

XENOS AUTOMOTIVE LIMITED
BALANCE SHEET AS AT 30TH SEPTEMBER 13

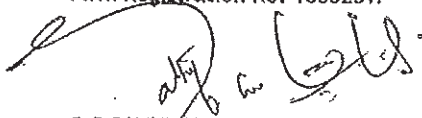
(Amount in ₹)

PARTICULARS	Note No.	As at 30.09.2013	As at 31.03.2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2.1	3,40,00,000	3,40,00,000
Reserves and Surplus	2.2	(63,33,02,768)	(57,95,49,399)
Non-Current liabilities			
Long-Term borrowings	2.3	32,44,00,000	28,19,00,000
Other Long Term Liabilities	2.4	35,99,39,921	36,05,85,938
Current liabilities			
Short-Term Borrowings	2.5	4,92,17,941	5,97,89,156
Trade Payables	2.6	2,87,90,563	2,24,86,204
Other Current Liabilities	2.7	2,09,85,664	1,60,07,913
TOTAL		18,40,31,321	19,52,19,812
ASSETS			
Non-Current assets			
Fixed Assets (Tangible Assets)	2.8	1,38,61,975	1,47,37,664
Long-Term Loans and Advances	2.9	48,13,869	48,37,921
Other Non-Current assets	2.10	10,11,600	8,83,461
Current assets			
Inventories	2.11	6,31,62,493	6,99,72,199
Trade Receivables	2.12	6,82,75,421	5,78,93,561
Cash and Cash Equivalents	2.13	1,49,11,677	3,46,30,198
Short Term Loans and Advances	2.14	1,79,10,254	1,19,95,714
Other Current Assets	2.15	84,032	2,69,094
TOTAL		18,40,31,321	19,52,19,812

Significant Accounting Policies & Notes to
Financial Statements

1&2

Vide our report of date attached
For Haribhakti & Co.
Chartered Accountants
Firm Registration No. 103523W

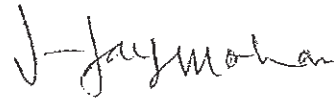


C.S.SATHYANARAYANAN
Partner
Membership No. 028328

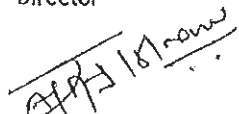
Place :Coimbatore
Date : 08.01.2014

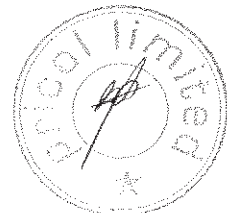


For and on behalf of the Board of Directors



Vijay Mohan
Director


S.A. Gopalakrishnan
Director



XENOS AUTOMOTIVE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE HALF YEAR ENDED 30TH SEPTEMBER 13

(Amount in ₹)

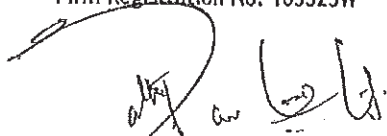
PARTICULARS	Note No.	30/09/2013	31/03/2013
I. Revenue from Operations	2.16	13,12,55,812	25,46,88,384
II. Other Income	2.17	66,29,301	35,43,339
III. Total Revenue (I + II)		13,78,85,113	25,82,31,723
IV. Expenses:			
Purchases of Stock-in-Trade		11,38,01,627	19,47,32,526
Changes in Inventories	2.18	68,09,706	32,88,018
Employee Benefits Expense	2.19	3,04,11,312	6,35,37,192
Finance Costs	2.20	52,09,427	1,05,60,549
Depreciation and Amortization Expense	2.8	12,43,433	30,28,574
Other Expenses	2.21	3,41,62,977	7,64,79,014
Total Expenses		19,16,38,482	35,16,25,873
V. Profit/(Loss) before Tax (III-IV)		(5,37,53,369)	(9,33,94,150)
VI. Tax expense:			
- Tax for Earlier Years		-	4,43,096
VII Profit/(Loss) for the period (V-VI)		(5,37,53,369)	(9,38,37,246)
VIII Earnings per Equity Share:	2.25		
- Basic & Diluted		(15.81)	(27.60)

