



Atul Ltd

Atul 396 020, Gujarat, India
E-mail: lalit_patni@atul.co.in | Website: www.atul.co.in
Telephone: (+91 2632) 230000 | 3261

May 05, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

SCRIP CODE: 500027
BSE Listing portal

The Manager
Listing Department
National Stock Exchange of India Limited
“Exchange Plaza” C – 1, Block G,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

SYMBOL: ATUL
NEAPS portal

Dear Sirs:

Annual Results for the year ended on March 31, 2017

Pursuant to Regulation 30 & 33(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith for the year ended on March 31, 2017:

- (1) Audited standalone & consolidated financial results.
- (2) Auditors' Report on standalone financial results.
- (3) Auditors' Report on consolidated financial results.

Further, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/56/2016, we declare and confirm that the Auditor's Reports on Standalone financial results and consolidated financial results are unmodified.

The same have been taken on record by the Board of Directors of the Company today at their meeting held at Mumbai from 10:30 am to 01.30 PM.

Please acknowledge the receipt and inform the members of the Exchange.

Thank you,

Yours faithfully,
FOR ATUL LTD


Lalit Patni
Company Secretary and
Chief Compliance Officer

Registered office: Atul House, G I Patel Marg, Ahmedabad 380 014, Gujarat, India
CIN: L99999GJ1975PLC002859



Lalbhai Group

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Financial results for the year ended March 31, 2017

Particulars		For the quarter ended on				Year ended on		Consolidated accounts for the year ended on		(₹ cr)
		March 31, 2017		December 31, 2016		March 31, 2016		March 31, 2017		
		Unaudited	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited	Audited	
1	Income from operations									
	a Revenue from operations	758.62	676.25	660.18		2,848.27	2,608.61	2,996.05	2,755.01	
	b Other income	23.09	3.18	11.08		42.46	43.53	52.55	34.40	
	Total income	781.71	679.43	671.26		2,890.73	2,652.14	3,048.60	2,789.41	
2	Expenses									
	a Cost of materials consumed	359.09	313.61	292.38		1,324.51	1,234.05	1,397.03	1,323.94	
	b Purchase of stock-in-trade	4.66	4.51	2.69		18.04	19.68	27.40	23.45	
	c Changes in inventories of finished goods, work-in-progress and stock-in-trade	19.50	(4.76)	16.53		17.88	(27.66)	11.05	(20.70)	
	d Excise duty	39.05	34.75	35.41		153.74	154.11	162.11	160.42	
	e Power, fuel and water	82.08	81.62	64.47		315.81	263.32	322.91	267.09	
	f Employee benefits expense	41.64	43.88	44.16		173.23	168.47	200.14	190.91	
	g Finance costs	2.91	5.81	6.58		21.02	25.84	25.17	27.53	
	h Depreciation and amortisation expense	24.93	23.41	17.16		91.12	61.92	95.44	66.07	
	i Other expenses	111.22	93.83	91.25		374.86	354.88	365.96	350.67	
	Total expenses	685.08	596.66	570.63		2,490.21	2,254.61	2,607.21	2,389.38	
3	Profit before exceptional items and tax (1-2)	96.63	82.77	100.63		400.52	397.53	441.39	400.03	
4	Exceptional items (net)	-	-	-		-	2.67	-	-	
5	Profit before tax (3+4)	96.63	82.77	100.63		400.52	400.20	441.39	400.03	
6	Tax expense									
	a Current tax	18.22	16.90	16.72		79.73	103.56	87.11	108.03	
	b Deferred tax	14.55	7.29	18.15		35.49	22.19	35.60	22.19	
	Total tax expense	32.77	24.19	34.87		115.22	125.75	122.71	130.22	
7	Net profit for the period (5-6)	63.86	58.58	65.76		285.30	274.45	318.68	269.81	
8	Add: Share of profit in associate and joint venture companies	-	-	-		-	-	4.67	4.46	
9	Net Profit (7+8)	63.86	58.58	65.76		285.30	274.45	323.35	274.27	

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Financial results for the year ended March 31, 2017

