



AUSTIN ENGINEERING COMPANY LIMITED

Regd. Office & Works.

Patla, Ta. Bhesan, Via Ranpur (Sorath), Post Hadmatiya-362 030, Dist. Junagadh. (India)

Phones : (02873) 252223, 252267, 252268 Fax : (02873) 252225

CIN. L27259GJ1978PLC003179

Aec/sec/BSE/2017/

May 27, 2017

Security Code : 522005 Security ID : AUSTENG

To,
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI 400 001

Re. : Reg. 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Sub : Outcome of Board Meeting held on 27.05.2017.

Dear Sir,

This is to inform you that at the Board of Directors of the Company at its meeting concluded today, has inter-alia considered the following business :

Pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we enclosed the following :

1. Statements showing the Audited Financial Results (Standalone and Consolidated) for the Quarter / Year ended March 31, 2017.
2. Auditors Report on the Audited Financial Results - Standalone and Consolidated.
3. No dividend has been recommended for the financial year 2016-17 by the Board of Directors of the Company.

The meeting of the Board of Directors commenced at 11.00 a.m. and concluded at 2.50 p.m.

We request you to kindly bring the above information to the notice of your members.

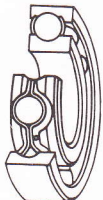
Yours Faithfully,
For Austin Engineering Co. Ltd.


Authorised Signatory.

Encl : As above

For Austin Engineering Co. Ltd.


Authorised Signatory



Manufacturers of :
ALL KINDS OF BEARINGS





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CIN. L27259GJ1978PLC003179

AUDITED / UNAUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31st MARCH, 2017

PART - I	Particulars	STANDALONE				
		QUARTER ENDED			YEAR ENDED	
		Unaudited	Unaudited	Unaudited	Audited	Audited
		31/03/17	31/12/16	31/03/16	31/03/17	31/03/16
1	(a) Net Sales / Income from Operations (Net of excise duty)	1827.62	1772.12	1564.31	7013.81	6871.90
	(b) Other Operating Income	0.87	21.97	68.58	107.24	132.05
	Total Operating Income	1828.49	1794.09	1632.89	7121.05	7003.95
	[c] Other Income	0.03	25.00	106.27	41.71	169.77
	Total Income from Operations (net)	1828.52	1819.09	1739.16	7162.76	7173.72
2	Expenditure					
	(a) Cost of material consumed	450.08	662.20	652.07	2007.05	2110.21
	(b) Purchase of stock-in-trade	256.95	217.40	284.36	1035.36	1373.85
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	66.70	(52.76)	(246.30)	326.85	(437.10)
	(d) Employees benefit expense	334.93	391.96	484.70	1539.96	1724.62
	(e) Other Expenditure	722.91	640.62	574.26	2367.50	2316.72
	TOTAL	1831.57	1859.42	1749.09	7276.72	7088.30
3	Profit before Finance cost, Depreciation, Tax and Exceptional items	(3.05)	(40.33)	(9.93)	(113.96)	85.42
4	Depreciation and Amortisation Expenses	28.78	29.75	31.21	112.81	122.67
5	Profit/(Loss) before Finance cost & exceptional items	(31.83)	(70.08)	(41.14)	(226.77)	(37.25)
6	Finance cost	29.03	21.42	31.13	101.06	101.50
7	Profit / (Loss) after Finance cost but before Exceptional items	(60.86)	(91.50)	(72.27)	(327.83)	(138.75)
8	Exceptional items	0.00	0.00	0.00	0.00	0.00
9	Profit / (Loss) from ordinary activities before Tax	(60.86)	(91.50)	(72.27)	(327.83)	(138.75)
10	Tax Expenses					
	- Current Tax	0.00	0.00	0.00	0.00	0.00
	- Deferred Tax Liability (Assets)	(31.28)	(8.48)	(11.32)	(53.92)	(18.06)
11	Net Profit / (Loss) for the Period/ Year	(29.58)	(83.02)	(60.95)	(273.91)	(120.69)
12	Paid-up-Equity Share Capital (Face Value of Rs.10/-)	347.78	347.78	347.78	347.78	347.78
13	Reserves Excluding Revaluation Reserves				4959.39	5233.30
14	Earnings Per share (In Rs) (not annualised)					
	(a) Basic	(0.85)	(2.39)	(1.75)	(7.88)	(3.47)
	(b) Diluted	(0.85)	(2.39)	(1.75)	(7.88)	(3.47)
PART - II						
Particulars						
A PARTICULARS OF SHAREHOLDING						
1	Public Shareholding					
	- Number of Shares	2302721	2302721	2302621	2302721	2302621
	- Percentage of Shareholding	66.21%	66.21%	66.21%	66.21%	66.21%
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares					
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter group)					
	- Percentage of Shares (as a % of the total share capital of the Company)					
	b) Non Encumbered					
	- Number of Shares	1175079	1175079	1175079	1175079	1175079
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter group)	100%	100%	100%	100%	100%
	- Percentage of Shares (as a % of the total share capital of the Company)	33.79%	33.79%	33.79%	33.79%	33.79%
B						
INVESTOR COMPLIANTS						
	Pending at the beginning of the quarter	NIL				
	Received during the quarter	NIL				
	Disposed of during the quarter	NIL				
	Remaning unresolved at the end of the quarter	NIL				