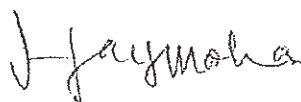
Significant Accounting Policies & Notes to Financial Statements

1&2

Vide our report of date attached
 For Haribhakti & Co.
 Chartered Accountants
 Firm Registration No. 103523W

For and on behalf of the Board of Directors

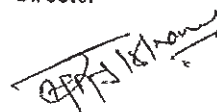


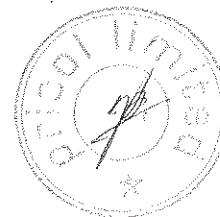


C.S. SATHYANARAYANAN
 Partner
 Membership No. 028328
 Place : Coimbatore
 Date : 08.01.2014

Vijay Mohan
 Director




S.A. Gopalakrishnan
 Director



XENOS AUTOMOTIVE LIMITED

NOTE NO: 1

I. SIGNIFICANT ACCOUNTING POLICIES:

(i) ACCOUNTING CONVENTION

The financial statements have been prepared to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies are consistent with those used in the previous year.

(ii) USE OF ESTIMATES

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported balances of Assets and Liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of Income and expenses during the year. Examples of such estimates include provision for doubtful debts, Employees' retirement benefit plan, provision for Income and other taxes, useful life of fixed assets, etc. Actual results could differ from the estimates made. Any revision to accounting estimates is recognized prospectively in the year in which the events are materialized.

(iii) FIXED ASSETS & DEPRECIATION

- a) Fixed Assets are stated at original cost net of tax / duty credits availed, if any, less accumulated depreciation, amortization and impairment. Cost includes preoperative expenses and all expenses related to acquisition and installation of the concerned assets.
- b) Depreciation is provided on the Written Down Value Method at the rates specified in Schedule XIV to the Companies Act, 1956.
- c) Individual Assets costing ₹ 5,000/- or less are depreciated fully in the year of purchase.

(iv) BORROWING COSTS

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as part of the asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the statement of profit and loss.

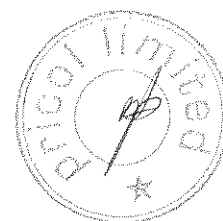
(v) IMPAIRMENT OF ASSETS

As at each Balance Sheet date, the carrying amount of fixed assets is tested for impairment so as to determine.

- a) the provision for impairment loss, if any, required or
 - b) the renewal, if any, required of impairment loss recognized in previous periods.
- Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

(vi) INVESTMENTS

Current Investments are carried at lower of cost and market value. Long Term Investments are stated at cost. Provisions for diminution in value of long-term investments are made, if the diminution is other than temporary.



(vi) INVENTORIES

- a) Inventories are valued at lower of cost and estimated net realizable value. Cost is arrived at on weighted average basis.
- b) Customs Duty is added in the Closing Inventory of Finished Goods.

(vii) FOREIGN CURRENCY TRANSACTIONS

- a) Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction.
- b) Foreign Currency monetary assets and liabilities at the year end are realigned to the exchange rate prevailing at the year end and the difference on realignment is recognized in the Statement of Profit and Loss

(ix) 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.

- a) Sale of Goods:
Sales are recorded net of trade discounts, quantity discounts, rebates, indirect taxes and recognized when significant risks and rewards are transferred.
- b) Interest:
Interest income is recognized on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- c) Dividend:
Dividend income on investments is accounted for when the right to receive the payment is established.
- d) Others:
Duty drawback entitlements on imported finished goods are accounted for as and when the eligibility is certain and the documentation is complete with the office of the Customs Department.