Particulars		For the quarter ended on			Year ended on		Consolidated accounts for the year ended on		(₹ cr)
		March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	
		Unaudited	Unaudited	Unaudited	Audited	Audited	Audited	Audited	
10	Other comprehensive income								
	a Items that will not be reclassified to profit and loss								
	i) Equity Instruments through Other Comprehensive Income (FVOCI)								
	ii) Remeasurements of the defined benefit plans	34.89	(6.16)	(97.81)	77.34	(38.38)	77.36	(38.37)	(38.37)
	iii) Income tax related to items no (ii) above	2.51	(0.73)	(1.37)	2.48	(3.06)	2.44	(2.98)	(2.98)
	iv) Share of other comprehensive income of associate and joint venture accounted for using the equity method (net of tax)	(0.87)	0.25	(0.01)	(0.86)	1.06	(0.84)	1.06	1.06
	b Items that will be reclassified to profit and loss	-	-	-	-	-	(0.02)	-	-
	i) Effective portion of gains and loss on cash flow hedges	(0.96)	0.88	0.01	(0.72)	(0.90)	(0.73)	(0.90)	(0.90)
	ii) Exchange differences on translation of foreign operations	-	-	-	-	-	4.45	9.35	9.35
	iii) Income tax related to items no (i) above	0.33	(0.30)	-	0.25	0.31	0.25	0.31	0.31
	Other comprehensive income, net of tax	35.90	(6.06)	(99.18)	78.49	(40.97)	82.91	(31.53)	(31.53)
11	Total comprehensive income for the period (9+10)	99.76	52.52	(33.42)	363.79	233.48	406.26	242.74	242.74
12	Paid-up equity share capital (face value ₹ 10 per share)	29.66	29.66	29.66	29.66	29.66	29.66	29.66	29.66
13	Earnings per Equity share (for continuing operations)								
	Basic and diluted earning ₹ per Equity share of ₹ 10 each (not annualised)	21.52	19.75	22.17	96.18	92.53	109.01	92.47	92.47

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Segment revenue, Segment results, Segment assets and Segment liabilities

Particulars	For the quarter ended on				Year ended on				Consolidated accounts for the year	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1 Segment revenue (Revenue from operations)										
Life Science Chemicals	237.77	216.60	184.28	865.00	800.45		924.82	893.32		
Performance and Other Chemicals	565.01	506.83	504.90	2,155.95	1,945.98		2,239.99	1,996.04		
Others	-	-	-	-	-		3.92	3.47		
Sub total	802.78	723.43	689.18	3,020.95	2,746.43		3,168.73	2,892.83		
Less:										
Inter-segment revenue	44.16	47.18	29.00	172.68	137.82		172.68	137.82		
Total revenue	758.62	676.25	660.18	2,848.27	2,608.61		2,996.05	2,755.01		
2 Segment results										
Life Science Chemicals	30.58	27.85	38.00	129.59	161.22		154.43	171.91		
Performance and Other Chemicals	62.98	66.11	64.20	290.12	249.18		303.42	248.48		
Others	-	-	-	-	-		(0.92)	0.11		
Sub total	93.56	93.96	102.20	419.71	410.40		456.93	420.50		
Less:										
Interest	2.91	5.81	6.58	21.02	25.84		25.17	27.53		
Other unallocable expenditure (net of unallocable income)	(5.98)	5.38	(5.01)	(1.83)	(15.64)		(9.63)	(7.06)		
Total profit before tax	96.63	82.77	100.63	400.52	400.20		441.39	400.03		
3 Segment assets										
Life Science Chemicals	602.88	581.43	505.91	602.88	505.91		696.74	602.38		
Performance and Other Chemicals	1,392.79	1,422.04	1,354.75	1,392.79	1,354.75		1,452.00	1,382.37		
Unallocable	624.07	579.60	523.70	624.07	523.70		601.40	481.37		
Others	-	-	-	-	-		15.98	12.89		
Total segment assets	2,619.74	2,583.07	2,384.36	2,619.74	2,384.36		2,766.12	2,479.01		
4 Segment liabilities										
Life Science Chemicals	108.48	99.81	95.98	108.48	95.98		128.92	121.78		
Performance and Other Chemicals	301.71	275.40	296.71	301.71	296.71		308.13	308.29		
Unallocable	133.51	124.18	97.86	133.51	97.86		176.68	113.01		
Others	-	-	-	-	-		3.51	2.87		
Total segment liabilities	543.70	499.39	490.55	543.70	490.55		617.24	545.95		



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Audited financial results for the year ended March 31, 2017
Statement of assets and liabilities

