



V. SANKAR AIYAR & CO.
CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Members of Zuari Management Services Limited

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

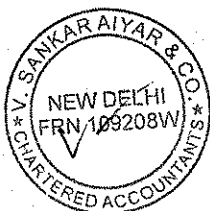
Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



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

Opinion

In our opinion and to the best of our information and knowledge and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

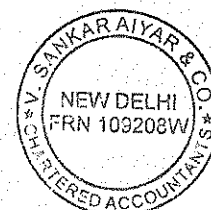
1. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There are no material pending litigations against the Company which could impact its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts during the year and therefore the question of making provisions for material losses in such contracts does not arise.
 - iii. There were no amounts, which were required to be transferred during the year to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

Place: New Delhi

Dated: 705 2015

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W

V. Rethinam
V. Rethinam
(Partner)
Membership No. 010412



Annexure referred to in the Independent Auditors' Report to the members of Zuari Management Services Limited on the accounts for the year ended 31st March, 2015.

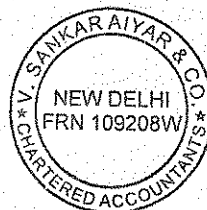
- i a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The management has physically verified most of the fixed assets at the year end. Having regard to the size of the Company and nature of its assets the frequency of verification at the year end, in our opinion, is reasonable. No material discrepancies were noticed on such verification.
- ii The Company does not carry inventories of nature covered by Accounting Standard - 2. Therefore, clause 3 (ii) of the Order is not applicable to the Company.
- iii The Company has not granted any loans during the year, secured or unsecured, to companies, firms or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii) (a) & (b) of the Order are not applicable.
- iv In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control systems, commensurate with the size of the Company and the nature of its business, for purchase of fixed assets and sale of services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system.
- v The Company has not accepted deposits during the year from the public within the provisions of section 73 of the Act and the Rules framed there under.
- vi The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 (1) of the Act in respect of Company's activities.
- vii a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income-tax, Service tax and any other statutory dues with the appropriate authorities. There were no arrears of undisputed statutory dues as at 31st March, 2015, which were outstanding for a period of more than six months from the date they became payable. We are informed that there is no liability towards sales tax, wealth tax, Employees' State Insurance, duty of customs, duty of excise, value added tax and cess for the year under audit.
b) There are no disputed dues which have remained unpaid as on 31st March, 2015 on account of Income-tax and Service tax.
c) According to the information and explanation given to us, the Company has no liability or requirement to transfer any amount to Investor Education & Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules thereunder.
- viii The Company does not have any accumulated losses at the end of the year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix The Company has not taken any loans from financial institutions or banks or debenture holders. Therefore, the question of default in repayment of dues does not arise.
- x According to information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xi According to the information and explanations given to us, the Company has not taken any term loans during the year.
- xii Based on the audit procedure performed and the representation obtained from the management, we report that no case of fraud on or by the Company has been noticed or reported during the year under audit.

**For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI Firm Regn. No. 109208W**

Place: New Delhi

Dated: 705 2015

**V. Rethinam
(Partner)
Membership No. 010412**



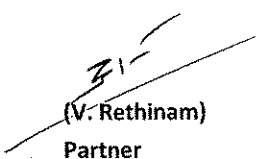
Zuari Management Services Limited
Balance Sheet as at 31 March, 2015

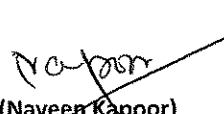
(Amount in Rupees)


	Notes	31 March 2015	31 March 2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
Share capital	3	5,00,000	5,00,000
Reserves and surplus	4	7,38,84,974	6,34,71,691
		<u>7,43,84,974</u>	<u>6,39,71,691</u>
Non-current liabilities			
Long term borrowings	5	10,11,00,000	-
Long-term provisions	6	-	-
		<u>10,11,00,000</u>	<u>-</u>
Current liabilities			
Trade payables	7	4,78,002	1,34,89,416
Other current liabilities	8	1,42,01,931	10,51,92,906
Short-term provisions	6	60,16,206	43,21,418
		<u>2,06,96,139</u>	<u>12,30,03,740</u>
Total		<u><u>19,61,81,113</u></u>	<u><u>18,69,75,431</u></u>
<u>ASSETS</u>			
Non-current assets			
Fixed assets			
Tangible assets	9	11,07,391	12,00,948
Non-current investments	10	16,30,26,145	16,30,26,145
Long-term loans and advances	13	1,86,72,063	1,10,99,055
Other non-current assets	14	2,84,069	2,13,357
		<u>18,30,89,668</u>	<u>17,55,39,505</u>
Current assets			
Trade receivable	11	70,85,302	87,64,639
Cash and bank balances	12	55,45,186	23,07,456
Short-term loans and advances	13	4,60,957	3,63,831
		<u>1,30,91,445</u>	<u>1,14,35,926</u>
Total		<u><u>19,61,81,113</u></u>	<u><u>18,69,75,431</u></u>
Significant accounting policies	1		
Other notes forming part of the financial statements	2		

