

**Auditors' Report**

To  
**The Members of Holcim (India) Private Limited**

1. We have audited the attached Balance Sheet of Holcim (India) Private Limited ('the Company') as at December 31, 2012 and also the statement of profit and loss and the cash flow statement for the year ended on that date 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) 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 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, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
    - iv. In our opinion, the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report comply 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;



*certified true copy*  
**FOR HOLCIM (INDIA) PVT. LTD.**  
*[Signature]*  
**COMPANY SECRETARY**

# S.V.GHATALIA & ASSOCIATES LLP

Chartered Accountants

Holcim (India) Private Limited

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- b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

*S.V. Ghatalia & Associates LLP*

For S.V. GHATALIA & ASSOCIATES LLP

Firm registration number: 103162W

Chartered Accountants

*Pramod*

per Pramod Kumar Bapna  
Partner

Membership No.: 105497



Place: Mumbai

Date: 12 APR 2013

# **S.V.GHATALIA & ASSOCIATES LLP**

Chartered Accountants

Holcim (India) Private Limited

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**Annexure referred to in paragraph 3 of our report of even date**

Re: Holcim (India) Private Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The company is not engaged in the business of purchase or sale of goods. Accordingly, clause 4(ii) of the said Order is not applicable to the Company.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(b), (c) and (d) of the said Order is not applicable to the Company.
- (b) As informed, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(f) and (g) of the said Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets. The activities of the Company do not involve purchase of inventory, sale of goods and rendering of services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company.
- (vi) (a) In our opinion, there are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(v)(b) of the said Order is not applicable to the Company and hence not commented upon.
- (vi) The Company has not accepted any deposits from the public.
- (vii) *The Company does not have an internal audit system.*
- (viii) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 4(viii) of the said Order are not applicable to the Company.



# S.V.GHATALIA & ASSOCIATES LLP

Chartered Accountants

Holcim (India) Private Limited

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- (ix) (a) Undisputed statutory dues including income-tax, cess and other material statutory dues have *not been regularly deposited with the appropriate authorities and there have been delays in certain cases of depositing taxes deducted at source*. The Company is not subject to any liability relating to provident fund, employees' state insurance, investor education and protection fund, sales-tax, wealth-tax, service tax, customs duty and excise duty.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The Company is not subject to any liability relating to provident fund, employees' state insurance, investor education and protection fund, sales-tax, wealth-tax, service tax, customs duty and excise duty.
- (c) According to the records of the Company, the dues outstanding of income-tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	149,835	Assessment year 2004-05	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax	13,278,039	Assessment year 2005-06	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	182,600	Assessment year 2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income tax	1,208,016	Assessment year 2009-10	Income Tax Appellate Tribunal

The Company is, at present, not subject to any liability relating to sales-tax, wealth-tax, service tax, customs duty and excise duty.

- (x) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has not incurred cash loss during the year. *In the immediately preceding financial year, the Company had incurred cash loss.*
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not taken loans from any financial institution or banks and it also did not have any debentures outstanding during the year under report. Accordingly, the provisions of clause 4(xi) of the said Order are not applicable.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.



# **S.V.GHATALIA & ASSOCIATES LLP**

Chartered Accountants

Holcim (India) Private Limited

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- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the said Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the said Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

*S.V. Ghatalia & Associates LLP*

For **S.V. GHATALIA & ASSOCIATES LLP**

Firm registration number: 103162W

Chartered Accountants

  
per **Pramod Kumar Bapna**

Partner

Membership No.: 105497



Place: Mumbai

Date:

