

SL/NSE/16

26<sup>th</sup> May, 2016

National Stock Exchange of India Ltd.,  
'Exchange Plaza'  
Announcement Department  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 300 051.

Fax No. 022-2659-8237/38

Sub: Audited Financial Results for the year ended 31<sup>st</sup> March, 2016

Dear Sirs,

Pursuant to the provisions of Listing Agreement, we are pleased to enclose herewith our Stand-alone & consolidated Audited Financial Results of Subros Ltd. for the period ended 31<sup>st</sup> March, 2016 duly approved by the Board of Directors in their meeting held on 26<sup>th</sup> May, 2016.

Kindly receive the same in order.

Thanking you,

Yours faithfully,  
For SUBROS LIMITED

  
Hemant K. Agarwal  
Dy. Company Secretary

Encls: as above.



**Subros Limited**

Corporate & Regd. Office : LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)  
Noida : B-188 & C-51, Phase-II, Noida - 201304, P.O. NEPZ, Distt. Gautambudh Nagar (U.P.) (India)  
Works : Phone : 0120-2562226, 2460135 Fax : 0120-2562783  
Manesar Unit : Plot No. 395/396, Sector - 8, IMT Manesar, Gurgaon - 122051 (Haryana)  
Phone : 0124 - 2291764 ( 30 Lines ) Fax : 0124 - 2291835

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Dear Sirs,

We wish to inform you that in the meeting of the Board of Directors held on 26<sup>th</sup> May, 2016, the Board has recommended a dividend of Rs 0.80 per share i.e. 40% on the paid-up equity capital of the company for the financial year 2015-16.

It has also been decided that the Register of Members shall remain closed from Saturday, the 30<sup>th</sup> July, 2016 to Monday, the 8<sup>th</sup> Aug. 2016 (both days inclusive) for the purpose of dividend and the Annual General Meeting of the company which shall be held on 8<sup>th</sup> Aug., 2016.

Kindly receive the same in order.

Thanking you,

Yours faithfully,  
For SUBROS LIMITED

*H K Agarwal*  
Hemant K. Agarwal  
Dy. Company Secretary

(Rs. In Lacs)

