, considered good		
(i) Income tax refund (A.Y. 2010-2011)	252150	252150
(ii) Entry Tax Receivable	1143000	1143000
	<u>1395150</u>	<u>1395150</u>
	<u>27142367</u>	<u>41084273</u>
16 Other non current assets		
Unsecured, considered good		
(i) Realisable value of Keyman Insurance Policy	23063100	20573400
(ii) amounts recoverable from ex-employee	109340	14524
	<u>23172440</u>	<u>20587924</u>
17 Inventories		
Inventories consist of the following:		
(a) Stock in trade	1693301650	3014900716
(b) Goods in transit	25836934	46117154
	<u>1719138584</u>	<u>3061017870</u>
18 Trade Receivable		
Trade receivables outstanding for a period less than six months		
Secured, considered good	34732069	511629571
Unsecured, considered good	3378840856	4329169516
Trade receivables outstanding for a period exceeding six months		
Secured, considered good	-	8581928
Unsecured, considered good	1393384927	842529062
Unsecured, considered doubtful	11935275	8859602
	<u>4818893128</u>	<u>5700769679</u>

EMMSONS

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
19 Cash and cash equivalents		
(i) Cash and cash equivalents		
(a) Balances with banks		
In current accounts	182303150	254507629
In EEFC accounts	8086	30493
(b) Cash on hand	1063081	6945914
(c) Balance with bank to the extent held as margin money as deposits with maturity of less than three months	136077412	325793438
(ii) Other bank balances		
(a) Balance with bank to the extent held as margin money as deposits with maturity of more than three months	558001903	633480640
	877453632	1220758114
20 Short term Loan and Advances		
(a) Loan and advances to related parties		
Secured, considered good	464364674	426145366
	464364674	426145366
(b) Loan and advances to employees		
Unsecured, considered good	2677556	3116701
	2677556	3116701
(c) Advances recoverable in cash or in kind		
Unsecured, considered good		
(i) CENVAT/VAT credit receivable	1439409	1349251
(ii) Dispatch Earned Recoverable	1335828	1860213
(iii) Service Tax Refund Receivable	65018500	62393603
(iv) Prepaid expenses	29352501	125442109
(v) Other Receivable	169287205	-
	266433443	191045176
(d) Advances to Suppliers		
Unsecured, considered good	1103142128	861763758
	1103142128	861763758
(e) Advances to Creditors for expenses		
Unsecured, considered good	31919406	23775617
	31919406	23775617
	1868537207	1505846618
21 Other Current Assets		
(a) Accruals		
(i) Interest accrued on deposits	8354821	19603866
(b) Others		
(i) Export Incentive Receivable	314324452	322419505
(ii) Foreign Exchange Gain Receivable	7419348	-
(iii) Insurance Claim Receivable	-	4026657
(iv) Rent receivable	-	427500
	330098621	346477528

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
22 Revenue from Operations		
a) Sale of goods traded (Refer Note no. 23(i) below)		
(i) Domestic	17840368680	23357363769
(ii) Export	19454039490	18448895599
	<u>37294408170</u>	<u>41806259368</u>
b) Other operating revenues		
(i) Export Incentives received	76169360	73280795
(ii) Difference in exchange	(51092811)	(71082403)
(iii) Discount Received	34650906	35890806
(iv) Commission Received	-	111196951
(v) Contract Settlements	306565748	(39003565)
(vi) Forward Contract Forex Gain	(33848961)	(298956796)
(vii) Trade Margin	-	13282118
(viii) Shortage Recovered	-	16351071
(ix) Receipt from Hotel Booking	267626	3973089
(x) Receipt From Travel Related service	18583	298735
	<u>332730451</u>	<u>(154769199)</u>
	<u>37627138622</u>	<u>41651490169</u>
Note no. 23(i) : sale of goods traded includes -		
Rice	10238967653	12650200003
Maize	3610512324	3854731902
Wheat	4303630942	3992564061
Pulses	1465778731	1602311517
Sugar	917720580	2101586809
Soyabean	1651789362	1076843281
Urea	11886442053	15463768065
Other items	3219566526	1064253729
	<u>37294408170</u>	<u>41806259368</u>
Note: Sale of goods traded : other items include sale of coal, chrome ore, rubber , soyabean oil, palm olein/ oil, sulphur, rapeseed, barley, sorghum, teak logs, packing material and travel tickets.		
23 Other Income		
Interest Income	22011315	54808305
Dividend Received	29983651	43675
Net Gain/Loss on sale of Investments	-	(1346310)
Rent Received	5423000	3325000
Insurance Claim Received	-	1131338
Dispatch Earned	2574574	3438195
MTM-Commodity	2246955	1176522
Balance written off	17388674	1564638
	<u>79628169</u>	<u>64141362</u>
24 Purchases of goods traded includes:		
Rice	8341638412	11177540167
Maize	3134602126	3572926467
Wheat	4037576955	3431947476
Pulses	673042430	2267657693
Sugar	830366321	1750062223
Soyabean	1467701892	301320823
Urea	11804519233	15023273617
Other items	2896000632	1943368518
	<u>33185448001</u>	<u>39468096983</u>
Note: Purchase of other items include purchase of coal, chrome ore, rubber , soyabean oil, palm olein/ oil, sulphur, rapeseed, barley, sorghum, teak logs, packing material and travel tickets.		