Particulars		Year ended on		Consolidated year ended on	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
A	Assets				
1	Non-current assets				
	a Property, plant and equipment	928.48	712.83	999.85	749.48
	b Capital work-in-progress	36.99	169.66	58.99	180.44
	c Investment properties	3.22	3.22	3.22	3.22
	d Goodwill	-	-	23.75	-
	e Other intangible assets	0.02	0.12	0.02	0.12
	f Biological assets other than bearer plants	-	-	6.64	8.20
	g Investments accounted for using the equity method	-	-	10.00	32.43
	h Financial assets				
	i) Investments	530.78	445.81	415.21	344.22
	ii) Loans	7.01	13.67	-	9.40
	iii) Others financial assets	4.65	6.52	1.14	3.14
	i Income tax assets (net)	-	3.11	1.21	4.36
	j Deferred tax assets	-	-	41.66	13.54
	k Other non-current assets	74.63	71.72	74.66	71.75
	Total non-current assets	1,585.78	1,426.66	1,636.35	1,420.30
2	Current assets				
	a Inventories	367.89	374.17	430.06	427.78
	b Biological assets other than bearer plants	-	-	3.63	0.29
	c Financial assets				
	i) Investments	-	-	2.92	2.05
	ii) Trade receivables	507.06	420.12	518.96	441.39
	iii) Cash and cash equivalents	5.38	3.40	23.44	18.07
	iv) Bank balances other than cash and cash equivalents above	1.83	1.92	4.86	3.94
	v) Loans	5.18	-	-	-
	vi) Others financial assets	25.12	10.91	19.98	13.96
	d Other current assets	121.50	147.18	125.92	151.23
	Total current assets	1,033.96	957.70	1,129.77	1,058.71
	Total assets	2,619.74	2,384.36	2,766.12	2,479.01
B	Equity and liabilities				
	Equity				
	a Equity share capital	29.68	29.68	29.68	29.68
	b Other equity	1,891.14	1,562.47	1,936.26	1,585.11
	Equity attributable to owners of Atul Ltd	1,920.82	1,592.15	1,965.94	1,614.79
	Non-controlling interests	-	-	15.25	2.45
	Total equity	1,920.82	1,592.15	1,981.19	1,617.24
	Liabilities				
1	Non-current liabilities				
	a Financial liabilities				
	i) Borrowings	-	21.47	0.38	23.35
	ii) Other financial liabilities	21.44	21.70	24.05	24.51
	b Provisions	20.04	17.23	20.15	17.31
	c Deferred tax liabilities (net)	99.75	64.20	143.08	79.35
	d Other non-current liabilities	-	-	9.67	11.05
	Total non-current liabilities	141.23	124.60	197.33	155.57
2	Current liabilities				
	a Financial liabilities				
	i) Borrowings	134.00	245.60	144.59	256.37
	ii) Trade payables	329.06	294.19	337.49	315.12
	iii) Other financial liabilities	46.26	61.92	52.92	65.88
	b Other current liabilities	38.76	58.90	39.61	60.71
	c Provisions	7.62	7.00	9.60	7.53
	d Current tax liabilities (net)	1.99	-	3.39	0.59
	Total current liabilities	557.69	667.61	587.60	706.20
	Total liabilities	698.92	792.21	784.93	861.77
	Total equity and liabilities	2,619.74	2,384.36	2,766.12	2,479.01



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Financial results for the year ended March 31, 2017

Notes:

- 1 In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as 'Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013, with effect from April 01, 2016. The impact of transition has been provided in the Opening Reserves as at April 01, 2015. March 31, 2016 results have been restated accordingly.
- 2 In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, reconciliation between standalone financial results, as previously reported (under the previously applicable 'Indian GAAP') and Ind AS for the quarter ended on March 31, 2016 and year ended on March 31, 2016 are as under:

		(₹ cr)	
Particulars		Quarter ended on	Year ended on
		March 31, 2016	March 31, 2016
i	Net profit as per previously applicable Indian GAAP	62.61	268.06
ii	Reassessment of land and building elements in a combined lease as a separate lease	-	(0.12)
iii	Employee benefits - actuarial loss on defined benefit plan reclassified to Other Comprehensive Income (OCI)	1.37	3.06
iv	Mark-to-market gains on derivative contracts earlier adjusted in fixed assets now taken to Statement of Profit and Loss, net impact	(0.16)	2.12
v	Financial assets measured at amortised cost	2.11	2.11
vi	Deferred tax impact	0.24	0.28
vii	Current tax impact	(0.41)	(1.06)
viii	Net profit before OCI as per Ind AS	65.76	274.45
ix	Other comprehensive income (net of tax)	(99.18)	(40.97)
x	Total comprehensive income under Ind AS	(33.42)	233.48

- 3 The Board of Directors of Atul Ltd in the meeting held on March 24, 2017 decided not to proceed with the merger of Amal Ltd with Atul Ltd which was conveyed to the Stock Exchanges on the same date.
- 4 The Board of Directors has recommended a dividend of ₹10.00 per share (100 %) subject to approval of the Shareholders.
- 5 The Annual General Meeting of the Members will be held on July 28, 2017.
- 6 The above results have been reviewed and recommended for adoption by the Audit Committee in its meeting held on May 04, 2017, and approved by the Board of Directors at its meeting held on May 05, 2017.

