

FUTURE RETAIL

Ref: PRIL/SE/2011-12

26th March, 2013

Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Fax Nos.: 22723121 / 22722037 / 22722039
22722041 / 22722061 / 22723719 / 22721082

Re: Scrip Code of Debt : 947649

Dear Sir,

Sub: Half yearly results and the in formations as required by the Clause 6 of the Debt Listing Agreement

Pursuant to the Debt Listing Agreement, please find enclosed herewith the Audited Financial Results for the sixth quarter and period ended 31st December, 2012 along with the details of debt ratios. Other details as on 31st December, 2012 are mentioned below:

Credit Rating by Care Analysis & Research Ltd. : A

Asset Coverage Ratio : 1.36 x

Debt Equity Ratio : 1.10 x

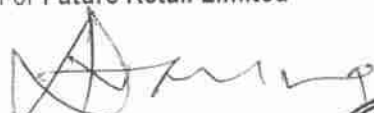
Dates of Interest Payment to the Debenture Holders

Particulars	Dates
Last Date of Interest Paid	30-08-2012
Next Due Date	30-08-2013

Kindly take the above information on your records.

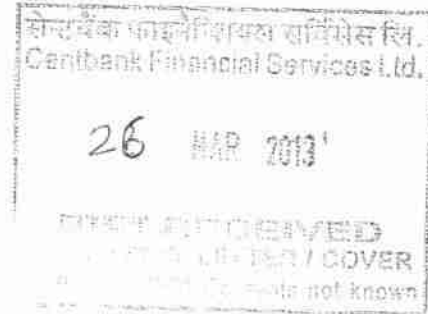
Thanking you,

Yours truly,
For Future Retail Limited


Deepak Tanna
Company Secretary



Encl.: As Above



For Centbank Financial Services Limited


Authorised Signatory ★



Future Retail Limited

Registered Office: Knowledge House, Shyamnagar, Off JV Link Road, Jogeshwari E, Mumbai 400 060

P: +91 22.6644.2200, F: + 91. 22.6644.2201, www.futureretail.co.in

FUTURE RETAIL

Ref: PRIL/SE/2011-12

26th March, 2013

To,
Centbank Financial Services Limited
Central Bank, MMO Building,
55, M. G. Road, Fort,
Mumbai – 400 001

Sub: Half yearly results and the in formations as required by the Clause 6 of the Debt Listing Agreement

Dear Sir,

Pursuant to the Debt Listing Agreement, please find enclosed herewith acknowledged copy of Audited Financial Results for the sixth quarter and period ended 31st December, 2012 filed with BSE Limited for your records.

Thanking you,

Yours truly,
For Future Retail Limited


Deepak Tanna
Company Secretary

Encl.: As Above



Future Retail Limited

Registered Office: Knowledge House, Shyamnagar, Off JV Link Road, Jogeshwari E, Mumbai 400 060
P +91 22 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

S L & Company

Chartered Accountants

TO WHOMSOEVER IT MAY CONCERN

At the request of Pantaloon Retail India Limited, having its registered office at Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari-East, Mumbai-400 060, we have examined the necessary books of accounts and related records and we certify that following ratios stands at 31st December, 2012:

Particulars	Ratios
Debt Equity Ratio	1.10 x
Debt Service Coverage Ratio (DSCR)	1.81 x
Interest Service Coverage Ratio (ISCR)	2.33 x

Basis of calculation:

Debt Equity Ratio: (Total Loan Funds) / (Paid up Equity Capital + Reserve & Surplus + Warrants)

Debt Service Coverage Ratio: (Earnings before Depreciation, Interest on long term loans & Tax) / (Interest on long term loans+ Schedule Principle Repayment of Long Term Loan(excluding prepayments) during the period

Interest service Coverage Ratio: Earning before Depreciation, Interest & Tax / Interest Expense

For S L & Company
Chartered Accountants



Partner
Laxmikant Somani
M. No. 124205

Date: 14th March 2013

Place: Mumbai



**Certified True Copy
For Future Retail Limited**


Company Secretary

R.S. AJWANI & CO.