EMMSONS

	As At 31 March, 2013 ₹	As At 31 March, 2012 ₹
25 Changes in inventories of stock in trade		
<u>Inventories at the end of the year (refer note no. 26(i))</u>		
(a) Stock in trade	1693301650	3014900716
(b) Goods in transit	25836934	46117154
	<u>1719138584</u>	<u>3061017870</u>
<u>Inventories at the beginning of the year:</u>		
(a) Stock in trade	3014900716	997662124
(b) Goods in transit	46117154	753985563
	<u>3061017870</u>	<u>1751647687</u>
(Increase)/Decrease in inventories	<u>1341879286</u>	<u>-1309370183</u>
Note no. 26 (i)		
Rice	835262365	1128574797
Maize	297086787	431555881
Wheat	125204504	99223094
Pulses	336884635	934122732
Sugar	-	125600
Soyabean	10790472	-
Other items	113909821	467415766
	<u>1719138584</u>	<u>3061017870</u>
Note: Purchase of other items include stock of barley, coal, sulphur, rapeseed, sorghum and packing material.		
26 Employee benefit expenses		
(a) Salaries and incentives	125825082	110695683
(b) Contributions to -		
(i) Provident fund	3883431	3084514
(ii) Employee State Insurance	158209	185963
(c) Gratuity	4941148	8958596
(d) Staff welfare expenses	1391304	1681942
	<u>136199174</u>	<u>124606698</u>
27 Finance Cost		
(a) Interest expense	737449225	485085248
(b) Other borrowing costs	242072550	252753671
	<u>979521775</u>	<u>737838920</u>

	As At 31 st March, 2013 ₹	As At 31 st March, 2012 ₹
28 Other Expenses		
Business Promotion	7030856	34282865
Discount Allowed	3409024	14128548
Documentation Charges	2172159	2216563
Festival Celebration	135199	6543773
Freight & Cartage	1377474090	1630187981
Fumigation & Phyto Expenses	27788543	25663861
Hotel Booking Charges	139851	3566510
Inspection Charges	20778069	26830375
Insurance	18721005	38250798
Legal and Professional Charges	29985043	25193839
License & Registration Fees	488511	155560
Loss on Sale of Fixed Assets	2140667	783140
Port Charges	16959678	28969694
Postage and Telegram	750435	905107
Power & Fuel -Electricity & Water Expenses	1887453	1833942
Rent	88425465	74537335
Printing, Stationery, Periodicals & Books	901927	2367205
Payments to Auditor's	1022375	1021118
Rates & Taxes	340468	136585
Repairs and maintenance - Buildings	2588085	2062527
Repairs and maintenance - Machinery	382881	515709
Repairs and maintenance - Others	3777222	3825110
Retainer ship & Consultancy Charges	24274114	6422334
Security Transaction Tax	-	42344
Sitting Fee	589450	500000
Stamping & Filing Fees	3857285	1589052
Survey Fees	1808403	184737
Telephone Expenses	6191237	5370885
Travelling Expenses(including Foreign Travel)	30289790	31538359
Vehicle Repair & Maintenance Expenses	4514239	3026701
Loss on MTM Shares	-	3232412
Advertisement and Publicity	1372969	2330126
Brokerage and Commission	75845374	56446055
Corporation / Export Cess & Export Duty	501380	270879
Detention, Demurrage & Claim	90848031	80002404
Meeting & Seminar Expenses	851513	358379
Membership Fees and Subscriptions	2344110	1605818
Packing Charges	2957525	3362780
Processing/Sortex Charges	15451080	-
Bad debts written off	977559	-
Trade Expenses	30181367	49614445
Acquisition related expenses	-	24050421
Utilities	1722114	750842
Miscellaneous Expenses	13917203	14305716
	1915793748	2208982835
29 Exceptional Items		
Increase in Realisable Value of Keyman Ins. Policy	(2489700)	(20573400)
Litigation Settlement	39964291	-
	37474591	(20573400)

