

Secretarial Department

SD/ F 24/ /2017-18

28th April 2017

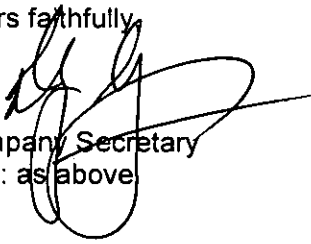
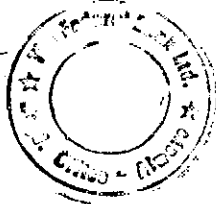
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Sub: Outcome of the Board Meeting-SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under the Listing Agreement entered into by us with your Stock Exchange and as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Audited Financial Results of the Bank for the period ended 31st March, 2017, which was approved at the Bank's Board of Directors meeting held today. The Board of the Bank have also recommended the payment of final dividend @ Rs 0.90 per equity share i.e. 45 % on the equity shares of the Bank and the same will be payable after shareholders approval in the Annual General Meeting of the Bank.

Kindly acknowledge

Yours faithfully,


Company Secretary
Encl: as above

Secretarial Department

SD/ F 24/ /2017-18

28th April 2017

The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), <u>Mumbai – 400 051.</u>	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, <u>MUMBAI – 400 001</u>
--	--

Dear Sir,

Sub: Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that the Auditors' Report on Audited Financial Results (Standalone and Consolidated) for the year ended March 31, 2017 approved at the Board Meeting held today i.e. April 28, 2017 is with unmodified opinion.

We request you to kindly take this in your record.

Regards,

For The Federal Bank Ltd.

Company Secretary



THE FEDERAL BANK LIMITED
REGD.OFFICE: P.B.NO. 103, FEDERAL TOWERS, ALUVA-683101
(CIN: L65191KL1931PLC000368)
AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017

(₹ in Lakhs)

Particulars	Quarter ended			Year ended		Consolidated figures for the year ended	
	31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
	Audited (Refer Note 12 below)	Unaudited	Audited (Refer Note 12 below)	Audited	Audited	Audited	Audited
1. Interest earned (a)+(b)+(c)+(d)	231,595	228,142	202,667	867,739	774,815	878,327	782,626
(a) Interest/discount on advances/bills	173,644	171,622	146,949	654,568	566,931	665,610	574,818
(b) Income on investments	48,382	45,122	45,996	180,140	176,309	179,686	176,233
(c) Interest on balances with Reserve Bank of India and other inter bank funds	3,598	3,494	725	9,893	5,596	9,893	5,596
(d) Others	5,971	7,904	8,997	23,138	25,979	23,138	25,979
2. Other Income	28,211	27,467	23,627	108,181	80,820	108,377	80,837
3. TOTAL INCOME (1+2)	259,806	255,609	226,294	975,920	855,635	986,704	863,463
4. Interest expended	147,356	149,003	134,058	562,475	524,045	565,258	525,935
5. Operating expenses (i)+(ii)	57,529	59,116	52,784	220,954	189,212	225,250	193,160
(i) Employees cost	26,303	31,972	29,304	116,375	105,285	118,934	107,422
(ii) Other operating expenses	31,226	27,144	23,480	104,579	83,927	106,316	85,738
6. TOTAL EXPENDITURE (4+5) (excluding provisions and contingencies)	204,885	208,119	186,842	783,429	713,257	790,508	719,095
7. OPERATING PROFIT (3-6) (Profit before provisions and contingencies)	54,921	47,490	39,452	192,491	142,378	196,196	144,368
8. Provisions (other than Tax) and Contingencies	12,270	15,882	38,864	61,841	70,413	61,999	70,517
9. Exceptional Items	-	-	-	-	-	-	-
10. Profit from Ordinary Activities before tax (7-8-9)	42,651	31,608	588	130,650	71,965	134,197	73,851
11. Tax expense	16,992	11,043	(438)	47,571	24,400	48,866	25,061
12. Net Profit from Ordinary Activities after tax (10-11)	25,659	20,565	1,026	83,079	47,565	85,331	48,790
13. Extraordinary items (net of tax expense)	-	-	-	-	-	-	-
14. Net Profit for the period (12-13)	25,659	20,565	1,026	83,079	47,565	85,331	48,790
15. Share in Profit/(Loss) of Associate	-	-	-	-	-	1,355	(148)
16. Consolidated Net Profit of the group (14+15)						86,686	48,642
17. Paid-up Equity Share Capital (Face value ₹ 2/- per Equity Share)	34,481	34,443	34,379	34,481	34,379	34,481	34,379
18. Reserves excluding Revaluation Reserve	-	-	-	859,256	774,242	860,155	771,533
19. Analytical Ratios							
(i) Percentage of shares held by Government of India	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(ii) Capital Adequacy ratio (%)							
Under Basel III	12.39	12.28	13.93	12.39	13.93	-	-
(iii) Earnings per Share (EPS) (In ₹)							
(a) Basic EPS (before and after extra ordinary items)	1.49*	1.20*	0.06*	4.83	2.77	5.04	2.83
(b) Diluted EPS (before and after extra ordinary items)	1.46*	1.18*	0.06*	4.76	2.75	4.96	2.82
(iv) NPA Ratios							
a) Gross NPA	172,705	195,155	166,777	172,705	166,777		
b) Net NPA	94,120	110,237	95,001	94,120	95,001		
c) % of Gross NPA	2.33	2.77	2.84	2.33	2.84		
d) % of Net NPA	1.28	1.58	1.64	1.28	1.64		
(v) Return on Assets (%)	0.24 *	0.20 *	0.01*	0.84	0.57		

