LODHA

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AUDITOR'S CERTIFICATE-2008-09

To the Board of Directors of JK Agri Genetics Ltd. (formerly Florence Alumina Ltd.)

We have examined the attached Balance Sheet (RECASTED) of JK Agri Genetics Ltd. (JKAGL) (formerly Florence Alumina Ltd.) as at 31st March 2009, the Profit & Loss Account (RECASTED) and also the Cash Flow Statement (RECASTED) (together financial statements) for the 12 months period ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management, which have been prepared to give carry over impact of the Scheme of Arrangement & Demerger in Audited Financial Statements of JKAGL for the year ended 31st March 2009 as stated in Note No. 2 [read with Note No. 1] of Schedule 14B. Impact of the Scheme (being effective on 2nd Nov, 2012) have been given in the accounts of Financial Year 2012-13 to be prepared under Companies Act,1956 for the purpose to be placed before the members of the Company in the Annual General Meeting. As stated in the above said note impact of the Scheme have been given in the financial year 2005-06, to re-organise the Accounts for the year ended 31st March 2006 and its carry over impact in the subsequent financial years including business of Seed Undertaking which have been transferred from Florence Investech Limited (Formerly JKAGL). Our responsibility is to certify these recasted financial statements based on our verification. Our examination was made in accordance with approved standards on auditing in India and accordingly included such tests of the accounting and other records. We have also assessed the accounting principles used and significant assessment made by the Management of the Company.

We invite attention to Note No. 2 of Schedule 13B to the Recasted Financial Statements of the year 2005-06 regarding the transfer of assets and liabilities of Seed Undertaking of Florence Investech Limited (formerly JK Agri Genetics Limited) to the Company [JK Agri Genetics Limited (formerly Florence Alumina Limited)], pursuant to the Scheme of Arrangement & Demerger between the Company and Florence Investech Limited (formerly JK Agri Genetics Ltd.), which has been approved by the Hon'ble High Court of Judicature at Calcutta operative from 1st April 2005 (appointed date), impact of which have been given in these financial statements with respect to Net difference being considered as General Reserve on transfer of Seed undertaking with the Company as stated in Note No. 2 (vi) of Schedule 13B which is not in line with the Generally Accepted Accounting Principles, as has been carried out as per the Order of the Hon'ble High Court.

For LODHA & CO., **Chartered Accountants**

FRN - 301051E

(N.K. LODHA)

Partner

Membership No. 85155

Place: New Delhi Date: 30-3 - 20/3

(formerly FLORENCE ALUMINA LIMITED)

BALANCE SHEET (RECASTED) AS AT 31ST MARCH, 2009

₹ in Lacs

	Schedule	As at 31.03.2009	As at	31.03.2008
		31.03.2009		
SOURCES OF FUNDS SHAREHOLDERS' FUND				
SHARE CAPITAL	1	360.39		360.39
RESERVES AND SURPLUS	2	2,306.04		3,808.40
		2,666.43		4,168.79
SECURED LOANS	3	3,161.11		2,410.47
UNSECURED LOANS	4	549.90		211.20
DEFERRED TAX LIABILITY (NET)		-		243.84
		6,377.44		7,034.30
APPLICATION OF FUNDS				
FIXED ASSETS				
GROSS BLOCK	5	4,401.01		4,321.30
LESS: DEPRECIATION		1,236.20		1,040.14
NET BLOCK		3,164.81		3,281.16
CAPITAL WORK IN PROGRESS		25.37		12.29
		3,190.18		3,293.45
DEFERRED TAX ASSET (NET)		595.64		-
CURRENT ASSETS,LOANS AND ADVANCES	6	8,031.49		11,102.53
LESS: CURRENT LIABILITIES AND PROVISIONS	7	5,439.87		7,361.68
NET CURRENT ASSETS		2,591.62		3,740.85
		6,377.44		7,034.30
ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	14			

Schedules 1 to 7 and 14 attached to the Balance Sheet form an integral part thereof.

(formerly FLORENCE ALUMINA LIMITED)