As per our report of even date
 For V.Sankar Aiyar & Co.
 Chartered Accountants
 FRN 109208 W

For and on behalf of the Board

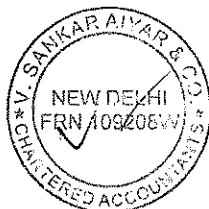

 (V. Rethinam)
 Partner
 M No.10412


 (Naveen Kapoor)
 Director
 DIN: 01680157


 (V. Seshadri)
 Director
 DIN: 06499916

Place: New Delhi
 Date: 07.05.2015

Place: Gurgaon
 Date: 07.05.2015



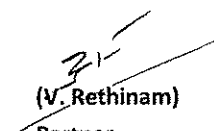
Zuari Management Services Limited
Statement of Profit and Loss for the year ended 31 March, 2015

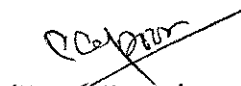
		(Amount in Rupees)	
	Notes	31 March 2015	31 March 2014
Income			
Revenue from operations	15	4,89,23,160	6,47,45,073
Other income	16	2,21,14,045	1,30,19,260
Total Revenue		<u>7,10,37,205</u>	<u>7,77,64,333</u>
Expenses			
Employee benefits expense	17	3,82,98,250	2,49,44,170
Other expenses	18	1,09,37,685	2,47,86,896
Total		<u>4,92,35,935</u>	<u>4,97,31,066</u>
Earnings before interest, tax, depreciation and amortization		<u>2,18,01,270</u>	<u>2,80,33,267</u>
Depreciation and amortization expense	19	4,17,103	1,78,917
Finance costs	20	1,21,40,884	1,11,19,227
Profit/(loss) before tax		<u>92,43,283</u>	<u>1,67,35,123</u>
Tax expense			
Current tax		9,30,000	44,00,000
Excess Provision for earlier year written back		<u>-21,00,000</u>	<u>-</u>
Total tax expense		<u>-11,70,000</u>	<u>44,00,000</u>
Profit/(Loss) for the year after tax carried to Balance Sheet		<u>1,04,13,283</u>	<u>1,23,35,123</u>
Earnings per equity share {nominal value of share Rs.10/- (31 march 2014 - Rs.10/-)} Basic & diluted			
		208.27	246.70

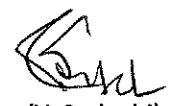
Significant accounting policies 1
 Other notes forming part of the financial statements 2

As per our report of even date
 For V.Sankar Aiyar & Co.
 Chartered Accountants
 FRN 109208 W

For and on behalf of the Board

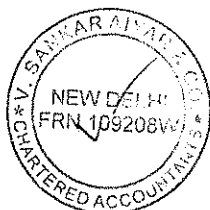

 (V. Rethinam)
 Partner
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 (Naveen Kapoor)
 Director
 DIN: 01680157


 (V. Seshadri)
 Director
 DIN: 06499916

Place: New Delhi
 Date: 07.05.2015

Place: Gurgaon
 Date: 07.05.2015



Zuari Management Services Limited
Cash Flow Statement for the year ended 31 March, 2015