(x) TAXES ON INCOME

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/appeals.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



(xi) RETIREMENT BENEFITS

a) Short-term employee benefits are recognised as an expense at the un-discounted amount in the statement of profit and loss of the year in which the related service is rendered.

b) Post employment and other long term benefits which are defined benefit plans are recognised as an expense in the statement of profit and loss for the year in which the employee has rendered service. The expense is recognised based on the present value of the obligation determined in accordance with Revised Accounting Standard 15 on 'Employee Benefits'. Actuarial gains & losses are charged to the statement of profit and loss.

c) Payments to defined contribution schemes are charged as expense as and when incurred.

d) Termination benefits are recognised as an expense as and when incurred.

(xii) CASH AND CASH EQUIVALENTS

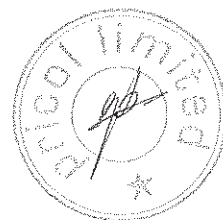
Cash flow are reported using the indirect method, where by net profit before tax is adjusted for the effects of transaction of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow comprises regular revenue generating, investing and financing activities of the company. Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(xiii) PROVISIONS

A provision is recognized when an enterprise has a present obligation as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

NOTE No. 2 - OTHER NOTE:

The financial year of the company is April to March. Theses financial statements have been prepared for the purpose of the proposed merger of the company with Pricol Limited.



XENOS AUTOMOTIVE LIMITED
Notes to Financial Statements

SHAREHOLDERS FUNDS
2.1 Share Capital

Particulars	(Amount in ₹)	
	As at 30.09.2013	As at 31.03.2013
Authorised		
34,00,000 Equity shares of ₹10/- each	3,40,00,000	3,40,00,000
Issued, Subscribed and Paid up		
34,00,000 Equity shares of ₹ 10/- each Fully Paid up	3,40,00,000	3,40,00,000
	3,40,00,000	3,40,00,000

a) Terms /rights attached to equity shares:

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

b) Details of Shareholders holding more than 5% shares in the Company :

Name of the Share holders	Equity Shares			
	As at 30.09.2013		As at 31.03.2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Vijay Mohan	18,37,425	54%	18,37,415	54%
Pricol Holdings Limited	8,45,000	25%	8,45,000	25%
Phi Capital Services Private Ltd	6,80,000	20%	6,80,000	20%

c) Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period:

Equity Shares	Equity Shares			
	As at 30.09.2013		As at 31.03.2013	
	No. of Shares	₹	No. of Shares	₹
Shares outstanding at the beginning of the Year	34,00,000	3,40,00,000	34,00,000	3,40,00,000
Shares Issued during the Year	-	-	-	-
Shares bought back during the Year	-	-	-	-
Shares outstanding at the end of the Year	34,00,000	3,40,00,000	34,00,000	3,40,00,000

2.2 Reserves & Surplus

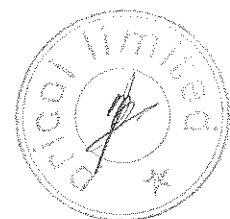
Particulars	As at 30.09.2013	As at 31.03.2013
Surplus/(Deficit) in the Statement of Profit & Loss		
Opening Balance	(57,95,49,399)	(48,57,12,152)
Add: Loss for the year	(5,37,53,369)	(9,38,37,246)
	(63,33,02,768)	(57,95,49,399)

2.3 Long Term Borrowings

Particulars	Non - Current Portion		Current Maturities	
	As at 30.09.2013	As at 31.03.2013	As at 30.09.2013	As at 31.03.2013
	Secured Loans			
Term Loan - Others				
Vehicle Loans from Kotak Mahindra Prime Ltd	-	-	2,81,791	5,61,493
Unsecured Loans				
Loan from Director	32,44,00,000	28,19,00,000	-	-
	32,44,00,000	28,19,00,000	2,81,791	5,61,493

Vehicle loans from Kotak Mahindra Prime Ltd are Secured by way of hypothecation of vehicles procured out of such loans. The loans are repayable in 5 and 6 monthly equated installments respectively. Interest is payable on monthly basis and the rate of interest is in the range of 12% to 14% per annum.