PROFIT & LOSS ACCOUNT (RECASTED) FOR THE YEAR ENDED 31ST MARCH, 2009

₹ in Lacs

			₹ in Lacs
	Schedule	2008-09	2007-08
INCOME			
SALES AND OTHER INCOME	8	5,736.01	9,251.51
INCREASE/(DECREASE) IN FINISHED GOODS	9	938.75	1,995.64
		6,674.76	11,247.15
EXPENDITURE			
MATERIALS AND MANUFACTURING	10	4,646.42	6,471.02
EMPLOYEES COST	11	1,404.78	1,158.64
OTHER EXPENSES	12	2,415.08	2,831.84
		8,466.28	10,461.50
OPERATING PROFIT / (LOSS)		(1,791.52)	785.65
(BEFORE INTEREST & DEPRECIATION)			
COST OF BORROWINGS	13	303.50	214.51
PROFIT / (LOSS) BEFORE DEPRECIATION	_	(2,095.02)	571.14
DEPRECIATION / AMORTISATION	5	212.66	208.19
PROFIT / (LOSS) BEFORE TAX		(2,307.68)	362.95
PROVISION FOR TAXATION			
- CURRENT TAX		-	100.54
- FRINGE BENEFIT TAX		34.16	38.69
- DEFERRED TAX		(839.48)	47.66
PROFIT / (LOSS) AFTER TAX		(1,502.36)	176.06
APPROPRIATIONS			
PROFIT & LOSS BROUGHT FROM PREVIOUS YEAR	<u> </u>	560.12	384.06
BALANCE CARRIED TO BALANCE SHEET		(942.24)	560.12
BASIC AND DILUTED EARNINGS PER SHARE (₹)		(41.69)	4.89
ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	14		

Schedules 8 to 14 attached to the Profit & Loss Account form an integral part thereof.

(formerly FLORENCE ALUMINA LIMITED)

₹ in Lacs

			t in Lacs
	As at 31.03.2009	As at	31.03.2008
Schedule 1			
SHARE CAPITAL			
Authorised:			
Equity Shares - 1,40,00,000 shares (Previous year 1,40,00,000 shares) of ₹ 10 each (Refer Note No. 1 below and Note no.2(iv) of Schedule 14B)	1,400.00		1,400.00
	1,400.00		1,400.00
Issued, Subscribed and Paid up:			
Equity Shares - 36,03,906 shares (Previous Year 36,03,906 shares) of ₹ 10 each fully paid up {Refer Note No. 2below}	360.39		360.39
	360.39		360.39

Notes:

- Subsequent to issue & allottment (on preferential basis) of 14,50,000 equity shares of ₹ 10 each in the year 2005-06 (pre-impact of the scheme) to Florence Investech Limited (FIL)(formerly JK Agri Genetics Ltd.), FIL along with its nominees became Holding Company. However, in view of Order of Hon'ble High Court at Calcutta read with Note 2 of Schedule 14B, FIL ceased to be Holding Company.
- 2. 2103906 no. of fully paid up equity shares of ₹ 10 each since been allotted to the shareholders of the Florence Investech Limited in terms of Scheme of Arrangement and demerger.(Refer Note 2(iii) of Schedule 14 B).

	As at 01.04.2008	Additions	Transfers	As at 31.03.2009
Schedule 2				
RESERVES AND SURPLUS				
Debenture Redemption Reserve®	472.34	-	-	472.34
General Reserve®	2,775.94	-	(942.24)**	1,833.70
Profit & Loss Account	560.12	(1,502.36)	942.24**	-
	3,808.40	(1,502.36)	-	2,306.04
Previous Year	3,632.34	176.06	-	3,808.40

[@] Refer Note 2(vi) of Schedule 14 B.

 $^{^{**}}$ Being Debit Balance in P & L set off.

	As at 31.03.2009	As at	31.03.2008
Schedule 3			
LOANS			
SECURED LOANS			
Zero Coupon Non-Convertible Bonds	1,000.00		1,000.00
Term Loan from Bank	-		3.30
Other Loan from Bank	2,161.11		1,407.17
	3,161.11		2,410.47

Notes:

- 1. Zero Coupon Secured Non-Convertible Bonds (ZCSNCBs) of ₹ 1000 lacs (Previous year ₹ 1000 lacs) are secured/to be secured by subordinate and subservient charge created/to be created on all the movable and immovable properties of the Company, both present and future. These bonds will be redeemable in four instalments of Rs.300 lacs each at the expiry of the 2nd & 3rd year and ₹ 200 lacs each at the expiry of the 4th & 5th year from, 1.4.2005 pursuant to the court order. (Refer Note 2(v) of Schedule 14B)
- 2. Loan of Rs. Nil (Previous year ₹ 3.30 lacs) is secured by hypothecation of specified vehicles.
- 3. Other Loan from Bank represent Working Capital borrowing which is Secured by hypothecation of stocks and book debts etc., both present and future of the Company and by a second charge on fixed assets of the Company.
- 4. Above charges are pending for modification (Note No.2(a) of Schedule 14B)

	As at 31.03.2009	As at	31.03.2008
Schedule 4			
UNSECURED LOANS			
Council of Scientific & Industrial Research (CSIR)	549.90		211.20
	549.90		211.20

(formerly FLORENCE ALUMINA LIMITED)

