

ANIL A. DIKSHIT & CO.

Chartered Accountants

15-A/11, Brindaban, Thane - 400 601

Tel. : +91- 98201 31902

anil_dikshit@hotmail.com

Independent Auditor's Report To the Members of G I Biotech Private Limited

Report on the financial statements

We have audited the accompanying financial statements of G I Biotech Private Limited (the company), which comprise the balance sheet as at 31 March 2012, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial 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 principles generally accepted in India, including 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.

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, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- In the case of the balance sheet, of the state of affairs of the company as at 31 March 2012
- In the case of the statement of profit and loss, of the loss for the year ended on that date, and
- in the case of the cash flow statement, of the cash flows for the year ended on that date.



Report on other legal and regulatory requirements

The company is a private company with a paid up capital and reserves not more than fifty lakh rupees, does not have outstanding loan of twenty-five lakh rupees or more from any bank or financial institution and does not have a turnover exceeding five crore rupees. Accordingly, the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act is not applicable to the company.

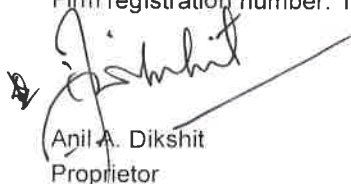
1. As required by section 227(3) of the Act, we report that:

- (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 sub-section (3C) of section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from the directors as on 31 March 2012, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2012, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Anil A. Dikshit & Co.

Chartered Accountants

Firm registration number: 100410W


Anil A. Dikshit
Proprietor

Membership no.: 036706

Place: Thane

Date: 29 May 2012



G I BIOTECH PRIVATE LIMITED

BALANCE SHEET AS AT MARCH 31, 2012

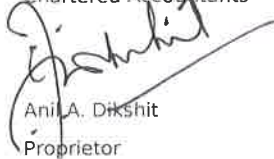
	Notes	March 31, 2012 ₹.	March 31, 2011 ₹.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	100,000.00	100,000.00
Reserves and surplus	4	34,661.00	126,342.00
		<u>134,661.00</u>	<u>226,342.00</u>
Non-current liabilities			
Deferred tax liability (net)	5	73,675.00	65,667.00
		<u>73,675.00</u>	<u>65,667.00</u>
Current Liabilities			
Other Current liabilities - Trade payables	6	638,449.00	634,037.00
TOTAL		<u>846,785.00</u>	<u>926,046.00</u>
ASSETS			
Non-current assets			
Fixed Assets			
Tangible assets	7	661,761.00	699,818.00
Intangible assets	8	27,809.00	48,609.00
		<u>689,570.00</u>	<u>748,427.00</u>
Current Assets			
Cash and cash equivalents	9	134,087.00	163,467.00
Short-term loans and advances	10	23,128.00	14,152.00
		<u>157,215.00</u>	<u>177,619.00</u>
TOTAL		<u>846,785.00</u>	<u>926,046.00</u>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Anil A. Dikshit & Co.

Chartered Accountants


Anil A. Dikshit
Proprietor

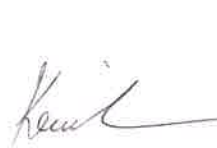

Membership No.: 36706

Thane

Date: May 29, 2012



For and on behalf of the Board of Directors

 
Krishna Datla Satish Varma
Director Director

Thane

Date: May 29, 2012



G I BIOTECH PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

	Note No	March 31, 2012 ₹.	March 31, 2011 ₹.
Income			
Operating revenue	11	-	141,523.00
Other income	12	-	2,126.00
Total revenue (I)		<u>-</u>	<u>143,649.00</u>
Expenses:			
Other expenses	13	24,816.00	10,056.00
Total (II)		<u>24,816.00</u>	<u>10,056.00</u>
Earnings before interest, tax, depreciation and amortization expense(EBITDA) (I) – (II)		<u>(24,816.00)</u>	<u>133,593.00</u>
Depreciation and amortization expense	14	58,857.00	58,857.00
Profit/(loss) before tax		<u>(83,673.00)</u>	<u>74,736.00</u>
Tax expense:			
Current tax		-	14,895.00
Less: MAT Credit		-	(14,895.00)
		<u>-</u>	<u>-</u>
Deferred tax		8,008.00	13,163.00
Total tax expense		<u>8,008.00</u>	<u>13,163.00</u>
Add: Provision for tax in respect of earlier years written off (net)		<u>-</u>	<u>37,097.00</u>
Profit/(loss) for the year		<u>(91,681.00)</u>	<u>24,476.00</u>
 Earnings per equity share [nominal value of share ₹ 10]	15		
Basic / Diluted		(9.17)	6.16
 Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Anil A. Dikshit & Co.

Chartered Accountants


Anil A. Dikshit
Proprietor



Membership No.: 36706

Thane

Date: May 29, 2012



For and on behalf of the Board of Directors

 
Krishna Datla Satish Varma
Director Director

Thane

Date: May 29, 2012



Notes to financial statements for the year ended 31 March 2012
Cash Flow Statement

PARTICULARS	March 31, 2012 ₹	March 31, 2011 ₹
A. Cash Flow From Operating Activities		
Profit/(Loss) before tax	(83,673.00)	74,736.00
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation	58,857.00	58,857.00
Interest on Income tax refund	-	2,126.00
Operating profit/(loss) before working capital changes	(24,816.00)	135,719.00
Movements in working capital :		
Increase/(decrease) in trade payables	4,412.00	110,096.00
Decrease/(increase) in short-term loans and advances	(9,272.00)	1,000.00
Cash generation from operations	(29,676.00)	246,815.00
Direct taxes paid (net of refunds)	296.00	(92,740.00)
Net cash flow from/ (used in) operating activities	(A) (29,380.00)	154,075.00
B. Cash Flow From Investing Activities		
Net cash flow from/ (used in) investing activities	(B) -	-
C. Cash Flow From Financing Activities		
Net cash flow from/ (used in) in financing activities	(C) -	-
Net increase/(decrease) in cash and cash equivalents	(A+B+C) (29,380.00)	154,075.00
Cash and cash equivalents at the beginning of the year	163,467.00	9,392.00
Cash and cash equivalents at the end of the year	134,087.00	163,467.00
Components of cash and cash equivalents		
With scheduled banks on:		
Current account	134,087.00	163,467.00
Total cash and cash equivalents (note 9)	134,087.00	163,467.00

