

LACTOSE (INDIA) LIMITED

LACTOSE

22nd

ANNUAL REPORT 2012-2013

LACTOSE (INDIA) LIMITED

BOARD OF DIRECTORS

Shri. S. M. Maheshwari	<i>Chairman & Managing Director</i>
Shri. Atul Maheshwari	<i>Executive Director</i>
Shri. G. K. Sarda	<i>Director</i>
Shri. Pramod Kalani	<i>Director</i>
Shri. Mahendra Singhi	<i>Director</i>

AUDITORS

Singrodia Goyal & Co.
Chartered Accountants
4 A, Kaledonia - HDIL,
2nd Floor, Sahar Road, Near Andheri Station
Andheri (East), Mumbai - 400 069

FINANCE MANAGER

Nitesh Kumar Khetan

BANKERS

Oriental Bank of Commerce
Prabhadevi Branch, Aman Chambers,
1st Floor, Veer Savarkar Marg,
(Opp. New Passport Office),
Prabhadevi, Mumbai - 400 025.

REGISTERED OFFICE & WORKS

Survey No. 6,
Village Poicha (Rania),
Savli, Dist. Vadodara,
Gujarat - 391 780.

CORPORATE OFFICE

Unit No. G-02, 'A' Wing, Ground Floor,
Navbharat Estates, Zakaria Bunder Road,
Sewri (West), Mumbai - 400 015.

REGISTRAR & SHARE TRANSFER AGENT

Big Share Services Pvt. Ltd.
E 2/3, Ansa Industrial Estate,
Saki vihar Road, Saki Naka,
Andheri (East), Mumbai - 400 072.
ISIN No. - INE 0581013
BSE Scrip Code - 524202

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NOTICE

NOTICE is hereby given that the Twenty second Annual General Meeting of the Members of **LACTOSE (INDIA) LIMITED** will be held at the Registered office of the Company, at Village Poicha (Rania), Survey No. 6, Savli, District Vadodara – 391 780 on Monday the **30th day of September, 2013** at 11.00 a. m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Pramod Kalani, who retires by rotation & being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The register of members and share transfer books shall remain closed from Monday the 23rd September, 2013 to Monday 30th September, 2013 both days inclusive.
3. The instrument of proxy for use at the meeting must be lodged at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
4. Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
5. Members are requested to address all the documents, transfer deeds, demat requests, and other communications with respect to shares in physical mode to the Registrar & Share Transfer Agents of the Company, M/s. Big Share Services Private Limited, directly quoting their full name, Folio No. and Name of the Company.
6. Members are also requested to note that the Company has entered into Tri-partite Agreement with NSDL and CDSL towards Dematerialization of shares. Members are

requested to send all their requests towards Dematerialization to their respective DP's.

7. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company's Registrar & Share Transfer Agents M/s. Big Share Services Private Limited in respect of their physical share folios if, any.

ANNEXURE TO NOTICE

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

Item No. 4.

None of the Directors except Mr. Mahendra Singhi is concerned or interested in the aforesaid resolution.

The Directors recommend this Resolution for your approval.

Registered Office:
VILLAGE POICHA (RANIA),
SURVEY NO. 6,
SAVLI, DIST.
VADODARA – 391 780.

Place: Mumbai

Date: 24th April, 2013

**By order of the Board of
Lactose (India) Limited**

Managing Director

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Pramod Kalani
Date of Birth	30.05.1955
Date of Appointment	15.01.2010
Expertise in specific Functional areas	Has good accountancy knowledge
Qualifications	M.COM
Directorships held in other companies (Excluding Foreign Companies)	Oasis Laboratories Pvt Ltd
Committee position held in other companies	NIL
No. of Shares held	NIL

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Twenty Second Annual Report of the Company together with the Audited Statement of the Accounts for the year ended on 31st March, 2013.

FINANCIAL STATEMENT:

	(₹ In Lacs)	
	2012-13	2011-2012
Operating Income	4735.39	4018.75
Expenditure	(4421.09)	(3721.57)
Profit before Depreciation and Tax	314.30	297.15
Depreciation	177.47	165.43
Profit before Tax	136.83	131.72
Prior period Items	2.84	(29.12)
Profit before Tax	139.67	102.60
Provision for Current Tax	(46.89)	(31.00)
Deferred Tax	0.72	18.06
Minimum Alternate Tax Credit Entitlement	-	(19.48)
Taxation of Earlier Years	3.92	(1.18)
After Tax	97.42	69.00

DIVIDENDS:

To conserve the resources for future expansion of business your Directors do not recommend any dividend on Equity Shares for the financial year under review.

REVIEW OF OPERATIONS:

During the year under review, the Company achieved sales 4735.39 Lacs, (Previous Year ₹ 4018.75 Lacs) showing a growth of 17.83 % compared to the previous year. The Company has earned a profit after tax of ₹ 97.42 lacs, compare to last year's profit of ₹ 69.00 Lacs. The Company has achieved EPS of ₹1.34 against ₹ 0.95 in the previous year. A detailed analysis of the performance for the year has been included in the Management Discussion and Analysis, which forms part of the Annual Report.

CORPORATE GOVERNANCE:

The Company has in place a system of Corporate Governance. A separate report on Corporate Governance forms part of this Annual Report and the Management's Discussion and Analysis report forms part of this report.

A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to the report on Corporate Governance.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that -

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The accounting policies selected and applied on a consistently basis give a true and fair view of the state of affairs of the Company and of the profit for the financial year;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in

accordance with the provisions of the aforesaid Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;

- The annual accounts have been prepared for the financial year ended 31st March 2013 on an ongoing concern basis.

CASH FLOW STATEMENT:

The cash flow statement for the year 2012 – 2013 is attached to the Balance Sheet.

DIRECTORS:

During the year under review there are no changes in the directors of the Company.

FIXED DEPOSITS:

Your Company has not accepted any Fixed Deposits under Section 58A of the Companies Act, 1956 during the year under review.

PERSONNEL:

Information in accordance with sub-section (2A) of Section 217 Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of Director's Report is given as Annexure "A" to this Report.

AUDITORS:

M/s. Singrodia Goyal & Co., Chartered Accountants, Mumbai the Statutory Auditors of the Company would retire at the ensuing Annual General Meeting; however, they have shown their willingness to continue as the auditors of the Company. Hence the Company proposes to re-appoint M/s. Singrodia Goyal & Co. Chartered Accountants, Mumbai as the Statutory Auditors of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTFLOW:

(A) CONSERVATION OF ENERGY:

The Company has taken following measures for conservation of Energy

- Regular preventive maintenance of pumps and Air compressors, steam traps, Joints, steam Leakage to reduce transmission loss and to get maximum output
- Keeping lights and Air conditioning systems off during non-working hours
- Maintenance of Power factor
- Reduced use of water by better process and control

Specific Measures

- Replaced traditional tube lights by LED power saving tube lights

(B) TECHNOLOGY ABSORPTION:

The Company has not incurred any expenditure of either capital or of recurring nature on Research and Development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company has earned ₹ 1114.88 Lacs foreign exchange and has incurred an expenditure of ₹ 317.38 Lacs on foreign travel, Commission, import of Crude Lactose and others.

(D) POLLUTION AND ENVIRONMENTAL CONTROL:

The Company has taken adequate steps regarding the disposal of effluent requiring Pollution or Environment control. Looking at Further expansion planning, Company has become members of central Effluent Treatment Plant.

The company has commissioned new Effluent water processing plant

APPRECIATION:

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the Company by all valued customers and bankers viz. Oriental Bank of Commerce.

Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts by

the employees at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the year under review.

For and on Behalf of the Board

PLACE : MUMBAI

DATE : 24th April, 2013

(CHAIRMAN)

ANNEXURE 'A' TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217 (2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AND ANNEXED TO AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2013.

Employed throughout the financial year under review and were in receipt of remuneration aggregating ₹ 60,00,000/- or more.

Sr. no	Name	Age	Remuneration (Rupees)	Designation/ Nature of Duties	Qualification	Exp Years	Date of Commencement Of Employment	Last Employment Held by Such Employees
1	S.M.Maheshwari	72	3000000	ChairmanAnd ManagingDirector	M Pharm	42	11.03.1991	—
2	Atul Maheshwari	47	3000000	ExecutiveDirector	MBAU.S.A	22	11.03.1991	—

**ANNEXURE TO DIRECTOR'S REPORT
ANNEXURE – 'B'**

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

A. Power & Fuel Consumption:-

		2012-13	2011-12
1.	Electricity		
	Purchase Unit (KWH)	2199594	2126094
	Total Amount (₹)	15170716	12861285
	Average Rate Per Unit (₹)	6.89	6.05
2.	Furnace Oil and LSHS		
	Quantity K. Litres/ Mt. (KL)	21.720	31.410
	Total Amount (₹)	1229911	1425572
	Average Rate / L. of Oil (₹)	56.63	45.39
3.	Agro Waste Briquettes		
	Quantity MTS	1477.525	1633.290
	Total Amount (₹)	9068360	8250395
	Average Rate / Ton (₹)	6137.53	5051.40

REPORT ON CORPORATE GOVERNANCE:

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the listing agreement is set out below:

1. Statement on Company's Philosophy on code of governance:

The Company's philosophy on Corporate Governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, consumers, dealers, lenders and ensuring high degree of regulatory compliances.