|    | Particulars                                                                                   | STANDALONE                |                           |                           | STANDALONE              |                         | CONSOLIDATED            |                         |
|----|-----------------------------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|    |                                                                                               | QUARTER ENDED             |                           |                           | YEAR ENDED              |                         | YEAR ENDED              |                         |
|    |                                                                                               | 31-03-2016<br>(UNAUDITED) | 31-12-2015<br>(UNAUDITED) | 31-03-2015<br>(UNAUDITED) | 31-03-2016<br>(AUDITED) | 31-03-2015<br>(AUDITED) | 31-03-2016<br>(AUDITED) | 31-03-2015<br>(AUDITED) |
| 1  | Income from Operations                                                                        |                           |                           |                           |                         |                         |                         |                         |
|    | Gross Sales (Inclusive of Excise Duty)                                                        | 40785                     | 37225                     | 34693                     | 147964                  | 133300                  | 147963                  | 133401                  |
|    | Less: Excise Duty                                                                             | 4896                      | 4392                      | 4155                      | 17671                   | 14040                   | 17671                   | 14040                   |
| a) | Net Sales/ Income from Operations                                                             | 35889                     | 32833                     | 30538                     | 130293                  | 119260                  | 130292                  | 119361                  |
| b) | Other Operating Income                                                                        | 111                       | 43                        | 122                       | 397                     | 455                     | 780                     | 837                     |
|    | <b>Total Income from operations (a+b)</b>                                                     | <b>36000</b>              | <b>32876</b>              | <b>30660</b>              | <b>130690</b>           | <b>119715</b>           | <b>131072</b>           | <b>120198</b>           |
| 2  | Expenses:                                                                                     |                           |                           |                           |                         |                         |                         |                         |
| a) | Cost of material consumed                                                                     | 23993                     | 22442                     | 19700                     | 88398                   | 80835                   | 88398                   | 80908                   |
| b) | Purchase of stock in trade                                                                    | 0                         | 0                         | 0                         | 0                       | 0                       | 0                       | 0                       |
| c) | Changes in inventories of finished goods, work in progress and stock in trade                 | 449                       | (344)                     | 1157                      | (63)                    | 575                     | (63)                    | 575                     |
| d) | Employees benefit expenses                                                                    | 3514                      | 3324                      | 2701                      | 13099                   | 11598                   | 13371                   | 11870                   |
| e) | Depreciation and amortisation expense                                                         | 2254                      | 2215                      | 1987                      | 8636                    | 7868                    | 8651                    | 7886                    |
| f) | Other Expenses                                                                                | 4004                      | 3516                      | 3213                      | 14046                   | 13031                   | 14155                   | 13182                   |
|    | <b>Total Expenses (a+b+c+d+e+f)</b>                                                           | <b>34214</b>              | <b>31153</b>              | <b>28758</b>              | <b>124116</b>           | <b>113907</b>           | <b>124512</b>           | <b>114421</b>           |
| 3  | Profit from Operations before other Income, finance cost and Exceptional Items(1-2)           | 1786                      | 1723                      | 1902                      | 6574                    | 5808                    | 6560                    | 5777                    |
| 4  | Other Income                                                                                  | 100                       | 102                       | (39)                      | 243                     | 104                     | 251                     | 105                     |
| 5  | Profit from ordinary activities before finance cost and Exceptional Items(3+4)                | 1886                      | 1825                      | 1863                      | 6817                    | 5912                    | 6811                    | 5882                    |
| 6  | Finance Cost                                                                                  | 1018                      | 1152                      | 1043                      | 4172                    | 3872                    | 4172                    | 3873                    |
| 7  | <b>Profit from ordinary activities after finance cost but before Exceptional Items(5-6)</b>   | <b>868</b>                | <b>673</b>                | <b>820</b>                | <b>2645</b>             | <b>2040</b>             | <b>2639</b>             | <b>2009</b>             |
| 8  | Exceptional Items                                                                             | 0                         | 0                         | 0                         | 0                       | 0                       | 0                       | 0                       |
| 9  | <b>Profit from ordinary activities before tax (7-8)</b>                                       | <b>868</b>                | <b>673</b>                | <b>820</b>                | <b>2645</b>             | <b>2040</b>             | <b>2639</b>             | <b>2009</b>             |
| 10 | Tax Expenses                                                                                  | 83                        | 72                        | 76                        | 244                     | 8                       | 244                     | 8                       |
| 11 | Net profit from ordinary activities after tax (9-10)                                          | 785                       | 601                       | 744                       | 2401                    | 2032                    | 2395                    | 2001                    |
| 12 | Extraordinary items                                                                           | 0                         | 0                         | 0                         | 0                       | 0                       | 0                       | 0                       |
| 13 | Net profit for the period (11-12)                                                             | 785                       | 601                       | 744                       | 2401                    | 2032                    | 2395                    | 2001                    |
| 14 | Share of profit of associates                                                                 | 0                         | 0                         | 0                         | 0                       | 0                       | 0                       | 0                       |
| 15 | Minority interest                                                                             | 0                         | 0                         | 0                         | 0                       | 0                       | 0                       | 0                       |
| 16 | <b>Net profit after taxes, minority interest and share of profit of associates (13+14+15)</b> | <b>785</b>                | <b>601</b>                | <b>744</b>                | <b>2401</b>             | <b>2032</b>             | <b>2395</b>             | <b>2001</b>             |
| 17 | Paid up equity share capital                                                                  | 1200                      | 1200                      | 1200                      | 1200                    | 1200                    | 1200                    | 1200                    |
| 18 | Face value of share (Rs.)                                                                     | 2                         | 2                         | 2                         | 2                       | 2                       | 2                       | 2                       |
| 19 | Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year      |                           |                           |                           | 32337                   | 30514                   | 32308                   | 30489                   |
| 20 | Basic & diluted earning per share(not annualised) Rs                                          | 1.31                      | 1.00                      | 1.24                      | 4.00                    | 3.39                    | 3.99                    | 3.34                    |