Notes :

1) The above results were reviewed by the Audit Committee and taken on record by the Board of Directors at their Meeting held on 27th May, 2017.

2) Previous Periods / Years Figures have been regrouped wherever necessary.

3) Business Segment is reported as defined in Accounting Standard (AS)-17.

4) The figures of last quarter are the balancing figures between the audited figures in respect of the full year and the published year to date figures up to the third quarters of the respective financial years.

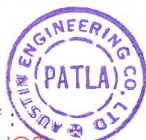
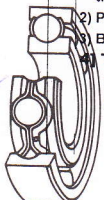
N C Vadgama

Chairman & Executive Director



ISO 9001 : 2008
ISO / TS 16949 : 2009
ISO 14001 : 2004
OHSAS 18001 : 2007

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e-mail : info@aec.com Visit us at http://www.aec.com



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AUDITED / UNAUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31st MARCH, 2017

PART - I	Particulars	CONSOLIDATED				
		QUARTER ENDED				
		Unaudited 31/03/17	Unaudited 31/12/16	Unaudited 31/03/16	Audited 31/03/17	Audited 31/03/16
		Rs. In Lacs				
1	(a) Net Sales / Income from Operations (Net of excise duty)	1882.27	1807.68	1706.47	7150.42	7090.78
	(b) Other Operating Income	0.87	21.97	68.59	107.24	132.06
	Total Operating Income	1883.14	1829.65	1775.06	7257.66	7222.84
	[c] Other Income	11.63	25.05	95.87	53.42	159.50
	Total Income from Operations (net)	1894.77	1854.70	1870.93	7311.08	7382.34
2	Expenditure					
	(a) Cost of material consumed	449.41	662.20	652.07	2006.38	2110.21
	(b) Purchase of stock-in-trade	256.95	217.40	288.89	1035.36	1378.38
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	66.70	(52.76)	(183.82)	326.85	(374.62)
	(d) Employees benefit expense	352.50	420.42	512.75	1640.73	1834.43
	(e) Other Expenditure	707.08	661.02	601.83	2413.09	2389.29
	TOTAL	1832.64	1908.28	1871.72	7422.41	7337.69
3	Profit before Finance cost, Depreciation, Tax and Exceptional items	62.13	(53.58)	(0.79)	-111.33	44.65
4	Depreciation and Amortisation Expenses	30.41	30.29	30.78	116.05	131.29
5	Profit / (Loss) before Finance cost & exceptional items	31.72	(83.87)	(31.57)	(227.38)	(86.64)
6	Finance cost	32.80	21.42	31.49	104.83	103.42
7	Profit / (Loss) after Finance cost but before Exceptional items	(1.08)	(105.29)	(63.06)	(332.21)	(190.06)
8	Exceptional items	0.00	0.00	0.00	0.00	0.00
9	Profit / (Loss) from ordinary activities before Tax	(1.08)	(105.29)	(63.06)	(332.21)	(190.06)
10	Tax Expenses					
	- Current Tax	0.07	0.00	(0.01)	0.07	(0.01)
	- Deferred Tax Liability (Assets)	(9.69)	(8.48)	(25.44)	(32.33)	(32.18)
11	Net Profit / (Loss) for the Period/ Year	8.54	(96.81)	(37.61)	(299.95)	(157.87)
12	Paid-up-Equity Share Capital (Face Value of Rs.10/-)	347.78	347.78	347.78	347.78	347.78
13	Reserves Excluding Revaluation Reserves				5037.30	5350.00
14	Earnings Per share (In Rs) (not annualised)					
	(a) Basic	0.25	(2.78)	(1.08)	(8.62)	(4.54)
	(b) Diluted	0.25	(2.78)	(1.08)	(8.62)	(4.54)
PART - II						
Particulars						
A PARTICULARS OF SHAREHOLDING						
1	Public Shareholding					
	- Number of Shares	2302721	2302721	2302621	2302621	2302621
	- Percentage of Shareholding	66.21%	66.21%	66.21%	66.21%	66.21%
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares					
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter group)					
