



KELLTON TECH SOLUTIONS LIMITED.

Declaration

To,

The General Manager, Listing Department, Bombay Stock Exchange Limited, 1 st Floor, New Trading Wing, Rotunda Building, P.J. Towers, Dalal Street Fort, Mumbai-400001	The Manager, Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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Dear Sir/Madam,

Sub:

1. Declaration as to unqualified audit report for the year ended March 31, 2017

Ref: Symbol: KELLTONTEC

Scrip Code: 519602

I, Niranjana Chintam, Director of Kellton Tech Solutions Limited, hereby declare that there are no qualifications given by the Auditor for the Standalone and Consolidated financial results of the Company for the period ended March 31st, 2017.

Kindly take the above information on record and acknowledge.

Thanking you,

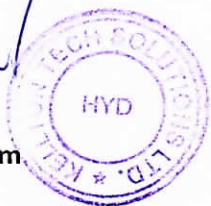
Yours faithfully,

For Kellton Tech Solutions Limited

Niranjana Chintam

Director

DIN: 01658591



Encl: As above

Plot No.270, Udyog Vihar Phase - 2, Gurgaon, Haryana - 122016, (India), Ph: (+91) (124) 4698900/E-mail: info@kelltontech.com

Regd. Office: Plot No. 1367, Road No:45, Jubilee Hills, Hyderabad-500033, T.G.India Ph: +91-40-44333000, Fax :+91-40-23552358

CIN:L72200TG1993PLC016819

MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

Independent Auditor's Report

To the Members of
M/s Kellton Tech Solutions Limited

Report on the Financial Statements

1.i) We have audited the accompanying Consolidated financial statements of M/s Kellton Tech Solutions Limited ("the Company") and its subsidiaries, which comprise the Balance sheet as at 31st March, 2017, the statement of Profit and loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

ii) As stated in Notes to financials, the financial statements of the subsidiaries have been considered in preparation of consolidated financial statements, based on Audited Financial statements of 2 Foreign subsidiaries, Kellton Tech Inc & Kellton Tech Solutions Inc, USA as on 31.12.2016. It also includes the audited financial statements of one Indian Subsidiary, Kellton DbyDx Software Private Limited as on 31.03.2017. It includes the unaudited financial statements of one Foreign Subsidiary Kellton Tech Limited, Ireland as at 31.03.2017.

iii) We report that the consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting standard -21(Consolidated Financial Statements), as notified under the Companies (Accounting Standards) Rules, 2006.

Management's Responsibility for the Financial Statements

2.The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are 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.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, 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 there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters Specified in paragraphs 3 and 4 of the Order.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

8. 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 purpose 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 and Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

e. On the basis of 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 B", and

g. In our opinion and to the best of our information and according to the explanations given to us,

We report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014,

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses thereon does not arise.

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund, as such the question of delay in transferring such sums does not arise.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

(iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November' 2016 to 30th December' 2016 and these are in accordance with the books of accounts maintained by the Company.

for Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)


(B.R. Mahesh)

Partner
Membership No.018628



Place : Hyderabad
Date : 30 May 2017

MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

"ANNEXURE A" TO THE AUDITORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2017.

- (i) In respect of the Company's fixed assets:
 - a) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) These fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us no material discrepancies were noticed on such verification.
 - c) The Company does not have any Immovable properties
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the Management and no material discrepancies were noticed .
- (iii) The Company has not granted any loans , secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act , 2013.
- (iv) In respect of Loans, Investments, guarantees & securities, provisions of section 185 & 186 of the Companies Act have been complied with.
- (v) The Company has not accepted any deposits within the directives issued by the Reserve Bank Of India, and within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules 1975. No order under the aforesaid sections has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank Of India or any Court or any other Tribunal in this respect.
- (vi) The maintenance of cost records under Section 148 (1) of the Companies Act, 2013, is not mandatory to the Company.
- (vii) (a) The Company has been generally regular in depositing dues relating to income tax, sales tax, service tax, value added tax, cess and any other material statutory dues with the appropriate authorities. There were no undisputed amounts payable in respect of statutory dues in arrears as at 31st March 2016 for a period of more than six months from the date they became payable, except for non payment of Outstanding Income Tax deducted at Source Rs.4.28 Crores and Service Tax collection Rs.2.38 Crores were unpaid.
- (b) There were no dues of income-tax, sales tax, service tax, value added tax or cess and any other material statutory dues, which have not been deposited on account of dispute