Out of ₹32,44,00,000 Unsecured Loan from Director, ₹27,19,00,000 is Interest free and ₹1,00,00,000 carries an interest rate of 17.44% per annum & 4,25,00,000 carries an interest rate of 15% per annum.



2.4 Other Long Term Liabilities

Particulars	As at 30.09.2013	As at 31.03.2013
Trade Payables (Dues to Related Party)	35,99,39,921	36,05,85,938
	35,99,39,921	36,05,85,938

2.5 Short Term Borrowings

Particulars	As at 30.09.2013	As at 31.03.2013
Secured Loans		
Working Capital Loans		
From Banks	4,92,17,941	5,97,89,156
Unsecured Loans		
Loan from Others		
	4,92,17,941	5,97,89,156

Working Capital facility from Indian Overseas Bank is Secured by hypothecation of Stocks, Book debts and all other current assets, collaterally secured by Fixed assets of the Company and personally Guaranteed by the Director. It includes Buyers Credit facility under 180 days tenure against import sight bills. Working capital facility is repayable on demand and carries interest rates varying from 14% to 16% per annum.

2.6 Trade Payables

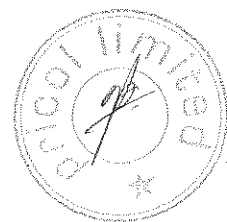
Particulars	As at 30.09.2013	As at 31.03.2013
Trade Payables	2,87,90,563	2,24,86,204
	2,87,90,563	2,24,86,204

(Includes dues to Related Party ₹ 19,08,600 (31.03.2013 - Rs.19,25,500))

There are no Micro, Small and Medium Enterprises in respect of whom the company has outstanding as of the Balance Sheet Date. There are no interest paid/payable on account of overdue payments to Micro, Small and Medium Enterprises. The information in relation to dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the company and relied upon by the auditors.

2.7 Other Current Liabilities

Particulars	As at 30.09.2013	As at 31.03.2013
a) Current maturities of Long Term Borrowings	2,81,791	5,61,493
b) Accrued Employee Benefits	54,97,805	42,72,888
c) Advance from Customers	5,81,075	2,35,639
d) Statutory Dues Payable	51,61,317	28,83,579
e) Other Payables & Accruals	93,32,869	80,10,600
f) Interest Accrued but not due	1,30,806	43,714
	2,09,85,664	1,60,07,913



Notes to Financial Statements

(Amount in ₹)

Description of Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 01.04.2013	Additions	Deletions	As on 30.09.2013	Upto 31.03.2013	For the Year	Withdrawn	Upto 30.09.2013	As on 30.09.2013	As on 31.03.2013
Office Equipment	72,97,612	42,180	12,000	73,27,792	32,32,067	2,88,444	1,326	35,19,185	38,08,607	40,65,544
Computer	1,01,14,417	2,58,212	-	1,03,72,629	87,29,523	61,614	-	87,91,137	15,81,492	13,84,894
Vehicles	32,46,861	-	-	32,46,861	20,91,871	1,49,104	-	22,40,975	10,05,886	11,54,990
Furniture & Fixtures	1,39,72,785	78,025	-	1,40,50,810	58,40,549	7,44,271	-	65,84,820	74,65,990	81,32,236
Total	3,46,31,675	3,78,417	12,000	3,49,98,092	1,98,94,010	12,43,433	1,326	2,11,36,117	1,38,61,975	1,47,37,665
As at 31.03.2013	2,87,37,530	59,09,245	15,100	3,46,31,675	1,68,68,630	30,28,573	3,194	1,98,94,010	1,47,37,665	1,18,68,900



2.9 Long Term Loans and Advances

Particulars	As at 30.09.2013	As at 31.03.2013
Unsecured Considered Good		
a) Capital Advances		
b) Security Deposits	44,93,869	45,17,921
c) Advances to Related Parties	3,20,000	3,20,000
	48,13,869	48,37,921

