



Ref: Secy/352

30th May 2016

(No. of pages 14 incl. of this page)

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

Dear Sir,

Sub: Intimation under Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [LODR]

1. In terms of Regulation 33 of LODR, we enclose a copy of the Audited Financial Results of the Company (Standalone and Consolidated) for the year ended 31st March 2016, which were recommended by the Audit Committee and approved by the Board of Directors at their Meetings held today i.e., 30th May 2016.
2. In view of the accumulated losses as at 31st March 2016, the Board of Directors did not consider recommendation of dividend on the Preference Share Capital and Equity Share Capital.

The Meeting of the Board of Directors of the Company commenced at 3.30 P.M. and concluded at 6.20 P.M.

The Audited Financial Results will be made available on the website of the Company i.e., www.spic.in.

Thanking you,

Yours faithfully
For SOUTHERN PETROCHEMICAL
INDUSTRIES CORPORATION LTD.



M B GANESH
SECRETARY

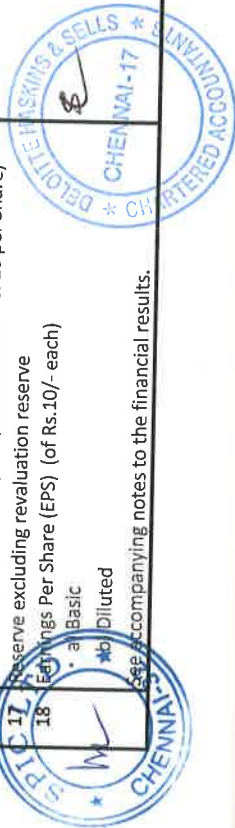
Encl : As above

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2016

PART-I

S.No	Particulars	STANDALONE				CONSOLIDATED		
		Current 3 months ended 31/03/2016	Preceding 3 months ended 31/12/2015	Previous year Corresponding 3 months ended 31/03/2015	Year to date figures for current Year ended 31/03/2016	Previous year ended 31/03/2015	Year to date figures for current Year ended 31/03/2016	Previous year ended 31/03/2015
		(Audited) Refer Note 10 below	(Unaudited)	(Audited) Refer Note 10 below	(Audited)	(Audited)	(Audited)	(Audited)
1	Income from operations							
	(a) Net sales/Income from Operations (Net of excise duty)	42296.41	55954.56	48486.94	182814.64	208344.15	194651.99	224336.88
	(b) Other operating income	275.50	246.65	103.61	976.91	1072.28	1001.17	1160.83
2	Total Income from operations (Net)	42571.91	56201.21	48590.55	183791.55	209416.43	195653.16	225497.71
	Expenses							
	(a) Cost of materials consumed	22552.68	29347.39	28418.91	101765.93	126328.29	108924.32	136584.76
	(b) Purchase of finished goods	3438.23	2787.65	-	6225.88	-	6326.08	3.73
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	1354.32	(1931.40)	(249.66)	(1718.73)	(80.01)	(1680.66)	944.65
	(d) Employee benefits expense	1054.24	1244.02	1234.70	4264.52	4381.42	4818.31	4843.96
	(e) Depreciation and Amortisation expense	759.37	737.06	688.86	2935.62	3038.53	3233.24	3387.27
	(f) Power and Fuel charges	8036.63	10997.37	11657.54	40375.76	51782.59	42937.50	55640.19
	(g) Other expenses	5858.66	10118.35	5106.68	24950.93	17757.98	26329.24	18682.45
	Total Expenses	43054.13	53300.44	46857.03	178799.91	203208.80	190888.03	220087.01
3	Profit / (Loss) from Operations before Other Income, Exchange gain/(loss), Finance costs and Exceptional items (1-2)	(482.22)	2900.77	1733.52	4991.64	6207.63	4765.13	5410.70
4 a	Other Income	877.15	85.10	328.58	1793.66	864.01	1918.13	1063.43
4 b	Exchange Gain / (Loss) (Net)	187.79	(867.86)	616.79	(4019.62)	(2487.07)	(4019.62)	(2473.67)
5	Profit before Finance costs and Exceptional items (3+4a+4b)	582.72	2118.01	2678.89	2765.68	4584.57	2663.64	4000.46
6	Finance costs	427.05	296.11	644.23	1205.53	2825.89	1455.36	3157.50
7	Profit after Finance costs but before Exceptional items (5-6)	155.67	1821.90	2034.66	1560.15	1758.68	1208.28	842.96
8	Exceptional Items	-	-	-	-	-	-	-
	- Profit on Sale of Land	-	15.43	-	917.09	-	1894.19	-
9	Profit before tax (7+8)	155.67	1837.33	2034.66	2477.24	1758.68	3102.47	842.96
10	Tax expense (including deferred tax)	-	-	-	-	-	0.42	(309.80)
11	Profit after tax (9-10)	155.67	1837.33	2034.66	2477.24	1758.68	3102.05	1152.76
12	Extraordinary items	-	-	-	-	-	-	-
13	Net Profit for the period (11+12)	155.67	1837.33	2034.66	2477.24	1758.68	3102.05	1152.76
14	Share of loss of associates	-	-	-	-	-	-	(115.82)
15	Net Profit after taxes and share of profit / (loss) of associates (13+14)	155.67	1837.33	2034.66	2477.24	1758.68	3102.05	1152.76
16	Paid-up equity share capital (Face Value of Rs. 10 per Share)	20364.03	20364.03	20364.03	20364.03	20364.03	20364.03	20364.03
17	Reserve excluding revaluation reserve	-	-	-	3020.06	542.82	5507.38	2405.35
18	Earnings Per Share (EPS) (of Rs.10/- each)							
	a) Basic	0.05	0.88	0.98	1.13	0.77	1.43	0.42
	b) Diluted	0.05	0.88	0.98	1.13	0.77	1.43	0.42