* Not Annualised



Segment Information@

(₹ in Lakhs)

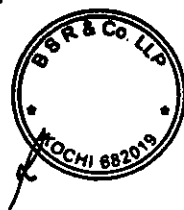
Particulars	Quarter ended			Year ended		Consolidated figures for the year ended	
	31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
	Audited (Refer Note 12 below)	Unaudited	Audited (Refer Note 12 below)	Audited	Audited	Audited	Audited
Segment Revenue:							
Treasury	63,666	65,168	59,193	249,634	228,193	249,634	228,193
Corporate/Wholesale Banking	84,065	68,739	67,702	300,671	236,094	300,671	236,094
Retail Banking	107,372	116,437	92,787	410,350	380,964	421,134	388,792
Other Banking operations	4,703	5,265	6,612	15,265	10,384	15,265	10,384
Unallocated	-	-	-	-	-	-	-
Total Revenue	259,806	255,609	226,294	975,920	855,635	986,704	863,463
Less: Inter Segment Revenue	-	-	-	-	-	-	-
Income from Operations	259,806	255,609	226,294	975,920	855,635	986,704	863,463
Segment Results (net of provisions):							
Treasury	6,956	8,779	3,172	39,514	15,852	39,514	15,851
Corporate/Wholesale Banking	12,044	4,062	(5,324)	19,641	1,814	19,641	1,814
Retail Banking	23,211	17,222	(2,062)	68,799	49,459	72,346	51,345
Other Banking operations	1,256	2,386	5,532	5,603	7,385	5,603	7,385
Unallocated	(816)	(841)	(730)	(2,907)	(2,545)	(2,907)	(2,544)
Profit before tax	42,651	31,608	588	130,650	71,965	134,197	73,851
Segment Assets							
Treasury	3,900,028	3,813,929	3,334,198	3,900,028	3,334,198	3,896,880	3,329,695
Corporate/Wholesale Banking	3,138,461	3,400,648	2,483,667	3,138,461	2,483,667	3,138,461	2,483,667
Retail Banking	4,241,722	3,645,243	3,371,086	4,241,722	3,371,086	4,295,750	3,388,024
Other Banking operations	1,854	4,398	2,656	1,854	2,656	1,854	2,656
Unallocated	215,628	285,520	245,196	215,628	245,196	215,628	245,196
Total	11,497,693	11,149,738	9,436,803	11,497,693	9,436,803	11,548,573	9,449,238
Segment Liabilities							
Treasury	3,618,865	3,510,701	3,067,275	3,618,865	3,067,275	3,618,865	3,067,275
Corporate/Wholesale Banking	2,950,151	3,259,778	2,337,684	2,950,151	2,337,684	2,950,151	2,337,684
Retail Banking	3,992,625	3,500,018	3,178,818	3,992,625	3,178,818	4,042,607	3,193,963
Other Banking operations	-	-	-	-	-	-	-
Unallocated	41,814	11,396	43,904	41,814	43,904	41,814	43,904
Total	10,603,455	10,281,893	8,627,681	10,603,455	8,627,681	10,653,437	8,642,826
Capital employed:							
(Segment Assets - Segment Liabilities)							
Treasury	281,163	303,228	266,923	281,163	266,923	278,015	262,420
Corporate/Wholesale Banking	188,310	140,870	145,983	188,310	145,983	188,310	145,983
Retail Banking	249,097	145,225	192,268	249,097	192,268	253,143	194,061
Other Banking operations	1,854	4,398	2,656	1,854	2,656	1,854	2,656
Unallocated	173,814	274,124	201,292	173,814	201,292	173,814	201,292
Total	894,238	867,845	809,122	894,238	809,122	895,136	806,412