Particulars	(Amount in Rs.)	
	31 March 2015	31 March 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax & exceptional items.	92,43,283	1,67,35,123
<u>Adjustment for :</u>		
Depreciation	4,17,103	1,78,917
Interest Income	-75,460	(1,01,857)
Dividend Income	-1,52,36,727	(1,29,17,403)
Other Income	-68,01,858	
Operating Profit/(Loss) before working Capital Changes	-1,24,53,659	38,94,780
<u>Adjustment for changes in :</u>		
(Decrease)/Increase in Long Term Provisions	-	(44,00,000)
(Decrease)/Increase in Short Term Provisions	16,94,788	12,12,847
(Decrease)/Increase in Trade payables	-1,30,11,414	1,33,40,050
(Decrease)/Increase in Other Current Liabilities	1,01,09,025	33,62,386
(Increase)/ Decrease in Short Terms Loans and Advances	-97,126	16,94,323
(Increase)/ Decrease in Long Terms Loans and Advances	4,93,483	(20,49,104)
(Increase)/ Decrease in Other non-current Assets	-70,712	(95,911)
(Increase)/Decrease in Trade Receivables	16,79,337	(64,87,640)
Net Cash from Operating Activities before Income Tax	-1,16,56,278	1,04,71,732
Direct taxes paid (net of refund)	-68,96,491	(19,02,247)
Net cash from operating activities	-1,85,52,769	85,69,485
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets (including in-tangible assets)	-3,23,546	(8,78,219)
Purchase of non-current investments	-	(8,84,18,135)
Dividend Income	1,52,36,727	1,29,17,403
Interest Income	75,460	1,01,857
Other Income	68,01,858	
Net cash used in Investing activities	2,17,90,499	(7,62,77,094)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Loans taken during the year	10,11,00,000	10,11,00,000
Repayment of Long-term Borrowings	-10,11,00,000	(3,45,00,000)
Net cash used in financing activities	-	6,66,00,000
Net Changes in Cash and Cash equivalents during the year	32,37,730	(11,07,610)
Cash and Cash equivalents at the beginning of the year	23,07,456	34,15,066
Cash and Cash equivalents at the end of the year	55,45,186	23,07,456
Net Increase/(Decrease)	32,37,730	(11,07,610)

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.

As per our report of even date
For V.Sankar Aiyar & Co.
Chartered Accountants
FRN 109208 W

For and on behalf of the Board

(V. Rethinam)
Partner
M No.10412

(Naveen Kapoor)
Director
DIN: 01680157

(V. Seshadri)
Director
DIN: 06499916

Place: New Delhi
Date: 07.05.2015

Place: Gurgaon
Date: 07.05.2015



ZUARI MANAGEMENT SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. Significant accounting policies

a. Measurement of EBITDA

As permitted by the *Guidance Note issued by Institute of Chartered Accountants of India*, the Company has chosen 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.

b. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Notified Accounting Standards by Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (to the extent notified). The financial statements have been prepared on going concern basis and under the historical cost convention.

c. 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.

d. Tangible fixed assets

The Fixed assets of the company are stated at historical cost less accumulated depreciation. 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.

e. Depreciation on tangible fixed assets

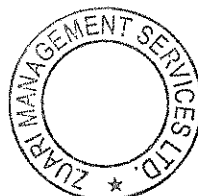
- i) Assets are stated at cost of acquisition less accumulated depreciation. All significant costs incidental to the acquisition of assets are capitalized.
- ii) The company has revised its policy of providing depreciation w.e.f. 01.04.2014 in line with the requirement of part C of schedule II of the Companies Act, 2013. The Company continues to follow straight line method of depreciation. In respect of additions to Fixed Assets, depreciation is calculated on pro-rata basis from the date on which Asset is put to use.

f. Revenue Recognition

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

g. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.



ZUARI MANAGEMENT SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

In respect of gratuity, earned leaves & sick leaves, a separate actuarial valuation is carried out. Actuarial gains and losses are recognized net of incurred during the period in which they occurred in the statement of profit and loss.

h. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

i. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

j. Deferred Tax

In accordance with Accounting Standard 22 - Taxes on Income, Deferred tax is recognized subject to consideration of prudence, being difference between accounting and taxable income that originates in one year and capable of reversal in subsequent years.

2. Other Notes forming part of accounts

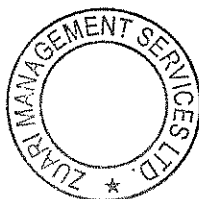
2.1 Corporate Information

Zuari Management Services Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. It was incorporated on 6th December 2006.