Schedule 5

FIXED ASSETS

Rs. in lacs

		Gros	ss Block		Dej	preciation /	Amortisation		Net I	Block
Assets	As At	Additions	Sales/	As At	As at	For the	On Sales /	As at	As at	As at
	01.04.2008		Adjustments	31.03.2009	01.04.2008	Year	Adjustments	31.03.2009	31.03.2009	31.03.2008
Land - Freehold	401.61	-	-	401.61	-	-	-	-	401.61	401.61
Land - Leasehold	151.09	4.37	-	155.46	3.29	2.84	-	6.13	149.33	147.80
Building	61.56	21.25	-	82.81	3.75	2.52	-	6.27	76.54	57.81
Plant and Machinery	529.33	38.43	1.84	565.92	95.33	38.17	0.63	132.87	433.05	434.00
Office Equipments, Furniture & Fixtures	193.18	33.97	12.30	214.85	27.46	11.10	2.76	35.80	179.05	165.72
Vehicles*	234.29	50.31	54.48	230.12	54.08	22.18	13.21	63.05	167.07	180.21
Intangibles:										
Brand	2,700.00	-	-	2,700.00	810.00	135.00	-	945.00	1,755.00	1,890.00
Software	50.24	-	-	50.24	46.23	0.85	-	47.08	3.16	4.01
	4,321.30	148.33	68.62	4,401.01	1,040.14	212.66	16.60	1,236.20	3,164.81	3,281.16
Capital Work in Progress									25.37	12.29
Total									3,190.18	3,293.45
Previous Year	3,994.19	351.36	24.25	4,321.30	839.49	208.19	7.54	1,040.14	3,293.45	

^{*} Includes Gross block of Rs.3.18 lacs pending for transfer in the name of the company.

(formerly FLORENCE ALUMINA LIMITED)

₹ in Lacs

Schedule 6 CURRENT ASSETS, LOANS AND ADVANCES	31.03.2008 500.18 2,670.19 307.26 4,710.01 1.12 3.58 1,608.13 9,800.47
Schedule 6 CURRENT ASSETS, LOANS AND ADVANCES A. CURRENT ASSETS 1. Stores, Processing & Packing Material 341.27 2. Finished Goods 3,608.94 3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) 219.32 Other Debts 1,390.53 4. Cash and Bank Balances : Cash in hand 1.88 Balances with Scheduled Banks : In Current Accounts 6.72 Deposits with Banks 687.00 6. Deposits with Banks 687.00 Advances recoverable in cash or in kind or for value to be received 1,038.43 Capital Advances -	500.18 2,670.19 307.26 4,710.01 1.12 3.58 1,608.13
CURRENT ASSETS, LOANS AND ADVANCES A. CURRENT ASSETS 1. Stores, Processing & Packing Material 2. Finished Goods 3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 341.27 3	2,670.19 307.26 4,710.01 1.12 3.58 1,608.13
A. CURRENT ASSETS 1. Stores, Processing & Packing Material 2. Finished Goods 3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) Other Debts 219.32 Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 687.00 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Prepaid Expenses Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 1341.27 341	2,670.19 307.26 4,710.01 1.12 3.58 1,608.13
1. Stores, Processing & Packing Material 2. Finished Goods 3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Fringe Benefit Tax 138.16 1,775.83	2,670.19 307.26 4,710.01 1.12 3.58 1,608.13
2. Finished Goods 3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 687.00 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Fringe Benefit Tax 3,608.94 3,608.94 3,608.94 3,608.94 3,608.94 3,608.94 31,390.53 41,390.53 41,390.53 41,390.53 41,390.53 41,390.53 41,390.53 41,390.53 41,390.53 41,390.53 42,255.66 43,255.66 44,779 44,779 44,779 44,779 44,779 44,775.83	2,670.19 307.26 4,710.01 1.12 3.58 1,608.13
3. Debtors (Unsecured and considered good): Debts over six months (Note 8(a) in Schedule 14B) Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax	307.26 4,710.01 1.12 3.58 1,608.13
Debts over six months (Note 8(a) in Schedule 14B) Other Debts 4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 6.72 Deposits with Banks 6.72 Other Debts 1.88 Balances with Scheduled Banks: In Current Accounts Geroup Ge	4,710.01 1.12 3.58 1,608.13
Other Debts 1,390.53 4. Cash and Bank Balances: 1.88 Cash in hand 1.88 Balances with Scheduled Banks: 6.72 In Current Accounts 6.72 Deposits with Banks 687.00 B. LOANS AND ADVANCES: 6,255.66 (Unsecured considered good) 4dvances recoverable in cash or in kind or for value to be received 1,038.43 Capital Advances - Prepaid Expenses 38.43 Deposit with Government Authorities and Others 47.79 Advance Payment of Income Tax 513.02 Advance Payment of Fringe Benefit Tax 138.16	4,710.01 1.12 3.58 1,608.13
4. Cash and Bank Balances: Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	1.12 3.58 1,608.13
Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 6.72 Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received 1,038.43 Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	3.58 1,608.13
Cash in hand Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 6.72 Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received 1,038.43 Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	3.58 1,608.13
Balances with Scheduled Banks: In Current Accounts Deposits with Banks 6.72 Deposits with Banks 687.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 6.72 6.72 6.72 6.72 6.72 6.72 6.72 6.7	3.58 1,608.13
In Current Accounts Deposits with Banks 6.72 Deposits with Banks 6.87.00 6,255.66 B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 6.72 6.87.00 6,255.66 1,038.43 1,038.43 1,038.43 1,775.83	1,608.13
Deposits with Banks B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 687.00 6,255.66 1,038.43 1,038.43 1,038.43 47.79 47.79 47.79 40vance Payment of Fringe Benefit Tax 138.16	1,608.13
B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 6,255.66 1,038.43 1,038.43 1,038.43 47.79 47.79 47.79 40vance Payment of Fringe Benefit Tax 138.16	•
B. LOANS AND ADVANCES: (Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	9,800.47
(Unsecured considered good) Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax (Unsecured considered good) 1,038.43 1,038.43 1,779 1,779 1,779 1,779 1,779 1,775 1,	
Advances recoverable in cash or in kind or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	
or for value to be received Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	
Capital Advances Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	640.60
Prepaid Expenses Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	640.68
Deposit with Government Authorities and Others Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	9.82
Advance Payment of Income Tax Advance Payment of Fringe Benefit Tax 138.16 1,775.83	28.52
Advance Payment of Fringe Benefit Tax 138.16 1,775.83	34.05
1,775.83	489.04
· · · · · · · · · · · · · · · · · · ·	99.95
8,031.49	1,302.06
	11,102.53
Schedule 7	
CURRENT LIABILITIES AND PROVISIONS	
A. CURRENT LIABILITIES	
Sundry Creditors (Other than pertaining to Micro & small Enterprises)* 242.99	255.66
Advance from Customers 2,512.22	2,830.59
Interest Accrued but not due on loan 19.86	6.34
Other Liabilities (Refer Note 16 of Schedule 14B) 2,013.71	3,682.28
*To the extent information available with the Company	
(Refer Note 10 in Schedule 14B)	
4,788.78	6,774.87
B. PROVISIONS	
Provision for Income Tax 375.27	375.27
Provision for Fringe Benefit Tax 129.10	94.94
Provision for Retirement Benefits 146.72	116.60
651.09	
5,439.87	586.81