Chartered Accountants

Ravi Ajwani
B.Com, LL.B, F.C.A.
Mob.No 92210 39100

12-Ramsaran,
Sion, Bombay 400 022
rajwani1115@rediffmail.com

TO WHOMSOEVER IT MAY CONCERN

At the request of M/S Pantaloon Retail (India) Limited, having Registered Office at Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari - East, Mumbai - 400060, we have examined the necessary records and documents and certify that the Fixed Asset Coverage Ratio of the Company for First Pari - Passu Charge Lenders (including NCD's) stood at 1.36x as on 31st December 2012.

Place : Mumbai

Date : 15/03/2013

For R. S. AJWANI & CO
Chartered Accountants


RAVI AJWANI
Proprietor



Certified True Copy
For Future Retail Limited

Company Secretary

Statement of Standalone Financial Result for the Quarter and Eighteen Months ended December 31,2012

(₹ in Crores)

Sr. No.	Particulars	3 months ended	Preceding	3	Corresponding 3	Financial Period of	Year ended
		31-12-2012	months	3	months ended in	Eighteen months	30-06-2011
		Unaudited	ended	months	previous year	ended 31-12-2012	Audited
			30-09-2012	ended	31-12-2011		
			Unaudited	Unaudited	Unaudited	Audited	Audited
1	Income From Operations						
	a) Net sales (Net of excise duty)	1252.85	1192.14		1064.92	6771.78	3942.30
	b) Other Operating Income	32.69	32.56		43.05	215.95	159.17
	Total Income from Operations (net)	1285.54	1224.70		1107.97	6987.73	4101.47
2	Expenses						
	a) Cost of materials consumed	6.51	2.87		2.58	25.21	25.49
	b) Purchases of stock-in-trade	1022.29	847.10		733.20	4815.11	3118.28
	c) Changes in inventories of finished goods, work in progress, and stock-in-trade - (Increase) / Decrease	(214.07)	(70.99)		(29.70)	(395.93)	(494.15)
	d) Employee benefits expense	58.48	56.46		55.25	336.31	214.47
	e) Depreciation and amortization expense	66.23	53.19		48.24	311.87	146.37
	f) Rent including Lease rental	139.27	132.39		112.26	736.13	400.24
	g) Other Expenses	136.97	133.49		108.49	694.60	418.16
	Total Expenses	1215.68	1154.51		1030.32	6523.30	3828.86
3	Profit from Operations before other Income and finance cost and Exceptional Items (1-2)	69.86	70.19		77.65	464.43	272.61
4	Other Income	3.79	9.31		3.51	27.70	16.34
5	Profit from ordinary activities before finance cost and Exceptional Items (3 +4)	73.65	79.50		81.16	492.13	288.95
6	Finance costs	75.60	81.42		73.62	480.41	173.66
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	(1.95)	(1.92)		7.54	31.72	115.29
8	Exceptional Items	(15.55)	13.18		-	256.60	-
9	Profit / (loss) from ordinary activities before tax (7 + 8)	(17.50)	11.26		7.54	288.32	115.29
10	Tax Expense	2.91	2.66		1.90	15.06	36.55
11	Earlier year's income tax	-	-		-	-	2.08
12	Net Profit / (Loss) for the Period (9-10-11)	(20.41)	8.60		5.64	273.26	76.66
13	Paid up equity share capital (Face value of ₹2 per share)	46.32	46.32		44.68	46.32	43.42
14	Reserves excluding Revaluation Reserves	-	-		-	3276.23	2671.23
15	Basic EPS : a)Equity Shares	(0.88)	0.37		0.24	12.08	3.54
	b)Equity Shares - Class B (Series 1)	(0.88)	0.41		0.34	12.12	3.64
	Diluted EPS : a)Equity Shares	(0.88)	0.37		0.24	12.08	3.44
	b)Equity Shares - Class B (Series 1)	(0.88)	0.41		0.34	12.12	3.54
A	PARTICULARS OF SHAREHOLDING						
1	Public share holdings:						
	a)Equity shares:						
	-Number of shares	121508021	121508021		114657388	121508021	110779291
	-Percentage of shareholdings	56.34	56.34		55.26	56.34	55.08
	b)Class B Shares(Series 1):						
	-Number of shares	7734291	8441459		8511459	7734291	8521459
	-Percentage of shareholdings	48.55	52.99		53.43	48.55	53.50
2	Promoters and Promoter group shareholding:						
	a) Pledged/Encumbered						
	- Number of Equity Shares	59529829	58263880		61367419	59529829	26863587
	- Number of Class B Shares(Series 1)	6004974	5150000		3000000	6004974	200000
	-Percentage of Equity Shares(as a % of total equity shareholding of Promoters and promoter group)	63.23	61.89		66.11	63.23	29.73
	-Percentage of Class B Shares(Series 1) (as a % of total Class B Shares(Series 1) shareholding of Promoters and Promoter group)	73.28	68.78		40.44	73.28	2.70
	-Percentage of Equity Shares (as a % of total equity share capital of company)	27.60	27.02		29.58	27.60	13.36
	-Percentage of Class B Shares(Series 1) (as a % of total Class B shares(Series 1) share capital of company)	37.70	32.33		18.83	37.70	1.26
	b) Non-Encumbered						
	- Number of Equity Shares	34615589	35881538		31465367	34615589	63499661
	- Number of Class B Shares(Series 1)	2189887	2337693		4417693	2189887	7207693
	-Percentage of Equity Shares(as a % of total equity shareholding of Promoters and Promoter group)	36.77	38.11		33.89	36.77	70.27
	-Percentage of Class B Shares(Series 1) (as a % of total Class B Shares(Series 1)shareholding of Promoters and Promoter group)	26.72	31.22		59.56	26.72	97.30
	-Percentage of Equity Shares (as a % of total equity share capital of company)	16.05	16.64		15.16	16.05	31.57
	-Percentage of Class B Shares(Series 1) (as a % of total Class B shares(Series 1) share capital of company)	13.75	14.68		27.73	13.75	45.25

