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*N Ramesh*
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# RAO & SWAMI

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Auditor's Report on quarterly and consolidated financial results and year to date results of MAHRASHTRA APEX CORPORATION LTD., pursuant to the requirement of Regulations 33 of the SEBI (Obligations and Disclosure Requirements) Regulations 2015.

To
Board of Directors of
MAHARASHTRA APEX CORPORATION LTD.

1. We have audited the Consolidated financial results of "MAHARASHTRA APEX CORPORATION Limited" ("the Company") for the quarter ended March 31, 2016 and the year to date financial results of the company for the period from 1st April 2015 to 31st March 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 of the SEBI (Obligations and Disclosure Requirements) Regulations 2015. The financial results for the quarter ended March31, 2016 have been prepared on the basis of the financial results for the nine-month period ended December 31, 2015, the audited annual financial statements as at and for the year ended March31, 2016, pursuant to the requirement of Regulations 33 of the SEBI (Obligations and Disclosure Requirements) Regulations 2015.These are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our review of the financial results for the nine-month period endedDecember31, 2015 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted inIndia;ourauditoftheannualfinancial statements sat andfortheyearendedMarch31, 2016;

2. We conductedour audit in accordance with the auditing standards generallyaccepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. We draw your attention to the following notes forming part of the Financial Statement for the year ended 31st March, 2016 (which forms the basis of the results).

   i. *The net worth of the company is negative but the financial statements has been prepared on "going concern" basis under the presumption that deficit of operation will be monitored effectively.*
   ii. *By its order dated 13th June 2002 RBI has cancelled the certificate of registration certificate granted to the company to act as Non-Banking Financial Company.*

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iii. *Provision has not been in the accounts as required under RBI prudential norms since 1.4.2001.*

iv. *The honorable High Court of Karnataka vide its order dated 8th October 2004 sanctioned a scheme of restructure for repayment of deposits/bonds. As per scheme all the Instalments of repayment of deposits/bonds have fallen due. As on date these deposits/bonds are resulting in shortfall of repayments.*

v. *Depreciation and amortization is charged as per schedule II of the companies Act 2013 and rules made thereunder. During the year Impairment loss on assets is charged to Profit & Loss statement amounting to Rs..**0.25 lakhs.***

vi. *Provision is not made in the accounts for disputed Income Tax and sales tax liability aggregating Rs.264.82 lakhs and Rs.17.54 lakhs respectively.*

vii. *We did not audit the financial statement of subsidiary companies for the year to date of the company. The consolidated financial statement do not include the accounts of Associate Companies*

4. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

   i. are presented in accordance with the Regulations 33 of the SEBI(Obligations and Disclosure Requirements) Regulations 2015

   ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2016and for the year ended March 31, 2016.

For **RAO & SWAMI,**
Chartered Accountants,
ICAI Firm's Registration Number: 003105S

PV Shenoy
(Partner)
Membership Number 020205

Place: Bengaluru.
Dated: 30/05/2016.