	- Percentage of Shares (as a % of the total share capital of the Company)					
	b) Non Encumbered					
	- Number of Shares	1175079	1175079	1175079	1175079	1175079
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter group)	100%	100%	100%	100%	100%
	- Percentage of Shares (as a % of the total share capital of the Company)	33.79%	33.79%	33.79%	33.79%	33.79%
B INVESTOR COMPLIANTS						
	Pending at the beginning of the quarter	NIL				
	Received during the quarter	NIL				
	Disposed of during the quarter	NIL				
	Remaning unresolved at the end of the quarter	NIL				
PARTICULARS		Quarter Ended 31.03.2017				
B INVESTOR COMPLIANTS						
	Pending at the beginning of the quarter	NIL				
	Received during the quarter	NIL				
	Disposed of during the quarter	NIL				
	Remaning unresolved at the end of the quarter	NIL				

Notes :

- The above results were reviewed by the Audit Committee and taken on record by the Board of Directors at their Meeting held on 27th May, 2017.
- Previous Periods / Years Figures have been regrouped wherever necessary.
- Business Segment is reported as defined in Accounting Standard (AS)-17.
- The figures of last quarter are the balancing figures between the audited figures in respect of the full year and the published year to date figures up to the third quarters of the respective financial years.

N C Vadgama

Chairman & Executive Director



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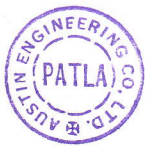
SEGMENT WISE REVENUE, RESULT & CAPITAL EMPLOYED FOR THE QUARTER & YEAR ENDED 31ST MARCH, 2017

Particulars	Rs. In Lacs									
	STANDALONE					CONSOLIDATED				
	QUARTER ENDED			YEAR ENDED		QUARTER ENDED			YEAR ENDED	
	Unaudited	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Unaudited	Audited	Audited
31/03/17	31/12/16	31/03/16	31/03/17	31/03/16	31/03/17	31/12/16	31/03/16	31/03/17	31/03/16	
1 Segment revenue										
Bearing	1828.52	1819.09	1738.59	7162.76	7173.15	1894.77	1854.70	1870.36	7311.08	7381.77
Power	16.63	22.74	21.34	85.54	95.66	16.63	22.74	21.34	85.54	95.66
Unallocated	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	1845.15	1841.83	1759.93	7248.30	7268.81	1911.40	1877.44	1891.70	7396.62	7477.43
Less: Intersegment Revenue	16.63	22.74	20.77	85.54	95.09	16.63	22.74	20.77	85.54	95.09
Net Operational Income	1828.52	1819.09	1739.16	7162.76	7173.72	1894.77	1854.70	1870.36	7311.08	7381.77
2 Segment Result-Profit/ (Loss)										
Bearing	(42.06)	(87.09)	(58.67)	(297.51)	(121.12)	21.49	(100.88)	(49.10)	(298.12)	(170.51)
Power	10.23	17.01	17.53	70.74	83.87	10.23	17.01	17.53	70.74	83.87
TOTAL	(31.83)	(70.08)	(41.14)	(226.77)	(37.25)	31.72	(83.87)	(31.57)	(227.38)	(86.64)
Less: Finance cost	29.03	21.42	31.13	101.06	101.50	32.80	21.42	31.49	104.83	103.42
Unallocated Exp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit / (Loss) Before Tax	(60.86)	(91.50)	(72.27)	(327.83)	(138.75)	(1.08)	(105.29)	(63.06)	(332.21)	(190.06)
3 Capital Employed										
Bearing	5075.07	5130.74	5400.26	5075.07	5400.26	5144.58	5066.58	5486.98	5144.58	5486.98
Power	72.82	78.01	75.46	72.82	75.46	72.82	78.01	75.46	72.82	75.46
Unallocated	159.28	128.00	105.36	159.28	105.36	167.67	128.00	135.34	167.67	135.34
TOTAL	5307.17	5336.75	5581.08	5307.17	5581.08	5385.07	5272.59	5697.78	5385.07	5697.78