30 Employee benefit plans

As per the Accounting Standard 15 'Employee Benefits' the disclosure of employee benefit as defined in the Accounting Standard are given below:

(i) Defined contribution plans

Contribution to Defined Contribution Plans, recognized as expenses for the year is as under:

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Employer's contribution to provident fund	Employer's contribution to ESI	Employer's contribution to provident fund	Employer's contribution to ESI
Contribution to defined contribution plans	3883431	158209	3084514	185963

(ii) Defined Benefit Plans: -

The Company offers the gratuity and leave encashment employee benefit schemes to its employees.

The following table sets out the amount recognized in the financial statements:

(ii-a) Expenses recognized during the year

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Components of employer expense				
Current service cost	2098275	585312	1742801	1227485
Past service cost	-	-	-	-
Interest cost	1443015	691206	657794	303264
Expected return on plan assets	-	-	-	-
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Actuarial losses/(gains)	1399858	1328666	6558001	3140219
Total expense recognized in the Statement of Profit and Loss	4941148	2605184	8958596	4670968

(ii-b) Table showing changes in present value of obligations during the period:

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Present value of obligation as at beginning of the period	16779248	8037275	8222428	3790806
Acquisition adjustment	-	-	-	-
Interest cost	1443015	691206	657794	303264
Past service cost	-	-	-	-
Current service cost	2098275	585312	1742801	1227485
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Benefit paid	-57115	-957569	-401776	-424499
Actuarial gain/(loss) on obligations	1399858	1328666	6558001	3140219
Obligation as on closing of the year	21663281	9684890	16779248	8037275

(ii-c) **Change in the plan assets:** There is no change in the plan assets in the case of gratuity and leave encashment because there is no funded scheme taken by the company.

(ii-d) **Reconciliation of fair value of assets and obligations:**

Particulars	As at 31st March, 2013 ₹		As at 31st March, 2012 ₹	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Fair value of plan assets	-	-	-	-
Present value of obligations	21663281	9684890	16779248	8037275
Amounts recognized in balance sheet	21663281	9684890	16779248	8037275

(ii-e) **Actuarial Assumptions:**

Demographic Assumptions:

Mortality: Published rates under Indian assured lives mortality (1994-96) (modified) ultimate table.

Indian assured lives mortality (1994-96) (modified) ultimate table are used of calculation as on 31.03.2011, 31.03.2012 and 31.03.2013

Withdrawal : Withdrawal rate are in accordance with the following table:

Particulars	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
For all ages	10% per annum		10% per annum	

Financial Assumptions:

Particulars	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Discount Rate	8.10%	8.10%	8.60%	8.60%
Rate of increase in compensation level	6.50%	6.50%	5.00%	5.00%
Rate of return on plan assets	-	-	-	-

31 a) PRINCIPLE OF CONSOLIDATION

The consolidated financial statements relate to Emmsons International Limited (the Company) and its subsidiaries companies, Emmsons SA, Emmsons Gulf DMCC & Emmsons Grains Ltd. The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries companies 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 intra-group balances and intra-group transactions resulting in unrealized profit or losses in accordance with Accounting Standard (AS)-21 – “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.
- ii) The consolidated financial statements are prepared using uniform accounting policies for the transaction and other events in similar circumstance and are presented in the same manner as the company’s separate financial statements.
- iii) The difference between the cost of investment and the parent’s portion of equity in the subsidiary companies as on the date of the holding- subsidiary relationship coming into existence and at anytime thereafter is recognized as goodwill as the case may be.
- iv) Investment made by the parent company in the subsidiary companies subsequent to the holding-subsidiary relationship coming into existence are eliminated while preparing the consolidated financial statements.
- v) Minority Interest’s Share of the net profit of consolidated subsidiaries for the year is identified and adjusted against the income/ loss of the group in order to arrive at the net income attributed to shareholders of the Company.
- vi) Since the company holds 99.99% stake in the subsidiary company therefore, Minority Interest’s Share of the net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet under the head Reserve & Surplus together with other reserves of the group company.