12 APR 2013

**Holcim (India) Private Limited**  
**Balance Sheet as at December 31, 2012**

	Notes	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
<b>Shareholders' funds</b>			
Share capital	3	56,903,850,950	21,824,867,400
Reserves and surplus	4	69,669,250,991	29,422,152,578
		<b>126,573,101,941</b>	<b>51,247,019,978</b>
<b>Share Suspense Account</b>	5	-	<b>75,308,397,193</b>
<b>Current liabilities</b>			
Trade payables	6	5,153,859	21,162,500
Short-term provisions	7	47,565,765	9,934,588
		<b>52,719,624</b>	<b>31,097,088</b>
<b>TOTAL</b>		<b>126,625,821,565</b>	<b>126,586,514,259</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	8	90,498	-
Non-current investments	9	126,548,784,230	126,548,784,230
Loans and advances	10	1,616,693	572,926
		<b>126,550,491,421</b>	<b>126,549,357,156</b>
<b>Current assets</b>			
Cash and bank balances	11	74,965,434	36,387,925
Loans and advances	10	-	500,206
Other current assets	12	364,710	268,972
		<b>75,330,144</b>	<b>37,157,103</b>
<b>TOTAL</b>		<b>126,625,821,565</b>	<b>126,586,514,259</b>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

*S.V. Ghatalia & Associates LLP*  
**S. V. GHATALIA & ASSOCIATES LLP**  
 Firm Registration No.: 103162W  
 Chartered Accountants

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

*Pramod Kumar Bapna*  
 per Pramod Kumar Bapna  
 Partner  
 Membership No.: 105497



*Director*  
 Director

*Director*  
 Director

*Company Secretary*  
 Company Secretary

Place : Mumbai  
 Date :

**12 APR 2013**

**Holcim (India) Private Limited**  
**Statement of Profit & Loss for the year ended December 31, 2012**

	Notes	For the year ended 31.12.2012 Rs.	For the year ended 31.12.2011 Rs.
<b>Income</b>			
Other Income	13	3,134,033,490	4,079,913
<b>Total revenue</b>		<b>3,134,033,490</b>	<b>4,079,913</b>
<b>Expenses</b>			
Employee benefits expense - Salaries, Bonus and Allowances		10,606,427	32,473,630
Commission and Brokerage		36,634,329	-
Other expenses	14	41,881,417	15,337,670
Depreciation expense		11,312	16,052
<b>Total</b>		<b>89,133,485</b>	<b>47,827,352</b>
<b>Profit/(loss) before tax</b>		<b>3,044,900,005</b>	<b>(43,747,439)</b>
<b>Tax expenses</b>			
Current tax		6,665,706	-
Prior year income tax		16,753,309	-
<b>Total tax expense</b>		<b>23,419,015</b>	<b>-</b>
<b>Profit/(loss) for the year</b>		<b>3,021,480,990</b>	<b>(43,747,439)</b>
<b>Earnings per equity share [nominal value of share Rs.10 (Previous Year Rs.10)]</b>			
Basic and Diluted	15	0.53	(0.02)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

*S.V. Ghatalia & Associates LLP*  
**For S. V. GHATALIA & ASSOCIATES LLP**  
**Firm Registration No.:103162W**  
**Chartered Accountants**

*Pramod Kumar Bapna*  
**per Pramod Kumar Bapna**  
**Partner**  
**Membership No.: 105497**



**For and on behalf of the Board of Directors  
of Holcim (India) Private Limited**

*[Signature]*  
**Director**

*[Signature]*  
**Director**

*[Signature]*  
**Company Secretary**

Place : Mumbai

Date: 12 APR 2013

Holcim (India) Private Limited  
Cash flow statement for the year ended December 31, 2012