See accompanying notes to the financial results.



**SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED
FOR THE QUARTER AND YEAR ENDED 31 MARCH 2016**

S.No	Particulars	STANDALONE				CONSOLIDATED	
		Current 3 months ended 31/03/2016	Preceding 3 months ended 31/12/2015	Previous year Corresponding 3 months ended 31/03/2015	Year to date figures for current year ended 31/03/2016	Previous year ended 31/03/2015	Year to date figures for current year ended 31/03/2016
		(Audited) Refer Note 10 below	(Unaudited)	(Audited) Refer Note 10 below	(Audited)	(Audited)	(Audited)
A	Segment Revenue						
	a) Agro Inputs	42377.26	56013.64	48411.30	183074.44	208745.43	183074.44
	b) Petrochemicals	-	-	-	-	-	11861.61
	c) Others	183.04	187.57	178.55	703.86	660.02	703.86
	d) Unallocated Income	11.61	-	0.70	13.25	10.98	13.25
	Net Sales / Income from operations	42571.91	56201.21	48590.55	183791.55	209416.43	195653.16
B	Segment Results						
	Profit/(Loss) (Before Tax and Interest)						
	For each Segment						
	a) Agro Inputs	1746.23	3170.42	3450.60	6441.78	6710.54	6441.78
	b) Petrochemicals	-	-	-	-	-	(102.01)
	Total	(105.57)	(40.74)	(105.98)	(135.48)	(399.14)	(135.48)
	Less: Finance Cost	1640.66	3129.68	3344.62	6306.30	6311.40	6204.29
	Add: Other Net Unallocable (Expenses) / Income	427.05	296.11	644.23	1205.53	2825.89	1455.37
	Profit Before Tax	(1057.94)	(996.24)	(665.73)	(2623.53)	(1726.83)	(1646.45)
		155.67	1837.33	2034.66	2477.24	1758.68	3102.47
C	Capital Employed						
	(Segment Assets - Segment Liabilities)						
	a) Agro Inputs	29630.46	29561.80	25853.04	29630.46	25853.04	29630.46
	b) Petrochemicals	-	-	-	-	-	6554.83
	c) Others	1884.65	1918.80	348.95	1884.65	348.95	1884.65
	Total	(6881.02)	(7002.17)	(4045.14)	(6881.02)	(4045.14)	(9167.27)
		24634.09	24478.43	22156.85	24634.09	22156.85	28902.67
							25800.66

(Rupees in lac)



STATEMENT OF ASSETS AND LIABILITIES AS AT 31 MARCH 2016

(Rupees in lac)