2.10 Other Non - Current Assets

Particulars	As at 30.09.2013	As at 31.03.2013
Unsecured Considered Good		
Tax Payments Pending Adjustment	10,11,600	8,83,461
	10,11,600	8,83,461

2.11 Inventories

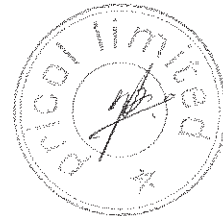
Particulars	As at 30.09.2013		As at 31.03.2013	
a) Stock-In-Trade				
1. Vehicle Security Systems (Four Wheeler & Two Wheeler)	73,06,067		81,94,877	
2. In Car Entertainment Accessories	1,71,06,597		1,70,19,594	
3. Speed Limitation Devices				
4. Reverse parking Sensors	87,00,069		1,32,98,530	
5. Others	2,09,58,377	5,40,71,111	2,67,54,869	6,52,67,870
b) Goods -In-Transit				
1. Vehicle Security Systems (Four Wheeler & Two Wheeler)	29,17,897		21,51,456	
2. Reverse parking Sensors				
3. Others	61,73,485	90,91,382	25,52,873	47,04,329
		6,31,62,493		6,99,72,199

2.12 Trade Receivables

Particulars	As at 30.09.2013		As at 31.03.2013	
a) Outstanding for a period exceeding six months				
(i) Unsecured considered Good		8,95,965		52,85,520
(ii) Unsecured considered Doubtful	2,35,17,267		2,59,89,237	
Less : Provision for Doubtful Debts	2,35,17,267		2,59,89,237	
b) Outstanding for a period less than six months				
(i) Unsecured considered Good		6,73,79,456		5,26,08,041
(ii) Unsecured considered Doubtful	2,72,317		17,31,115	
Less : Provision for Doubtful Debts	2,72,317		17,31,115	
		6,82,75,421		5,78,93,561

2.13 Cash and Bank Balances

Particulars	As at 30.09.2013		As at 31.03.2013	
Cash On Hand	1,07,450		2,45,510	
Balances with Scheduled Banks				
- In current Account	82,35,597		75,60,503	
- In Margin Money/Fixed Deposit #	65,68,630		2,68,24,185	
		1,49,11,677		3,46,30,198



2.14 Short Term Loans and Advances

Particulars	As at 30.09.2013	As at 31.03.2013
Unsecured Considered Good		
a) Advances to Related Parties (Refer Note No.2.31)	-	-
b) Advances to Suppliers	1,15,33,684	51,65,945
c) Advances to Employees	19,16,746	19,16,174
d) Balances with Government Authorities	37,14,291	37,48,416
e) Pre Paid Expenses	3,01,428	7,29,919
f) Gratuity - Net	4,44,105	4,35,260
	1,79,10,254	1,19,95,714

2.18 Other Current Assets

Particulars	As at 30.09.2013	As at 31.03.2013
Unsecured Considered Good		
Interest Accrued	33,470	2,18,532
Others	50,562	50,562
	84,032	2,69,094

2.16 Revenue from Operations

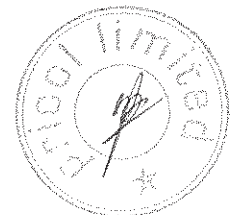
Particulars	Sep-13	2012-13
Sale of Products	12,87,05,827	23,62,52,949
Sale of Services	25,49,985	1,84,35,435
	13,12,55,812	25,46,88,384
Details of Product Sold :-		
1. Vehicle Security Systems (Four Wheeler & Two Wheeler)	3,49,23,657	7,00,81,517
2. In Car Entertainment Accessories	3,88,48,638	6,79,43,683
4. Reverse parking Sensors	2,44,06,698	4,81,58,207
3. Speed Limitation Devices		3,03,599
5. Others	3,05,26,834	4,97,65,943
	12,87,05,827	23,62,52,949