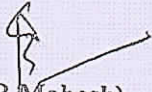
MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

- (viii) The Company has not generally defaulted in repayment of loans or borrowings from Banks, Financial Institutions or Debenture holders.
- (ix) The Company has not raised any money by way of initial public offer nor availed any term loans.
- (x) No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Managerial remuneration is provided in accordance with section 197 of the Companies Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) All transactions with the related parties in compliance with sections 177 and 188 of Companies Act, 2013 have been disclosed in the Financial Statements.
- (xiv) The Company has made preferential allotment with in the provisions of Section 42 of the Companies Act, 2013 and the such amounts have been used for the purpose for which it was raised.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45 – 1A of the Reserve Bank of India Act, 1934.

for Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)


(B.R. Mahesh)
Partner
Membership No.018628



Place : Hyderabad
Date : 30-May-2017

MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

**"ANNEXURE B" TO THE AUDITORS' REPORT FOR THE YEAR ENDED
31ST MARCH 2017.**

**Report on the Internal financial Controls under clause (i) of sub-section 3 of section
143 of the Companies Act, 2013("the Act")**

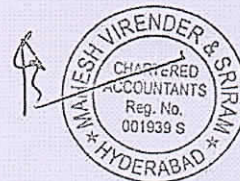
We have audited the internal financial controls over financial reporting of M/s. KELLTON TECH SOLUTIONS LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Amcerpet, Hyderabad.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness on internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal financial Controls over financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance and generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of Internal financial Controls over financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control.

For Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)


(B.R. Mahesh)
Partner

Membership no.018628



Place: Hyderabad
Date: 30th May 2017



KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31.03.2017

In Lakhs

SL NO	PARTICULARS	AUDITED QUARTER ENDED			AUDITED YEAR TO DATE FIGURES	
		31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016
1	INCOME FROM OPERATIONS					
	a) Net sales / income from operations (Net of excise duty)	16,536.06	15,824.20	13,226.26	61,476.99	35,868.04
	b) Other operating Income	-	-	-	-	-
	Total Income from operations (Net)	16,536.06	15,824.20	13,226.26	61,476.99	35,868.04
2	EXPENDITURE					
	(a) Cost of materials consumed	8.07	(3.65)	127.38	102.83	344.85
	(b) Purchase of stock in trade	-	-	-	-	-
	(c) Changes in inventories of F.G, WIP and Stock in trade	-	-	-	-	-
	(d) Employee benefits expenses	7,873.23	7,575.18	7,192.03	30,180.27	18,974.56
	(e) Depreciation and amortisation expenses	163.63	96.62	99.82	422.76	250.98
	(f) Other Expenses	6,294.68	6,043.46	4,188.61	22,616.11	11,609.66
	Total Expenses	14,339.61	13,711.61	11,607.85	53,321.97	31,180.06
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	2,196.45	2,112.59	1,618.41	8,155.02	4,687.98
4	Other Income	43.54	3.97	50.28	97.54	97.99
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+/- 4)	2,239.99	2,116.56	1,668.69	8,252.56	4,785.97
6	Finance costs	320.74	212.61	283.95	1,028.67	876.67
7	Profit / (Loss) from ordinary activities after finance costs and exceptional items (5+/- 6)	1,919.25	1,903.95	1,384.74	7,223.89	3,909.30
8	Exceptional items	-	-	-	-	-
9	Profit / (Loss) ordinary activities before tax (7+/-8)	1,919.25	1,903.95	1,384.74	7,223.89	3,909.30
10	Provision for Taxation	488.19	507.37	256.57	1,848.45	812.01
11	Profit / (Loss) ordinary activities before tax (9+/-10)	1,431.06	1,396.58	1,128.17	5,375.44	3,097.29
12	Extraordinary items (net of tax expenses)	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 +/- 12)	1,431.06	1,396.58	1,128.17	5,375.44	3,097.29
14	Share of Profit / (Loss) of associates	-	-	-	-	-
15	Minority interest	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+/- 14+/-15)	1,431.06	1,396.58	1,128.17	5,375.44	3,097.29
17	PAID UP EQUITY SHARE CAPITAL (Equity Share of Rs 5/- each)	2,357.23	2,353.18	2,341.31	2,357.23	2,341.31
18	RESERVES EXCLUDING REVALUATION RESERVES (AS PER BALANCE SHEET) OF PREVIOUS ACCOUNTING YEAR	10,230.78	10,230.78	4,353.36	10,230.78	4,353.36
19	BASIC AND DILUTED EPS FOR THE PERIOD FOR THE YEAR TO DATE AND FOR THE PREVIOUS YEAR (NOT TO BE ANNUALISED)					
	- BASIC EPS	3.04	2.97	2.53	11.43	6.96
	- DILUTED EPS	3.01	2.94	2.53	11.31	6.95