| PARTICULARS                                | STANDALONE              |                         | CONSOLIDATED            |                         |
|--------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                            | YEAR ENDED              |                         | YEAR ENDED              |                         |
|                                            | 31-03-2016<br>(AUDITED) | 31-03-2015<br>(AUDITED) | 31-03-2016<br>(AUDITED) | 31-03-2015<br>(AUDITED) |
| <b>A. EQUITY AND LIABILITIES</b>           |                         |                         |                         |                         |
| 1. Shareholders' Fund                      |                         |                         |                         |                         |
| (a) Share Capital                          | 1200                    | 1200                    | 1200                    | 1200                    |
| (b) Reserve & Surplus                      | 32337                   | 30514                   | 32308                   | 30489                   |
| <b>Sub total - Shareholders' Funds</b>     | <b>33537</b>            | <b>31714</b>            | <b>33508</b>            | <b>31689</b>            |
| 2. Non- Current Liabilities                |                         |                         |                         |                         |
| (a) Long Term Borrowings                   | 18897                   | 21431                   | 18897                   | 21431                   |
| (b) Deferred Tax Liabilities (net)         | 2945                    | 2700                    | 2945                    | 2700                    |
| (c) Other Long- Term Liabilities           | 42                      | 37                      | 42                      | 37                      |
| (d) Long-Term Provisions                   | 293                     | 263                     | 293                     | 263                     |
| <b>Sub total - Non-Current Liabilities</b> | <b>22177</b>            | <b>24431</b>            | <b>22177</b>            | <b>24431</b>            |
| 3. Current Liabilities                     |                         |                         |                         |                         |
| (a) Short Term Borrowings                  | 10829                   | 11879                   | 10829                   | 11901                   |
| (b) Trade Payables                         | 12931                   | 11033                   | 12957                   | 11045                   |
| (c) Other Current Liabilities              | 19926                   | 17606                   | 19950                   | 17639                   |
| (d) Short-Term Provisions                  | 685                     | 603                     | 685                     | 603                     |
| <b>Sub total - Current Liabilities</b>     | <b>44371</b>            | <b>41121</b>            | <b>44421</b>            | <b>41188</b>            |
| <b>TOTAL - EQUITY AND LIABILITIES</b>      | <b>100085</b>           | <b>97266</b>            | <b>100106</b>           | <b>97308</b>            |
| <b>B. ASSETS</b>                           |                         |                         |                         |                         |
| 1. Non- Current Assets                     |                         |                         |                         |                         |
| (a) Fixed Assets                           | 61726                   | 62479                   | 61745                   | 62506                   |
| (b) Non Current Investments                | 250                     | 250                     | -                       | 0                       |
| (c) Long-Term Loans and Advances           | 4827                    | 4593                    | 4885                    | 4687                    |
| <b>Sub total - Non-Current Assets</b>      | <b>66803</b>            | <b>67322</b>            | <b>66630</b>            | <b>67193</b>            |
| 2. Current Assets                          |                         |                         |                         |                         |
| (a) Inventories                            | 17662                   | 17342                   | 17662                   | 17342                   |
| (b) Trade receivable                       | 9855                    | 7761                    | 9938                    | 7872                    |
| (c) Cash and Cash equivalent               | 699                     | 692                     | 775                     | 750                     |
| (d) Short Term Loans and Advances          | 5043                    | 4121                    | 5075                    | 4123                    |
| (e) Other Current Assets                   | 23                      | 28                      | 26                      | 28                      |
| <b>Sub total - Current Assets</b>          | <b>33282</b>            | <b>29944</b>            | <b>33476</b>            | <b>30115</b>            |
| <b>TOTAL - ASSETS</b>                      | <b>100085</b>           | <b>97266</b>            | <b>100106</b>           | <b>97308</b>            |

- 2 The above financial results were reviewed by Audit Committee at their meeting held on 26th May, 2016 and approved by the Board of Directors at their meeting held on 26th May, 2016.
- 3 The Board of Directors at their meeting considered and recommended a dividend of Rs 0.80/- per share for the year ended 31st March 2016 of face value Rs.2/- each subject to the approval of the Shareholders.
- 4 The company's operations comprise of only one segment i.e. parts & components for Automotive Airconditioning systems.
- 5 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 unaudited figures upto the third quarter of the current financial year.
- 6 Tax Expenses are net of MAT credit recoverable and include Current Tax and Deferred tax
- 7 Consolidated Financial Statement has been prepared in accordance with Accounting Standard-21 "Consolidated Financial Statements" and Accounting Standard - 27 "Financial Reporting of Interest in Joint Ventures". The above results includes the financial results of wholly owned subsidiary, Thai Subros Ltd, Thailand and proportionate (26%) of figures of Joint Venture, DENSO Subros Thermal Engineering Centre India Limited.
- 8 The figures of the previous periods have been regrouped, where ever necessary, conform to the current quarter's / year's classification.