@ For the above segment reporting, the reportable segments are identified into Treasury, Corporate/Wholesale Banking, Retail Banking and Other Banking Operations in compliance with the RBI guidelines.

Statement of Assets and Liabilities of the bank as on March 31, 2017 is given below:

(₹ in Lakhs)

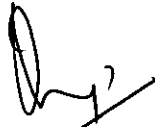
Particulars	Standalone		Consolidated	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
	Audited	Audited	Audited	Audited
CAPITAL AND LIABILITIES				
Capital	34,481	34,379	34,481	34,379
Reserves and Surplus	859,757	774,743	860,655	772,033
Deposits	9,766,456	7,917,171	9,766,208	7,917,090
Borrowings	589,732	511,456	634,549	523,632
Other Liabilities and Provisions	247,267	220,388	252,680	223,439
Total	11,497,693	9,458,137	11,548,573	9,470,573
ASSETS				
Cash and Balances with Reserve Bank of India	457,657	377,454	457,827	377,696
Balance with Banks and Money at Call and Short Notice	287,560	164,527	287,637	164,618
Investments	2,819,609	2,515,549	2,791,226	2,492,047
Advances	7,333,627	5,809,014	7,408,623	5,841,977
Fixed Assets	48,947	51,998	49,234	52,364
Other Assets	550,293	539,595	554,026	541,871
Total	11,497,693	9,458,137	11,548,573	9,470,573

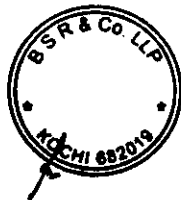


Notes:

- 1 The above Audited Financial Results for the quarter and year ended March 31, 2017 were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on April 28, 2017. These Results have been subjected to "Audit" by the Statutory Central Auditors of the Bank and an unqualified report has been issued by them.
- 2 The Bank has made provision for Non Performing Assets as stipulated under Reserve Bank of India (RBI) norms. Further, provision for standard assets including requirements for exposures to entities with Unhedged Foreign Currency Exposures and provision for restructured advances have been made as per RBI guidelines.
- 3 In accordance with RBI Circular DBR.No.BP.BC.1/21.06.201/2015-16 on Basel III Capital Regulations dated July 01, 2015 and RBI Circular DBR.No.BP.BC.80/21.06.201/2014-15 dated March 31, 2015 - 'Prudential Guidelines on Capital Adequacy and Liquidity Standards - amendments', Banks are required to make Pillar 3 disclosure requirements including Leverage Ratio disclosure requirements that are to be made along with the publication of Financial Results. Accordingly, such applicable disclosures have been placed on the website of the Bank which can be accessed at the following link: <http://www.federalbank.co.in/regulatory-disclosures>. These disclosures have not been subjected to review by the Statutory Central Auditors of the Bank.
- 4 The divergence observed by RBI for the Financial year 2015-16 in respect of the Bank's asset classification and provisioning under the extant prudential norms on income recognition, asset classification and provisioning is insignificant and hence the disclosure in the Notes to the Audited Financial Statements for the year ended 31 March 2017, as required under RBI Circular DBR.BP.BC.No.63/21.04.018/2016-17 dated April 18, 2017 on 'Divergence in the asset classification and provisioning', is not required to be made.
- 5 The Business operations of the Bank are largely concentrated in India and for purpose of Segmental reporting, the bank considered to operate only in domestic segment, though the bank has its operation in International Finance Service Centre (IFSC) Banking Unit in Gujarat International Finance Tec-city (GIFT). The business conducted from the same is considered as a part of Indian operations.
- 6 Other income includes fees earned from providing services to customers, commission from non-fund based banking activities, earnings from foreign exchange and derivative transactions, selling of third party products, profit on sale of investments (net), recoveries from advances written off.
- 7 During the year ended March 31, 2016, the Bank had assigned certain Non performing financial assets to Asset Reconstruction Companies. In terms of RBI Master Circular DBR.No.BP.BC.2/21.04.048/2015-16 - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated July 1, 2015, as amended, the shortfall arrived at by deducting sale consideration from the net book value of the financial assets, is amortised over a period of two years. Accordingly, the bank has charged to the profit and loss account an amount of ₹ 2,168.29 Lakhs and ₹ 8,673.16 Lakhs for the Quarter and year ended March 31, 2017 respectively and there is no unamortised balance carried forward as on March 31, 2017.
- 8 During the quarter and year ended March 31, 2017, the Bank allotted 19,02,809 and 50,98,570 equity shares respectively, pursuant to the exercise of stock options by certain employees.
- 9 Pursuant to RBI Circular FMRD.DIRD.10/14.03.002/2015-16 dated May 19, 2016, as amended, the bank has with effect from October 3, 2016 considered its repo/reverse repo transactions under Liquidity Adjustment Facility (LAF) and Marginal Standing Facility (MSF) of RBI as Borrowings/Lendings, as the case may be. Hitherto, the repo/ reverse repo transactions were included under Investments. Figures for the previous periods have been regrouped / reclassified to conform to current period's classification. The above regrouping / reclassification has no impact on the profit of the bank for the quarter / year ended March 31, 2017 or the previous periods/year.
- 10 The Board of Directors have recommended a dividend of 45% i.e. ₹ 0.90/- per Equity Share on face value of ₹ 2/- each for the year 2016-17 (previous year 35% i.e. ₹ 0.70/- per Equity Share) subject to the approval of the members at the ensuing Annual General Meeting. In terms of revised Accounting Standard (AS) 4 "Contingencies and Events occurring after the Balance sheet date" as notified by the Ministry of Corporate affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, the Bank has not appropriated proposed dividend (including tax) aggregating to ₹ 18,675 Lakhs from the statement of Profit and loss account for the year ended March 31, 2017. However the effect of the proposed dividend has been reckoned in determining capital funds in the computation of Capital adequacy ratio as on March 31, 2017.
- 11 The figures for the periods prior to September 30, 2016 were reviewed / audited by previous statutory auditors.
- 12 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 end of third quarter of the respective financial year.
- 13 Previous period's / year's figures have been regrouped / reclassified, where necessary to conform to current period's classification.