KELLTON TECH SOLUTIONS LIMITED.

A PARTICULARS OF SHAREHOLDING						
1	Public shareholding					
	- NUMBER OF SHARES	1,79,61,431	1,78,80,597	1,76,43,118	1,79,61,431	1,76,43,118
	- PERCENTAGE SHAREHOLDING	38.10	37.99	37.68	38.10	37.68
2	Promoters and promoter group shareholding					
	a) Pledged/ Encumbered					
	- Number of shares	24,00,000	12,00,000	12,00,000	24,00,000	12,00,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	8.20	4.11	4.11	8.20	4.11
	- Percentage of shares (as a % of the total share capital of the company)	5.09	2.55	2.56	5.09	2.56
	b) Non- Encumbered					
	- Number of shares	2,67,83,142	2,79,83,142	2,79,83,142	2,67,83,142	2,79,83,142
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	91.77	95.88	95.88	91.77	95.88
	- Percentage of shares (as a % of the total share capital of the company)	56.81	59.45	59.75	56.81	59.75

B PARTICULARS OF INVESTORS COMPLAINTS		31.03.2017
Pending at the beginning of the quarter		Nil
Received during the quarter		Nil
Disposed of during the quarter		Nil
Remain unresolved at the end of the quarter		Nil

1. The above financial results have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on 30.05.2017
2. The above results contains consolidation of Subsidiaries and Step Down Subsidiaries of the company
3. Previous period figures have been reworked , regrouped , rearranged and reclassified wherever necessary , to make them comparable with current period
4. The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year
5. EPS is calculated on the basis of Average number of shares during the year.
6. Previous figures represents only 9 months & are not comparable with current year figures as on 31.03.2017 which are for 12 Months.

Place: Hyderabad
Date: 30.05.2017

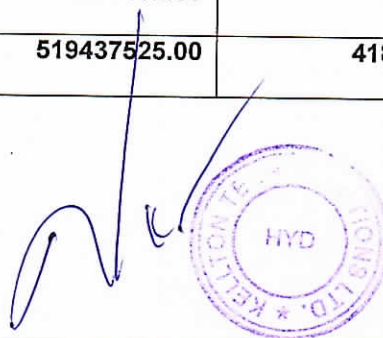
NIRANJAN CHINTAM
DIRECTOR
DIN: 01658591





KELLTON TECH SOLUTIONS LIMITED.

Consolidated Statement of Assets and Liabilities		As at (current year end) (31/March/2017)	As at (previous year end) (31/March/2016)
Particulars			
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	235722865.00	234131300.00
	(b) Reserves and surplus	1532477712.00	1023078213.00
	(c) Money received against share warrants	0.00	0.00
	Sub-total - Shareholders' funds	1768200577.00	1257209513.00
2	Share application money pending allotment	0.00	333300.00
3	Minority interest *	0.00	0.00
4	Non-current liabilities		
	(a) Long-term borrowings	437813090.00	321469486.00
	(b) Deferred tax liabilities (net)	13940396.00	14269514.00
	(c) Other long-term liabilities	55457847.00	78416734.00
	(d) Long-term provisions	12226192.00	4674496.00
	Sub-total - Non-current liabilities	519437525.00	418830230.00





KELLTON TECH SOLUTIONS LIMITED.