Place : New Delhi  
Date : 26.05.2016

For SUBROS LIMITED

Ramesh Suri  
CHAIRMAN



Dated: 26<sup>th</sup> May, 2016

**FORM- A**

**(For Audit Report with unmodified opinion)**

[Pursuant to Regulations 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

|   |                                                |   |                                           |
|---|------------------------------------------------|---|-------------------------------------------|
| 1 | Name of the Company                            | : | Subros Limited                            |
| 2 | Annual Financial Statements for the Year ended | : | 31 <sup>st</sup> March, 2016 (Standalone) |
| 3 | Type of Audit Observation                      | : | Un-modified                               |
| 4 | Frequency of Observation                       | : | Not Applicable                            |

For Subros Limited



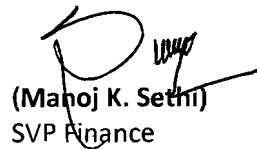
(Shradha Suri)  
Managing Director

For Subros Limited

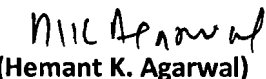
  
(G.N.Mehra)

Chairman of Audit Committee

For Subros Limited

  
(Manoj K. Sethi)  
SVP Finance

For Subros Limited

  
(Hemant K. Agarwal)  
GM Finance & Dy. Company Secretary)

For V.K.Dhingra & Co.  
Firm Registration No.000250N  
Chartered Accountants

  
(Sanjay Jindal)

Partner

Membership No: 087085

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
SUBROS LIMITED**

**Report on the Standalone Financial Statements**

1. We have audited the accompanying Standalone financial statements of **SUBROS LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

***Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows 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 the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 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 standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the Accounting and auditing standard and matters which are required to be included in the audit report under the provision of the Act and rules made there under.
5. We conducted our audit 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 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 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. An audit also includes evaluating the appropriateness

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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 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 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 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 31<sup>st</sup> March, 2016 and its profit and cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. 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 (hereinafter referred to as "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 A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. 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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone 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 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 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.



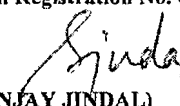
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- (g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations which would impact its financial position. Refer Note 49 (i) to the financial statements
  - ii. The Company is not required to make any provision, under any law or accounting standards as the company does not have long-term contracts including derivative contracts – Refer Note 49 (ii) to the financial statements
  - 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, 2016. Refer Note 49(iii) to the financial statements.

PLACE: NEW DELHI  
DATED: MAY 26, 2016

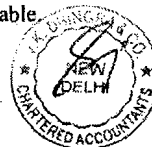
For V. K. DHINGRA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 000250N

  
(SANJAY JINDAL)  
PARTNER  
M. No. 087085



**ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT****REFERRED TO IN PARAGRAPH 9 OF THE INDEPENDENT AUDITOR'S REPORT OF  
EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS AS OF AND FOR THE  
YEAR ENDED 31<sup>ST</sup> MARCH, 2016 TO THE MEMBERS OF SUBROS LIMITED**

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) As explained to us, physical verification of the major portion of fixed assets was conducted by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on aforesaid verification.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title-deeds of immovable properties, as disclosed in 'Note-11' on Fixed Assets to the financial statement, are held in the name of the company.
2. In our opinion and according to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed on physical verification of inventory as compared to book records.
3. The Company has not granted any secured or unsecured loans to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore, clause 3(iii), (iii)a, (iii)b, and (iii)c of the said Order are not applicable to the company.
4. The Company has not granted any loans or made any investment, or provided any guarantees or security to the parties covered under section 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
5. The Company has not accepted any deposit from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under.
6. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and any other material statutory dues applicable to it during the year.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, wealth tax, sales tax, custom duty, excise duty, service tax, value added tax, cess and any other material statutory dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they become payable.