S.No.	Particulars	STANDALONE		CONSOLIDATED	
		As at 31.03.2016 (Audited)	As at 31.03.2015 (Audited)	As at 31.03.2016 (Audited)	As at 31.03.2015 (Audited)
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital	21614.03	21614.03	21614.03	21614.03
	(b) Reserves and surplus	3020.06	542.82	5843.64	2741.63
	Sub-total - Shareholders' funds	24634.09	22156.85	27457.67	24355.66
2	Share application money pending allotment	-	-	1445.00	1445.00
3	Non-current liabilities				
	(a) Long-term borrowings	-	-	89.14	167.04
	(b) Other long-term liabilities	2479.69	3036.22	3015.25	3620.07
	(c) Long-term provisions	-	-	46.05	39.23
	Sub-total - Non-current liabilities	2479.69	3036.22	3150.44	3826.34
4	Current liabilities				
	(a) Short term borrowings	11992.28	12019.76	12956.06	13488.55
	(b) Trade payables	114586.61	90892.45	115964.10	93455.80
	(c) Other current liabilities	2766.15	4600.98	3488.56	5915.30
	(d) Short-term provisions	291.99	362.95	299.16	370.03
	Sub-total - Current liabilities	129637.03	107876.14	132707.88	113229.68
	TOTAL - EQUITY AND LIABILITIES	156750.81	133069.21	164760.99	142856.68
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets				
	(i) Tangible Assets	28031.80	30006.75	31971.40	34435.52
	(ii) Capital Work in Progress	1178.19	1253.63	2719.13	2833.14
	(iii) Intangible assets under development	47.56	-	477.03	429.47
	(b) Non-current investments	3198.42	3198.42	956.92	984.62
	(c) Long-term loans and advances	29447.22	3948.58	29870.73	4711.98
	Sub-total - Non-current assets	61903.19	38407.38	65995.21	43394.73
2	Current assets				
	(a) Inventories	9252.21	13265.81	10296.08	14680.60
	(b) Trade receivables	6278.45	1970.46	6809.61	3052.58
	(c) Cash and cash equivalents	1570.71	990.16	3518.88	2271.95
	(d) Short-term loans and advances	77412.98	77961.25	77784.10	78944.17
	(e) Other current assets	333.27	474.15	357.11	512.65
	Sub-total - Current assets	94847.62	94661.83	98765.78	99461.95
	TOTAL - ASSETS	156750.81	133069.21	164760.99	142856.68



Notes :

1. The audited financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 30 May 2016.
2. After achieving the maximum permissible production of 6.20 lac MT, the Ammonia / Urea plants were stopped for maintenance activities on 27th March 2016.

During the quarter, the production and sale of manufactured Urea were respectively 1.51 lac MT and 1.72 lac MT and for the year, the production and sale of manufactured urea were respectively 6.20 lac MT and sold 6.23 lac MT.

The Company, as handling agent of Government of India for marketing urea within the country, had handled 1.88 lac MT of Urea and sold 1.46 lac MT. The total urea sales during the year was 7.70 lac MT.

3. Government of India on 17 June 2015, had permitted the Company to produce Urea using Naphtha as feedstock on existing provisions till assured supply of gas is made available and subsidy would be paid based on the Retention Price computed on the lower of naphtha or RLNG price.

Subsidy for the period 1 April 2015 to 31 March 2016 of Rs. 129783.44 lac has been accounted based on the provisional Retention Price (RP) computed in line with the Government's policy indicated in the notification dated 17 June 2015, as the final retention price has not been announced by the Department of Fertilizers. The necessary adjustments, if any, will be made when the final retention price is notified by the Department of Fertilizers.

4. Trade receivables include dues receivable from an associate company of Rs.2044.40 lacs (net of provision of Rs.702.45 lacs created in earlier years). Management is actively pursuing the recovery of these dues and is confident that they would be recovered in due course of time. Hence no provision has been considered necessary for the said receivables.
5. During the period 1st April 2015 to 31 March 2016, the Plant was in operation for 305 days as against 267 days in the corresponding previous year. Hence the results for the year ended 31 March 2016 are not comparable with that of previous year.



6. An amount of Rs.63.47 crores representing certain claims of ILFS against the Company were disputed / challenged before the Courts. In view of the settlement of the said claims by payment of Rs.7.50 crores during the year by the Company, as agreed through a Memorandum of Compromise, there is no further liability to the Company on this account.
7. There is no provision for tax in view of the brought forward losses / unabsorbed depreciation relating to earlier years available for set off while computing income both under the provisions of Sec 115-JB and those other than Sec 115-JB of the Income Tax Act, 1961. The Company has brought forward business losses and unabsorbed depreciation, which give rise to a net deferred tax asset. However, in the absence of virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised, this has not been recognised.
- 8(a) The Company's investments included Rs. 18453.62 lac (Previous year Rs.18453.62 lac) in equity share capital of SPIC Fertilizer and Chemicals Limited, Mauritius (SFCL, Mauritius), which had invested in a wholly owned subsidiary company, viz. SPIC Fertilizers and Chemicals FZE, Dubai (SFC FZE, Dubai) in the earlier years, whose objective was production of ammonia and urea in Jebel Ali Free Zone, Dubai. Since the project did not materialize due to non allocation of gas, the said subsidiary company had decided to be wound up as on 29 February 2016. SFCL Mauritius has approved the decision of SFC FZE Dubai to effect winding up. The Board of Directors of the Holding Company have also approved the commencement of winding up.
- 8(b) The independent auditor of SFCL Mauritius, in his audit report has expressed a qualified opinion regarding 'the preparation of financial statements on a going concern basis' for the years ended March 31, 2010 to March 31, 2015 and has stated that there may be material adjustments required to the reclassification and carrying amount of assets and liabilities as disclosed in these consolidated financial statements, the impact of which cannot be assessed currently. The financial statements of SFC FZE Dubai as on the date of winding up is under finalization and therefore the financial statements of SFCL Mauritius for the year ended March 31, 2016 are also under preparation.
- 8(c) In view of the above matters, the accounts relating to the subsidiary Company SFCL Mauritius included in the consolidated financial statements is as at March 31, 2011 which is based on Management accounts and do not include the adjustments relating to the period April 1, 2011 to March 31, 2016. Necessary adjustments would be effected on completion of the winding up proceedings. This matter has been qualified by the auditors in their Report on the Consolidated Financial Statements.