2.2 Related party disclosures as per Accounting Standard 18

- | | |
|------------------------|--|
| a) Holding Company | : Zuari Global Limited |
| b) Fellow Subsidiaries | : Zuari Infraworld India Limited
: Zuari Investments Limited
: Simon India Limited |
| c) Associates | : Indian Furniture Products Limited |

Transactions with the above parties and closing balances as at March 31, 2015 are as per "Annexure - A"



ZUARI MANAGEMENT SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.3 Basic and diluted earnings per share as per Accounting Standard – 20 (Amt. in Rs.)

S.No.	Particulars	31.03.2015	31.03.2014
a)	Profit / (Loss) for the year	1,04,13,283	1,23,35,123
b)	Weighted average number of equity shares	50,000	50,000
c)	Face value of per share	10	10
d)	Basic and diluted earnings per share	208.27	246.70

2.4 Employee benefits (AS-15 Revised)

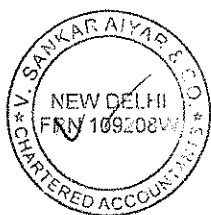
The Company has obtained valuation report from Actuary. The following data is given from report of the Actuary.

(i) Economic Assumptions:

Particulars	2014-15	2013-14
Discount Rate	8%	9%
Future salary increase	9%	9%

(ii) Changes in the present value of the defined benefit obligation: (Amt. in Rs.)

		Earned Leave		Gratuity		Sick leave	
		31-03-2014	31-03-2015	31-03-2014	31-03-2015	31-03-2014	31-03-2015
a)	Present value of obligation as at the beginning of the period	13,19,264	25,28,547	6,70,931	14,12,892		3,79,979
b)	Acquisition adjustment	4,16,000	--	2,38,562	--		--
c)	Interest cost	1,05,541	2,27,569	53,674	1,13,031		30,398
d)	Past service cost	--		--	--		
e)	Current service cost	11,66,269	11,51,763	3,87,470	5,73,565		3,16,546
f)	Curtailement cost/(Credit)	--	--	--	--		--
g)	Settlement cost/(Credit)	--	--	--	--		--
h)	Benefits paid	(14,766)	(54,799)	--	--		--
i)	Actuarial (gain)/loss on obligation	(4,63,761)	(4,83,116)	(5,06,445)	(5,42,456)		3,62,287
j)	Present value of obligation as at the end of closing period	25,28,547	33,69,964	8,44,192	15,57,032		10,89,210



ZUARI MANAGEMENT SERVICES LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(iii) Expenses recognized in statement of profit and loss account: (Amt. in Rs.)

		Earned Leave		Gratuity		Sick leave	
		31-03-2014	31-03-2015	31-03-2014	31-03-2015	31-03-2014	31-03-2015
a)	Current service cost	11,66,269	11,51,763	3,87,470	5,73,565		3,16,546
b)	Past service cost	--	--	--	--		
c)	Interest cost	1,05,541	2,27,569	53,674	1,13,031		30,398
d)	Expected return on plan assets	--	--	--	--		--
e)	Curtailement cost / (Credit)	--	--	--	--		--
f)	Settlement cost / (credit)	--	--	--	--		--
g)	Net actuarial (gain) / loss recognized in the period	(4,63,761)	(4,83,116)	(5,06,445)	(5,42,456)		3,62,287
h)	Expenses recognized in the statement of profit & losses	8,08,049	8,96,216	(65,301)	1,44,140		7,09,231

(iv) Details of Defined Contribution Plan in respect of the Group: (Amt. in Rs.)

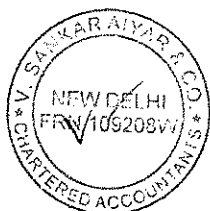
	2014-15	2013-14
Contribution to Provident Fund	18,76,395	10,94,268
Contribution to Superannuation Fund	Nil	Nil
Contribution to Contributory pension fund	2,13,071	4,65,078
Total	20,89,466	15,59,346

2.4 Deferred tax (Liability)/Assets as at 31.03.2015 consists of

Particulars	31.03.2014	For the year	31.03.2015
Book/Tax Depreciation difference	(62,000)	33,000	(29,000)
Provision for Leave Encashment/Gratuity	2,05,000	3,19,000	5,24,000
Net Deferred Tax (Liability)/Asset for the year	1,43,000	3,52,000	4,95,000

The net deferred tax asset has not been considered as a matter of prudence.