	For the year ended 31.12.2012 Rs.	For the year ended 31.12.2011 Rs.
<b>Cash flows from operating activities</b>		
Profit before tax	3,044,900,005	(43,747,439)
Adjustment for:		
Depreciation	11,312	16,052
Interest income	(20,544,632)	(4,075,246)
Dividend income	(3,111,011,744)	-
<b>Operating profit before working capital changes</b>	<b>(86,645,059)</b>	<b>(47,806,633)</b>
Movements in working capital:		
Increase/ (decrease) in trade payables	(16,008,641)	17,734,193
Decrease / (increase) in short-term loans and advances	500,206	(500,206)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(102,153,494)</b>	<b>(30,572,646)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets	(101,810)	-
Purchase of non-current investments	-	(832,500,000)
Interest received	20,448,894	10,507,134
Dividends received from subsidiary company	2,628,867,360	-
Dividends received from others	482,144,384	-
	<b>3,131,358,828</b>	<b>(821,992,866)</b>
Direct taxes paid (net of refunds)	13,168,395	(3,184,809)
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>3,144,527,223</b>	<b>(825,177,675)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of equity share capital	-	832,500,000
Redemption of preference share capital	(2,654,100,000)	-
Dividend paid on equity shares	(349,696,220)	-
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>(3,003,796,220)</b>	<b>832,500,000</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>38,577,509</b>	<b>(23,250,321)</b>
Add : Cash And Cash Equivalents Acquired On Amalgamation	-	43,110,991
Cash and cash equivalents at the beginning of the year	36,387,925	16,527,255
<b>Cash and cash equivalents at the end of the year</b>	<b>74,965,434</b>	<b>36,387,925</b>
<b>Components of cash and cash equivalents</b>		
With banks- on current account	4,965,434	1,387,925
- on deposit account	70,000,000	35,000,000
<b>Total cash and cash equivalents (Refer Note 11)</b>	<b>74,965,434</b>	<b>36,387,925</b>
Summary of significant accounting policies	2.1	

As per our attached report of even date

*S.V. Ghatalia & Associates LLP*  
For S. V. GHATALIA & ASSOCIATES LLP  
Firm Registration No.:103162W  
Chartered Accountants

*Pramod Kumar Bapna*  
per Pramod Kumar Bapna  
Partner  
Membership No.: 105497



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

*Aditya*  
Director

*Ally*  
Director

*Deepak*  
Company Secretary

Place : Mumbai

Date : 12 APR 2013



**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

**1. Nature of Operations**

Holcim (India) Private Limited (the "Company"), a wholly owned subsidiary of Holderind Investments Limited, Mauritius, is formed to act as an investment company for downstream investment in cement manufacturing ventures in India.

**2. 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 accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

**2.1. Summary of significant accounting policies**

**a. Change in accounting policy**

During the year ended 31 December 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

**b. Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**c. Tangible Fixed Assets**

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

**d. Depreciation on tangible fixed assets**

Depreciation is provided pro-rata up to the period of use, based on the straight-line method over the estimated useful lives of the assets at the rates higher than the rates prescribed in Schedule XIV of the Companies Act, 1956:

Particulars	Rates %
Computers	33.34

Assets costing individually less than Rs.5,000 are depreciated fully in the year of purchase.

**e. Investments**

**i. Recognition and measurement**

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long-term investments and are carried at cost. However, provision for diminution in value of investments is made to recognize a decline, other than temporary, in the value of the investments. Investments other than long-term investments being current investments are valued at cost or fair value whichever is lower, determined on an individual basis.



**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

ii. **Presentation and Disclosure**

Investments which are readily realizable and intended to be held for not more than one year from the balance sheet date are classified as current investments. All other investments are classified as non-current investments.

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. The following specific recognition criteria must also be met before revenue is recognized:

*Interest*

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

*Dividends*

Revenue is recognised when the Company's right to receive payment is established by the balance sheet date.

g. **Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. 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.

h. **Taxation**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In the situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

i. **Foreign Currency transactions**

(i) **Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) **Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

(iii) **Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

j. **Provision**

A provision is recognized when the Company has a present obligation as a result of past events 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 their present value and are determined based on management 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.

k. **Cash and Cash Equivalents**

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



Holcim (India) Private Limited  
Notes to the Financial Statements for the year ended December 31, 2012