9. Previous period's figures have been regrouped/recast, wherever necessary, to conform to the classification on the current year/period's classification.
10. Figures for the quarter ended 31 March 2016 and 31 March 2015 in respect of standalone financials represent the difference between the audited figures in respect of the full financial years and the published figures of nine months ended 31 December 2015 and 31 December 2014 respectively, as regrouped.

Place: Chennai
Date: 30 May 2016

For and on behalf of the Board


S R Ramakrishnan
Whole-Time Director



Annexure 1

Statement on Impact of Audit Qualification (for audit report with modified opinion) submitted along-with Annual Audited Consolidated Financial Results of Southern Petrochemical Industries Corporation Limited (Consolidated)

(Rs in Lacs)

Statement on Impact of Audit Qualification for the Financial Year ended March 31, 2016 [See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualification)	Adjusted Figures after adjusting for qualifications)
	1.	Turnover / Total Income (including other income and exceptional items)	199,465.48	Refer Note below
	2.	Total Expenditure (including exchange loss, finance cost & tax expenses)	196,363.43	
	3.	Net Profit	3,102.05	
	4.	Earnings Per Share (Rs)	1.43	
	5.	Total Assets	164,760.99	
	6.	Total Liabilities	135,858.32	
	7.	Net Worth	28,902.67	
	8.	Any other financial item(s) (as felt appropriate by the management)	NA	NA
II. Audit Qualification (each audit qualification separately):				
	a.	Details of Audit Qualification: Refer Note below		
	b.	Type of Audit Qualification: Considering the above matter the auditors have issued a qualified report on the consolidated financial results.		
	c.	Frequency of qualification: Repetitive (since year ended 31 March 2012).		
	d.	For Audit Qualification where impact is quantified by the auditor, Management's View: Not applicable as impact is not quantifiable.		
	e.	For Audit Qualification where impact is not quantified by the auditor, Managements View. Not applicable as impact is not quantifiable:		
	(i)	Management's estimation on the impact of audit qualification: Not Applicable		
	(ii)	If management is unable to estimate the impact, reasons for the same: The financial statements of SFCL FZE, Dubai & SFCL Mauritius, as at the date of the winding up is under preparation and on completion of the accounts, further action would be initiated		
	(iii)	Auditors Comments on (ii) above: Pending preparation and completion of the accounts as stated above, we are unable to determine whether any adjustments may be necessary to the consolidated financial results.		



Note:

Details of Audit Qualification with regard to Consolidated Financial Results of Southern Petrochemical Industries Corporation Limited:

We refer to Note No 8 of the Statement relating to non-consolidation of the financial statements of a subsidiary to reflect the adjustments relating to the period April 1, 2011 to March 31, 2016 due to the following reasons:

- a. The proposed voluntary winding up of the step down subsidiary company effective February 29, 2016 has been approved by their Shareholders and the Board of Directors of the subsidiary. The Board of Directors of the Holding Company have also approved the commencement of the winding up of the subsidiary company.*
- b. The preparation of the financial statements of the subsidiary company on a going concern basis despite the intention of the ultimate holding company to wind up the operations of the subsidiary company. The independent auditor of the subsidiary company has qualified his report for preparation of the accounts on a going concern basis for the years ended March 31, 2010 to March 31, 2015 and has also stated that there may be material adjustments required to the reclassification and carrying amount of assets and liabilities as disclosed in these consolidated financial statements. The impact of such adjustments, if any, is currently not ascertainable.*
- c. The Financial statements of the subsidiary for the year ended March 31, 2016 have not been prepared by the management for the reasons mentioned in the Note.*