b) THE SUBSIDIARIES COMPANIES CONSIDERED IN THE CONSOLIDATED FINANCIAL STATEMENTS

Name of the Subsidiaries	Country of Incorporation	Proportion of ownership interest
1. Emmsons S.A..	Switzerland	99.99%
2. Emmsons Gulf DMCC	Dubai	100.00%
3. Emmsons Grains Limited	Cyprus	100.00%

32 SEGMENT REPORTING AS PER AS -17:

Company is primarily engaged in business of trading accordingly company is single business segment company. The geographic segments have been identified as below:

(Rs. In Lacs)

	Current Year		Previous Year	
	India	Outside India	India	Outside India
Total Revenue	183731.88	230357.21	190527.45	263992.28
Less : Inter Segment	37021.42	-	37363.41	-
External Revenue	146710.46	230357.21	153164.04	263992.28
Segment results before Tax	1488.37	-491.08	1714.50	3251.65
Less: Current Tax	480.00	0.19	530.00	0.18
Deferred Tax	-15.49	8.35	-32.73	-62.40
Net Profit after Tax	1023.87	-499.63	1217.23	3313.86
Segment assets	71915.60	69959.65	77353.31	82729.08
Segment Liabilities	71915.60	69959.65	77353.31	82729.08
Depreciation	66.14	41.07	72.97	19.49

33 Related party disclosure

As required by Accounting Standard-18, "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, relevant information is provided here below:

(a) Related parties with whom transactions have taken place during the year:

Name	Relationship
Mr. Anil Monga	Key Managerial Personnel
Mr. Rajesh Monga	Key Managerial Personnel
Mr. Shivaz Monga	Key Managerial Personnel
Mr. Vijay Kumar Kakkar	Key Managerial Personnel
Mr. Viresh Shankar Mathur	Key Managerial Personnel
Mr. Satish Chandra Gupta	Key Managerial Personnel
Mr. Jonathan Grange	Key Managerial Personnel
Mr. Kanishk Monga	Key Managerial Personnel
Mr. Evi Papageorgiou	Key Managerial Personnel
Mr. Georgia Kafkalia	Key Managerial Personnel
M/s Emmsons Gulf DMCC	Subsidiary (Control Exists)
M/s Emmsons Asia Pte. Ltd.	Subsidiary of Emmsons Gulf DMCC (Control Exists)
M/s PT Star Emmsons -Indonesia	Subsidiary of Emmsons Gulf DMCC (Control Exists)
M/s PT Bara Energy Makmur - Indonesia	Subsidiary of PT Star Emmsons - Indonesia (Control Exists)
M/s Emmsons S.A.	Subsidiary (Control Exists)
M/s Emmsons Grains Limited	Subsidiary (Control Exists)
M/s Terra Firma LLC - Ukraine	Subsidiary of Emmsons Grains Limited (Control Exists)
M/s Amber Agro LLC - Ukraine	Subsidiary of Emmsons Grains Limited (Control Exists)
M/s Krinichanska LLC - Ukraine	Subsidiary of Terra Firma - Ukraine (Control Exists)
M/s Yuzhne - Ukraine	Subsidiary of Terra Firma - Ukraine (Control Exists)
M/s Nickland LLC - Ukraine	Subsidiary of Terra Firma - Ukraine (Control Exists)

(b) Following are the details of the transactions with the related party:

Nature of transactions	Related Parties	Current Year	Previous Year
Salaries, allowances & perquisite	Key Managerial Personnel's	31991765	30403852
Salaries, allowances & perquisite	Key Managerial Personnel's relative	-	262716
Sitting fee	Key Managerial Personnel's	520000	500000
Rent	Key Managerial Personnel's	300000	300000
Advance Given	Key Managerial Personnel's	280764	280498
Due to Related Party	Key Managerial Personnel's	302606037	52917748
Investment in shares	Subsidiary	-	15816600
Investment in shares at reporting date	Subsidiary	59593644	59593644
Sales	Subsidiary/Stepdown subsidiary	3644195172	3707410979
Purchase of trading goods	Subsidiary	-	-
Interest Income	Subsidiary	69892141	28930501
Loan and advances given to subsidiary	Subsidiary	952179571	79420447
Loan and advances received back from subsidiary	Subsidiary	-	163630440

EMMSONS

(c) Disclosure of material transactions:

Particulars	Current year ₹	Previous year ₹
<u>Salaries, allowances & perquisite</u>		
Mr. Anil Monga (Chairman & Managing Director)	10327652	9880055
Mr. Rajesh Monga (Whole time Director)	6860000	6593750
Mr. Shivaz Monga (Executive Director)	7642418	7246788
Mr. Kanishk Monga	7092245	6609651
Mr. Evi Papageorgiou	34725	36804
Mr. Georgia Kafkalia	34725	36804
<u>Salaries, allowances & perquisite</u>		
Ms. Manya Kumar	-	262716
<u>Sitting fee</u>		
Mr. Satish Chandra Gupta	180000	160000
Mr. Vijay Kumar Kakkar	140000	170000
Mr. Viresh Shankar Mathur	200000	170000
<u>Rent</u>		
Mr. Anil Monga	300000	300000
<u>Investment in shares</u>		
Emmsons Grains Limited	-	15816600
<u>Sales</u>		
Emmsons Gulf DMCC	2473110697	3506743967
Emmsons Asia Pte. Ltd.	1159138823	20067012
Emmsons Gulf DMCC to Emmsons Asia Pte Ltd (Step down subsidiary)	11945652	-
<u>Purchase of trading goods</u>		
Emmsons Gulf DMCC	-	-
<u>Interest Income</u>		
Emmsons Gulf DMCC	37312141	20591128
Emmsons Grains Limited	32580000	8339373
<u>Loan and advances given to subsidiary</u>		
Emmsons Gulf DMCC	376233000	74820000
Emmsons SA	-	-
<u>Loan and advances received back from subsidiary</u>		
Emmsons Gulf DMCC	-	163624990
Emmsons SA	-	-

34 Earning per share

Basic and diluted earnings per share are calculated by dividing the net Profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares, accordingly, basic, and diluted earning per share are the same.

Particulars	Current year ₹	Previous year ₹
(a) Profit after taxation and exceptional items (Rs.)	52776146	453470066
(b) Weighted average number of shares outstanding during the year	5998020	5222337
(c) Nominal Value per share (Rs.)	10	10
(d) Basic and diluted earning per share (in Rs.) d=(a/b)	8.80	86.83

35 Contingent liabilities and commitments (to the extent not provided for)**(Amount in Rs. in Lacs)**

	Current year	Previous year
Contingent liabilities		
(a) Guarantees to sale tax authorities	5.90	5.90
(b) Guarantees - Corporate Guarantee for credit facility to subsidiary	27142.61	25438.08
(c) Letter of credit issued for purchase	9007.08	512.00
(d) Other guarantees	3143.97	4553.66
(e) Tax Demand totaling Rs. 8.60 Lacs for Assessment year 2004-2005 raised by the Income Tax Department is being contested by the Company in appeal. No provision has been made for the liability in the accounts under report. Other Tax demand of Rs. 10.11 Lacs For Assessment Year 2008-2009 raised by Income Tax Department is under rectification for apparent error		
(g) The company has entered an arbitration suit against the Punjab State Warehousing Corporation. The arbitration tribunal has issued its award for Rs.890.25 lacs. However, both the parties have filed separate applications in the court with requests for setting aside the award. The case is still in progress and as such quantification of any liability or recovery, if any, is not possible, hence no provision for the same has been made. However, the company is fairly confident of its position and expects to get a favorable judgment in the case.		

36. Previous year figures have been regrouped/recasted wherever found necessary

As per our report of even date attachedFor **Suresh & associates**

FRN: 003316N

Chartered Accountants

Sd/-

(CA Suresh K. Gupta)

Partner

M. No. 080050

Date : 30.05.2013

Place : New Delhi

For and on behalf of Board of Directors

Sd/-

(Rajesh Monga)

Director

DIN. 00249642

Sd/-

(Anil Monga)Chairman &
Managing Director

DIN. 00249410

Statement pursuant to Sec. 212 (8) of the companies Act, 1956 relating to Subsidiaries Companies