(formerly FLORENCE ALUMINA LIMITED)

₹ in Lacs

		₹ in Lacs
	2008-09	2007-08
Schedule 8		
SALES AND OTHER INCOME		
1. Sales	5,519.88	8,864.74
2. Other Income		
Interest on Deposit with Banks & others	64.58	108.23
(Tax at source ₹ 20.33 lacs; Previous Year ₹ 22.09 lacs)		
Profit on sales of Assets (Net)	4.82	_
Miscellaneous Income	146.73	278.54
Miscellaneous income	216.13	386.77
	5,736.01	9,251.51
Och adula O		
Schedule 9		
INCREASE/ (DECREASE) IN FINISHED GOODS		2.670.40
Closing Stock	3,608.94	2,670.19
Less : Opening Stock	2,670.19	674.55
Increase/(Decrease) in Finished Goods	938.75	1,995.64
The case/ (Decrease) in This inca Goods	350.75	1,555.04
Schedule 10		
MATERIALS AND MANUFACTURING		
	2.750.12	F 26F 21
Production and Purchase of Seeds	3,750.13	5,365.31
Processing Charges	350.61	311.29
Consumption of Stores, Processing & Packing Materials	545.68	794.42
	4,646.42	6,471.02
Schedule 11		
EMPLOYEES COST		
Salaries, Wages, Bonus & Retirement Benefits	757.12	601.66
Contribution to Provident and other Funds	84.39	80.24
Employees' Welfare and other Benefits	563.27	476.74
	1,404.78	1,158.64
Schedule 12		
OTHER EXPENSES		
Rent	109.45	113.76
Other Taxes	0.33	4.37
Insurance	12.34	10.60
Discount	103.86	106.66
	269.02	288.08
Freight & Transportation		
Advertisement	638.09	819.64
Directors' Fees	0.03	0.03
Farming Expenses	432.50	602.88
Travelling	411.04	440.92
Commission	68.27	70.34
Loss on Sales of Assets	- 1	0.30
Office & Godown Maintenance	85.27	107.00
Provision for Doubtful Debts & Advances		0.36
Bank Charges, Printing & Stationery, Postage, Telephone	284.88	266.90
and other Miscellaneous Expenses etc.	<u> </u>	
	2,415.08	2,831.84
Schedule 13		
INTEREST		
Interest on:		
Term Loans	13.66	7.32
Others	289.84	207.19
Ouici3		
	303.50	214.51