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- (c) According to the information and explanations given to us, details of dues of income tax, wealth tax, sales tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute are given below:

| Name of Statute                                      | Nature of Dues | Financial year to which the matter pertains | Amount (Rs. in Lacs) | Forum where dispute is pending           |
|------------------------------------------------------|----------------|---------------------------------------------|----------------------|------------------------------------------|
| Sales Tax Acts                                       | Sales Tax      | 1996-97                                     | 0.84                 | Dy. Commissioner (Appeal)                |
|                                                      |                | 1997-98                                     | 2.70                 | Dy. Commissioner (Appeal)                |
|                                                      |                | 1998-99                                     | 6.51                 | Dy. Commissioner (Appeal)                |
|                                                      |                | 1999-00                                     | 9.80                 | Maharashtra Sales Tax Tribunal Mumbai    |
|                                                      |                | 2000-01                                     | 17.23                | Dy. Commissioner (Appeal)                |
|                                                      |                | 2001-02                                     | 26.50                | Dy. Commissioner (Appeal)                |
|                                                      |                | 2002-03                                     | 5.61                 | Jt. Commissioner (Appeal)                |
|                                                      |                | 2002-03                                     | 7.40                 | Sales Tax Appellate Tribunal (Hyderabad) |
|                                                      |                | 2003-04                                     | 9.99                 | Sales Tax Appellate Tribunal (Hyderabad) |
|                                                      |                | 2004-05                                     | 2.54                 | Sales Tax Appellate Tribunal (Hyderabad) |
|                                                      |                | 2008-09                                     | 0.73                 | Dy. Commissioner (Appeal)                |
| U.P. Tax on Entry of Goods into Local Area Act, 2007 | Entry Tax      | 2011-12                                     | 13.41                | Supreme Court                            |
| Income Tax Act, 1961                                 | Income Tax     | 2011-12                                     | 24.40                | Commissioner of Income Tax (Appeal)      |

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company has neither taken any loan from financial institution nor has issued debentures.
9. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, moneys raised during the year by way of term loan were applied for the purpose for which the same were raised.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material frauds by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.

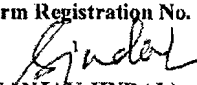


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11. The Company has paid / provided managerial remuneration in excess of the limits mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013, aggregating to Rs. 157.10 lacs to the executive directors of the Company. As informed, the Company has already sought / is in the process of seeking requisite approvals from the central Government. We have been explained that the Company will take appropriate steps to recover the said excess amount from the concerned directors in case the requisite approvals are not granted by the Central Government.
12. As the Company is not Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18. Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

PLACE: NEW DELHI  
DATED: MAY 26, 2016

For V. K. DHINGRA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 000250N  
  
(SANJAY JINDAL)  
PARTNER  
M. No. 087085



**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT****REFERRED TO IN PARAGRAPH 10(F) OF THE INDEPENDENT AUDITORS' REPORT OF EVEN ON THE STANDALONE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 MARCH 2016 TO THE MEMBERS OF SUBROS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the Internal Financial Controls Over Financial Reporting of Subros Limited ('the Company') as of March 31, 2016 in conjunction with our audit of the standalone financial statement of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. 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 (ICAI). 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 timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. 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 of 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.
5. 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.



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**Meaning of Internal Financial Controls Over Financial Reporting**

6. 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 with 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 and (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**

7. 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.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016 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 issue by the Institute of Chartered Accountants of India.

PLACE: NEW DELHI  
DATED: MAY 26, 2016

For V. K. DHINGRA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 000250N

*Sanjay Jindal*  
(SANJAY JINDAL)  
PARTNER  
M. No. 087085



Dated: 26<sup>th</sup> May, 2016

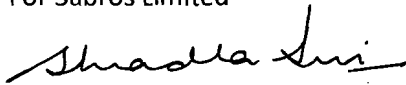
**FORM- A**

**(For Audit Report with unmodified opinion)**

[Pursuant to Regulations 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

|   |                                                |   |                                             |
|---|------------------------------------------------|---|---------------------------------------------|
| 1 | Name of the Company                            | : | Subros Limited                              |
| 2 | Annual Financial Statements for the Year ended | : | 31 <sup>st</sup> March, 2016 (Consolidated) |
| 3 | Type of Audit Observation                      | : | Un-modified                                 |
| 4 | Frequency of Observation                       | : | Not Applicable                              |

For Subros Limited

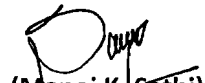


**(Shradha Suri)**  
Managing Director

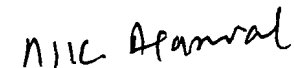
For Subros Limited

  
**(G.N.Mehra)**  
Chairman of Audit Committee

For Subros Limited

  
**(Manoj K. Sethi)**  
SVP Finance

For Subros Limited

  
**(Hemant K. Agarwal)**  
GM Finance & Dy. Company Secretary

For V.K.Dhingra & Co.  
Firm Registration No.000250N  
Chartered Accountants

  
**(Sanjay Jindal)**  
Partner  
Membership No: 087085

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
SUBROS LIMITED**

**Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of **SUBROS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary and its jointly controlled entity (together referred as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statements of Profit and Loss and the Consolidated Cash Flow Statement 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 financial statement").