S. No	Name of the Subsidiary / Step down Subsidiary	Reporting Currency	Capital	Reserves	Total Assets	Total Liabilities	Details of Investment (Except in case of investment in subsidiaries)	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend
1	Emmsons S.A., Aigle	CHF	1000000	(630329)	1534005	1164334	0	0	(30627)	(335)	(30962)	0
2	Emmsons Gulf DMCC, Dubai	AED	200000	39170958	572899087	533528129	0	1389406906	2608524	0	2608524	0
3	Emmsons Asia Pte. Ltd., Singapore	USD	80308	(58637)	1763618	1741947	0	43928620	(19949)	0	(19949)	0
4	PT Star Emmsons, Indonesia*	USD	99112	(2085248)	6541466	8527601	0	0	0	0	0	0
5	PT Bara Energi Makmur, Indonesia*	USD	687036	23015	5433942	4723891	0	0	0	0	0	0
6	Emmsons Grains Limited, Cyprus	USD	300000	(3570214)	9645714	12915928	0	0	(1217337)	0	(1217337)	0
7	Terra Firma LLC, Ukraine*	UAH	3055300	(74400)	2990200	9300	0	13800	(7100)	0	(7100)	0
8	Amber Agro LLC, Ukraine*	UAH	3018500	(11499100)	18009400	26490000	0	2352300	(1579500)	(20500)	(1600000)	0
9	Krinichanska LLC, Ukraine*	UAH	16500	(4005700)	22791400	26780600	0	12377800	(8427700)	0	(8427700)	0
10	Yuzhine, Ukraine*	UAH	471300	(4207600)	12652800	16389100	0	4766800	(5252500)	0	(5252500)	0
11	Nickland LLC, Ukraine*	UAH	2881100	1123500	5253000	1248400	0	1205000	94100	(19900)	74300	0

* Audited Figures of 31 st December, 2012

ATTENDANCE SLIP

EMMSONS INTERNATIONAL LIMITED

2637, FIRST FLOOR, NAYA BAZAR, DELHI-110 006

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Master Folio No.

NAME AND ADDRESS OF THE SHAREHOLDER

No. of Shares held :

I/We hereby record my/our presence at the 20th ANNUAL GENERAL MEETING of the Company held on Monday, the 30th day of September, 2013 at 11.00 A.M. at Niryat Bhawan, Rao Tula Ram Marg, Opp.Army Hospital Research & Referral, New Delhi -110057.

(
NAME OF THE SHAREHOLDER OR PROXY
(In Block Letters)

(
Signature of the Shareholder or Proxy

PROXY FORM

EMMSONS INTERNATIONAL LIMITED

2637, FIRST FLOOR, NAYA BAZAR, DELHI-110 006

I/We _____ of _____ being a member/members of EMMSONS INTERNATIONAL LIMITED appoint _____ of _____ or falling him/her _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 20th ANNUAL GENERAL MEETING of the Company held on Monday, the 30th day of September, 2013 at 11.00 A.M. at Niryat Bhawan, Rao Tula Ram Marg, Opp.Army Hospital Research & Referral, New Delhi -110057 and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Affix a
Rupee One
Revenue
Stamp

Note : This Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

NO GIFTS WILL BE GIVEN AT THE ANNUAL GENERAL MEETING.

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EMMSONS

If undelivered please return to:

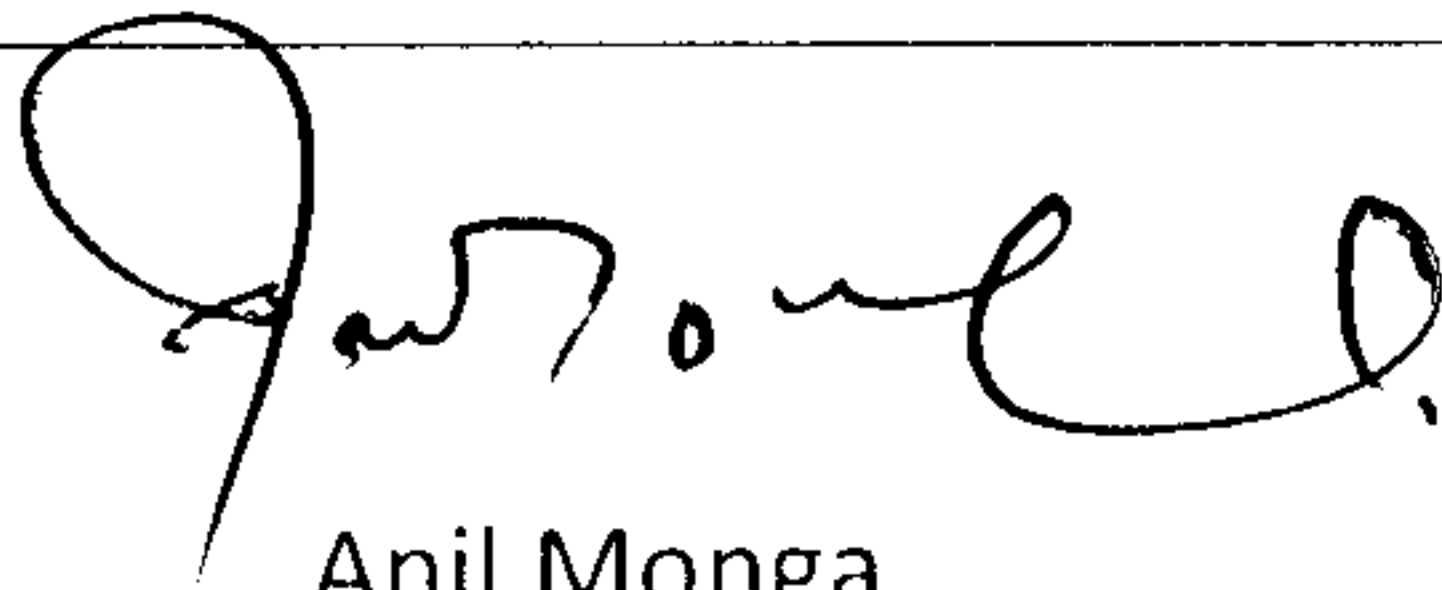

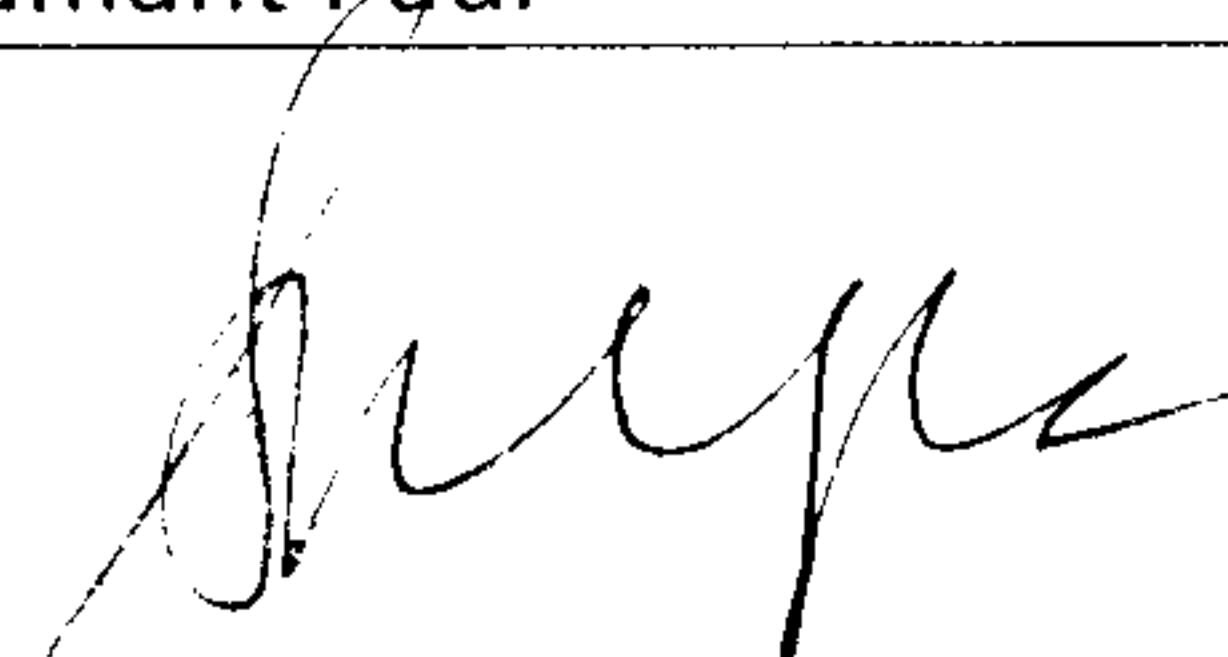
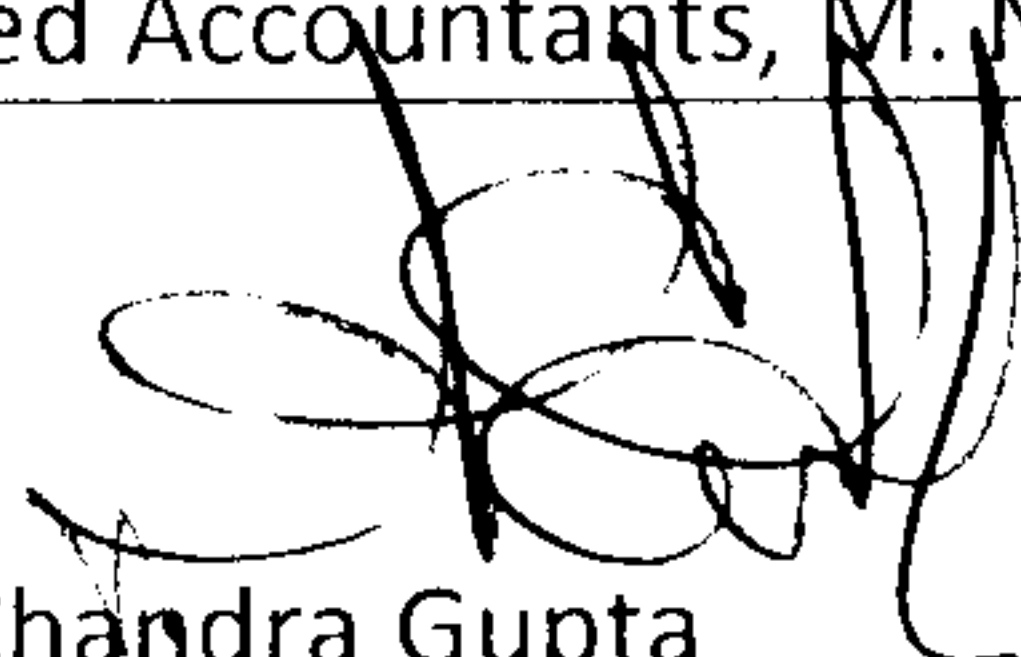
Emmons International Limited