Schedule 14

ACCOUNTING POLICES AND NOTES ON ACCOUNTS OF JK AGRI GENETICS LIMITED (formerly FLORENCE ALUMINA LIMITED) FOR THE YEAR ENDED 31.03.2009

A. SIGNIFICANT ACCOUNTING POLICIES

1. General:

The Accounts of the company are prepared under Mercantile System of Accounting on Historical Cost and in accordance with the general accepted accounting principles, applicable Accounting Standards and requirement of the Companies Act, 1956 unless otherwise referred herein. Claims/Refunds not ascertainable with reasonable certainty are accounted for on settlement.

2. Valuation of Fixed Assets:

Fixed Assets are stated at their Original Cost, Net of Cenvat, Less Accumulated Depreciation, Addition includes Purchase Cost, Freight, Duties and other expenses including borrowing cost wherever incurred for acquisition and installation.

3. Method of Depreciation:

- a) Depreciation on fixed assets is calculated on straight-line method. Depreciation is provided at the rates in force as per Schedule XIV of the Companies Act, 1956.
- b) Capital expenditures on lease hold premises are charged on straight line method (SLM) over the lease period or at the rates specified in Schedule XIV of the Companies Act, 1956, whichever period is lower.
- c) Leasehold Land is being amortized over the lease period.

4. Investments:

Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if, such a decline is other than temporary in the opinion of the management. Current investments are carried at lower of cost and quoted / fair value computed category-wise.

5. Foreign Currency Transactions

Assets & Liabilities related to foreign currency transactions are translated at exchange rate prevailing at the end of the year. Exchange difference on revenue account is charged to Profit & Loss Account.

6. Inventories:

Inventories are valued at the lower of cost and net realisable value. The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

7. Impairment:

The carrying amount of Assets are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognized as an expense in the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

8. Intangible Assets:

Intangible assets are recognized if future economic benefits are likely and cost of the asset can be measured reliably. The depreciable amount of an intangible asset is allocated on a systematic basis over the useful life of the asset.

9. Employee Benefits:

a. Defined Contribution Plan

Employee benefits in the form of Superannuation Fund, Provident Fund (PF) and ESI considered as defined contribution plan and the contributions are charged to the Profit and Loss Account of the year when the contribution to the respective funds are due.

b. Defined Benefit Plan

Retirement benefits in the form of Gratuity, Leave Encashment and PF (funded) are considered as defined benefit obligations and are provided for on the basis of an Actuarial Valuation, using the projected unit credit method, as at the date of the Balance Sheet.

c. Short term compensated absences are provided based on past experience of the leave availed.

Actuarial gain/ Losses, if any, are immediately recognized in the Profit and Loss Account.

10.Accounting for Taxes on Income and Fringe Benefit Tax:

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being difference between taxable income and accounting income. Fringe Benefits Tax is determined at current applicable rates on expenses falling within the ambit of "Fringe Benefits" as defined in Income Tax Act, 1961.

11. Provisions & Contingent Liabilities:

Provision in respect of present obligation arising out of past events is made in Accounts when reliable estimates can be made of the amount of the obligation. Contingent Liabilities (if material) are disclosed by way of Notes to Accounts. Contingent Assets are not recognized or disclosed in Financial Statements and are included, if any, in the Directors' Report.