The company also believes that its systems and procedure will enhance corporate performance and maximize shareholder value in the long term.

2. Board Of Directors:

a) Composition and Category of Directors

The Present Board comprises of 5 members consisting of 2 Executive Director and 3 Non-Executive Directors. All the Non-Executive Directors are also independent Directors. The name and category of each Director is given below:

Name of the Director	Category
1. Mr. S.M. Maheshwari	Chairman & Managing Director
2. Mr. Atul Maheshwari	Executive Director
3. Mr. G. K. Sarda	Non - Executive Director
4. Mr. Pramod Kalani	Non - Executive Director
5. Mr. Mahendra Singhi	Non - Executive Director

b) Attendance of each Director at the Board Meetings and the Last Annual General Meeting (AGM)

Name of the Director	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at last AGM
1. Mr. S. M. Maheshwari	8	8	Yes
2. Mr. Atul Maheshwari	8	8	No
3. Mr. G. K. Sarda	8	8	Yes
4. Mr. Pramod Kalani	8	8	Yes
6. Mr. Mahendra Singhi	8	8	No

c) Number of other Directorship and Chairmanship / Membership of committees of each Director

Name of Director	No. of other Directorship in other Companies	No. of Chairmanship/ Membership in other Board Committees
1. Mr. S. M. Maheshwari	Nil	Nil
2. Mr. Atul Maheshwari	Nil	Nil
3. Mr. G. K. Sarda	1	Nil
4. Mr. Pramod Kalani	Nil	Nil
5. Mr. Mahendra Singhi	1	Nil

d) Number of Board Meetings held and the dates of the Board Meeting

Sr. No	Date of Board Meeting
01	28.05.2012
02	14.08.2012
03	24.08.2012
04	08.11.2012
05	02.01.2013
06	14.02.2013
07	07.03.2013
08	18.03.2013

The gap between two board meetings did not exceed four months.

3. Audit Committee Meetings and attendance during the year

Composition of Audit Committee, meetings held and attended during the financial year ended on 31st March, 2013 are as follows:

	Member	No. of Meetings held	No. of Meetings attended
1.	Mr. G. K. Sarda	4	4
2.	Mr. Pramod Kalani	4	4
3.	Mr. Mahendra Singhi	4	1

4 meetings of the Committee were held during the year ended 31st March, 2013. The dates on which the meetings were held are as follows:

28.05.2012, 14.08.2012, 08.11.2012 and 14.02.2013

The terms reference to the Audit Committee are broadly as under:

- a. Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other service rendered by the Auditors.
- c. Reviewing with management the annual financial statement before submission to the board, focusing primarily on:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause 2(AA) of Section 217 of the Companies Act, 1956.
 - Changes if any, in accounting policies and practice.
 - Major accounting entries based on exercise of judgment by management.
 - Observations if any, in draft audit report.
 - Significant changes/amendments, if any, arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Qualification in the draft audit report.
 - Compliance with stock exchange and legal requirements concerning financial statement.
 - Any related party transactions i.e. transactions of the company of material nature, with promoters or

the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large.

- d. Review of Quarterly /Half Yearly unaudited financial results before submission to the auditors and the Board.
- e. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- f. Reviewing the adequacy of internal audit functions, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g. Discussion with internal auditors any significant finding and follow up thereon.
- h. Reviewing the findings, if any, of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
- i. Discussions with external auditors before the audit commence nature and scope of audit as well as have post- audit discussion to ascertain any area of concern.
- j. Reviewing the company's financial and risk management policies.
- k. To look into the reasons for substantial defaults, if any, in the payment to the shareholders (in case of non –payment of declared dividends) and creditors.
- l. Financial Statements and Investments made by subsidiaries.

The Audit Committee also reviews:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

In addition the committee increases its sphere with the amendment in the Companies Act, 1956 and Corporate Governance regulations resulting in more transparency in the accounts of the Company.

4. Investor Grievance Committee:

Composition of **Investor Grievance Committee**, meetings held and attended during the financial year ended on 31st March, 2013 are as follows:

28.05.2012, 14.08.2012, 08.11.2012 and 14.02.2013

Composition, Meetings and attendance during the year:

Members	Designation	Meetings held	Meeting Attended
Mr. S. M. Maheshwari	Chairman	4	4
Mr. G. K. Sarda	Member	4	4
Mr. Pramod Kalani	Member	4	4

5. Queries/Request received during the year ended 31st March 2013

Nature of Queries/request	Received	Cleared
Non receipt of Annual Report	2	2
Non Receipt of Dividend Warrant	3	3
Non Receipt of Share Certificate after Transfer	6	6
SEBI	5	5
Non receipt of Demat Credit	1	1
Non receipt of Demat Rejection Documents	1	1
Non receipt of Exchange Share Certificate	1	1
Change of Address	7	7
Request for Transmission Form	1	1
Others	3	3
Total :	30	30

There were no Outstanding Complaints as on 31st March, 2013.

Mr. Ashish Bhatia, employee of the Company continued to act as a Compliance Officer of the Company as per the requirements under the listing Agreement. He supervised all the compliances are made in time.

6. REMUNERATION COMMITTEE

The company set up remuneration committee though the said committee is not mandatory under Clause 49 of the Listing Agreement. The Committee consists of Mr. G. K. Sarada acting as a Chairman, Mr. Pramod Kalani and Mr. Mahendra Singhi who is recently appointed as director as Members.

The remuneration paid to the Managing Director and Executive Director for the year ended 31st March, 2013 is given below:

a) Managing Director	Mr. S. M. Maheshwari
Salary, contribution to PF, and perquisites	₹ 30, 00, 000/- p. a.
Sitting Fees	Nil
Total	₹ 30,00,000/-
b) Executive Director	Mr. Atul Maheshwari.
Salary, contribution to PF, and perquisites	₹ 30, 00, 000/- p. a.
Sitting Fees	Nil
Total	₹ 30, 00, 000/-

7. General Body Meetings:

Annual General Meeting

Location	Date	Time	No. of Special Resolutions
Survey no: 6, Village Poicha (Rania), Savli, Dist: Vadodara – 391 780.	29.09.2010	3.00 p.m.	1
Survey no: 6, Village Poicha (Rania), Savli, Dist: Vadodara – 391 780.	29.09.2011	11.00 a.m.	1

Location	Date	Time	No. of Special Resolutions
Survey no: 6, Village Poicha (Rania), Savli, Dist: Vadodara – 391 780.	28.09.2012	11.00 a.m.	Nil

8. DISCLOSURES :

- Disclosure on materially significant related party transactions, i.e. transaction of the Company of materially nature with its promoters, Directors, relatives, subsidiary is that may have potential conflict with the interest of the Co at large.

Ans : None

- Details of non compliance by the Company i.e. penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory Authority related to Capital Market during last 3 years

Ans : None

- The Company has complied with all mandatory requirement as stated in clause 49 of Listing Agreement and the non-mandatory requirement have been complied with to the extent feasible.

9. MEANS OF COMMUNICATION:

- Quarterly results Published in the newspaper in Free Press Journal & Navshakti
- Whether the Management Discussions and Analysis is a part of Annual report Yes

10. General Shareholder Information :

- Date, Time, Venue of AGM: 30th September, 2013, at 11.00 A.M on Monday day, at the Registered Office of the Company.
- Financial calendar:

Particulars	Date
1 st Quarter results	on or before 15 th August 2013
2 nd Quarter results	on or before 15 th November 2013
3 rd Quarter results	on or before 15 th February 2014
4 th Quarter results	on or before 31 st May, 2014

- Date of Book Closure: 28th September, 2013 to 01st October, 2013.
- Stock Code: **524202**
- Registrar and Share Transfer Agents: **Bigshare Services Pvt. Ltd.**
- Plant Location : **Survey No 6, Village Poicha (Rania), Taluka Savli, Dist: Vadodara, Gujarat – 391 780**
- Address for Correspondence: Unit No. G - 02, 'A' wing, Ground Floor, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai - 400015

viii) Distribution Schedule:

Category	No. of Holders	%age	No. of Shares	%age
1-5000	16,652	95.3286	2890037	38.0118
5001-10000	525	3.0055	419149	5.5129
10001-20000	186	1.0648	279301	3.6736
20001-30000	27	0.1546	67990	0.8943
30001-40000	15	0.0859	55827	0.7343
40001-50000	07	0.0401	33200	0.4367
50001-100000	28	0.1603	197464	2.5972
100001-99999999	28	0.1603	3660032	48.1393
Total :	17,468		7603000	100.0000