3. Share capital

	As at 31.12.2012	As at 31.12.2011
	Rs.	Rs.
<b>Authorized shares</b>		
6,350,000,000 (Previous Year : 2,950,000,000) Equity Shares of Rs.10/- each	63,500,000,000	29,500,000,000
115,000 (Previous Year : 5,000) 6% cumulative redeemable preference shares of Rs.	11,500,000,000	500,000,000
<b>Issued, subscribed and fully paid-up shares</b>		
5,690,385,095 (Previous Year 2,151,976,740) Equity Shares of Rs. 10/- each	56,903,850,950	21,519,767,400
Nil (Previous Year 3,051) 6% cumulative redeemable preference shares of Rs. 100,000/-	-	305,100,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>56,903,850,950</b>	<b>21,824,867,400</b>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at 31.12.2012		As at 31.12.2011	
	No. of Shares	Rs.	No. of Shares	Rs.
At the beginning of the year	2,151,976,740	21,519,767,400	1,931,726,740	19,317,267,400
Issued during the year	3,538,408,355	35,384,083,550	220,250,000	2,202,500,000
<b>Outstanding at the end of the year</b>	<b>5,690,385,095</b>	<b>56,903,850,950</b>	<b>2,151,976,740</b>	<b>21,519,767,400</b>

Preference shares

	As at 31.12.2012		As at 31.12.2011	
	No. of Shares	Rs.	No. of Shares	Rs.
At the beginning of the year	3,051	305,100,000	3,051	305,100,000
Issued during the year	23,490	2,349,000,000	-	-
Redeemed during the year	(26,541)	(2,654,100,000)	-	-
<b>Outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>3,051</b>	<b>305,100,000</b>

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 December 2012, the amount of per share dividend recognized as distributions to equity shareholders was Rs.0.061454 (Previous year Nil).

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

(c) Terms of redemption of cumulative redeemable preference shares

The Company had only one class of Preference shares redeemable after 5 years or at the option of the Company. During the year the Company issued 23,490 cumulative preference share of Rs. 100,000 each at par pursuant to scheme of amalgamation (Refer Note 19). Also during the period the Company has redeemed all the preference shares at par value. The cumulative redeemable preference shares which carried a dividend @6% per annum which was waived of by the preference shareholders.

(d) Shares held by holding/ ultimate holding company and/or their subsidiaries/ associates

Out of equity and preference shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

	As at 31.12.2012	As at 31.12.2011
	Rs.	Rs.
Holderind Investments Limited, Mauritius, the holding company		
5,690,385,094 (Previous Year 2,151,976,739) Equity Shares of Rs. 10/- each are held by Holderind Investments Limited, Mauritius, the holding Company and 1 (Previous Year 1) Equity Share of Rs 10/- is held by its nominee.	56,903,850,950	21,519,767,400
		305,100,000
Nil (Previous Year 3,051) 6% Cumulative redeemable preference shares of Rs.100,000/- each are held by Holderind Investments Limited, Mauritius, the holding Company.	-	-

(e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at 31.12.2012	As at 31.12.2011
	Rs.	Rs.
3,538,408,355 (Previous Year Nil) Equity shares allotted as fully paid-up pursuant to the scheme of amalgamation with Ambuja Cement India Pvt. Ltd.	35,384,083,550	-
26,541 (Previous Year Nil) Preference shares Redeemed by the Company	2,654,100,000	-

(f) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31.12.2012		As at 31.12.2011	
	No.	% holding in the class	No.	% holding in the class
<i>Equity shares of Rs.10 each fully paid</i>				
Holderind Investments Limited, Mauritius, the holding company and its Nominee	5,690,385,095	100.00%	2,151,976,740	100.00%
<i>Preference shares of Rs.100,000 each fully paid</i>				
Holderind Investments Limited, Mauritius	-	-	3,051	100.00%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.



Holcim (India) Private Limited  
Notes to the Financial Statements for the year ended December 31, 2012