Notes:			
1 Audited Standalone Statement of Assets and Liabilities as at December 31, 2012. (₹ in Crores)			
Sr. No.	Particulars	As At 31-12-2012	As At 30-06-2011
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share Capital	46.32	106.90
	(b) Reserves and Surplus	3,276.23	2,671.23
	(c) Money Received Against Share Warrants	-	100.00
	Sub Total - Shareholders' funds	3,322.55	2,878.13
2	Optionally Fully Convertible Debentures	800.00	-
3	Non-Current Liabilities		
	(a) Long-Term Borrowings	1,854.42	1,392.75
	(b) Deferred Tax Liability (Net)	94.99	87.05
	(c) Other Long Term Liabilities	150.00	145.00
	(d) Long-Term Provisions	5.32	2.71
	Sub Total - Non Current Liabilities	2,104.73	1,627.51
4	Current Liabilities		
	(a) Short-Term Borrowings	551.18	538.23
	(b) Trade Payables	810.02	938.69
	(c) Other Current Liabilities	980.91	325.06
	(d) Short-Term Provisions	33.53	27.22
	Sub Total - Current Liabilities	2,375.64	1,829.20
	TOTAL - EQUITY AND LIABILITIES	8,602.92	6,334.84
B	ASSETS		
	Non-Current Assets		
1	(a) Fixed Assets	2,493.04	1,567.16
	(b) Non-Current Investments	2,280.23	2,250.52
	(c) Long-Term Loans and Advances	764.01	349.20
	Subtotal - Non Current Assets	5,537.28	4,166.88
2	Current Assets		
	(a) Inventories	2,140.24	1,762.20
	(b) Trade Receivables	165.01	178.11
	(c) Cash and Bank Balances	55.53	85.91
	(d) Short-Term Loans and Advances	690.99	130.59
	(e) Other Current Assets	13.87	11.15
	Subtotal -Current Assets	3,065.64	2,167.96
	TOTAL - ASSETS	8,602.92	6,334.84
2 INVESTOR COMPLAINTS			
	Particulars	3 months ended 31-12-2012	3 months ended 31-12-2012
	Pending at the begning of the quarter	NIL	12
	Received during the quarter	12	NIL
3	The company has extended the accounting period till 31 December 2012 and accordingly results published have been given for the sixth quarter and financial period ending on 31 December 2012. Hence, corresponding numbers for cumulative eighteen months for previous period have not been given. The above results have been reviewed by the Audit Committee and the same were taken on record by the Board of Directors of the Company at its Meeting held on 25 February 2013. The figures of last quarter are the balancing figures between audited figures in respect of the full financial period and the published year to date figures upto the fifth quarter of the current financial period		
4	Current period figures are not comparable with the previous year on account of extension of the accounting period by 6 months from 30 June 2012 to 31 December 2012. Figures for the previous year and quarter have been re-arranged wherever necessary.		
5	Exceptional Items of Rs. 288.32 Crores includes Profit on sale of Investment of ₹ 302.62 Crores and Provision for diminution of Investment of ₹ 46.02 Crores		
6	On 9 September 2012, the board has approved the proposal to demerge business undertaking, comprising of all business, activities and operations pertaining to the Pantaloon's format business of the company and transfer to Peter England Fashions and Retail Ltd (PEFRL) by way of a scheme of arrangement under the provisions of sections 391-394 of the Companies Act, 1956. The board approved the share entitlement ratio of 1 fully paid equity share of Rs 10 each of PEFRL for every 5 equity shares (including class B series 1 share) of Rs 2 each held in the company. The company had already received approvals from both stock exchanges, Shareholders and Competition Commission of India on the Scheme. The petition in respect of Scheme of Arrangement is now with the Hon'ble Bombay High Court for final hearing. The Scheme would be subject to approval from all concerned authorities.		
7	The board has earlier approved the merger of Future Value Retail Ltd (FVRL), a wholly owned subsidiary with PRIL. FVRL has filed scheme for its amalgamation with PRIL in the Hon'ble Bombay High Court. The Scheme would be subject to approval from all concerned authorities.		