Categories of shareholding as on 31st March 2013

CATEGORY	NO.OF SHARES HELD	%OF SHARE HOLDING
A PROMOTER (S) HOLDING		
1. PROMOTER (S) -INDIAN PROMOTERS -FOREIGN PROMOTERS	2431082	31.98
2. PERSONS ACTING IN CONCERT	—	—
SUB-TOTAL	2431082	31.98
B NON-PROMOTERS HOLDING		
3. INSTITUTIONAL INVESTORS	-	-
A. MUTUAL FUNDS AND UTI	-	-
B. BANKS, FINANCIAL INST, INSURANCE COMPANY (CENTRAL / STATE GOVT. INST / NON-GOVERNMENT INST)	77920	1.02
C. FII (S)	-	-
SUB-TOTAL	77920	1.02
4. OTHERS		
A. PRIVATE CORPORATE BODIES	67752	0.89
B. INDIAN PUBLIC	4223853	55.56
C. NRIS / OCBS	802393	10.55
D. ANY OTHER (FOREIGN- COMPANIES) CLEARING MEMBERS	-	-
SUB-TOTAL	2093998	67.00
GRAND TOTAL	7603000	100

ix) **Dematerialization of Shares:**

The shares of the company form a part of the Compulsory demat segment. The Company has established connectivity with Both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the registrars, Big Share Services Pvt Limited

x) **International Securities Identification Number (ISIN)**

The Company's Scrip form a part of the SEBI's Compulsory

demat segment bearing ISIN No INE 0581013

xi) **Listing on the Stock Exchange:**

The Equity Shares of the Company is listed on **Bombay Stock Exchange Limited**. The Annual Listing fees for the year 2013-14 are paid. **The stock code at BSE : 524202**

xii) **Secretarial Audit**

A qualified Practising Company Secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. These audits confirm that the total issued/paid-up capital of the Company is in agreement with the total number of the shares in Physical form and the total number of the dematerialized shares held with NSDL and CDSL. The same is also placed before the Board of Directors.

Auditor's Certificate on Compliance with the Corporate Governance under clause 49 of the listing Agreement

To the Members of Lactose (India) limited

We have examined the compliance of conditions of corporate governance by Lactose (India) Limited ("the Company") for the year ended on 31st March 2013 as stipulated in clause 49 of the listing agreement of the company with the stock exchanges.

The compliance of conditions of the corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of the corporate governance. It is neither an auditor nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the corporate governance as stipulated in the abovementioned listing agreement.

We have been explained that no investor's grievance are pending for a period of exceeding one month as on 31st March 2013, against the Company as per the records maintained by the company.

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

For Singrodia Goyal & Co.
Chartered Accountant

Place: Mumbai
Date: 24th April, 2013

K. M. Tulsian
Partner
Membership No. 38430

CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,

The Board of Directors,
Lactose (India) Limited.

We the undersigned, in our respective capacities as Chairman & Managing Director and Finance Manager of Lactose (India) Limited ("The Company") to best of our knowledge and belief certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2013 and that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditor any
- (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 they 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.

S. M. Maheshwari
Chairman & Managing Director

Nitesh Kumar Khetan
Finance Manager.

Place : Mumbai

Date :- 24th April, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Industry Structure and Development:

The Indian economy has been witnessing a phenomenal growth since the last decade. The country is still holding its ground in the midst of the current global financial crisis. The world Economy has more or less recovered from one of the worst economic downturns in decades.

It is estimated that by 2015, the Indian Pharmaceutical Industry will rank amongst the top 10 in the world. A healthy competitive structure and international approved facilities have served to encourage the growth of pharmaceutical industry.

Opportunities and Threats:

There is High demand for your company's products.

Outlook:

Growing the Business exponentially would require investing in infrastructure, in people and consolidation our strength.

Your Company has decided to focus on products and markets of higher profitability only. The change in marketing strategy and exposure in the world market will enable us to become a global force to reckon with. We have started exporting new products to Canada, Nigeria etc and the demand for the products is very healthy.

Looking at the increase in local & International Demand of Lactose Monohydrate, your company has proposed to increase the production capacity to 12000 mts per annum as compare to current capacity of 3000 mts per annum.

Risk and Concerns:

Higher interest rate regimes are bound to stay for a long period thereby effecting expansion plans and profitability

Your company has commissioned Briquettes Fired Boiler for steam generation to offset the rise in fuel prices

Internal Control System and their adequacy:

Being a pharma company and ISO Certified the process parameters are fully documented and are in place. The role and responsibilities of various people are fully defined in all the functional level. There is continuously flow of information at all level and effective internal audit and internal checks are done at regular interval to ensure their adequacy and efficiency.

Additionally, the following measures are taken to ensure proper control:

- Budgets are prepared for all the operational levels.
- Any material variance from budget has to be approved by the Executive director.
- Any major policy change is approved by the managing director.
- Any deficiency in not achieving target is reviewed at management meetings.

Human Resource development / Industrial relations:

The company has made a plan to recruit best talents of industry by providing them long term growth plan and various facilities. Proper job evaluation, merit rating and allocating right job to right person is the basis of our HR policy.

Harmonious industrial relations continued to prevail throughout the year.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Lactose (India) Limited,**
Report on the Financial Statements

We have audited the accompanying financial statements of Lactose (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial 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.

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 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 procedure to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud and 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 and 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.

Basis for Qualified Opinion

Balances of trade receivables, trade payable, loans and advances are subject to confirmation, reconciliation and consequential adjustment, if any. We are unable to comment upon the resultant effect on the assets, liabilities and profit for the year.

Opinion

In our opinion and to the best of our information and according

to the explanations given to us, except the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the annexure a statement on the matters specified in the 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit & 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 March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956;

For Singrodia Goyal & Co.
Chartered Accountants
Firm Regn. No.:112081W

K.M. Tulsian
Partner
Mem. No. : 38430

Place: Mumbai

Date: 24th April, 2013

Annexure to Auditors Report

Annexure referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on accounts of **Lactose (India) Limited** for the year ended 31st March 2013.

As required by the Companies (Auditors Report) Order, 2003 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except quantitative details in respect of Furniture and Fixtures.
- b) The Company has a programme for physical verification of fixed assets on a rotational basis, which in our opinion is reasonable having regard to the size of the Company and the nature of its business. Accordingly, physical verification of the fixed assets has been carried out by management during the year and no material discrepancies were noticed on such verification.
- c) During the year, there is no substantial disposal of fixed assets, which affects going concern assumption.
- (ii) a) The inventories have been physically verified by the management at the year end.
- b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) a) The Company has granted a unsecured loan to one party covered in the register maintained under section 301 of the Companies Act, 1956 on call basis. The maximum amount outstanding during the year was ₹ 37,86,483 and the year-end balance was ₹ Nil.
- b) The rate of interest and other terms & conditions on the basis of which this loans been granted are prima facie, not prejudicial to the interest of the Company.
- c) In view of our comments in para (iii) (a) and (b) above, clauses 4 (iii) (c) and (d) of the said Order are not applicable.
- d) The Company has taken unsecured loans from two parties covered in the register maintained under Section 301 of the Companies Act, 1956 on call basis. The maximum amount outstanding during the year was ₹ 24,78,443 and the year-end balance was ₹ Nil.
- e) In our opinion, the rate of interest, wherever paid and other terms & conditions of such loans are prima facie, not prejudicial to the interest of the Company.
- f) In view of our comments in Para (iii) (d) and (e) above, clause 4 (iii) (g) of the said Order is not applicable to the Company.
- (iv) There are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control systems.
- (v) a) Based on the audit procedures performed by us, we are of the opinion that particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained in that section.
- b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company has an adequate internal audit system commensurate with its size and nature of business.
- (viii) As per explanation & information given to us, the Company has maintained the cost record as prescribed by the Central Government under clause (d) of subsection (1) of Section 209 of the Act. However the same have not been reviewed by us.
- (ix) a. Accordingly to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess have generally been regularly deposited with the appropriate authorities except few cases of delay in payment of TDS. There are no undisputed amount payable in respect of such statutory dues, which have remained outstanding as at 31st March, 2013 for a period more than six months from the date they became payable. b. There are no dues of Income Tax, Sales Tax Wealth Tax, Service Tax, Custom duty, excise duty cess which have not been deposited on account of any dispute with the appropriate authorities.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- (xi) According to the information & explanations given to us the Company has not defaulted in repayment of dues to banks & financial institutions.
- (xii) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.