4. Reserves and surplus

	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
<b>Capital redemption reserve</b>		
Balance as per the last financial statements	-	-
Add: Transferred from surplus / (deficit) in the Statement of profit and loss	2,654,100,000	-
<b>Closing Balance</b>	<b>2,654,100,000</b>	-
<b>Securities premium account</b>		
Balance as per the last financial statements	-	-
Add: Premium on issue of equity shares (Refer Note 18)	37,575,313,643	-
<b>Closing Balance</b>	<b>37,575,313,643</b>	-
<b>Amalgamation Adjustment Reserve</b>		
Balance as per the last financial statements	29,819,865,483	-
Add: Additions during the period	-	29,819,865,483
<b>Closing Balance</b>	<b>29,819,865,483</b>	<b>29,819,865,483</b>
<b>Surplus / (deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	(397,712,905)	(353,965,466)
Profit for the year	3,021,480,990	(43,747,439)
Less: Appropriations		
Interim equity dividend paid Rs. 0.061454 per share(Previous year Rs.	(349,696,220)	-
Transfer to Capital redemption reserve	(2,654,100,000)	-
Total appropriations	<b>(3,003,796,220)</b>	-
<b>Net deficit in the statement of profit and loss</b>	<b>(380,028,135)</b>	<b>(397,712,905)</b>
<b>Total reserves and surplus</b>	<b>69,669,250,991</b>	<b>29,422,152,578</b>

5. Share Suspense Account

	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
Equity Share Capital Suspense account (Refer Note 18)	-	72,959,397,193
Preference Share Capital Suspense account (Refer Note 19)	-	2,349,000,000
	-	<b>75,308,397,193</b>



Holcim (India) Private Limited  
Notes to the Financial Statements for the year ended December 31, 2012

6. Trade Payables

	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
Trade payables for Goods, Services & Expenses (Refer Note 22)	5,153,859	21,162,500
	<b>5,153,859</b>	<b>21,162,500</b>

7. Provisions

	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
Provision for Income taxes (net of advance tax)	47,565,765	9,934,588
	<b>47,565,765</b>	<b>9,934,588</b>

8. Tangible assets

	Computer equipment Rs.
<b>Cost</b>	
At 01.01.2011	69,472
Additions	-
Disposals	-
<b>At 31.12. 2011</b>	<b>69,472</b>
Additions	101,810
Disposals	-
<b>At 31.12.2012</b>	<b>171,282</b>
<b>Depreciation</b>	
At 01.01.2011	53,420
Charge for the year	16,052
Disposals	-
<b>At 31.12. 2011</b>	<b>69,472</b>
Charge for the year	11,312
Disposals	-
<b>At 31.12.2012</b>	<b>80,784</b>
<b>Net Block</b>	
At 31.12. 2011	-
At 31.12.2012	<b>90,498</b>

9. Non-current investments

	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
<b>Long -Term, Non Trade Investments (At cost)</b>		
<b>Quoted equity instruments</b>		
Investment in subsidiary company (Quoted) :		
93,888,120 (Previous Year 93,888,120) Equity Shares of Rs. 10 each in ACC Limited	105,385,659,175	105,385,659,175
<b>Other investment</b>		
150,670,120 (Previous Year 150,670,120) Equity Shares of Rs. 2 each in Ambuja Cements Limited	21,163,125,055	21,163,125,055
	<b>126,548,784,230</b>	<b>126,548,784,230</b>

Aggregate value of quoted investments:

Book value	126,548,784,230	126,548,784,230
Market Value	164,473,305,836	130,096,368,304



Holcim (India) Private Limited  
Notes to the Financial Statements for the year ended December 31, 2012

10. Loans and advances

	Non-current		Current	
	As at Rs.	As at 31.12.2011 Rs.	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
Advances recoverable in cash or kind				
Secured considered good	-	-	-	500,206
Others				
Advance income tax (Net of provision for taxation)	1,616,693	572,926	-	-
<b>Total</b>	<b>1,616,693</b>	<b>572,926</b>	<b>-</b>	<b>500,206</b>

11. Cash and bank balances

	Non-current		Current	
	As at Rs.	As at 31.12.2011 Rs.	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
<b>Cash and cash equivalents</b>				
<i>Balances with banks:</i>				
- On current accounts	-	-	4,965,434	1,387,925
- Deposits with original maturity of less than three months	-	-	70,000,000	35,000,000
	-	-	<b>74,965,434</b>	<b>36,387,925</b>