8 On 9 November 2012, the Board of Directors of the Company have approved a Composite Scheme of Arrangement and Amalgamation in terms of Sections 391 – 394 of the Companies Act, 1956 ("Scheme") pursuant whereof it was inter alia envisaged that :

a) The fashion business undertaking of the Company will be demerged into Future Lifestyle Fashions Limited (Future Lifestyle Fashions). The board approved the share entitlement ratio of 1 fully paid equity share of Rs 2 each of Future Lifestyle Fashions for every 3 equity shares (including class B (series 1) share) of Rs 2 each held in the company.

b) As part of the same Scheme, the fashion business undertaking of Future Ventures India Limited will also be demerged into Future Lifestyle Fashions.

The above Scheme has been approved by both the Stock exchanges and Competition Commission of India. The Scheme has been admitted by the Hon'ble Bombay High Court and directions have been issued for convening Shareholders meeting on 4 March 2013. The Scheme would be subject to approval from all concerned authorities.

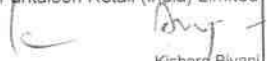
9 Company has only one business segment i.e. "Retail".

10 **Statement of Consolidated Audited Financial Result for the Financial Period of eighteen months ended December 31, 2012** (₹ in Crores)

Sr.No.	Particulars	Financial period of 18 months ended 31-12-2012	12 Months Year ended 30-06-2011
		Audited	Audited
1	Income From Operations		
	a) Net sales/income from operations (Net of excise duty)	19779.93	11968.68
	b) Other Operating Income	406.43	256.94
	Total income from operations (net)	20186.36	12225.62
2	Expenses		
	a) Cost of materials consumed	31.53	29.46
	b) Purchases of stock in trade	13783.69	9379.92
	c) Changes in inventories of finished goods, work-in-progress, and stock in trade - (Increase) / Decrease	(808.29)	(1210.41)
	d) Employee benefits expense	1131.43	684.80
	e) Depreciation and amortization expense	632.26	307.70
	f) Other Expenses	3805.19	2308.76
	Total Expenses	18575.91	11500.23
3	Profit from Operations before other income and finance cost (1-2)	1610.45	725.39
4	Other Income	130.01	64.09
5	Profit from ordinary activities before finance cost and exceptional items (3+4)	1740.46	789.48
6	Finance costs	1647.12	614.89
7	Profit from ordinary activities after finance costs but before exceptional items(5-6)	93.34	174.59
8	Exceptional Items	379.32	107.04
9	Profit from ordinary activities before tax (7+8)	472.66	281.63
10	Tax expense	130.75	137.08
11	Earlier years Income Tax	0.15	2.08
12	Net Profit for the Period (9-10-11)	341.76	142.47
13	Prior Period Items	0.02	0.50
14	Share in Loss of associates company	3.62	2.37
15	Minority Interests	(62.45)	1.94
16	Net Profit for the Period (12-13-14+15)	275.67	141.54
17	Paid up Equity Share Capital (Face Value of ₹ 2 Per Share)	46.32	43.41
18	Reserves Excluding Revaluation Reserves	3,206.40	2,799.30
19	Basic EPS :		
	a)Equity Shares	12.19	6.54
	b)Equity Shares - Class B (Series 1)	12.23	6.64
	Diluted EPS :		
	a)Equity Shares	12.19	6.36
	b)Equity Shares - Class B (Series 1)	12.23	6.46