For Singrodia Goyal & Co.
Chartered Accountants
Firm Regn. No.:112081W

K.M. Tulsian
Partner
Mem. No. : 38430

Place: Mumbai
Date: 24th April, 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in ₹)

Particulars	Note No.	As at March 31, 2013	As at March 31, 2012
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	76,030,000	72,850,000
Share Warrant Money Received		2,912,663	-
Reserves and Surplus	3	67,260,811	56,675,538
		146,203,474	129,525,538
Non-current liabilities			
Long-Term Borrowings	4	47,069,686	12,900,928
Deferred Tax Liabilities (Net)	5	11,385,072	11,457,755
Other Long Term Liabilities	6	88,451,350	76,772,000
Long-Term Provisions	7	3,203,076	2,788,067
		150,109,184	103,918,750
Current liabilities			
Short-Term Borrowings	8	28,108,037	34,627,058
Trade Payables	9	104,774,445	44,598,019
Other Current Liabilities	10	36,744,066	47,643,208
Short-Term Provisions	11	2,176,936	1,051,791
		171,803,485	127,920,076
TOTAL		468,116,143	361,364,364
ASSETS			
Non-current Assets			
Fixed Assets	12		
- Tangible assets		150,603,467	149,049,631
Capital work-in-progress	13	108,825,907	6,515,437
		259,429,374	155,565,068
Non-Current Investments	14	6,590,080	6,591,550
Long-Term Loans and advances	15	3,816,328	10,856,357
		269,835,782	173,012,975
Current Assets			
Inventories	16	40,973,866	69,284,589
Trade Receivables	17	105,004,267	104,093,532
Cash and Bank Balances	18	13,135,024	4,503,648
Short-Term Loans and Advances	19	39,167,204	10,469,620
		198,280,361	188,351,389
TOTAL		468,116,143	361,364,364

See accompanying notes to the financial statements 1 to 39

In terms of our report of even date

For Singrodia Goyal & Co.
Chartered Accountants

K.M. Tulsian
Partner
Mem. No. 38430
Place : Mumbai
Date : 24th April, 2013

For and on behalf of the Board of Directors of
Lactose (India) Limited

S. M. Maheshwari
Chairman & Managing Director

Atul Maheshwari
Executive Director

Nitesh Kumar Khetan
Finance Manager

Place : Mumbai
Date : 24th April, 2013

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

(Amount in ₹)			
PARTICULAR	Note No.	Year Ended March 31, 2013	Year Ended March 31, 2012
Revenue from operations	20	468,452,031	400,592,562
Other income	21	5,087,451	1,279,504
		473,539,482	401,872,066
Expenses:			
Cost of materials consumed	22	297,099,111	285,194,230
Changes in inventories of finished goods, work-in-progress	23	23,968,560	(35,335,126)
Employee benefits expenses	24	49,621,875	41,577,060
Finance costs	25	5,183,439	7,693,684
Depreciation and amortization expense	12	17,747,375	16,543,331
Other expenses	26	66,236,265	73,027,396
		459,856,626	388,700,576
Profit before Exceptional Items and Prior Period Items and Tax		13,682,856	13,171,490
Add / (Less) : Prior Period Income / (Expenses)	27	283,958	(2,911,777)
Profit before tax		13,966,814	10,259,713
Less: Tax Expenses:			
Current Tax		4,689,000	3,100,000
Deferred Tax Liability / (Assets)		(72,683)	(1,806,227)
MAT Credit Entitlement Adjustments		-	1,948,146
Tax of Earlier Years		(392,077)	117,534
Profit for the year		9,742,574	6,900,260
Earnings per equity share:	28		
(Nominal value of ₹ 10 each)			
- Basic		1.34	0.95
- Diluted		1.34	0.95

See accompanying notes to the financial statements 1 to 39

In terms of our report of even date

For Singrodia Goyal & Co.
Chartered Accountants

K.M. Tulsian
Partner

Mem. No. 38430

Place : Mumbai

Date : 24th April, 2013

For and on behalf of the Board of Directors of
Lactose (India) Limited

S. M. Maheshwari
Chairman & Managing Director

Atul Maheshwari
Executive Director

Nitesh Kumar Khetan
Finance Manager

Place : Mumbai

Date : 24th April, 2013

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Note 1 : Significant Accounting Policies:

A Basis of Accounting:

- a) The Financial Statements have been prepared in compliance with the Accounting Standards notified by Companies (Accounting Standard) Rules 2006 and the relevant provisions of the Companies Act, 1956 in all material aspects.
- b) Financial Statements are based on historical cost convention and are prepared on accrual basis.

B Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

C Revenue Recognition

- i) Revenue is recognised when it is earned and no significant uncertainty exists as to its realisation or collection,
- ii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable,
- iii) Revenue in respect of export sales is recognised on shipment of products,
- iv) Dividend income is recognised when right to receive the same is established,
- v) Revenue from conversion charges is recognised on completion of particular Job work.

D Purchases are stated inclusive of commission, custom duty, clearing & forwarding charges and net of discounts, returns, VAT and rate differences.

E Sales are inclusive of excise duty & sales tax and are stated net of discounts, returns and rebates

F Fixed Assets:

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

G Impairment of Fixed Assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

H Depreciation:

Depreciation on Fixed Assets has been provided on 'Straight Line Method' as per the rates and in the manner prescribed in the Schedule XIV of the Companies Act, 1956.

I Inventories

- i) Finished Goods are valued at lower of cost or net realisable value.
- ii) Raw Materials, Stores are valued at lower of cost or net realisable value.
- iii) Work-in-Process is valued at lower of the cost or net realisable value.
- iv) Packing Materials, Store & Spares are valued at cost.

J Investments

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

K Employee Benefits

- i) Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Profit & Loss Account for the year.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

- ii) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

L Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

M Foreign Currency Transactions

- i) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- ii) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation is charged to the Profit & Loss Account.
- iii) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognised in the Profit and Loss Account.

N Borrowing Cost

Borrowing costs are recognised as an expense in the period in which they are incurred except the borrowing cost attributable to be acquisitions / constructions of a qualifying assets which are capitalised as a part of the cost of the fixed assets, up to the date, the assets are ready for its intended use.

O Accounting for Government Grants

- i) Capital subsidy received from State Government is shown under the head 'Capital Reserve'.
- ii) Subsidy for acquiring certain Plant and Machinery is deducted from the cost of the related plant and machinery.

P Accounting for Taxation of Income

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

(Amount in ₹)

Note 2 : Share Capital

a. Details of authorised, issued and subscribed share capital

Particulars	As at March 31, 2013	As at March 31, 2012
Authorised Capital		
10,000,000 Equity Shares of ₹10/- each	100,000,000	100,000,000
Issued Subscribed and Paid up Capital		
76,03,000 (PY 72,85,000) Equity Shares of ₹ 10/- each fully paid up	76,030,000	72,850,000
	76,030,000	72,850,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

b. Terms & Conditions

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has, during the year, made a preferential issue of 11,34,000 Convertible Warrants at a premium of ₹ 2.65 per warrant (Face value Rs.10 each) in accordance with SEBI guidelines and has received 25 % upfront money amounting to Rs. 35,86,275. In terms of the issue out of the above, 3,18,000 share warrants has been converted into 3,18,000 fully paid equity shares of Rs. 10/- each at a premium of Rs. 2.65 per share on 18th March 2013. Further, the Company has received an amount of Rs. 3,32,063 in addition to the 25% upfront money for the balance 8,16,000 share warrants and the entire balance of Rs. 29,12,663 is reflecting under shares warrants money.

Pending utilization as at 31st March, 2013 on the objects of the issue, the entire funds of Rs. 69,40,863 is lying in Bank in Current Accounts.

c. Shareholders having more than 5 % shareholding

Name of Shareholder	As at March 31, 2013		As at March 31, 2012	
	No of Equity shares held	Holding (%)	No of Equity shares held	Holding (%)
Madhu Toshniwal	433,410	5.70	390,640	5.36
Madhusa Projects Private Limited	534,832	7.03	534,832	7.34
Sangeeta Maheshwari	784,980	10.32	673,610	9.25
Indu Kasat	780,000	10.26	780,000	10.71
Atul Maheshwari	399,870	5.26	276,010	3.79

d. Reconciliation of number of shares

Particulars	As at March 31, 2013		As at March 31, 2012	
	Number	Amount (In ₹)	Number	Amount (In ₹)
Shares outstanding at the beginning of the year	7,285,000	72,850,000	7,285,000	72,850,000
Shares Issued during the year	318,000	3,180,000	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,603,000	76,030,000	7,285,000	72,850,000

Note 3 : Reserves and Surplus

Particulars	As at March 31, 2013	As at March 31, 2012
Capital Reserves		
Opening Balance	7,500,000	5,000,000
(+) Subsidy received during the year	-	2,500,000
(-) Written Back in Current Year	-	-
Closing Balance	7,500,000	7,500,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Particulars	As at March 31, 2013	As at March 31, 2012
Securities Premium Account		
Opening Balance	3,868,138	3,868,138
Add: Share premium Received during the Year	842,700	-
Closing Balance	4,710,838	3,868,138
Surplus		
Opening balance	45,307,400	38,407,140
(+) Net Profit for the current year	9,742,574	6,900,260
Closing Balance	55,049,973	45,307,399
GRAND TOTAL	67,260,811	56,675,537

Note 4: Long-Term Borrowings

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
SECURED		
Term Loans		
From Banks	41,790,616	10,203,795
Less : Interest accrued but not due on borrowings	-	144,730
Less: Current maturities of long term debt	1,393,020	4,416,000
	40,397,596	5,643,065.20
Vehicle Loans		
From Banks	7,463,905	6,824,146
From Others	1,665,742	2,130,119
	9,129,647	8,954,265
Less: Current maturities of long term debt	2,457,556	1,696,402
	6,672,090	7,257,863
TOTAL	47,069,686	12,900,928

