

**Independent Auditor's Report on Consolidated Ind AS Financial Results
for the quarter and the year ended March 31, 2018**

To
The Board of Directors of ICDS Limited

1. We have audited the consolidated Ind AS financial results of ICDS Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the year ended March 31, 2018, which are included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2018" and "Consolidated Balance Sheet as at March 31, 2018" together with notes thereon ("the Statement") being submitted by the Holding company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ("Listing Regulations").

2. Management Responsibility for the Statement

The Holding Company's management is responsible for preparation of the accompanying statement. The Management is also responsible for preparation of annual statutory consolidated Indian Accounting Standards ('Ind AS') financial statements in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("The Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, which is approved by the directors, on the basis of which the above statement containing the consolidated Ind AS financial results has been prepared. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the statement that is free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on the statement based on our audit of the consolidated Ind AS financial statement. We conducted our audit in accordance with the standards on auditing generally accepted in India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statement. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the statement, whether due to fraud or error. In making those risk assessments, the auditor consider internal control relevant to the Group's preparation and fair presentation of the statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management as well as evaluating the overall presentation of the statement.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in 5(a) below :

- i. The consolidated Ind AS financial results includes the results of following subsidiaries –
Manipal Properties Limited and Manipal Hotels Limited

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- ii. The statement together with notes thereon are presented in accordance with the requirements prescribed under the listing regulations in this regard ; and
- iii. The annual consolidated Ind AS financial results set out in the Statement gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net loss and net profit (including other comprehensive income) and other financial information for the quarter and year ended March 31, 2018 respectively.

5. Other matter

- a) We did not audit the financial statements of two Subsidiary Companies, whose financial statements reflect net assets of Rs.334.83 Lakh as at March 31, 2018, total revenue of Rs. 82.21 lakh for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements and other financial information have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial results, to the extent they have been derived from such financial statements, is based solely on the reports of such auditors. Our opinion on the consolidated Ind AS financial results is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.
- b) The statement includes the consolidated Ind AS financial results for the Quarter ended March 31, 2018 and March 31, 2017, being the balancing figure between audited figures in respect of the full financial year and the unaudited year to date figures up to the third quarter of the respective financial years, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
- c) The Group had prepared the financial results for the quarter and year ended March 31, 2017 in accordance with the Companies (Accounting Standards) Rules, 2006 referred to in section 133 of the Act on which M/S Chaturvedi & Shah, Chartered Accountants had issued an unmodified opinion vide their audit report dated May 30, 2017. The consolidated Ind AS financial results for the quarter and year ended March 31, 2017 are based on the previously audited consolidated financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006 as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been reviewed by us read with paragraph (a) above.

Our opinion is not modified in respect of the above matters.

For Pathak H D & Associates

Chartered Accountants

Firm Registration Number : 107783W

Sudhir Prabhu K

Partner

Membership No.: 209589

Place: Bengaluru

Date: May 29, 2018