B. NOTES ON ACCOUNTS

- 1. (a) Scheme of Arrangement and Demerger (the Scheme) between the Company {JK Agri Genetics Limited (JKAGL) (formerly Florence Alumina Limited) (FAL)(Transferee)} and Florence Investech Limited (FIL)(formerly JK Agri Genetics Limited)(Transferor) has been sanctioned by the Hon'ble High Court at Calcutta vide its order dated 17th October, 2012 and the Scheme became effective on 2nd November 2012, operative from 1st April 2005, the Appointed Date.
 - (b) Accordingly the Audited accounts of the Company for the year ended $31^{\rm st}$ March 2009 which had been approved by the Board of Directors and adopted by the Shareholders in the AGM held on $29^{\rm th}$ September 2009 have been Reorganized to give effect of the Scheme of Arrangement and Demerger approved by the Hon'ble High Court at Calcutta as stated in Note 2 Below in the accounts for the year ended $31^{\rm st}$ March 2006.
- 2. Pursuant to the Scheme as stated in Note No. 1(a) following was carried out in the year 2005-06:
 - i. Name of the Company has been changed from Florence Alumina Limited to JK Agri Genetics Limited.
 - ii. The Seed undertaking of Florence Investech Ltd. as defined in the scheme has been transferred to and vested in the Company with effect from the said Appointed Date. The Scheme has accordingly been given effect to in these accounts.
 - iii. The paid up equity share capital of FIL of ₹ 350.65 lacs has been reorganized and allocated between FIL & the Company in the ratio of 2:3 (i.e. in the ratio 40:60) and accordingly the Share Capital amounting to ₹ 210.39 lacs has been allocated to the Company.
 - iv. a) An amount of authorised capital of ₹ 1,250 lacs divided into 1,25,00,000 equity shares of ₹ 10 each stands transferred from the share capital of FIL to the authorized capital of the Company.
 - b) Transfer of authorized Capital of ₹ 4,250 divided into 50,00,000 preference share capital of ₹ 85/- each will also be transferred in due course from FIL to the Company as authorized capital divided into 4,25,00,000 unclassified shares of ₹ 10 each as per the said Scheme.
 - v. The Company has issued ₹ 1000 lacs Zero Coupon Non Convertible Bonds to the Bond holders of Florence Investech Ltd as provided in the Part IV of the Scheme. The Bonds have also since been redeemed by the Company, the last date of redemption being April 01, 2010.
 - vi. The difference of ₹ 2775.94 lacs (as detailed below) between assets and liabilities (including debentures of ₹ 1000 Lacs) transferred from JKAGL (now FLORENCE INVESTECH LIMITED) at their book values w.e.f. April 01, 2005 along with Debenture Redemption Reserve of ₹472.34 lacs and paid up Equity Capital of ₹ 210.39 has been recorded as General reserve in the books of the company.
- 2(a). Certain fixed assets, licenses, approvals, charge on secured loan are pending for transfer in the name of the Company.
- 2(b). Business of Seed undertaking has been carried out by FIL (formerly JKAGL) for and on account of, and in trust for, the Company.

- 3. Estimated amount of contracts net of advances ₹ 4.66 lacs (Previous year ₹ 6.09 lacs) remaining to be executed on capital account.
- 4.
- a. In terms of disclosure requirements stated in Accounting Standard on, Intangible Assets (AS-26) issued by the Institute of Chartered Accountants of India, the management considered it appropriate to amortize "J.K.SEEDS" brand over a period of 20 years from the date of its acquisition, considering nature of business, life cycle of brand, its inherent value and expected future benefits. The carrying amount of "J.K.SEEDS" brand is ₹ 1755.00 lacs as on 31.3.2009 to be amortized over the balance period 13 years.
- b. Software is amortized over a period of 5 years from the year of installation.
- 5. Research and Development expenses amounting to ₹ 1221.89 lacs (Previous Year ₹ 1338.49 lacs) have been included in respective revenue accounts.

₹ in lacs 2007-08 Particulars 2008-09 **Recurring Expenses Employees Cost** 526.17 440.91 Office & Godown Rent 45.04 43.80 Motor Vehicle Maintenance 2.71 4.21 Office & Godown Maintenance 50.62 36.44 Telephone Expenses 11.30 19.27 Travelling Expenses 77.93 119.84 Electricity Charges 12.38 11.53 Farming Expenses 432.50 602.87 Bank Charges, Printing & Stationary, Postage & Other 27.79 20.58 Miscellaneous Expenses Depreciation 43.90 30.59 Total Recurring Expenses 1221.89 1338.49 **Capital Expenditure** Land 4.37 6.99 Building 21.25 Equipments 46.83 191.71 **Total Capital Expenditure** 72.45 198.70 **Total R&D Expenses (including Capital Expenditure)** 1294.34 1537.19

			\ III lacs
6.	Remuneration to Manager @:	2008-09	2007-08
	Salary	15.61	13.80
	Contribution to PF & Other funds *	4.86	4.31
	Value of Perquisites (as per Income Tax Rules)	<u>25.00</u>	22.80
		<u>45.47</u>	<u>40.91</u>

^{(@} Being amount transferred from FIL)

₹ in lacc

^{*} Excludes provision for Gratuity and Leave Encashment where the actuarial valuation has been done on overall Company basis.

7. Amount paid to Auditors:

Statutory Auditors @	2008-09	2007-08
Audit Fee	0.86	0.64
Taxation	0.34	0.22
Certification Charges	1.87	0.22
Reimbursement of expenses	<u>0.34</u>	
	<u>3.41</u>	<u>1.08</u>

₹ in lacs

@Includes ₹ 3.30 lacs for the current year (Previous year ₹ 0.97 lacs) transferred from FIL.