Other information regarding secured loans :

Term loan from banks :

- a) Term loan from Oriental Bank of Commerce amounting to Rs. Nil (PY Rs. 30,59,413) was secured against hypothecation of assets to be created at a total cost of Rs. 60,00,000. Loan is taken for the specific purpose of setting up a new Effluent Treatment Plant in the factory. It carried an interest rate of 15.25 % (4.50% + Base Rate of 10.75%). The loan is repaid during the year.
- b) Term loan from Oriental Bank of Commerce amounting to Rs. 4,17,90,616 (PY Rs. Nil) is secured against hypothecation of Building, Plant and Machinery, Furniture and Fixtures, Vehicles and other assets created out of Term Loan at the total cost of Rs. 25 Crores. Loan is taken for the specific purpose of expansion of capacity for manufacturing of Lactose Monohydrate and Setting-up the New facility of Lactulose Solution in the factory. It carries an interest rate of 14.40 % (4.00% + Base Rate of 10.40%). The loan is repayable in 60 equal monthly installments of Rs. 30,00,000 each, after a moratorium of 12 month, starting from the February, 2014. The interest is payable as and when due. The Total Term Loan is sanctioned at Rs. 18 Cr. and the Term Loan is under the disbursement stage.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Vehicle loans from banks :

- a) Vehicle loan from HDFC Bank amounting to Rs. 74,724 (PY Rs. 2,13,315) is secured against respective vehicle. It carries interest rate of 10.14% p.a. and is repayable in 36 equal monthly installment amounting to Rs. 12,825 each, starting from 7th October 2010 to 7th September, 2013.
- b) Vehicle loan from ICICI Bank amounting to Rs. 82,779 (PY Rs. 2,13,070) is secured against respective vehicle. It carries interest rate of 12.99% p.a. and is repayable in 36 equal monthly installment amounting to Rs. 12,533 each, starting from 15th November 2010 to 15th October, 2013.
- c) Vehicle loan from ICICI Bank amounting to Rs. 26,13,178 (PY Rs. 31,98,880) is secured against respective vehicle. It carries interest rate of 10.60% p.a. and is repayable in 60 equal monthly installment amounting to Rs. 74,749 each, starting from 1st November 2011 to 1st September, 2016.
- d) Vehicle loan from ICICI Bank amounting to Rs. 26,13,181 (PY Rs. 31,98,880) is secured against respective vehicle. It carries interest rate of 10.60% p.a. and is repayable in 60 equal monthly installment amounting to Rs. 74,749 each, starting from 1st November 2011 to 1st September, 2016.
- e) Vehicle loan from Kotak Mahindra Bank amounting to Rs. 11,03,429 (PY Rs. Nil) is secured against respective vehicle. It carries interest rate of 12.20% p.a. and is repayable in 47 equal monthly installment amounting to Rs. 32,400 each, starting from 10th November 2012 to 10th September, 2016.
- f) Vehicle loan from Kotak Mahindra Bank amounting to Rs. 9,76,614 (PY Rs. Nil) is secured against respective vehicle. It carries interest rate of 11.40% p.a. and is repayable in 47 equal monthly installment amounting to Rs. 26,300 each, starting from 20th March 2013 to 20th January, 2017.

Vehicle Loan from Others :

- a) Vehicle loan from Kotak Mahindra Prime Limited amounting to Rs. 9,70,531 (PY Rs. 12,87,149) is secured against earmarked vehicle. It carries interest rate of 9.46% p.a. and is repayable in 60 equal monthly installment amounting to Rs. 35,415 each, starting from 1st December 2010 to 1st October, 2015.
- b) Vehicle loan from Tata Capital Limited amounting to Rs. 6,95,211 (PY Rs. 8,42,970) is secured against earmarked vehicle. It carries interest rate of 12.99% p.a. and is repayable in 60 equal monthly installment amounting to Rs. 19,880 each, starting from first advance installment on 14th November 2011 & balance from 9th December 2011 to 9th October, 2016.

Note 5 : Deferred Tax Liabilities (Net)

The major components of deferred tax liability / asset as recognised in the financial statement is as follows:

Particulars	As at	As at
	March 31, 2013	March 31, 2012
Deferred Tax Liability		
Excess of net block of fixed assets as per books of accounts over net block for tax purpose	12,545,649	12,495,188
	12,545,649	12,495,188
Deferred Tax Asset		
Provision for Employee Benefits	(1,160,577)	(1,037,433)
Net	11,385,072	11,457,755

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 6 : Other Long term Liabilities

Particulars	As at March 31, 2013	As at March 31, 2012
Others		
Advance Manufacturing Consideration (Refer Note No. 33 below)	51,994,800	76,772,000
Trade Payables		
Due to Micro and Small Enterprises	-	-
Others	36,456,550	-
	88,451,350	76,772,000

* Based on the information available with the Company, there are no parties who have been identified as micro, small and medium enterprises based on the confirmations circulated and responses received by the management.

Note 7 : Long-Term Provisions

Particulars	As at March 31, 2013	As at March 31, 2012
Provision for Employee Benefits:		
Gratuity Payable	3,493,873	3,123,153
Less : Current Portion of Gratuity Payable	290,797	335,086
	3,203,076	2,788,067

Note 8 : Short-Term Borrowings

Particulars	As at March 31, 2013	As at March 31, 2012
SECURED		
Loans repayable on demand		
From Banks	28,108,037	32,201,906
UN-SECURED		
Loans and advances from related parties	-	2,425,152
	28,108,037	34,627,058

Other Information regarding loans repayable on demands

- Cash Credit Facility from Oriental Bank of Commerce amounting to Rs. 2,81,08,037 (PYRs. 2,71,21,906) is secured against hypothecation of stocks of raw material, stock in process, finished goods, stores & spares and receivables of the Company. It carries interest rate of 13.90% (3.50% + Base Rate of 10.40%).
- Packing Credit Facility from Oriental Bank of Commerce amounting to Rs.Nil (PY Rs. 50,80,000) was secured against hypothecation of paid stock meant for export and advance shall be covered under whole turnover packing credit guarantee obtained by the bank from ECGC.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 9 : Trade Payables

Particulars	As at March 31, 2013	As at March 31, 2012
Trade Payables		
Due to Micro and Small Enterprises	726,860	396,049
Others	104,047,585	44,201,970
	104,774,445	44,598,019

Disclosures under Sec 22 of Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2013	As at March 31, 2012
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	705,097	380,699
The amount of interest accrued and remaining unpaid at the end of accounting year; and	21,763	15,350
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	21,763	15,350
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Note 10 : Other Current Liabilities

Particulars	As at March 31, 2013	As at March 31, 2012
Current maturities of long-term debt	3,850,576	6,112,402
Current maturities of Advance Manufacturing Consideration (Refer Note 33)	5,777,200	-
Interest accrued but not due on borrowings	-	144,730
Others		
Consideration towards Sale of Customers (Refer Note 33)	19,000,000	-
Payable for Capital Goods	5,201,935	2,979,092
Advances from Customer	609,160	35,060,251
Duties & Taxes Payable	670,441	1,711,327
Expenses Payable	1,634,754	1,635,406
Total	36,744,066	47,643,208

Note 11 : Short-Term Provisions

Particulars	As at March 31, 2013	As at March 31, 2012
Provision for employee benefits:		
Current Portion of Gratuity Payable	290,797	335,086
Others		
Provision for Income Tax (Net)	1,864,539	693,305
Provision for Wealth Tax	21,600	23,400
Total	2,176,936	1,051,791

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Note 12 : Fixed Assets

(Amount in ₹)

Description of Assets	Gross Block			Accumulated Depreciation			Net Block			
	As at April 1, 2012	Additions during the year	Deletions during the year	As at March 31, 2013	Up to April 1, 2012	Depreciation charge for the year	Adjustments On disposals	Up to March 31, 2013	As at March 31, 2013	As at March 31, 2012
Tangible Assets										
Land - Owned	4,819,242	-	-	4,819,242	-	-	-	-	4,819,242	4,819,242
Building - (Factory)	65,977,980	3,773,461	-	69,751,441	21,006,691	2,228,705	-	23,235,396	46,516,045	44,971,289
Building - (Office)	15,486,675	-	-	15,486,675	174,032	251,741	-	425,773	15,060,902	15,312,643
Plant & Machinery	158,891,856	11,421,154	-	170,313,010	98,627,532	12,156,201	-	110,783,733	59,529,277	60,264,324
Furniture & Fixtures	8,496,433	797,756	-	9,294,189	2,559,696	548,804	-	3,108,500	6,185,689	5,936,737
Vehicles	16,407,083	2,522,318	1,212,019	17,717,382	2,571,052	1,561,174	832,630	3,299,596	14,417,786	13,836,031
Office Equipment & Air Conditioners	10,036,239	313,897	-	10,350,136	9,294,585	590,264	-	9,884,849	465,287	741,654
Computers	2,982,661	852,014	-	3,834,675	2,758,961	112,747	-	2,871,708	962,967	223,700
Electrical Installations	4,023,668	-	-	4,023,668	1,079,657	297,739	-	1,377,396	2,646,272	2,944,011
Total	287,121,837	19,680,600	1,212,019	305,590,418	138,072,206	17,747,375	832,630	154,986,951	150,603,467	149,049,631
Previous Year	256,453,575	35,070,095	4,401,833	287,121,837	123,012,249	16,543,331	1,483,374	138,072,206	149,049,631	133,441,326