12. Other current assets

	Non-current		Current	
	As at Rs.	As at 31.12.2011 Rs.	As at 31.12.2012 Rs.	As at 31.12.2011 Rs.
Interest accrued on fixed deposits	-	-	364,710	268,972
	-	-	<b>364,710</b>	<b>268,972</b>



**Holcim (India) Private Limited**

**Notes to the Financial Statements for the year ended December 31, 2012**

**13. Other income**

	For the year ended Rs.	For the year ended 31.12.2011 Rs.
Dividend Income (on Long term non-trade Investments)		
From Subsidiary Company	2,628,867,360	-
From Others	482,144,384	-
Interest income on Bank deposits	17,822,971	4,075,246
Interest income on income tax refund	2,721,661	-
Liabilities/Provisions no longer required written back	2,477,114	4,667
	<b>3,134,033,490</b>	<b>4,079,913</b>

**14. Other expenses**

	For the year ended Rs.	For the year ended 31.12.2011 Rs.
Rates and Taxes	17,001	95,183
Traveling and Conveyance	1,587,560	1,187,529
Legal and Professional Charges	37,337,300	12,563,909
Interest on late payment of Tax Deducted at Source and income tax	822,347	351,604
Auditors' Remuneration (Including service tax)		
Audit Fees	1,311,791	857,057
Out of pocket expenses	8,000	16,154
Donation	455,268	-
Miscellaneous Expenses	342,150	266,234
	<b>41,881,417</b>	<b>15,337,670</b>

**15. Earnings per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations:

	For the year ended Rs.	For the year ended 31.12.2011 Rs.
Profit/ (loss) after tax	3,021,480,990	(43,747,439)
<b>Net profit/ (loss) for calculation of basic EPS</b>	<b>3,021,480,990</b>	<b>(43,747,439)</b>
<b>Net profit/ (loss) for calculation of diluted EPS</b>	<b>3,021,480,990</b>	<b>(43,747,439)</b>
Total number of equity shares outstanding at the beginning of the year	2,151,976,740	1,931,726,740
Add: Weighted average effect of equity shares suspense account (Refer Note 18)	3,538,408,355	465,324,934
<b>Weighted average number of equity shares in calculating basic and diluted</b>	<b>5,690,385,095</b>	<b>2,397,051,674</b>
<b>Basic and Diluted EPS</b>	<b>0.53</b>	<b>(0.02)</b>





**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

16. As per Accounting Standard 22, Accounting for Taxes on Income, the Company would have a net deferred tax asset, primarily relating to carry forward losses under tax laws. The Company's major business is that of holding long-term Investments from which the management does not expect a taxable cash flow in the foreseeable future. Since receipt of such amount cannot be established with virtual certainty supported by convincing evidence, no deferred tax asset has been recognized.
17. Contingent liability with respect to income tax matters Nil (Previous year: Rs.37.59 lacs)
18. During the year the Company has issued 3,538,408,355 Equity shares of Rs. 10 each at a premium of Rs. 10.619 each fully paid up to Equity Shareholder of Ambuja Cement India Private Limited, without payment being received in cash, pursuant to the Scheme of Amalgamation as approved by the Hon'ble Delhi High Court on 14<sup>th</sup> November, 2011. The aggregate amount of Rs.72,959,397,193 was disclosed under Share Suspense Account as at 31<sup>st</sup> December, 2011.
19. During the year the Company has issued 23,490 Preference shares of Face Value Rs. 1,00,000/- fully paid-up to Preference shareholders of Ambuja Cement India Private Limited, without payment being received in cash, pursuant to the Scheme of Amalgamation as sanctioned by the Hon'ble Delhi High Court on 14<sup>th</sup> November, 2011. The aggregate amount of Rs. 2,349,000,000/- was disclosed under Share Suspense Account as at 31<sup>st</sup> December, 2011.