**Management's Responsibility for the Consolidated Financial Statements**

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of 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 and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India; including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Account) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgment 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit we have taken into account the provisions of the Act, and the Rules made there under including the accounting and auditing standards and matter which are required to be included in the audit report.



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4. We conducted our audit 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 financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of consolidated 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 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 accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 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, as at 31<sup>st</sup> March 2016 and their consolidated profit and their consolidated cash flows for the year ended on that date.

**Other Matters**

8. We did not audit the financial statements of the subsidiary company incorporated outside India whose financial statements reflect total assets of Rs 87.33 Lacs as at 31<sup>st</sup> March, 2016 and total revenues of Rs.3.76 lacs and net cash out flows amounting to Rs.11.80 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, insofar as it relates to the amounts and disclosures included in respect of the subsidiary and our report of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.



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9. We did not audit the financial statements of one joint venture company whose financial statements reflect total assets of Rs.230.11 Lacs as at 31<sup>st</sup> March 2016 and total revenues of Rs.388.29 Lacs and net cash flows amounting to Rs.29.51 Lacs for the year ended 31st March, 2016, as considered in the consolidated financial statements. These financial statements/financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, insofar as it relates to the amounts and disclosures included in respect of the Joint Venture company, insofar as it relates to the aforesaid Joint Venture company, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/financial information are not material to the Group.

Our opinion on the consolidated 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 report of the other auditors and the financial statements/financial information certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

10. 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law maintained by the Group including relevant record relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the records of the Holding Company and reports of the other auditors in respect of entity audited by them and representation received from management for entity unaudited.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules.
  - (e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the representation received from the management of entity un-audited and incorporated in India (also refer



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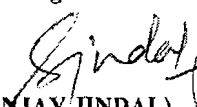
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paragraph 8 & 9 above), none of the directors of the Group companies is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group 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 Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
  - i. There were no pending litigations which would impact the consolidated financial position of the Group. Refer Note 38 (a) to the consolidated financial statements.
  - ii. The Group do not have any material foreseeable losses on long-term contracts including derivative contracts. Refer Note 38 (b) to the consolidated financial statements.
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group. Refer Note No 38 (c) to the consolidated financial statements.

PLACE: NEW DELHI  
DATED: May 26, 2016

For V. K. DHINGRA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 000250N

  
(SANJAY JINDAL)  
PARTNER  
M. No. 087085



**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT****REFERRED TO IN PARAGRAPH 10(F) OF THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 MARCH 2016 TO THE MEMBER OF SUBROS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.**

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial control over financial reporting of Subros limited (hereinafter referred to as "the Holding Company") and its subsidiary and its jointly controlled entity (together referred as "the Group"), which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding company and its jointly controlled entity, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on 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 (ICAI). 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 the respective 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 Act.

**Auditor's Responsibility**

3. 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") issued by the ICAI and the Standards on Auditing 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 ICAI. 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.
4. 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



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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 of 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.

5. We believe that the audit evidence we have obtained and the representation received from the management for entity un-audited referred to in the Other Matters paragraph below, 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**

6. 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 with 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 and (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**

7. 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.

#### **Opinion**

8. In our opinion, the Holding Company and jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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.



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9. **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it relates to the unaudited jointly controlled entity is based on representations received from the management (also refer para 8 & 9 of the Independent Auditors' Report above). Our opinion is not qualified in respect of this matter.

PLACE: NEW DELHI  
DATED: May 26, 2016

For V. K. DHINGRA & CO.  
CHARTERED ACCOUNTANTS  
Firm Registration No. 000250N

  
(SANJAY JINDAL)  
PARTNER  
M. No. 087085