2.17 Other Income

Particulars	Sep-13	2012-13
Interest Income	10,27,090	19,86,948
Scrap Sales	8,306	4,89,033
Profit on Sale of Assets	1,326	3,194
Provision for doubtful debts reversed	55,92,579	10,64,164
	66,29,301	35,43,339

2.18 Changes in Inventories

Particulars	30.09.2013	31.03.2013	(Increase) / Decrease
Inventories at the end of the Year			
1. Vehicle Security Systems (Four Wheeler & Two Wheeler)	1,02,23,964	1,03,46,333	1,22,369
2. In Car Entertainment Accessories	1,71,06,597	1,70,19,594	(87,003)
3. Speed Limitation Devices			-
4. Reverse parking Sensors	87,00,069	1,32,98,530	45,98,461
5. Others	2,71,31,863	2,93,07,742	21,75,879
	6,31,62,493	6,99,72,199	68,09,706
Inventories at the beginning of the Year			
1. Vehicle Security Systems (Four Wheeler & Two Wheeler)	1,03,46,333	2,04,06,599	1,00,60,266
2. In Car Entertainment Accessories	1,70,19,594	2,34,21,099	64,01,505
3. Speed Limitation Devices		4,84,907	4,84,907
4. Reverse parking Sensors	1,32,98,530	88,03,032	(44,95,498)
5. Others	2,93,07,742	2,01,44,580	(91,63,162)
	6,99,72,199	7,32,60,217	32,88,018
(Increase)/Decrease in Inventories of Stock-In-Trade and Components	68,09,706	32,88,018	



2.19 Employee Benefits Expenses

Particulars	Sep-13	2012-13
Salary, Stipend and Allowances	2,88,83,285	6,03,58,897
Contribution to Provident and Other Funds	9,02,063	18,00,719
Staff Welfare Expenses	6,25,964	13,77,576
	3,04,11,312	6,35,37,192

2.20 Finance Costs

Particulars	Sep-13	2012-13
Interest on Loans	48,90,049	1,05,60,549
Other Borrowing Costs		
	48,90,049	1,05,60,549

2.21 Other Expenses

Particulars	Sep-13	2012-13
Business Promotion Expenses	39,74,414	37,38,294
Carriage Outward	44,97,163	94,17,554
Packing Charges	2,25,866	8,21,540
Advertisement	1,26,800	16,63,696
Repairs and Maintenance :		
- Tools	85,151	3,37,069
- Vehicle Maintenance	1,14,112	1,88,428
- Computer Maintenance	80,574	2,42,402
- Others	9,24,256	22,19,396
Travelling and Conveyance	57,80,512	1,57,67,756
Rent	48,22,815	1,10,17,457
Postage, Telephone and Internet charges	20,26,202	38,58,763
Rates & Taxes	19,32,171	25,04,278
Office Expenses	4,12,739	8,54,509
Printing and Stationery	2,88,688	6,98,622
Legal and Professional Charges	27,49,023	74,21,072
Bank Charges	10,52,520	24,83,153
Exchange Rate Difference (Net)	15,72,032	14,02,843
Electricity Charges	5,05,884	9,86,024
Auditor's remuneration	2,17,979	2,64,046
Insurance	3,09,622	4,72,302
Loss on Sale of Assets		
Provision for Doubtful Debts	22,77,106	1,00,28,679
Irrecoverable Advances Written-Off	1,87,348	91,131
	3,41,62,977	7,64,79,014

Vide our report of date attached
For Haribhakti & Co.
Chartered Accountants
Firm Registration No. 103523W

C.S.SATHYANARAYANAN
Partner
Membership No. 028328

Place :Coimbatore
Date : 08.01.2014



For and on behalf of the Board of Directors

Vijay Mohan

Vijay Mohan
Director

S.A. Gopalakrishnan

S.A. Gopalakrishnan
Director