Kochi
April 28, 2017


SHYAM SRINIVASAN
MANAGING DIRECTOR & CEO
(DIN: 02274773)



B S R & Co. LLP
Chartered Accountants
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai- 400 011

M.M. Nissim & Co.
Chartered Accountants
Barodawala Mansion, B-Wing,
3rd Floor, 81,
Dr. Annie Besant Road,
Worli, Mumbai- 400 018

Independent Auditors' Report

To the Board of Directors of The Federal Bank Limited

Report on the Standalone Financial Results

1. We have audited the accompanying Statement of Standalone Financial Results of The Federal Bank Limited ('the Bank') for the year ended 31 March 2017, attached herewith, being submitted by the Bank pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('the SEBI Regulations'). Further, disclosures relating to 'Pillar 3 under Basel III Capital Regulations' as have been disclosed on the Bank's website and in respect of which a link has been provided in the aforesaid financial results have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 March 2017 and the corresponding quarter ended in the previous year as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also the figures for each of the three quarters have only been reviewed and not been subjected to audit.

Management's Responsibility for the Standalone Financial Results

2. These standalone financial results have been prepared on the basis of the annual standalone financial statements and reviewed quarterly financial results which are the responsibility of the Bank's Management and approved by the Board of Directors in their meeting held on 28 April 2017. Our responsibility is to express an opinion on these financial results based on our audit of the annual financial statements, which have been prepared in accordance with the provisions of Section 29 of the Banking Regulation Act, 1949 along with the applicable accounting standards specified under Section 133 of the Companies Act, 2013 ('the Act'), read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India, including, circulars and guidelines issued by Reserve Bank of India ('RBI') from time to time and in compliance with Regulation 33 of the SEBI Regulations.

Auditors' Responsibility

3. We conducted our audit in accordance with the Standards on Auditing ('the Standards') specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone financial results are free from material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that our audit provides a reasonable basis for our opinion.



BSR & Co. LLP
Chartered Accountants
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai- 400 011

M.M. Nissim & Co.
Chartered Accountants
Barodawala Mansion, B-Wing,
3rd Floor, 81,
Dr. Annie Besant Road,
Worli, Mumbai- 400 018

Independent Auditors' Report (Continued) **The Federal Bank Limited**

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, these financial results:
- i) are presented in accordance with the requirements of Regulation 33 of the SEBI Regulations in this regard; and
 - ii) give a true and fair view of the net profit and other financial information of the Bank for the year ended 31 March 2017 in accordance with the framework as explained in paragraph 2 above.

Other Matters

5. The annual standalone financial results of the Bank for the year ended 31 March 2016 were audited by pair of auditors who expressed an unmodified opinion on those statements on 30 April 2016.
6. The standalone financial results incorporate the relevant returns of 40 Branches and Treasury Branch audited by either of us and audited returns in respect of 1,231 branches audited by other branch auditors and unaudited return in respect of 1 branch. The Branches audited by us cover 46.50% of the advances portfolio (excluding outstanding of asset recovery branches and food credit advance) of the Bank and 28.36% of non-performing advances of the Bank. The unaudited branch accounts for 0.20% of advances and 2.64% of non-performing advances of the Bank.

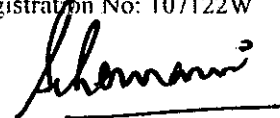
For **BSR & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022



Venkataramanan Vishwanath
Partner
Membership No: 113156
Mumbai
28 April 2017



For **M.M. Nissim & Co.**
Chartered Accountants
Firm's Registration No: 107122W



Sanjay Khemani
Partner
Membership No: 044577
Kochi
28 April 2017

B S R & Co. LLP
Chartered Accountants
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai- 400 011

M.M. Nissim & Co.
Chartered Accountants
Barodawala Mansion, B-Wing,
3rd Floor, 81,
Dr. Annie Besant Road,
Worli, Mumbai- 400 018

Independent Auditors' Report

To the Board of Directors of The Federal Bank Limited

Report on the Consolidated Financial Results

1. We have audited the accompanying Statement of Consolidated Financial Results of The Federal Bank Limited ('the Bank'), its subsidiary and associate for the year ended 31 March 2017 (the Bank, its subsidiary and its associate together referred to as 'the Group'), attached herewith, being submitted by the Bank pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('the SEBI Regulations'). Further, disclosures relating to 'Pillar 3 under Basel III Capital Regulations' as have been disclosed on the Bank's website and in respect of which a link has been provided in the aforesaid financial results have not been audited by us.