2.5 Previous year figures have been re-grouped wherever necessary to correspond to current year figures.



Zuari Management Services Limited
Notes to financial statements for the year ended 31 March, 2015

	31 March 2015	(Amount in Rupees) 31 March 2014
3. Share capital		
Authorised :		
50,000 Equity Shares of Rs. 10/- each	5,00,000	5,00,000
Issued		
50,000 Equity Shares of Rs. 10/- each	5,00,000	5,00,000
Subscribed and Paid-up		
50,000 Equity Shares of Rs.10/- each, fully Paid-up	5,00,000	5,00,000
Total	5,00,000	5,00,000

a) Reconciliation of Shares Outstanding at the beginning and end of the reporting Period

Equity Shares	Number	Rupees	Number	Rupees
At the beginning of the period	50,000	5,00,000	50,000	5,00,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	50,000	5,00,000	50,000	5,00,000

b) Terms/Rights Attached to equity Shares

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

c) Details of Shareholders holding more than 5% of shares in the company

Name of Shareholder	No. of Shares	% Holding	No. of Shares	% Holding
Zuari Global Limited	50,000	100	50,000	100

d) The entire paid up capital is held by Zuari Global Limited, the Holding Company & its nominees.

4. Reserves and surplus

Surplus		
Balance as per last Financial Statements	6,34,71,691	5,11,36,568
Net Profit/(Loss) for the current year	1,04,13,283	1,23,35,123
Total	7,38,84,974	6,34,71,691

5. Long-term borrowings

	Non-current prtion		Current maturities	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Unsecured				
Inter Corporate Deposit from Adventz Infraworld India Limited	-	-	-	-
Zuari Global Limited	10,11,00,000	-	-	10,11,00,000
Total	10,11,00,000	-	-	10,11,00,000

Terms:

Interest - 12% & 12.50%per annum
Maturity - 26 months
Date of Maturity - Various dates between Jan'17 to May'17)

6. Provisions

	Non Current	Current	Non Current	Current
Provision for employee benefits				
- Gratuity	-	15,57,032	-	14,12,892
- Sick Leave	-	10,89,210	-	3,79,979
- Leave benefits	-	33,69,964	-	25,28,547
Total	-	60,16,206	-	43,21,418



Zuari Management Services Limited
Notes to financial statements for the year ended 31 March, 2015

	31 March 2015	(Amount in Rupees) 31 March 2014
7. Trade payables		
Trade payables*	4,78,002	1,34,89,416
Total	4,78,002	1,34,89,416

* The Company has not received any information from parties regarding their registration under Micro, small and Medium Enterprises (Development) Act, 2006. In the circumstances, disclosures relating to amount remaining unpaid as at the year end, together with the interest, if any, payable under the Act are not ascertainable.

8. Other current liabilities

Current Maturities of long term borrowings (ICD)	-	10,11,00,000
Security Deposits	1,05,000	1,05,000
Interest accrued and due on borrowings	1,09,26,795	-
Mortgage benefit payable to staff	51,720	51,720
Statutory dues	31,18,416	39,36,186
Total	1,42,01,931	10,51,92,906

9. Fixed assets

Particulars	Tangible				Intangible	Grand Total
	Computers	Furniture & Fixtures	Office Equipments	Total		
Cost						
As at 01.04.2014	5,40,071	3,28,655	6,35,419	15,04,145	-	15,04,145
Additions	2,22,625	82,021	18,900	3,23,546	-	3,23,546
Disposals	-	-	-	-	-	-
As at 31.03.2015	7,62,696	4,10,676	6,54,319	18,27,691	-	18,27,691
Depreciation						
Upto 01.04.2014	2,21,608	58,519	23,070	3,03,197	-	3,03,197
Charge for the Year	2,02,772	91,857	1,22,474	4,17,103	-	4,17,103
Written back	-	-	-	-	-	-
Upto 31.03.2015	4,24,380	1,50,376	1,45,544	7,20,300	-	7,20,300
Net Block						
As at 31.03.2015	3,38,316	2,60,300	5,08,775	11,07,391	-	11,07,391
As at 31.03.2014	3,18,463	2,70,136	6,12,349	12,00,948	-	12,00,948