- 8. (a) Debtors over six months are net of provision of ₹ 9.78 lacs (Previous Year ₹ 9.78 lacs) made for doubtful debts.
 - (b) Some of the balances of debtors, loans & advances and current liabilities are in the process of confirmation/reconciliation.
- 9. Foreign Exchange difference (net debit) amounting ₹ 2.29 lacs (Previous year net credit ₹ 0.54 lacs) has been included in Miscellaneous Income/ Miscellaneous Expenses in Profit & Loss Account respectively.
- 10. To the extent information available with the Company upto 31.03.2009 in respect of MSME (as defined in The Micro, Small and Medium Enterprises Development Act, 2006) the company is generally regular in making payments of dues to such enterprises and no interest has been paid/is payable on such dues during the year and there are no such dues payable as at 31.03.2009.
- 11. In view of Order of Hon'ble High Court at Calcutta, Seed Division from Florence Investech Limited (formerly JK Agri Genetics Limited) along with employees has been transferred w.e.f. 1st April 2005. As FIL had been closing its financial statements as at 30th September (w.e.f. financial year 2008-09) and actuarial valuations in respect of "Employee Benefits" (as per AS-15) also been carried out as on that date only. Accordingly, subsequent to the year ended 31st March 2008, liability for employee benefit for 12 months has been provided as assumed/assessed by the management. Full details as per AS 15 has not been disclosed and key data based on which provision has been made in the year 2007-08 are:-

Actuarial Assumptions:

Discount Rate 8.00% Expected Rate of Return on Plan Assets --

Mortality
LIC (1994-96) duly modified
Turnover Rate
age upto 30-3%, upto 44-2%,

above 44-1%

Salary Escalation 5.50%

12. There are no separate reportable segments as per Accounting Standard 17 "Segment Reporting "pursuant to Scheme of Arrangement and Demerger, hence segment reporting is not being given.

- 13. Related Party^{\$}:
 - A). Relationships

(a) Wholly Owned Subsidiary : --

(b) Investing Company : --

(c) Key Management Personnel (KMP)[@] : --

- B) Transactions with Related Parties during the year Nil (Previous year Nil)
- @ Details of Remuneration paid to Manager is given in Note 6.
- @ Transferred from FIL (formerly JKAGL)
- \$ In pursuance of Scheme of Arrangement and Demerger, FIL (formerly JKAGL) ceased to be 100% Holding Company. Accordingly, related party transactions have been re-organized.

14.	Earn	ings per Share	2008-09	2007-08
	a)	Profit/(Loss) after Tax (₹ in lacs)	(1,502.36)	176.10
	b)	Weighted average no. of Equity Shares (Nos.) [£]	3603906	3603906
	c)	Nominal Value of Equity Share (₹)	10	10
	d)	Basic and Diluted Earnings per Equity Share (₹)	(41.69)	4.89
	_	(£ Read with Note No 2)		

15. Pursuant to the Accounting Standard on 'Accounting for Taxes on Income' (AS-22), Deferred Tax Liability / Assets (Net) are as under:

 Deferred Tax Liabilities i) Related to Fixed Assets Deferred Tax Assets 		As at 31.03.2009 317.18	:	₹ in Lacs As at 31.03.2008 296.42
i) Provision for Doubtful Debts	3.32		3.32	
ii) Unabsorbed depreciation and carried forward losses	850.83			
iii) Disallowance under Income Tax Act	<u>58.67</u>	912.82	<u>49.26</u>	52.58
Deferred Tax Liability/(Asset) (Net)		(595.64)		243.84
In view of management, deferred tax asset	(net) as a	bove is realizab	le.	

- 16. ₹ 447.89 lacs (Previous Year ₹ 1361.53 lacs) is payable being balance of FIL arises due to Scheme of Demerger & Arrangement shown in "Other Liabilities " under Current Liabilities.
- 17. Impairment of Assets:

The Company carries out a periodic review of all its assets with a view to identify any impairment. Impairment of assets, if any, identified on the basis of such review is accounted for in the books as required by the Accounting Standard on Impairment of Assets (AS-28) issued by the Institute of Chartered Accountants of India. There is no Impairment of assets which has not been accounted.

18. Foreign currency exposure not hedged are ₹ 48.38 lacs (Previous year ₹ Nil) on account of net receivable (equivalent to USD 93,975; Previous year USD Nil) as at 31.03.2009.