For Atul Ltd

S Lalbhai

(Sunil S Lalbhai)

Chairman and Managing Director

**Mumbai
May 05, 2017**



Lalbhai Group



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Extract of financial results for the year ended March 31, 2017

[in terms of Regulation 47(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

	Particulars	Standalone			Consolidated	
		Quarter ended on March 31, 2017	Year ended on March 31, 2017	Quarter ended on March 31, 2016	Year ended on March 31, 2017	Year ended on March 31, 2016
1	Total income from operations	781.71	2,890.73	671.26	3,048.60	2,789.41
2	Net profit for the period before tax and exceptional items	96.63	400.52	100.63	441.39	400.03
3	Net profit for the period before tax and after exceptional items	96.63	400.52	100.63	441.39	400.03
4	Net profit for the period after tax	63.86	285.30	65.76	323.35	274.27
5	Total comprehensive income for the period [Comprising profit for the period (after tax) and other comprehensive income (after tax)]	99.76	363.79	(33.42)	406.26	242.74
6	Equity share capital	29.66	29.66	29.66	29.66	29.66
7	Earning per share (EPS) of ₹ 10 each	21.52	96.18	22.17	109.01	92.47
	Basic and diluted EPS (₹ per share)(not annualised)					

Notes:

The above is an extract of the detailed format of quarterly results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details in prescribed format of the quarterly results are available on the websites of the Stock Exchanges (www.bseindia.com, www.nseindia.com) and the Company (www.atul.co.in)

Mumbai
May 05, 2017

For Atul Ltd

S. Lalbhai

(Sunil S Lalbhai)

Chairman and Managing Director



Lalbhai Group

Dalal & Shah Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ATUL LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying standalone financial statements of **Atul Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that

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Registered office and Head office: 1701, 17th Floor, Shapath V. Opp. Karnavati Club, S G Highway, Ahmedabad - 380 051

Dalal & Shah (a Partnership Firm) converted into Dalal & Shah Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5906) with effect from August 14, 2014. Post its conversion to Dalal & Shah Chartered Accountants LLP, its ICAI registration number is 102020W/W-100040 (ICAI registration number before conversion was 102020W)



Dalal & Shah Chartered Accountants LLP

give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated April 29, 2016 and April 30, 2015. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

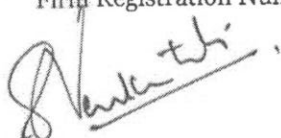
10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.



Dalal & Shah Chartered Accountants LLP

- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone Ind AS financial statements – Refer Note 27.1;
 - ii) The Company has made provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
 - iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management –Refer Note 27.15.

For Dalal & Shah Chartered Accountants LLP
Firm Registration Number: 102020W/W100040



S Venkatesh
Partner

Membership Number: 037942

Mumbai
May 5, 2017

Dalal & Shah Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Atul Limited

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of Atul Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture; refer Note 29.16 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement for the year then ended and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Group including its joint venture in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint venture respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

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Dalal & Shah (a Partnership Firm) converted into Dalal & Shah Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5906) with effect from August 14, 2014. Post its conversion to Dalal & Shah Chartered Accountants LLP, its ICAI registration number is 102020W/W-100040 (ICAI registration number before conversion was 102020W)



Dalal & Shah Chartered Accountants LLP

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

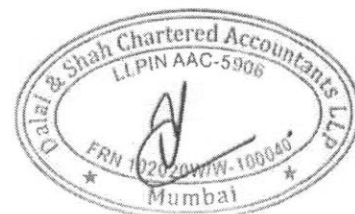
7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, its joint venture as at March 31, 2017, and their consolidated profit (including other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Other Matter

8. We did not audit the financial statements of 32 subsidiaries whose financial statements reflect total assets of Rs. 54.54 cr and net assets of Rs. 38.18 cr as at March 31, 2017, total revenue of Rs. 84.42 cr, net profit of Rs. 0.41 cr and net cash flows amounting to Rs. 17.83 for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 4.77 cr for the year ended March 31, 2017 as considered in the consolidated Ind AS financial statements, in respect of a joint venture whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiary companies and a joint venture and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries and a joint venture, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

9. The comparative financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these consolidated Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated April 29, 2016 and April 30, 2015



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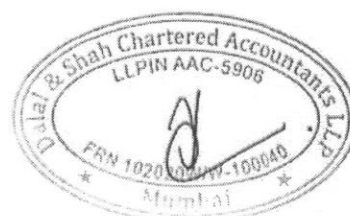
respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

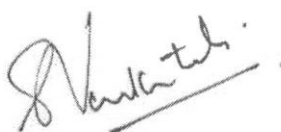
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and a joint venture incorporated in India including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group, and a joint venture incorporated in India including relevant records relating to the preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and a joint venture incorporated in India, none of the directors of the Group companies and a joint venture incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and a joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Ind AS financial statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Group and a joint venture – Refer Note 29.1.
 - ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2017.



Dalal & Shah Chartered Accountants LLP

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and its joint venture incorporated in India during the year ended March 31, 2017.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management –Refer Note 29.13.

For Dalal & Shah Chartered Accountants LLP
Firm Registration Number: 102020W/W100040



S Venkatesh

Partner

Membership Number: 037942

Mumbai
May 5, 2017