Consolidated Statement of Assets and Liabilities		As at (current year end) (31/March/2017)	As at (previous year end) (31/March/2016)
	Particulars		
5	Current liabilities		
	(a) Short-term borrowings	538188807.00	428012740.00
	(b) Trade payables	205176317.00	176092909.00
	(c) Other current liabilities	314530864.00	206489658.00
	(d) Short-term provisions	605744533.00	603515331.00
	Sub-total - Current liabilities	1663640521.00	1414110638.00
	TOTAL - EQUITY AND LIABILITIES	3951278623.00	3090483680.00
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	136632679.00	102375803.00
	(b) Goodwill on consolidation *	1492765127.00	1089471106.00
	(c) Non-current investments	0.00	0.00
	(d) Deferred tax assets (net)	0.00	0.00
	(e) Long-term loans and advances	24474687.00	16059695.00
	(f) Other non-current assets	411030.00	693502.00
	Sub-total - Non-current assets	1654283523.00	1208600106.00






KELLTON TECH SOLUTIONS LIMITED.

Consolidated Statement of Assets and Liabilities		As at (current year end) (31/March/2017)	As at (previous year end) (31/March/2016)
Particulars			
2	Current assets		
	(a) Current investments	0.00	0.00
	(b) Inventories	23919907.00	33215545.00
	(c) Trade receivables	1467725959.00	1222934036.00
	(d) Cash and cash equivalents	161308312.00	78836220.00
	(e) Short-term loans and advances	564692478.00	405762220.00
	(f) Other current assets	79348444.00	141135553.00
	Sub-total - Current assets	2296995100.00	1881883574.00
	TOTAL - ASSETS	3951278623.00	3090483680.00




MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

Independent Auditor's Report

To the Members of
M/s Kellton Tech Solutions Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of M/s Kellton Tech Solutions Limited ("the Company") which comprise the Balance sheet as at 31st March, 2017, the statement of Profit and loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, 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. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters Specified in paragraphs 3 and 4 of the Order.

8. 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 purpose 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 and Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

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e. On the basis of 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 B", and

g. In our opinion and to the best of our information and according to the explanations given to us,

We report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014,

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses thereon does not arise.

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund, as such the question of delay in transferring such sums does not arise.

(iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November' 2016 to 30th December' 2016 and these are in accordance with the books of accounts maintained by the Company.

for Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)

(B.R.Mahesh)
Partner

Membership No.018628



Place : Hyderabad

Date : 30th May 2017

MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Amcerpet, Hyderabad.

**"ANNEXURE A" TO THE AUDITORS' REPORT FOR THE YEAR ENDED
31ST MARCH 2017.**

- (i) In respect of the Company's fixed assets:
- In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - These fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us no material discrepancies were noticed on such verification.
 - The Company does not have any Immovable properties
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the Management and no material discrepancies were noticed .
- (iii) The Company has not granted any loans , secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act , 2013.
- (iv) In respect of Loans, Investments, guarantees & securities, provisions of section 185 & 186 of the Companies Act have been complied with.
- (v) The Company has not accepted any deposits within the directives issued by the Reserve Bank Of India, and within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules 1975. No order under the aforesaid sections has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank Of India or any Court or any other Tribunal in this respect.
- (vi) The maintenance of cost records under Section 148 (1) of the Companies Act, 2013, is not mandatory to the Company.
- (vii) (a) The Company has been generally regular in depositing dues relating to income tax, sales tax, service tax, value added tax, cess and any other material statutory dues with the appropriate authorities. There were no undisputed amounts payable in respect of statutory dues in arrears as at 31st March 2017 for a period of more than six months from the date they became payable, except for non payment of Outstanding Income Tax deducted at Source Rs.4.28 Crores and Service Tax collection Rs.2.38 Crores were unpaid.
- (b) There were no dues of income-tax, sales tax, service tax, value added tax or cess and any other material statutory dues, which have not been deposited on account of dispute



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- (viii) The Company has not generally defaulted in repayment of loans or borrowings from Banks, Financial Institutions or Debenture holders.
- (ix) The Company has not raised any money by way of initial public offer nor availed any term loans.
- (x) No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Managerial remuneration is provided in accordance with section 197 of the Companies Act.
- (xii) The Company is not a Nidhi Company.
- (xiii) All transactions with the related parties in compliance with sections 177 and 188 of Companies Act, 2013 have been disclosed in the Financial Statements.
- (xiv) The Company has not made preferential allotment.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45 – 1A of the Reserve Bank of India Act, 1934.

for Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)