10. Non-current investments

Non Trade - at cost

Equity instruments - Quoted

50,78,909 Equity shares of Rs.10/- each (previous year 50,78,909 equity shares), fully paid up of Zuari Agro Chemicals Limited

	13,04,76,145	13,04,76,145
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Equity instruments - Unquoted

24,91,071 Equity Shares of Rs.10/- each, fully paid up of Indian Furniture Products Limited (Previous Year 23,25,000 Equity Shares of Rs.10/- each, fully paid up of Style Spa Furniture Limited)

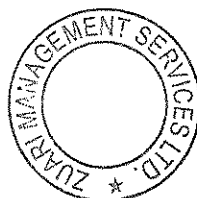
	3,25,50,000	3,25,50,000
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Total	16,30,26,145	16,30,26,145
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a) Market value of quoted investments

	1,14,32,62,416	65,01,00,352
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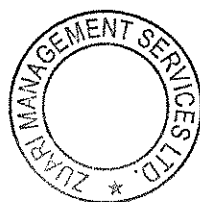
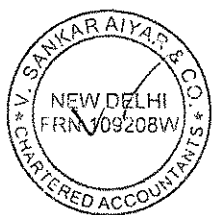
b) Under a scheme of arrangement approved by the Madras High Court, SSFL will stand merged with Indian Furniture Products Limited (IFPL) from the appointed date of 1st April, 2014. As a result, the Company was allotted 24,91,071 equity shares of Rs.10/- each, fully paid up in IFPL. The management is of the view that the shares allotted in IFPL carries the same cost at which the shares of SSFL were held. Keeping in view the long term nature of the investments, no provision for diminution in value is considered necessary.



Zuari Management Services Limited

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

	31 March 2015		(Amount in Rupees) 31 March 2014	
	Non Current	Current	Non Current	Current
11. Trade receivables (Unsecured - considered good)				
- Outstanding for a period exceeding 6 months from the date they are due for payment	-	34,80,240	-	-
- Other receivables (Refer to Note 14)	2,84,069	36,05,062	2,13,357	87,64,639
Total	2,84,069	70,85,302	2,13,357	87,64,639
12. Cash and cash equivalents				
a. Cheques in hand	-	-	-	-
b. Balances with banks				
-in Current Accounts	-	55,45,186	-	23,07,456
- in deposit accounts of more than 3 months and less than 12 months maturity	-	-	-	-
Total	-	55,45,186	-	23,07,456
13. Loans and advances (Unsecured - considered good)				
Other loans and Advances				
Advance income tax (net of provision for taxation)	1,60,24,402	-	79,57,911	-
Prepaid expenses	-	22,500	-	3,750
Advances recoverable in Cash or in Kind	-	1,96,118	-	41,448
Staff Loans	6,82,661	2,42,339	10,16,144	3,18,633
Security deposit	19,65,000	-	21,25,000	-
Total	1,86,72,063	4,60,957	1,10,99,055	3,63,831
14. Other Assets				
Interest Accrued on Staff Loans (Refer to Note 11)	2,84,069	-	2,13,357	-
Total	2,84,069	-	2,13,357	-

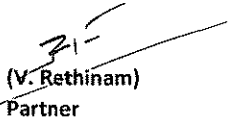


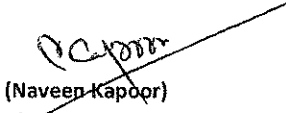
Zuari Management Services Limited
Notes to financial statements for the year ended 31 March, 2015