Management's Responsibility for the Consolidated Financial Results

2. These consolidated financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results which are the responsibility of the Bank's Management and approved by the Board of Directors in their meeting held on 28 April 2017. Our responsibility is to express an opinion on these financial results based on our audit of the consolidated financial statements, which have been prepared in accordance with the provisions of Section 29 of the Banking Regulation Act, 1949 along with the applicable accounting standards specified under Section 133 of the Companies Act, 2013 ('the Act'), read with rule 7 of the Companies (Accounts) Rules, 2014, and other accounting principles generally accepted in India, including, circulars and guidelines issued by Reserve Bank of India ('RBI') from time to time and in compliance with Regulation 33 of the SEBI Regulations.

Auditors' Responsibility

3. We conducted our audit in accordance with the Standards on Auditing ('the Standards') specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial results are free from material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that our audit and the audit evidence obtained by the other auditors, in terms of their report referred to in the Other Matters paragraph below, provides a reasonable basis for our opinion.



B S R & Co. LLP
Chartered Accountants
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai- 400 011

M.M. Nissim & Co.
Chartered Accountants
Barodawala Mansion, B-Wing,
3rd Floor, 81,
Dr. Annie Besant Road,
Worli, Mumbai- 400 018

Independent Auditors' Report (Continued) **The Federal Bank Limited**

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, these consolidated financial results :
- includes the results of Fedbank Financial Services Limited ('the subsidiary') and proportionate share of IDBI-Federal Life Insurance Company Limited ('the associate').
 - are presented in accordance with the requirements of Regulation 33 of the SEBI Regulations in this regard; and
 - give a true and fair view of the net profit and other financial information of the Group for the year ended 31 March 2017 in accordance with the framework as explained in paragraph 2 above.

Other Matters

5. The consolidated financial results of the Group for the year ended 31 March 2016 were audited by pair of auditors who expressed an unmodified opinion on those statements on 30 April 2016.
6. The consolidated financial results incorporate the relevant returns of 40 Branches and Treasury Branch audited by either of us and audited returns in respect of 1,231 branches audited by other branch auditors and unaudited return in respect of 1 branch. The Branches audited by us cover 46.50% of the advances portfolio (excluding outstanding of asset recovery branches and food credit advance) of the Bank and 28.36% of non-performing advances of the Bank. The unaudited branch accounts for 0.20% of advances and 2.64% of non-performing advances of the Bank.
7. We did not audit the financial statements of the subsidiary included in the consolidated financial results, whose financial statements reflect total assets of Rs. 101,089 lakhs as at 31 March 2017, total revenues of Rs. 13,458 lakhs for the year ended 31 March 2017, as considered in the consolidated financial results. These financial statements have been audited by another auditor whose report has been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based solely on the report of the other auditor.
8. The consolidated financial results also include the share of profit for the year of Rs. 1,355 lakhs for the year ended 31 March 2017, as considered in the consolidated financial results, in respect of an associate, based on its unaudited financial statements. Our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this associate, is based solely on such unaudited financial statements as certified by the Management of that associate. Our opinion on the Statement is not modified in respect of our reliance on the financial statements certified by the Management.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

V. Venkataramanan

Venkataramanan Vishwanath
Partner
Membership No: 113156
Mumbai
28 April 2017



For **M.M. Nissim & Co.**
Chartered Accountants
Firm's Registration No: 107122W



Sanjay Khemani

Sanjay Khemani
Partner
Membership No: 044577
Kochi
28 April 2017