Regd. Office: 2637, First Floor, Naya Bazar Delhi-110006, India, Ph: +91- 11- 23929341, 23922810.



Trading House
recognised by Govt. of India
Form B

Covering Letter of the Annual Audit Report to be filed with the Stock Exchange

1	Name of the Company	Emmsons International Limited
2	Annual Financial Statements for the year ended	31 st March, 2013
3	Type of Audit Qualification	Qualified(Consolidated Auditor Report, Clause No. 3)
4	Frequency of Qualification	Appeared First Time
5	Draw attention to relevant notes in the Annual Financial Statements and Management response to the qualification in the Directors Report.	<p>Consolidated Auditor Report:- Clause No. 3:- Basis for qualified opinion Emmsons Grains Limited (Subsidiary Company in Cyprus)has an investment in one of its subsidiaries carried out an amount of US\$373.206 [Rs.20265059] (2012:US\$373.206) [Rs.18984989]and loan receivable from this subsidiary and other group companies amounting to US\$ 8.398.221 [Rs.456023400] (2012:US\$8.228.701) [Rs.418594020].IFRS (International Financial Reporting Standards) Financial Statements or other relevant supporting documentation has not been available to us to determine whether the carrying value of investment and of the loan advanced have suffered any impairment.</p> <p>Management Response in Directors Report:- The Primary activity of the Ukrainian companies which are subsidiaries of EGL is farming operations. Ukrainian Law does not require preparation of accounts of these companies under International Financial Reporting Standards (IFRS) however the accounts are prepared and filed with Authorities as prescribed under Ukrainian law. Copies of these accounts were made available to the Auditors.</p>
6	Additional comments from the board/Audit Committee	----
7	To be signed by:-	
	Chairman & Managing Director	 Anil Monga
	CFO	 Hamant Paul
	Auditor of the Company	 Suresh K. Gupta, Partner, Suresh & Associates, Chartered Accountants, M. No. 080050
	Chairman of Audit Committee	 Satish Chandra Gupta



2001-2002/2009-2010

Admn. Off. : 101 South Delhi House, 12 Zamrudpur Community Centre, Kailash Colony, New Delhi -110040, India

Tel. : 2924 7721-25 Fax : 91 11 2924 7730 e-mail : corporate@emmsons.com Visit us : www.emmsons.com

Regd. Office : 2637 (First Floor), Naya Bazar, Delhi-110006, Tel. : 2392 9341, 2392 2810 Fax : 91 11 2392 4234



1998-1999