As Per our report of even date attached

For Anil A. Dikshit & Co.
Chartered Accountants

Anil A. Dikshit

Proprietor

Membership No.: 36706

Thane

Date: May 29, 2012



For and on behalf of the Board of Directors

Krishna Datla
Director

Satish Varma
Director

Thane

Date: May 29, 2012

1. Corporate information

GI Biotech Private Limited ('the Company') is a private company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing and marketing of throat lozenge.

2. Basis of preparation

The financial statements have been prepared to comply in all material respects with the notified Accounting Standards by Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision of impairment is made.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies

a) Change in accounting policy

Presentation and disclosure of financial statements

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

(b) Use of estimates

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

(c) Tangible fixed assets

Fixed assets, except land, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

(d) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule XIV to the Companies Act, 1956, whichever is higher. The Company has used rates based on the following estimated useful life of the fixed assets.

	Estimated useful life (in years)
Plant & Machinery	20

Assets costing below Rs. 5,000 are fully depreciated on installation.

(e) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Trade Mark	5
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The amortization period and the amortization method are reviewed at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies".

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.



(e) Impairment of tangible and intangible asset

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, are recognized in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

(f) Revenue recognition

Income from rental recognised on proportionate basis as and when the rental are due, in accordance with the arrangement entered into as per contracted rates.

Interest on income tax refund is recognised on receipt of the refund order.

(g) Leases

As Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating lease. Operating lease payments are recognised as an expense in the Profit and Loss Account on a straight line basis over the lease term.

(h) Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each reporting date.

The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.



G I BIOTECH PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

(i) Provisions

A provision is recognised when the Company has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on 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.

(j) Contingent liabilities and contingent assets

Contingent assets are not recognized in the financial statements of the Company. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare case where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(k) Earnings per share

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

(l) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(m) Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012



Note 8 - Intangible assets:

Trade Mark	
As at April 1, 2010	104,000.00
At March 31, 2011	104,000.00
At March 31, 2012	104,000.00
Amortization	
As at April 1, 2010	34,591.00
Charge for the year	20,800.00
At March 31, 2011	55,391.00
Charge for the year	20,800.00
At March 31, 2012	76,191.00
Net Block	
At March 31, 2011	48,609.00
At March 31, 2012	27,809.00

Note 9. Cash and bank balances :

	Non-current		Current	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
	₹	₹	₹	₹
Cash and cash equivalents				
Balances with banks:				
With scheduled banks on:				
Current account			134,087.00	163,467.00
			134,087.00	163,467.00

Note 10 - Loans and advances :

	Non-current		Current	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
	₹	₹	₹	₹
Other loans and advances				
Prepaid expenses			9,272.00	-
MAT credit entitlement			13,856.00	14,152.00
			23,128.00	14,152.00

Note 11 - Revenue from operations

	March 31, 2012	March 31, 2011
	₹	₹
Royalty Income		141,523.00
		141,523.00

Note 12 - Other income:

	March 31, 2012	March 31, 2011
	₹	₹
Interest on income-tax refunds		2,126.00
		2,126.00

Note 13 - Other expenses:

	March 31, 2012	March 31, 2011
	₹	₹
Rates and taxes	1,500.00	-
Insurance	3,723.00	-
Legal and professional charges	9,567.00	-
Payment to auditors (Audit fees)	10,000.00	10,000.00
Miscellaneous expenses	26.00	56.00
	24,816.00	10,056.00

Note 14 - Depreciation and amortization expense

	March 31, 2012	March 31, 2011
	₹	₹
Depreciation of tangible assets	38,057.00	38,057.00
Amortization of intangible assets	20,800.00	20,800.00
	58,857.00	58,857.00

Note 15 - Earnings per share (EPS):

	March 31, 2012	March 31, 2011
	₹	₹
Profit/ (loss) after tax	(91,681.00)	61,573.00
Weighted average number of equity shares in calculating basic EPS	10000	10000
Earnings per share (EPS):	(9.17)	6.16



G I BIOTECH PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

Note 16 - Related party disclosures:

- a. Parties where control exists
Holding company
Fermenta Biotech Limited
- b. Other related party relationships where transactions have taken place during the year
NIL
- c. An individual directly controlling the holding company, namely DIL limited and can exercise significant influence:
Krishna Datla - Director
- d. Related party relationship is identified by the Company on the basis of available information.
- e. Transactions with related parties.
Following table provides the total amount of transaction that have been entered into with related parties for the relevant financial year.

		₹.
Particulars		Holding Company
1	Royalty income	
	- Fermenta Biotech Limited	(141,523.00)
2	Balance outstanding as at the year end	
	Trade payable	
	- Fermenta Biotech Limited	624,037.00
		(624,037.00)

(Figures in brackets are the corresponding figures in respect of the previous year.)

As per our report of even date attached

For Anil A. Dikshit & Co.

Chartered Accountants

Anil A. Dikshit

Proprietor

Membership No.: 36706

For and on behalf of the Board of Directors

Krishna Datla

Director

Satish Varma

Director

Thane

Date: May 29, 2012

Thane

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