STATEMENT OF ASSETS AND LIABILITIES

PARTICULARS	STANDALON		CONSOLIDATED	
	31/03/17 Audited	31/03/16 Audited	31/03/17 Audited	31/03/16 Audited
A EQUITY AND LIABILITIES				
1 Shareholders' Fund				
(a) Share capital	✓ 347.78	✓ 347.78	347.78	347.78
(b) Reserve and surplus	✓ 4959.39	✓ 5233.30	5037.30	5350.00
Sub-total-Shareholders' funds	✓ 5307.17	✓ 5581.08	5385.08	5697.78
2 Non-Current Liabilities				
(a) Long term borrowings	9.95	13.07	9.95	13.07
(b) Deferred tax (Assets) liabilities (net)	0.00	0.00	0.00	0.00
(c) Other long term liabilities	0.00	0.00	0.00	0.00
(d) Long term provisions	✓ 493.88	✓ 433.99	493.87	433.99
Sub-total-Non-current liabilities	✓ 503.83	✓ 447.06	503.82	447.06
3 Current Liabilities				
(a) Short-term borrowings	✓ 675.74	✓ 834.77	734.11	901.76
(b) Trade payables	✓ 1648.44	✓ 1433.85	1686.17	1575.73
(c) Other current liabilities	✓ 413.88	✓ 567.34	413.88	505.09
(d) Short-term provisions	✓ 190.97	✓ 287.21	191.04	287.29
Sub-total-current liabilities	✓ 2929.03	✓ 3123.17	3025.20	3269.87
TOTAL-EQUITY AND LIABILITIES	✓ 8740.03	✓ 9151.31	8914.10	9414.71
B ASSETS				
1 Non-Current Assets				
(a) Fixed Assets	✓ 1138.52	✓ 1221.55	1140.83	1225.36
(b) Non-current investments	✓ 40.58	✓ 40.58	17.86	17.86
(c) Deferred tax Assets (net)	✓ 159.28	✓ 105.36	167.67	135.35
(d) Long term loans and advances	✓ 151.51	✓ 151.82	150.27	150.58
(e) Other non-current assets	0.00	0.00	0.00	0.00
Sub-total-Non-current assets	✓ 1489.89	✓ 1519.31	1476.63	1529.15
2 Current Assets				
(a) Current investment	0.00	0.00	0.00	0.00
(b) Inventories	✓ 4843.50	✓ 5142.20	4843.50	5142.20
(c) Trade receivable	✓ 1921.27	✓ 2026.53	1994.86	2248.37
(d) Cash and cash equivalents	✓ 194.91	✓ 148.04	308.65	179.76
(e) Short-term loans and advances	✓ 289.68	✓ 314.28	289.68	314.28
(f) Other current assets	✓ 0.78	✓ 0.95	0.78	0.95
Sub-total current assets	✓ 7250.14	✓ 7632.00	7437.47	7885.56
TOTAL ASSETS	8740.03	9151.31	8914.10	9414.71

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ISO 9001 : 2008
 ISO / TS 16949 : 2009
 ISO 14001 : 2004
 OHSAS 18001 : 2007

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AUSTIN ENGINEERING COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
AUSTIN ENGINEERING CO. LTD.