	(Amount in Rupees)	
	31 March 2015	31 March 2014
15. Revenue from operations		
Commission Income	85,89,316	1,83,69,529
Management & Engineering Services	4,03,33,844	4,63,75,544
Total	4,89,23,160	6,47,45,073
16. Other income		
Dividend Income	1,52,36,727	1,29,17,403
Excess Provisions written back	244	-
Miscellaneous Income	67,38,745	-
Notice Period Recovered	62,869	-
Interest Income	75,460	1,01,857
Total	2,21,14,045	1,30,19,260
17. Employee benefits expense (Refer Note No. 1 (g) for employee benefits)		
Salaries, wages and bonus	3,58,76,410	2,24,07,717
Contribution to provident & other funds	21,21,520	15,80,442
Gratuity	1,44,140	-
Staff welfare	1,56,180	9,56,011
Total	3,82,98,250	2,49,44,170
18. Other expenses		
Consultancy	94,49,919	1,70,71,034
Rent (net of recoveries)	2,69,809	36,37,334
Legal & Professional Expenses	2,95,800	6,06,328
ROC Charges & Filing Fees	5,329	19,482
Payment to Auditors (Refer detail below)	1,45,000	95,000
Travelling & conveyance	5,94,930	19,94,197
Vehicle Maintenance	1,17,124	9,44,179
Communication	10,020	1,89,855
Interest on delayed payments of statutory dues	29,891	-
Penalty on PF Damages	8,424	-
Miscellaneous expenses	11,439	2,29,487
Total	1,09,37,685	2,47,86,896
Payments to the Auditors as		
Audit Fees	1,20,000	80,000
Tax Audit Fees	25,000	15,000
Total	1,45,000	95,000
19. Depreciation and amortization expense		
Depreciation of tangible assets	4,17,103	1,78,917
Total	4,17,103	1,78,917
20. Finance costs		
Interest expense	1,21,40,884	1,11,19,227
Total	1,21,40,884	1,11,19,227

For V. Sankar Aiyar & Co.
Chartered Accountants
FRN 109208 W

For and on behalf of the Board


(V. Rethinam)
Partner
M No.10412


(Naveen Kapoor)
Director
DIN: 01680157


(V. Seshadri)
Director
DIN: 06499916

Place: New Delhi
Date: 07.05.2015

Place: Gurgaon
Date: 07.05.2015



Related Party Transaction As Per Accounting Standard 18 For Zuari Management Services Limited

(Amount in Rs.)

Following transactions were carried out with related parties in the ordinary course of business for the Period ended 31st March' 2015

Sl. No	Transaction Details	2014-15			2013-14		
		Holding Company	Fellow Subsidiaries	Associates	Holding Company	Fellow Subsidiaries	Associates
1	Payment made on their behalf						
	-Zuari Infracore India Ltd.		1,19,030			1,02,725	
	-Zuari Global Limited				8,00,000		
	-Zuari Investment Limited		1,52,359			2,92,978	
	-Simon India limited					2,38,514	
	-Indian Furniture Products Limited			4,28,618.07			
2	Payment made on our behalf						
	-Zuari Global Limited				63,97,040		
	-Zuari Investment Limited					315	
	-Simon India limited					5,509	
	-Indian Furniture Products Limited			31,700			
3	Service Charges Paid						
	-Zuari Investment Limited		21,000			20,000	
4	Receipt of Inter-corporate Deposits / loans						
	-Zuari Infracore India Ltd.					3,45,00,000	
	-Zuari Global Limited				12,57,00,000		
5	Repayment of Inter-corporate Deposits / loans						
	-Zuari Infracore India Ltd.					3,45,00,000	
	-Zuari Global Limited				2,56,00,000		
6	Management Fees Received						
	-Zuari Global Limited	39,99,222			29,54,878		
	-Zuari Infracore India Ltd.		21,92,853			13,30,712	
	-Zuari Investment Limited		4,62,000			2,52,000	
	-Indian Furniture Products Limited			6,50,000			
7	Security Deposit Received						
	-Zuari Investment Limited					1,05,000	
8	Purchase of Shares						
	-Zuari Investment Limited					8,84,18,135	
9	Interest Paid						
	-Zuari Global Limited	1,21,40,884			1,11,19,127		

Closing Balances as at March 31, 2015

Sr.No.	Name of Company	Dr. / Cr.	Amount Rs.
1	Zuari Global Limited	Dr.	1,07,77,265
2	Zuari Global Limited - ICD	Cr.	10,11,00,000
3	Zuari Investments Limited	Dr.	Nil
4	Zuari Investments Limited - Security Deposit	Cr.	1,05,000
5	Zuari Infracore India Limited	Dr.	72,693
6	Simon India Limited		Nil
7	Indian Furniture Products Limited	Dr.	493

Payment to Key Managerial Person during FY2014-15

Sr. No.	Name	Designation	Nature of payment	Amount Rs.
1	Mr. R. S. Raghavan (period 01.08.14 to 31.08.14)	Director	Advisory	6,00,000