11 Audited Consolidated Statement of Assets and Liabilities as at December 31, 2012				(₹ in Crores)	
Sr. No.	Particulars	As at 31-12-2012	As at 30-06-2011		
A	EQUITY AND LIABILITIES				
1	Shareholders' Funds				
	(a) Share Capital	121.16	181.75		
	(b) Reserves and Surplus	3,206.40	2,799.30		
	(c) Money Received Against Share Warrants	-	159.25		
	Sub Total - Shareholders' Funds	3,327.56	3,140.30		
2	Share Application Money Pending Allotment	35.55	1.80		
3	Compulsorily Convertible Debentures	753.85	838.85		
4	Optionally Fully Convertible Debentures	800.00	-		
5	Minority Interests	58.72	331.25		
6	Non-Current Liabilities				
	(a) Long-Term Borrowings	3,558.76	4,041.42		
	(b) Deferred Tax Liabilities (Net)	219.89	155.52		
	(c) Other Long Term Liabilities	408.25	189.03		
	(d) Long-Term Provisions	17.53	75.34		
	Sub Total - Non Current Liabilities	4,204.43	4,461.31		
	Current Liabilities				
	(a) Short-Term borrowings	1,871.90	2,266.97		
	(b) Trade Payables	2,383.07	2,111.98		
	(c) Other Current Liabilities	1,443.24	1,062.14		
	(d) Short-Term Provisions	158.70	109.41		
	Sub Total - Current Liabilities	5,856.91	5,550.50		
	TOTAL - EQUITY AND LIABILITIES	15,037.02	14,324.01		
B	ASSETS				
1	Non-Current Assets				
	(a) Fixed assets	5,184.74	3,622.07		
	(b) Non-Current Investments	1,319.73	951.63		
	(c) Long-Term Loans and Advances	1,751.46	2,975.47		
	(d) Other Non-Current Assets	0.13	36.68		
	Subtotal - Non Current Assets	8,256.06	7,585.85		
2	Current Assets				
	(a) Current Investments	71.48	418.02		
	(b) Inventories	4,469.21	3,678.96		
	(c) Trade Receivables	547.16	550.81		
	(d) Cash and Bank Balances	200.56	521.28		
	(e) Short-Term Loans and Advances	1,475.31	1,503.56		
	(f) Other Current Assets	17.24	65.53		
	Subtotal - Current Assets	6,780.96	6,738.16		
	TOTAL - ASSETS	15,037.02	14,324.01		

By order of the Board
For Pantaloons Retail (India) Limited


Kishore Biyani
Managing Director

Mumbai
Dated February, 25, 2013

Certified True Copy
For Future Retail Limited


Company Secretary

Auditors' Report

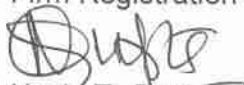
The Members of Pantaloon Retail (India) Limited

1. We have audited the attached Balance Sheet of PANTALOOON RETAIL (INDIA) LIMITED ("the Company") as at December 31, 2012, the Statement of Profit and Loss and the Cash Flow Statement for the period from July 1, 2011 to December 31, 2012 annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ("CARO"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.