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 13 : Capital work-in-progress

Particulars	As at March 31, 2013	As at March 31, 2012
Opening Balance	6,515,437	-
Add : Expenditure during the year		
Equipment Cost (ETP)	1,886,312	-
Equipment, Plant & Machinery Cost	82,217,070	4,809,339
Construction Cost	20,443,703	1,675,626
Professional Fees	-	26,472
Bank Interest on Term Loan	662,864	-
Foreign Travelling Expenses	3,080,620	-
Processing Fees & Documentation Charges on Term Loan	2,421,650	-
Other Expenses	-	4,000
Less: Capitalized During the Year	8,401,749	-
Closing Balance	108,825,907	6,515,437

During the year the Company has capitalized Rs. 84,01,749/- as new "Effluent Treatment Plant" (ETP) in the factory. During the year, the Company has started the expansion of their capacity for manufacturing of Lactose Monohydrate to 10000 MT p.a. On the Balance Date, the expansion is under process.

Note 14 : Non-Current Investments

Particulars	As at March 31, 2013	As at March 31, 2012
(Valued at cost, unless stated otherwise)		
Unquoted, Trade Investments		
Investment in Equity instruments	5,200,000	5,200,000
4,00,000 (PY 4,00,000) Equity Shares of Eurolife Healthcare Private Limited of Rs. 10 each fully paid up		
(A)	5,200,000	5,200,000
Other Investments		
Quoted		
Investment in Equity instruments		
1,000 (PY 1,000) equity shares of Clio Infotech Limited of Rs. 10 each fully paid up	43,980	43,980
12,800 (PY 12,800) equity shares of Shardul Securities & Finance Limited of Rs. 10 each fully paid up	384,000	384,000
5,000 (PY 5,000) equity shares of Ojas Technochem Limited of Rs. 10 each fully paid up	123,915	123,915
Investments in Mutual Funds		
30,657.92 (PY 30,657.92) units of Kotak Opportunities Growth	1,000,000	1,000,000
(B)	1,551,895	1,551,895
TOTAL (A+B)	6,751,895	6,751,895
Less : Provision for diminution in the value of Investments	161,815	160,345
	6,590,080	6,591,550

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Particulars	As at March 31, 2013	As at March 31, 2012
Aggregate market value of quoted investments	1,947,720	2,039,315
Aggregate book value of quoted investments	1,551,895	1,551,895
Aggregate value of unquoted investments	5,200,000	5,200,000

Note 15 : Long-Term Loans and advances

Particulars	As at March 31, 2013	As at March 31, 2012
Security Deposits		
Unsecured, considered good	3,816,328	7,353,599
Loans and advances to related parties		
Unsecured, considered good	-	3,502,758
TOTAL	3,816,328	10,856,357

a) **Loans & advances from related parties represents :**

Particulars	As at March 31, 2013	As at March 31, 2012
Due from Eurolife Healthcare Private Limited, Company in which director of the Company is interested as director	-	3,502,758

Note 16 : Inventories

Particulars	As at March 31, 2013	As at March 31, 2012
(As Taken, Valued & Certified by Management)		
Raw Materials and components	20,705,114	25,254,915
Work-in-progress	5,015,132	9,078,330
Finished goods	12,928,086	32,833,448
Stores and spares	2,325,534	2,117,896
TOTAL	40,973,866	69,284,589

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 17 : Trade Receivables

Particulars	As at March 31, 2013	As at March 31, 2012
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	10,959,004	5,655,256
Doubtful	-	-
Less: Provision for doubtful debts	-	-
	10,959,004	5,655,256
Others		
Unsecured, considered good	94,045,263	98,438,276
	94,045,263	98,438,276
	105,004,267	104,093,532

Trade Receivable stated above include debts due by:

Particulars	As at March 31, 2013	As at March 31, 2012
Due from a Private Limited Company in which director of the Company is a director	6,159,494	167,611

Note 18 : Cash and Bank Balances

Particulars	As at March 31, 2013	As at March 31, 2012
Cash & Cash Equivalents		
Balances with banks		
- Current Account	7,269,721	1,645,546
Cash on hand	562,921	102,287
Fixed Deposits (Three months of original maturity period)	5,026,199	2,501,109
Other Bank Balances		
Fixed Deposits (Three to Twelve months of original maturity period) *	276,184	254,707
	13,135,024	4,503,648

* Represents

Particulars	As at March 31, 2013	As at March 31, 2012
Fixed Deposits pledged with banks against Bank Guarantee	276,184	254,707

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 19 : Short-Term Loans and Advances

Particulars	As at March 31, 2013	As at March 31, 2012
Other Loans & Advances		
Unsecured, considered good		
Advance to Suppliers	5,838,589	2,444,879
Duties & Taxes Receivable	31,539,844	6,585,741
Advance Tax & TDS (Net)	820,706	820,706
Prepaid Expenses	928,749	546,444
Loans to Staff	19,400	43,796
Other Receivables	19,916	28,054
	39,167,204	10,469,620

Advances to Supplier includes :

Particulars	As at March 31, 2013	As at March 31, 2012
Advance given to Eurolife Healthcare Private Limited, Company in which director of the Company is interested as director	1,885,231	1,885,231

Note 20 : Revenue from operations

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Sale of Products		
Gross Sales	441,619,323	376,689,508
Less: Excise Duty	34,339,216	24,378,245
	407,280,107	352,311,263
Other Operating Revenues		
Conversion Charges	57,954,117	44,308,853
Scrap Sales	830,821	956,977
Gain on Foreign Exchange Fluctuation (Net)	2,386,986	3,015,469
	468,452,031	400,592,562

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 21 : Other income

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Interest Income		
Interest on Fixed Deposits	959,845	72,701
Interest on Income Tax Refund	-	62,462
Interest on Loans and Advances	879,577	1,090,376
Other non-operating income		
Dividend Income	7,680	15,360
Bad Debts Recovery	300,000	-
Balance Written Back (Net)	2,313,149	-
Other Income	559,784	-
Miscellaneous Receipts	67,416	38,605
	5,087,451	1,279,504

Note 22 : Cost of materials consumed

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Raw Materials :		
Opening Stock	25,254,915	48,776,238
Add: Purchases	292,549,310	261,672,907
Less: Closing Stock	20,705,114	25,254,915
	297,099,111	285,194,230

Note 23 : Changes in inventories of finished goods, work-in-progress

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Opening Inventory		
Finished Goods	32,833,448	3,540,916
Work-In-Progress	9,078,330	3,035,736
	41,911,778	6,576,652
Closing Inventory		
Finished Goods	12,928,086	32,833,448
Work-In-Progress	5,015,132	9,078,330
	17,943,218	41,911,778
	239,68,560	(35,335,126)

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 24 : Employee benefits expenses

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Salaries and Wages	41,984,193	34,161,174
Directors Remuneration	6,000,000	6,000,000
Gratuity Expenses	535,835	416,443
Contribution to PF & Other Funds	787,810	740,063
Staff welfare expenses	314,037	259,380
	49,621,875	41,577,060

Note 25 : Finance costs

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Interest to Banks	3,988,907	6,130,954
Interest to Others	124,500	329,056
Bank Charges	1,070,033	1,233,675
	5,183,439	7,693,684

Note 26 : Other expenses

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Manufacturing Expenses		
Consumption of :		
- Stores and spares	7,737,824	8,193,686
- Power and Fuel	25,478,317	22,748,566
- Laboratory Materials	1,776,894	1,354,260
ETP Plant Expenses	557,382	1,514,570
Repairs to :		
- Building	144,062	219,484
- Machinery	953,799	2,358,971

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Administration & Other Expenses

Rent	288,000	288,000
Rates and Taxes	345,124	227,307
Legal and Professional	3,232,689	3,335,068
Commission & Brokerages	3,243,694	3,013,219
Communication Expenses	1,055,881	791,603
Electricity Charges	155,674	138,639
Insurance Charges	2,039,350	1,716,410
Freight Outward	4,128,740	4,323,946
Auditor's Remuneration	530,901	447,576
Travelling Expenses	3,301,394	5,398,104
Vehicle Expenses	1,195,279	1,183,510
Printing & Stationery	718,889	730,057
Sales Promotion Charges	949,185	1,269,631
Loss on Sale of Fixed Assets	155,889	1,698,459
Balances Written Off (Net)	-	3,063,212
Sales Tax Paid	6,942,459	7,483,493
Repairs & Maintenance - Others	-	43,781
Donation	27,100	100,000
Miscellaneous Expenses	1,277,739	1,385,843
	66,236,265	73,027,396

a) Auditors Remuneration :