**20. Related Party Disclosures**  
**List of Related Parties:**

<b>-Where control exists</b>	
Holcim Ltd, Switzerland	Ultimate Parent Company
Holderind Investments Ltd, Mauritius	Parent Company
ACC Limited	Subsidiary Company (w.e.f. November 14, 2011)

<b>-Where transactions have taken place</b>	
Ambuja Cement Limited	Fellow Subsidiary Company



**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

Sr. No.	Particulars	Year	Holding Company	Subsidiary Company	Fellow Subsidiaries
1	<b>Subscription to Right Issue, pending allotment</b> Ambuja Cement India Private Limited	Dec 31, 2012 Dec 31, 2011	- -	- -	- 832,500,000
2	<b>Share Application money received</b> Holderind Investment Ltd.	Dec 31, 2012 Dec 31, 2011	- 832,500,000	- -	- -
3	<b>Reimbursement (paid)/received</b> ACC Ltd. Holderind Investment Ltd.	Dec 31, 2012 Dec 31, 2011 Dec 31, 2012 Dec 31, 2011	- - - 387,706	(229,181) (55,150) - -	- - - -
4	<b>Dividend Income</b> ACC Ltd. Ambuja Cements Limited	Dec 31, 2012 Dec 31, 2011 Dec 31, 2012 Dec 31, 2011	- - - -	2,628,867,360 - - -	- - 482,144,384 -
5	<b>Issuance of Shares from Share Suspense Account</b> Holderind Investment Ltd. (Equity Share Allotment) Holderind Investment Ltd. (Preference Share Allotment)	Dec 31, 2012 Dec 31, 2011 Dec 31, 2012 Dec 31, 2011	72,959,397,193 - 2,349,000,000 -	- - - -	- - - -
6	<b>Redemption of Preference Shares</b> Holderind Investment Ltd.	Dec 31, 2012 Dec 31, 2011	2,654,100,000 -	- -	- -
7	<b>Dividend Paid</b> Holderind Investment Ltd.	Dec 31, 2012 Dec 31, 2011	349,696,220 -	- -	- -
8	<b>Balance outstanding at the end of the year</b> <b>Current Liabilities</b> ACC Ltd. <b>Current Assets</b> Holderind Investment Ltd.	Dec 31, 2012 Dec 31, 2011 Dec 31, 2012 Dec 31, 2011	- - - 387,706	- 138,455 - -	- - - -
9	<b>Share Suspense Account</b> Holderind Investment Ltd. (Refer Note 18 and 19)	Dec 31, 2012 Dec 31, 2011	- 75,308,397,193	- -	- -

**21. Net dividend remitted**

Interim Dividend	For the year ended 31.12.2012	For the year ended 31.12.2011
Period to which it relates	2012	2011
Number of non-resident shareholders	1	1
Number of equity shares held on which dividend was due	5,690,385,095	-
Amount remitted (in USD)	6,434,153	-



**Holcim (India) Private Limited**  
**Notes to Financial Statements for the year ended December 31, 2012**

22. There are no Micro and Small Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes any dues. The Company has ascertained the status of entities being micro and small enterprises on the basis of information available with it. This has been relied upon by the auditors.
23. The Company has only one Business segment 'Investments' as primary segment and one geographical segment 'Domestic' as secondary segment.
24. The Company does not have any exposure in foreign currency at the period end.
25. Previous year's figures have been re-grouped where necessary to conform to the current year's classification.

As per our attached report of even date

*S.V. Ghatalia & Associates LLP*  
For S. V. GHATALIA & ASSOCIATES LLP  
Firm Registration No.: 103162W  
Chartered Accountants

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

(s/ Jai Datta)



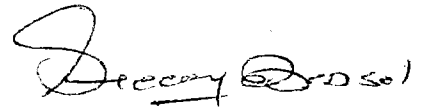
per Pramod Kumar Bapna  
Partner  
Membership No.: 105497  
Place: Mumbai  
Date:



Director



Director

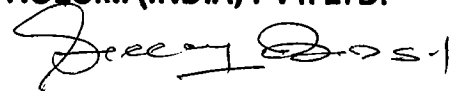


Company Secretary

**12 APR 2013**

**CERTIFIED TRUE COPY**

**FOR HOLCIM (INDIA) PVT. LTD.**



**COMPANY SECRETARY**