- v. On the basis of the written representations received from the Directors, as on December 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on December 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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 December 31, 2012;
- b) in the case of the Statement of Profit and Loss, of the profit for the period from July 1, 2011 to December 31, 2012; and
- c) in the case of Cash Flow Statement, of the cash flows for the period from July 1, 2011 to December 31, 2012.

For NGS & CO LLP
Chartered Accountants
Firm Registration no. 119850W


Navin T. Gupta
Partner

Membership No.: 40334
Mumbai
February 25, 2013



Annexure to the Auditors Report
(Referred to in paragraph 3 of our report of even date)
Re: Pantaloon Retail (India) Limited ('the Company')

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the period by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The fixed assets disposed off during the period, in our opinion, do not constitute a substantial part of the fixed assets of the company.
- ii. (a) As explained to us, the inventories were physically verified during period by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and its nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and the discrepancies noticed on physical verification were not material having regard to the size of the operations of the Company.
- iii. According to the information and explanations given to us, the Company has not given or taken any loan secured or unsecured to or from Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(iii) of CARO are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.
- v. a. To the best of our knowledge and belief and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act,



1956, that were needed to be entered in the Register maintained under the said section have been so entered.

- b. To the best of our knowledge and belief and according to the information and explanations given to us, the transactions made in pursuance of these contracts or arrangements referred to in v(a) above and exceeding the value of Rs Five lacs with any party during the period have been made at prices which are reasonable having regards to prevailing market prices at the relevant time.
- vi. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the period. Therefore provisions of clause 4(vi) of CARO are not applicable to the Company.
- vii. In our opinion, the internal audit functions carried out during the period by firms of Chartered Accountants appointed by the management have been commensurate with the size of the Company and the nature of its business.
- viii. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act, in respect of Company's products. Therefore provision of clause 4(viii) of CARO are not applicable to the Company.
- ix. (a) According to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to it with the appropriate authority.
- (b) No undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty and cess and other material statutory dues applicable to the Company were in arrears as at December 31, 2012 for a period of more than six months from the date they became payable.



(c) Details of dues of Sales Tax, Sales Tax and Stamp duty which have not been deposited as at December 31, 2012 on account of disputes are given below.

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs. In Crores)
Income Tax Act	Income Tax	AY 2004-05	Commissioner of Income Tax (Appeals)	0.05
		AY 2007-08	Tribunal	3.37
		AY 2008-09	Commissioner of Income Tax (Appeals)	0.69
Sales Tax Act	Sales Tax	2007-08 (9 Month April 2007 to Dec 2007)	Add.Comm. Grade 2, Kanpur	0.05
		2008-09	Add.Comm. Grade 2, Kanpur	0.08
		2012-13	Add.Comm. Grade 2, Kanpur	0.13
		2012-13	Add.Comm. Grade 2, Kanpur	0.07
		2012-13	Add.Comm. Grade 2, Kanpur	0.07
		2006-07	Appellate Authority-DC	0.32
		2009-10	Directorate of Commercial Taxes	0.19
		2009-10	Dy. Commissioner of Sales Tax	0.15
The Indian Stamp Act, 1899	Stamp Duty		High Court, Allahabad	1.81
			Chief Controlling Revenue Authority, Ghaziabad, U.P	1.55
			High Court, Allahabad	0.26
Total				8.79




Accounting for Investment in Associates in Consolidated Financial Statements' and Accounting Standard (AS) 27 'Financial Reporting of interest in Joint Ventures' notified by Companies Accounting Standard Rules, 2006 (as amended)

5. Based on our audit and on consideration of reports of other auditors on separate financial statement and other financial information of the components and to the best of our information and according to the explanation given to us, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India,

- a. In case of Consolidated Balance Sheet, of the state of affairs of the Company and its Subsidiaries, Joint Ventures and Associate as at December 31, 2012 ;
- b. In case of Consolidated Statement of Profit and Loss, of the profit for the period from July 1, 2011 to December 31, 2012; and
- c. In case of Consolidated Cash Flow Statement, of the cash flow for the period from July 1, 2011 to December 31, 2012.

For NGS & Co. LLP
Chartered Accountants
Firm Registration No. 119850W


Navin T. Gupta
Partner
Membership No. 40334



Mumbai
February 25, 2013