Report on the Financial Statements

We have audited the accompanying standalone Financial Statements of Austin Engineering Company Limited ("the company") which comprise of the Balance Sheet as at **31st March, 2017**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Financial Statements

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 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 Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the fraud 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 control, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

While conducting the audit, we have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements that give true and fair view in order to design audit procedure that are appropriate in the circumstances. An audit also include evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

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 :

- (a) in the case of the Balance sheet, of the state of affairs of the Company as at **March 31, 2017** ;
- (b) in the case of the Statement of Profit and Loss, of the **Loss** for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the '**Annexure - A**', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the Books of Account;



- d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified u/s 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules 2014;
- e. on the basis of written representations received from the directors, as on **March 31, 2017**, taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2017**, from being appointed as a director in terms of section 164(2) of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in '**Annexure - B**'; and
- g. with respect to other matters to be included in the Auditors' 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 has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28.1 (ii) & (iii) to the financial statements;
 - ii) the company did not have any long term contracts including derivative contracts; for which there were any material foreseeable losses;
 - iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv) the Company has provided requisite disclosure in its standalone Financial Statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 17.1 to the standalone Financial Statements.

Place: Cairns, Australia.
Dated: 27th May, 2017



FOR DHIRUBHAI DAND & CO.,
Firm Registration No. 118190W
Chartered Accountants

Dhirubhai H. Dand
Proprietor
M.No. 017117

To The Members of
Austin Engineering Company Limited

Report on the Consolidated Financial Statements

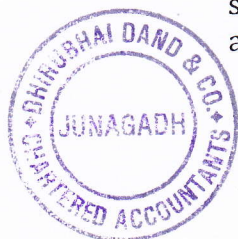
1. We have audited the accompanying consolidated financial statements of AUSTIN ENGINEERING COMPANY LIMITED (the 'Company') and its subsidiary (the Company and the subsidiary collectively referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement 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. (hereinafter referred to as 'the Consolidated Financial Statements').

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for to the preparation of the Consolidated Financial Statements in terms of the requirements the of the Companies Act, 2013 ('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 Accounting Standards specified under Section 133 of the Companies Act, 2013 hereinafter referred to as ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Holding Company is 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 judgments 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 statements 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 the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and



matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

4. An audit involves performing procedures to obtain audit evidence about the amounts and 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 the 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 the Holding Company's management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

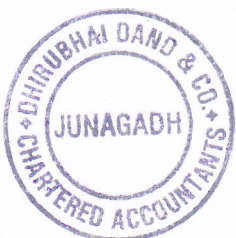
Opinion

5. In our opinion and to the best of our information and according to the explanations given to us and based on consideration of the report of the other auditors on the financial statements of the subsidiary as noted below, 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 March 31st, 2017 and the consolidated loss and consolidated cash flow of the Group for the year then ended.



6. Report on Other Legal and Regulatory Requirements

1. 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 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 reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the 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 u/s 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2017, taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2017 from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - g. With respect to other matters to be included in the Auditors' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - *Refer Note 28.1 (ii) & (iii) to the consolidated financial statements;*
 - ii) The group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.



- iv) the Company has provided requisite disclosure in its ~~consolidated~~ Financial Statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 17.1 to the ~~Consolidated~~ Financial Statements.

Other Matters

7. We have not audited the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 43,037,485/- as at March 31, 2017, total revenue of Rs. 68,465,913/- and net cash flows amounting to Rs. 8,273,000/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosure included in respect of this subsidiary, and our report in terms of sub-section (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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

PLACE: Cairns, Australia.
DATE : May 27, 2017.

FOR DHIRUBHAI DAND & CO.,
Firm Registration No. 118190W
Chartered Accountants



A handwritten signature in purple ink, consisting of a stylized initial followed by a horizontal line.

DHIRUBHAI H. DAND
PROPRIETOR
M. NO. 017117