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Audit Fees	370,788	337,080
Taxation Matter	11,236	19,509
Other Services	148,877	90,987
TOTAL	530,901	447,576

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 27 : Prior Period Income / (Expenses)

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Prior Period Income		
Service Tax Credit taken for earlier years	(584,801)	-
Prior Period Expenses		
Professional Fees	300,843	24,000
Repairs & Building - Building	-	34,000
Postage Expenses	-	19,031
Repairs & Building - Others	-	44,700
Gratuity Provision	-	2,790,046
	(283,958)	2,911,777

Note 28 : Earnings per equity share:

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Basic Earnings per Share		
Profit/(Loss) attributable to Equity shareholders	9,742,574	6,900,260
Weighted average number of equity shares	7,296,326	7,285,000
Basic Earnings Per Share	1.34	0.95
Face value per Share	10.00	10.00
Dilutive Earnings per Share		
Profit after adjusting interest on potential equity shares	9,742,574	6,900,260
Weighted average number of equity share after considering potential equity shares	7,296,326	7,285,000
Dilutive Earnings per Share	1.34	0.95

Note 29 : Contingent Liabilities

Particulars	As at March 31, 2013	As at March 31, 2012
Guarantee given by Bank on behalf of the Company	455,000	515,750
TOTAL	455,000	515,750

Note 30 : Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances already made) and not provided for is Rs. 4,865,059/- (PY: Rs.NIL).

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Note 31 :

In the opinion of the Board the Current Assets and Long Term Loans and advances, are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

Note 32 :

Balances of trade receivables, payables, loans and advances are subject to confirmation, reconciliation and consequential adjustment, if any. Consequently revenue impact, presently is not ascertainable, will be considered as and when determined.

Note 33 :

- a) During the F.Y 2011-12, the Company had received from Kerry Ingredients India Private Limited (Kerry) a sum of Rs. 767.72 lacs for expansion of production capacity and others measures for strengthening of business and the same had been reflected as Liabilities in the financial statements for the year ended 31st March 2012 in absence of any agreement with Kerry.
- b) During the current year, the Company has executed a Manufacturing Agreement with Kerry on 11th January, 2013 and as per the terms of the agreement the said sum Rs. 767.72 has been received as follows:
- i. Rs. 190 Lacs has been received for the purchase of Company's customers for such products. The said sum will be accounted for as Income in the year when the Company's customers will be transferred to Kerry.
 - ii. Rs. 577.72 Lacs has been received as Advance Manufacturing Consideration by the Company on having agreed to upgrade its plant and produce up to 10000 metric tons 200 Mesh Lactose per year exclusively for Kerry. This Consideration shall be apportioned over a period of 10 years from the commencement date which is the date on which the Company commences the production of the upgraded manufacturing facility as agreed in the Manufacturing Agreement.

Accordingly, the said sum of Rs. 767.72 Lacs has been reflected as current / long term liability as the case may be in the Financial Statements for the year ended 31st March 2013.

Note 34 : Disclosure pursuant to Accounting Standard – 15 'Employee Benefits'

Assumptions	Year ended March 31, 2013
Salary Growth *	6.50%
Discount Rate	8.50%
Withdrawal Rate	5% at younger ages and reducing to 1% at older ages according to graduated scale.
Mortality Rate	Indian Assured Lives Mortality (2006-080 Ult.

* The estimates of future salary increases, considered in an actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

- (i) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Present value of obligation as at the beginning of the year:	3,123,153	2,790,046
Interest cost	279,337	237,154
Current service cost	265,468	246,258
Benefits paid	(165,115)	(83,336)
Actuarial (gain) / loss on obligation	(8,970)	(66,969)
Closing Present value of obligation	3,493,873	3,123,153

- (ii) Actuarial gain/ loss recognised in the Statement of Profit and Loss:

Particulars	As at March 31, 2013	As at March 31, 2012
Actuarial gain/ (loss) for the year obligation	-	-
Total (gain)/ loss for the year	(8,970)	(66,969)
Actuarial (gain)/ loss recognised during the year.	(8,970)	(66,969)

- (iii) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Present value of obligation as at the end of the year	3,493,873	3,123,153
Funded value of assets (unfunded)	-	-
Net assets / (liability) recognised in balance sheet	(3,493,873)	(3,123,153)

- (iv) The amounts recognised in the Statement of Profit and Loss are as follows:

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Current service cost	265,468	246,258
Past service cost	-	-
Interest cost	279,337	237,154
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(8,970)	(66,969)
Expenses recognised in the statement of profit and loss	535,835	416,443
Add : Opening liability provided in Current year on account of change in Accounting Policy	-	2,790,046
Total Liability Provided in Current Year	535,835	3,206,489

Note 35 : Segment Reporting

Basis of preparation

In accordance with the requirements of Accounting Standard 17 "Segment Reporting", the Company's business consists of one reportable business segment i.e., "Manufacturing & Trading of Pharmaceutical Products", hence no separate disclosures pertaining to attributable Revenues, Profits, Assets, Liabilities, Capital Employed are given.

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
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(Amount in ₹)

Secondary segment reporting is on the basis of geographical location of the customers. The operation of the Company comprises local sales and export sales. The management views the Indian market and Export market as distinct geographical segments. The following is the distribution of the Company's sales by geographical markets:

Information about Geographical Segments :

i. Revenue from Operation

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Domestic Sales	356,963,560	322,256,965
Export Sales	111,488,471	75,320,128
Total	468,452,031	397,577,092

ii. Segment Assets

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
India	457,849,238	355,383,604
Outside India	10,266,905	5,980,760
Total	468,116,143	361,364,364

Note : Carrying amount of Segment assets outside India represents receivables from Export Sales and Advance to Suppliers

Note 36 : Related Party disclosures

a. List of related parties

Name of the Party	Relationship
Eurolife Healthcare Private Limited	Enterprises having same Key Management Personnel and / or their Relatives
Madhusa Projects Private Limited	Enterprises having same Key Management Personnel and / or their Relatives
Mr. SM Maheshwari	Director
Mr. Atul Maheshwari	Director
Mrs. Sangita Maheshwari	Relative of Director

b. Transactions with Related Parties :

Name of Party	Nature of Transaction	Year Ended March 31, 2013	Year Ended March 31, 2012
Mr. SM Maheshwari	Remuneration	3,000,000	3,000,000
	Repayment of Loans Taken	494,954	55,092
	Interest Paid	43,525	55,092
Mr. Atul Maheshwari	Remuneration	3,000,000	3,000,000
	Repayment of Loans Taken	-	375,000
	Share Warrant converted	3,791,838	-
	Equity Contribution	2,199,329	-
Mrs. Sangita Maheshwari	Remuneration	1,500,000	1,500,000
	Rent paid	288,000	288,000
	Share Warrant converted	2,210,588	-
	Equity Contribution	1,282,331	-
	Purchase of Office Premises	-	135,000,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

Name of Party	Nature of Transaction	Year Ended March 31, 2013	Year Ended March 31, 2012
Madhusha Projects Private Limited	Interest Paid	59,212	258,614
	Share Warrant converted Equity Contribution	-	-
	Repayment of Loans Taken	2,032,935	525,862
Eurolife Healthcare Private Limited	Sales	23,131,844	4,512,499
	Loan received back	3,910,508	37,936
	Received back against Advance given for Purchase	-	1,100,000
	Interest Received	407,750	379,360

c. Balance Outstanding of Related Parties :

Name of Party	Receivable / Payable	Year Ended March 31, 2013	Year Ended March 31, 2012
Mr. SM Maheshwari	Unsecured Loan Payable	-	451,429
Madhusha Projects Private Limited	Unsecured Loan Payable	-	1,973,723
Eurolife Healthcare Private Limited	Loan Receivables	-	3,502,758
	Advance from Customer	-	674,144
	Trade Receivables	6,159,494	-
	Advance to Suppliers	1,885,231	1,885,231

Note 37 : Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

(a) Value of Imports on C.I.F Basis:

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Raw Materials	27,188,555	185,157,615
Capital goods	465,372	1,654,875
TOTAL	27,653,927	186,812,490

(b) Earnings in foreign currency (on accrual basis):

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
F.O.B. Value of Exports	111,488,471	75,320,128
TOTAL	111,488,471	75,320,128

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

(c) Expenditure in foreign currency (on accrual basis):

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Commision on Exports	-	227,089
Tarvelling Expenses	4,083,794	2,960,045
TOTAL	4,083,794	3,187,134

(d) Consumption of raw materials:

Particulars		Year Ended March 31, 2013		Year Ended March 31, 2012	
		Amount	Percentage	Amount	Percentage
Manufacturing -	Imported	50,185,651	17%	262,333,500	92%
	Indigenous	246,913,459	83%	22,860,730	8%
TOTAL		297,099,110	100%	285,194,230	100%
Spares -	Imported	-	-	-	-
	Indigenous	7,737,824	100%	8,193,686	100%
TOTAL		7,737,824	100%	8,193,686	100%

Note 38 : Information pursuant to para 5(ii) and 5(iii) of the General Instructions to the Statement of Profit and Loss

(a) Particulars of consumption of raw materials:

Raw Materials	Year Ended March 31, 2013	Year Ended March 31, 2012
Crude Lactose	264,822,857	233,001,745
Lactulose	26,963,221	28,697,216
Others	5,313,033	23,495,269
TOTAL	297,099,111	285,194,230

(b) Particulars of Work-in-progress:

Work in Progress	As at March 31, 2013	As at March 31, 2012
Lactose	3,575,132	8,602,292
Others	1,440,000	476,038
TOTAL	5,015,132	9,078,330

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2013**

(Amount in ₹)

(c) Particulars of sales and inventory position:

Manufactured Goods	Year Ended March 31, 2013		
	Sales	Closing Inventory	Opening Inventory
Lactose	346,326,826 (318,750,674)	10,076,082 (32,147,532)	32,147,532 (768,869)
Lactulose	28,232,224 (38,883,245)	1,956,088 (189,249)	189,249 (2,772,047)
Others	67,060,273 (19,055,589)	895,916 (496,666)	496,666 -
TOTAL	441,619,323 (376,689,508)	12,928,086 (32,833,447)	32,833,447 (3,540,916)

* Previous year figures are in brackets

Note 39 :

The previous year's figures have been re-grouped / re-classified to conform to this year's classification.

In terms of our report of even date

For Singrodia Goyal & Co.
Chartered Accountants

For and on behalf of the Board of Directors of
Lactose (India) Limited

K.M. Tulsian
Partner
Mem. No. 38430

S. M. Maheshwari
Chairman & Managing Director

Atul Maheshwari
Executive Director

Nitesh Kumar Khetan
Finance Manger

Place : Mumbai

Place : Mumbai

Date : 24th April, 2013

Date : 24th April, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

	(Amount in ₹)	
Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
A. Cash Flow from Operating Activities\		
Net Profit before taxation	13,966,814	10,259,713
Adjustments for:		
Depreciation on fixed assets	17,747,375	16,543,331
Loss on sale of fixed assets	155,889	1,698,459
Decrease in Value of investments	1,470	-
Share Issue Expenses	115,732	-
Interest expense	5,183,439	7,693,684
Deduct:		
Dividend Received	(7,680)	(15,360)
Interest income	(1,839,422)	(1,163,077)
Operating Profit before Working Capital changes	35,323,617	35,016,750
Adjustments for :		
(Increase) / Decrease in inventories	28,310,723	(12,674,952)
(Increase) / Decrease in trade receivables	(910,735)	(53,406,909)
Increase/(Decrease) in trade payable	60,176,426	(25,262,057)
Increase/(Decrease) in long term trade payable	36,456,550	-
Increase/(Decrease) in other current liabilities	(10,899,142)	22,636,793
Increase/(Decrease) in short term provisions	(46,089)	358,486
Increase/(Decrease) in long term provisions	415,009	2,788,067
CASH GENERATED FROM OPERATIONS	148,826,359	(30,543,822)
Income tax Paid	3,125,690	737,515
Net Cash inflow from/ (outflow) from Operating activities	145,700,670	(31,281,337)
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(19,680,600)	(35,070,095)
Purchase of investments	-	(3,600,000)
Capital WIP	(102,310,470)	(6,515,437)
Sale of Fixed Assets	223,500	1,220,000
Long term loans & advances received back / (given)	7,040,029	11,884,877
Short term loans & advances received back / (given)	(28,697,584)	969,627
Interest received	1,839,422	1,163,077
Dividend received	7,680	15,360
Net Cash inflow from/ (outflow) from Investing activities	(141,578,023)	(29,932,591)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(Amount in ₹)

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
C. Cash Flow from Financing Activities		
Proceeds / (Repayment) of long term borrowings	34,168,758	10,889,739
Proceeds / (Repayment) of short term borrowings	(6,519,020)	(19,086,797)
Advance for Expansion	(24,777,200)	76,772,000
Proceeds from Share Issue	4,022,700	-
Share warrant money pending allotment	2,912,663	-
Proceeds from Government Grant	-	2,500,000
Share Issue Expenses	(115,732)	-
Interest paid	(5,183,439)	(7,693,684)
Net Cash inflow from/ (outflow) from Financing activities	4,508,729	63,381,258
Net increase / (decrease) in cash and cash equivalents	8,631,376	2,167,330
Cash and cash equivalents at the beginning of the year	4,503,648	2,336,317
Cash and cash equivalents at the end of the year	13,135,024	4,503,647

Notes 1 :

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows :

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Cash in hand	562,921	102,287
Bank balances	12,572,104	4,401,362
	13,135,024	4,503,648

Note 2:

Previous year's figures have been regrouped and rearranged wherever necessary in order to conform to current year's figures.

In terms of our report of even date

For Singrodia Goyal & Co.
Chartered Accountants
Firm Registration No. 112081W

For and on behalf of the Board of Directors of
Lactose (India) Limited

K.M. Tulsian
Partner
Mem. No. 38430

Place : Mumbai

Date : 24th April, 2013

S. M. Maheshwari
Chairman & Managing Director

Atul Maheshwari
Executive Director

Nitesh Kumar Khetan
Finance Manger

Place : Mumbai

Date : 24th April, 2013

Dear Shareholder

Sub: Green Initiative in corporate Governance-Electronic mode of service of Documents

The Ministry of Corporate affairs, Government of India, has by circular no 17/2011 dated 21st April 2011 and 18/2011 dated 29th April,2011 respectively, clarified that a company will have complied with the provisions of the companies act, 1956, if service of notice(s) / document(s) on its shareholders has been made through electronic mode. This initiative by the government is indeed commendable and your company supports the same. We are sure, that as a responsible shareholder, you too will support this initiative. By registering yourself with the company for e-communication, you will be able to receive such notice(s) / document(s) etc. promptly and without loss in postal transit.

It is proposed that henceforth documents like Notices of Meetings, annual Reports, Directors Report, Auditors Report and other shareholder communication will be sent electronically to the email address provided by you and made available to the Company by the Depositories viz, NSDL / CDSL. As and when there are changes in your email address, you are requested to keep your Depository Participant (DP) informed of the same.

For shares held in Physical form, shareholders can either register their email address with the Company at investor.lactose@gmail.com mentioning their name(s) and Folio no. or return this Letter duly filled in to the Company's Registrar & Transfer Agent.

Kindly note that if you still wish to get a hard copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you.

Thanking you

Yours sincerely,

For Lactose (India) Limited

S.M.Maheshwari

Managing Director

Folio No. / DP ID & Client ID _____
Name of 1st Registered Holder _____
Name of Joint Holder(s) _____
E-mail Address (To Be Registered) _____
Mobile No. _____

Date: _____

Signature: _____

LACTOSE (INDIA) LIMITED

REGISTERED OFFICE : VILLAGE POICHA (RANIA), SURVEY NO. 6, SAVLI, DIST. VADODARA – 391 780

ATTENDANCE SLIP

Shareholders attending the Meeting in persons or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company at Village Poicha (Rania), Survey no. 6, Savli, dist. Vadodara – 391 780 on Monday the 30th September, 2013 at 11.00 A. M. and at any adjournment thereof.

Full name of the Shareholder
(in block capitals)

Signature of Shareholder

Folio No.

Full Name of proxy
(in block capitals)

Signature of Proxy

LACTOSE (INDIA) LIMITED

REGISTERED OFFICE : VILLAGE POICHA (RANIA), SURVEY NO. 6, SAVLI, DIST. VADODARA – 391 780

PROXY FORM

Folio No.

I/We.....of.....
name being a member of above Company, hereby appoint Shri/ Smt./ Kum. of
..... in the district of

Or failing him /her Shri/ Smt. / Kum. in the district of
for me or us on my/our behalf at the ANNUAL GENERAL MEETING of the Company, to be held on Monday the
30th September, 2013 at 11.00 A. M. and at any adjournment thereof.

Signed thisday of

Rs.1/-
Revenue
Stamp to
be affixed

This proxy form duly completed must be received at the Company's Registered Office at least 48 hours before the meeting.

BOOK - POST

If undelivered, please return to :

LACTOSE (INDIA) LIMITED

SURVEY NO. 6,
VILLAGE POICHA (RANIA),
TALUKA SAVLI,
DISTRICT VADODARA
GUJARAT - 391 780

FORM A

Name of the company	Lactose (India) Limited
Annual financial statements for the year ended	31 st March 2013
Type of audit observation	Un-qualified
Frequency of observation	Not Applicable
To be signed by- *CEO/Managing director *CFO *Audit committee chairman	For Lactose (India) Limited <i>Smaheshwari</i> Managing Director