We are unable to determine the impact of the above matters on the consolidated financial results for the year ended March 31, 2016

Refer our Audit Report dated 30 May, 2016
on the consolidated financial results

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 008072S)

Bhavana Balasubramanian

Bhavani Balasubramanian
Partner
Membership No. 022156

Chennai, May 30, 2016



For Southern Petrochemical Industries
Corporation Limited

S R Ramakrishnan

S R Ramakrishnan
Whole-time Director

A V Kumar

A V Kumar
Chief Financial Officer

Sashikala Srikanth

Sashikala Srikanth
Chairman, Audit Committee

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of **SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED** ("the Company") for the year ended 31/03/2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend 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 considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the statement:
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended 31/03/2016.



4. The Statement includes the results for the Quarter ended 31/03/2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
5. We draw attention to Note No. 3 of the financial results regarding computation of subsidy based on the provisional Retention Price (RP) in line with the Government's policy dated 17 June 2015, as the final retention price has not been announced by the Department of Fertilizers. The necessary adjustments, if any, will be made when the final retention price is notified by the Department of Fertilizers. Our report is not qualified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Bhavana Balasub

Bhavani Balasubramanian
Partner
Membership No. 022156

CHENNAI, May 30, 2016



**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its jointly controlled entities and its share of the loss of its associates for the year ended 31/03/2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related standalone and consolidated financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend 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 considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 basis for our qualified audit opinion on the consolidated financial results.

3. We did not audit the financial statements of three subsidiaries and a joint controlled entity whose financial statements reflect total assets of Rs 2434.36 lac as at 31 March 2016, total revenue of Rs 78.55 lac and net cash flow amounting to Rs 678.05 lac for the year ended as on that date, as considered in the consolidated financial statements. The consolidated



financial results also include the Group's share of net loss of Rs nil lacs for the year ended 31 March 2016, as considered in the consolidated financial results, in respect of two associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statements, in so far as it relates to the amounts and disclosure included in respect of these subsidiaries, jointly controlled entity and associates is based only on the reports of the other auditor.

4. *We refer to Note No 8 of the Statement relating to non-consolidation of the consolidated financial statements of a subsidiary to reflect the adjustments relating to the period 1 April 2011 to 31 March 2016 due to the following reasons:*
- a. *The proposed voluntary winding up of the step down subsidiary company effective 29 February, 2016 has been approved by their Shareholders and the Board of Directors of the subsidiary. The Board of Directors of the Holding Company have also approved the commencement of the winding up of the said subsidiary company.*
 - b. *The preparation of the financial statements of the subsidiary company on a going concern basis despite the intention of the ultimate holding company to wind up the operations of the subsidiary company. The independent auditor of the subsidiary company has qualified his report for preparation of the accounts on a going concern basis for the years ended 31 March 2010 to 31 March 2015 and has also stated that there may be material adjustments required to the reclassification and carrying amount of assets and liabilities as disclosed in these consolidated financial statements. The impact of such adjustments, if any, is currently not ascertainable.*
 - c. *The Financial statements of the subsidiary for the year ended 31 March 2016 have not been prepared by the management for the reasons mentioned in the Note.*

We are unable to determine the impact of the above matters on the consolidated financial results for the year ended 31 March 2016

5. 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 auditor referred to in paragraph 3 above, the statement:
- a) includes the results of the following entities:

Subsidiaries: (a) SPIC Fertilizers and Chemicals Limited (SFCL, Mauritius) (b) SPIC Fertilizers and Chemicals FZE (through subsidiary company – SFCL Mauritius)

Jointly Controlled Entities: (a) Tamilnadu Petroproducts Limited (b) National Aromatics and Petrochemicals Corporation Limited.

Associates: (a) Gold Nest Trading Company Limited and (b) Tuticorin Alkali Chemicals and Fertilizers Limited.



- b) is presented in accordance with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015; and
 - c) except for the possible effects of the matters described in paragraph 4 above, gives a true and fair view in conformity with the aforesaid Accounting Standard and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended 31 March 2016.
6. We draw attention to Note No. 3 of the consolidated financial statements regarding computation of subsidy based on the provisional Retention Price (RP) in line with the Government's policy dated 17 June 2015, as the final retention price has not been announced by the Department of Fertilizers. The necessary adjustments, if any, will be made when the final retention price is notified by the Department of Fertilizers. Our report is not qualified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Bhavana Balasubramanian

Bhavani Balasubramanian
Partner
Membership No. 022156

CHENNAI, May 30, 2016