(B.R.Mahesh)
Partner

Membership No.018628



Place : Hyderabad
Date : 30th May 2017

MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

**"ANNEXURE B" TO THE AUDITORS' REPORT FOR THE YEAR ENDED
31ST MARCH 2017.**

**Report on the Internal financial Controls under clause (i) of sub-section 3 of section
143 of the Companies Act, 2013("the Act")**

We have audited the internal financial controls over financial reporting of M/s. KELLTON TECH SOLUTIONS LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial re- porting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness on internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal financial Controls over financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance and generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of Internal financial Controls over financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



MAHESH, VIRENDER & SRIRAM

Chartered Accountants

6-3-788/36 & 37A, Durganagar Colony, Ameerpet, Hyderabad,

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control.

For Mahesh, Virender & Sriram
Chartered Accountants
(Firm's Registration No.001939S)


(B.R. Mahesh)
Partner

Membership no.018628



Place: Hyderabad
Date: 30th May 2017.



KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31.03.2017						
Rs. In Lakhs						
SL NO	PARTICULARS	AUDITED				
		QUARTER ENDED			YEAR TO DATE FIGURES	
		31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016
1	INCOME FROM OPERATIONS					
	a) Net sales / income from operations (Net of excise duty)	2,129.88	1,919.41	1,691.79	7,649.69	4,877.79
	b) Other operating Income	-	-	-	-	-
	Total Income from operations (Net)	2,129.88	1,919.41	1,691.79	7,649.69	4,877.79
2	EXPENDITURE					
	(a) Cost of materials consumed	8.07	(3.65)	127.38	102.83	344.85
	(b) Purchase of stock in trade	-	-	-	-	-
	(c) Changes in inventories of F.G, WIP and Stock in trade	-	-	-	-	-
	(d) Employee benefits expenses	1,226.16	1,178.65	956.79	4,537.22	2,677.31
	(e) Depreciation and amortisation expenses	65.57	40.08	38.58	182.93	108.90
	(f) Other Expenses	472.16	327.80	255.79	1,368.20	685.52
	Total Expenses	1,771.96	1,542.88	1,378.54	6,191.18	3,816.58
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	357.92	376.53	313.25	1,458.51	1,061.21
4	Other Income	-	-	30.39	15.74	33.85
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+/- 4)	357.92	376.53	343.64	1,474.25	1,095.06
6	Finance costs	49.28	52.12	54.32	201.29	185.15
7	Profit / (Loss) from ordinary activities after finance costs and exceptional items (5+/- 6)	308.64	324.41	289.32	1,272.96	909.91
8	Exceptional items	-	-	-	-	-
9	Profit / (Loss) ordinary activities before tax (7+/-8)	308.64	324.41	289.32	1,272.96	909.91
10	PROVISION FOR TAXATION	197.30	77.22	69.47	432.36	236.94
11	Profit / (Loss) ordinary activities before tax (9+/-10)	111.34	247.19	219.85	840.60	672.99
12	Extraordinary items (net of tax expenses)	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 +/- 12)	111.34	247.19	219.85	840.60	672.99
14	Share of Profit / (Loss) of associates	-	-	-	-	-
15	Minority interest	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+/- 14+/-15)	111.34	247.19	219.85	840.60	672.99
17	PAID UP EQUITY SHARE CAPITAL (Equity Share of Rs 5/- each)	2,357.23	2,353.18	2,341.31	2,357.23	2,341.31
18	RESERVES EXCLUDING REVALUATION RESERVES (AS PER BALANCE SHEET) OF PREVIOUS ACCOUNTING YEAR	5,583.61	5,583.61	2,343.25	5,583.61	2,343.25
19	BASIC AND DILUTED EPS FOR THE PERIOD FOR THE YEAR TO DATE AND FOR THE PREVIOUS YEAR (NOT TO BE ANNUALISED)					
	- BASIC EPS	0.24	0.53	0.47	1.79	1.51
	- DILUTED EPS	0.23	0.52	0.47	1.77	1.51





KELLTON TECH SOLUTIONS LIMITED.