19. Particulars of Production, Purchase, Sales and Stocks

2008-09		2007-08			
Particulars		Qty	Amount	Qty	Amount
Particulars	Particulars		(₹ in	(100	(₹ in
		Qtls.)	Lacs)	Qtls.)	Lacs)
Installed Capacity		Not App	olicable	Not Applicable	
On an in a Charle	C + - +	E4 E 20	2 406 00	111 10	l 574.64
Opening Stock	Seeds*	515.28	2,406.99	111.16	571.61
	Others		263.20		102.94
	Total		2,670.19		674.55
Production & Purchase**	Seeds*	419.97	3,280.39	961.63	5,119.17
	Others		469.74		246.14
	Total		3,750.13		5,365.31
					•
Sales	Seeds*	469.41	4,940.98	557.51	8,676.17
	Others		473.30		188.57
	Services		105.61		108.89
	Total		5,519.89		8973.63
Closing Stock	Seeds*	465.84	3,298.96	515.28	2,406.99
	Others		309.97		263.20
	Total		3,608.93		2,670.19

^{*}excluding Foundation and Breeder Seeds

20. Production and purchase of Seeds Consumed

	2008-0	09	2007-08		
	Amount (₹ in lacs	% of total	Amount (₹ in lacs)	% of total Consumption	
Indigenous	2,787.57	99.15	3,310.76	98.25	
Imported	23.81	0.85	58.91	1.75	
	2,811.38	100	3,369.67	100	

21. Stores, Process & Packing Materials consumed: All indigenous ₹ 545.68 lacs (Previous year ₹ 794.42 lacs)

^{**}Net of Process loss of 107.08 (Previous year 123.15) (Quantity in 100 Qtls)

			(₹ in lacs)
22.	CIF Value of Imports	2008-09	2007-08
	Seeds	23.81	58.91
	Capital Goods (R & D)	19.56	156.96
	Consumables & Spare Parts (R & D)	6.11	3.76
23.	Expenditure in Foreign Currency (as remitted)		
	R & D / Technical Services		18.02
	Travel & Others	6.58	61.06
24.	Earnings in Foreign Exchange		
	F.O.B value of exports	109.32	17.64
	Others	61.09	

- 25. Contingent liability in respect of claims by certain parties against the company not accepted and not provided for ₹124.68 lacs (Net of ₹ 145.01 lacs to be indemnified by another party) (Previous Year Nil).
- 26. Figures for the previous year have been regrouped, rearranged and restated wherever considered necessary.

Schedules 1 to 14 forming part of the accounts for the year ended 31st March 2009.

JK AGRI GENETICS LIMITED
(formerly FLORENCE ALUMINA LIMITED)
Cash Flow Statement (Recasted)
For the period ended 31st, March 2009

₹ in Lacs

		2008-09	2007-08
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit before tax and extraordinary items	(2,307.68)	362.95
	Adjustment for:	242.66	200.10
	Depreciation / Amortisation Interest Expenses	212.66 303.50	208.19 214.51
	(Profit)/Loss on sale of Assets	(4.82)	0.30
	Interest/Dividend Received	(64.58)	(108.23)
	Provision for Doubtful Debts/Advances	-	0.36
	Operating Profit before working capital changes	(1,860.92)	678.08
	(Increase)/ Decrease in Trade and Other Receivables	2,962.39	(940.98)
	(Increase)/ Decrease in Inventories Increase/ (Decrease) in Trade Payables	(779.84) (1,955.97)	(2,082.82) 1,650.97
	Cash generated from Operations	(1,634.34)	(694.75)
	Direct taxes paid (including FBT)	(62.19)	(244.82)
	Net Cash from Operating Activities	(1,696.53)	(939.57)
В.	CASH FLOW FROM INVESTING ACTIVITIES Purchase of Fixed Assets	(464.44)	(262.65)
	Sale of Fixed Assets	(161.41) 56.84	(363.65) 16.41
	Interest Received	84.51	128.54
	Net Cash from /(used in) Investing activities	(20.06)	(218.70)
C.	CASH FLOW FROM FINANCING ACTIVITIES	(=====)	(===::=)
	Proceeds from Long Term borrowings	338.70	211.20
	Repayment of Long Term borrowings	(3.30)	(20.04)
	Proceeds from short term borrowings (Net) Interest Paid	753.94 (289.98)	486.14 (208.17)
	Net cash from / (Used in) financing activities	799.36	469.13
	Net Increase / (Decrease) in Cash and Cash equivalents Cash and Cash equivalents as at the beginning of the year	(917.23) 1,612.83	(689.14) 2,301.97
	Cash and Cash equivalents as at the end of the year	695.60	1,612.83
	•	055.00	1,012.03
	Notes:		
1	Cash and Cash Equivalents Include: - Cash, Cheques in hand and Remittances in transit	1.88	1.12
	- Balances with Scheduled Banks	693.72	1,611.71
	Cash and Cash Equivalents	695.60	1,612.83