A PARTICULARS OF SHAREHOLDING						
1	Public shareholding					
	- NUMBER OF SHARES	1,79,61,431	1,78,80,597	1,76,43,118	1,79,61,431	1,76,43,118
	- PERCENTAGE SHAREHOLDING	38.10	37.99	37.32	38.10	37.32
2	Promoters and promoter group shareholding					
	a) Pledged/ Encumbered					
	- Number of shares	24,00,000	12,00,000	12,00,000	24,00,000	12,00,000
	- Percentage of shares (as a % of the total shareholding of promoter group)	8.20	4.11	4.11	8.20	4.11
	- Percentage of shares (as a % of the total share capital of the company)	5.09	2.55	2.56	5.09	2.56
	b) Non- Encumbered					
	- Number of shares	2,67,83,142	2,79,83,142	2,79,83,142	2,67,83,142	2,79,83,142
	- Percentage of shares (as a % of the total shareholding of promoter group)	91.77	95.88	95.88	91.77	95.88
	- Percentage of shares (as a % of the total share capital of the company)	56.81	59.45	59.75	56.81	59.75
B PARTICULARS OF INVESTORS COMPLAINTS						
		31.03.2017				
	Pending at the beginning of the quarter	Nil				
	Received during the quarter	Nil				
	Disposed of during the quarter	Nil				
	Remaining unresolved at the end of the quarter	Nil				

- 1 The above financial results have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on 30.05.2017
- 2 Previous period figures have been reworked , regrouped , rearranged and reclassified wherever necessary , to make them comparable with current period.
- 3 EPS is calculated on the basis of Average number of shares during the quarter.
- 4 The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.
- 5 Previous period figures have been reworked , regrouped , rearranged and reclassified wherever necessary , to make them comparable with current period.
- 6 Previous figures represents only 9 months & are not comparable with current year figures as on 31.03.2017 which are for 12 Months.

NIRANJAN CHINTAM
DIRECTOR
DIN: 01658591

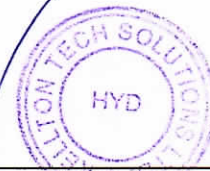




KELLTON TECH SOLUTIONS LIMITED.

Clause 41 of the Listing Agreement for Companies (Other than Banks)

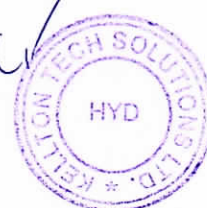
Standalone Statement of Assets and Liabilities		As at (current year end) (31/March/2017)	As at (previous year end) (31/March/2016)
	Particulars		
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	235722865.00	234131300.00
	(b) Reserves and surplus	651865320.00	558360671.00
	(c) Money received against share warrants	0.00	0.00
	Sub-total - Shareholders' funds	887588185.00	792491971.00
2	Share application money pending allotment	0.00	333300.00
3	Minority interest *	0.00	0.00
4	Non-current liabilities		
	(a) Long-term borrowings	19947461.00	494736.00
	(b) Deferred tax liabilities (net)	5263469.00	6084500.00
	(c) Other long-term liabilities	0.00	0.00
	(d) Long-term provisions	10422577.00	
	Sub-total - Non-current liabilities	35633507.00	9466743.00





KELLTON TECH SOLUTIONS LIMITED.

5	Current liabilities		
	(a) Short-term borrowings	199200835.00	86435089.00
	(b) Trade payable.	30924593.00	19281237.00
	(c) Other current liabilities	77647861.00	63449466.00
	(d) Short-term provisions	76832702.00	47158999.00
	Sub-total - Current liabilities	384605991.00	216324791.00
	TOTAL - EQUITY AND LIABILITIES	1307827683.00	1018616805.00
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	95193245.00	66467950.00
	(b) Goodwill on consolidation *	96250000.00	96250000.00
	(c) Non-current investments	594101669.00	407025609.00
	(d) Deferred tax assets (net)	0.00	0.00
	(e) Long-term loans and advances	20504327.00	10957827.00
	(f) Other non-current assets	411030.00	693502.00
	Sub-total - Non-current assets	806460271.00	581394888.00



KELLTON TECH SOLUTIONS LIMITED.

2	Current assets		
	(a) Current investments	0.00	0.00
	(b) Inventories	23919908.00	33215545.00
	(c) Trade receivables	223477729.00	178973785.00
	(d) Cash and cash equivalents	70791255.00	21900853.00
	(e) Short-term loans and advances	106532499.00	120532042.00
	(f) Other current assets	76646021.00	82599692.00
	Sub-total - Current assets	501367412.00	437221917.00
	TOTAL - ASSETS	1307827683.00	1018616805.00