



**OPTO CIRCUITS (INDIA) LIMITED.** (UNIT II)  
100% EOU

30<sup>th</sup> May 2017

**The Manager**  
Department of Corporate Services  
Bombay Stock Exchange Ltd  
PJ Towers, Dalal Street  
Fort, MUMBAI - 400 001  
Script Code: 532391

**The Manager**  
National Stock Exchange of India Ltd  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E), MUMBAI - 400 051  
Script Code: OPTOCIRCUI

Dear Sir/Madam,

**Sub: Out come of Board Meeting held today (30<sup>th</sup> May 2017) - Regulation 30(6) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.**

We would like to inform you that the Board of Directors at their Meeting held on this day approved the Audited Financial Results (Standalone and Consolidated) for the quarter and year ended 31st March 2017.

In terms of the Listing agreement, executed with your Stock Exchange, we are sending herewith the Audited Financial Results of the Company in the prescribed format, along with Audit Report (Standalone and Consolidated) issued by M/S B.V. Swami & Co, Chartered Accountants, Statutory Auditors for the quarter and year ended 31<sup>st</sup> March 2017.

The Board meeting was started at 5.00 pm and it concluded at 10.55 pm.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For OPTO CIRCUITS (INDIA) LIMITED.,

  
COMPANY SECRETARY.

Encl: a/a

**OPTO CIRCUITS (INDIA) LIMITED.**

Regd. Office : Plot # 83, Electronic City, Hosur Road, Bangalore - 560 100.

**AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST MARCH, 2017  
CONSOLIDATED**

Rs.in Lacs  
except Shares  
& EPS

Sl. No.	PARTICULARS	Quarter Ended			Period Ended	
		31-Mar-2017 (Audited)	31-Dec-2016 (Un-Audited)	31-Mar-2016 (Audited)	31-Mar-2017 (Audited)	31-Mar-2016 (Audited)
		<b>1.</b>	<b>Income from Operations</b>			
(a.)	Net sales/income from operations (Net of excise duty)	5,097.53	6,533.52	2,938.87	21,410.73	31,158.96
(b.)	Other operating income	12.85	71.42	10.95	118.47	138.68
	<b>Total income from operations (net)</b>	<b>5,110.39</b>	<b>6,604.94</b>	<b>2,949.82</b>	<b>21,529.19</b>	<b>31,297.65</b>
<b>2.</b>	<b>Expenses</b>					
(a.)	Cost of materials consumed	2,808.80	2,342.09	4,486.71	9,311.31	14,507.69
(b.)	Purchases of stock-in-trade	191.33	78.84	1,993.15	600.70	2,297.36
(c.)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(507.14)	240.90	(34.43)	13.29	293.45
(d.)	Employee benefits expense	757.86	977.56	1,179.56	3,877.01	5,279.50
(e.)	Depreciation and amortisation expense	125.16	403.27	679.53	1,603.40	4,136.71
(f.)	Other expenses	7,267.63	1,158.91	4,292.25	27,627.13	8,236.89
	<b>Total Expenses</b>	<b>10,643.65</b>	<b>5,201.58</b>	<b>12,596.77</b>	<b>43,032.84</b>	<b>34,751.59</b>
<b>3.</b>	<b>Profit from Operations before Other Income, Finance costs &amp; Exceptional Items (1-2)</b>	<b>(5,533.26)</b>	<b>1,403.37</b>	<b>(9,646.95)</b>	<b>(21,503.64)</b>	<b>(3,453.95)</b>
<b>4.</b>	<b>Other Income</b>	17.04	32.25	42.15	69.51	3,380.51
<b>5.</b>	<b>Profit from ordinary activities before Finance costs &amp; Exceptional Items (3+4)</b>	<b>(5,516.22)</b>	<b>1,435.62</b>	<b>(9,604.80)</b>	<b>(21,434.14)</b>	<b>(73.43)</b>
<b>6.</b>	<b>Finance Cost</b>	317.78	429.62	(1,995.69)	1,707.14	4,366.33
<b>7.</b>	<b>Profit from ordinary activities after Finance costs but before Exceptional Items (5-6)</b>	<b>(5,834.00)</b>	<b>1,006.00</b>	<b>(7,609.11)</b>	<b>(23,141.27)</b>	<b>(4,439.76)</b>
<b>8.</b>	<b>Exceptional Items</b>	13,998.61	(4,517.90)	4,360.65	(26,178.36)	4,360.65
<b>9.</b>	<b>Profit from ordinary activities before Tax (7+8)</b>	<b>8,164.61</b>	<b>(3,511.90)</b>	<b>(3,248.46)</b>	<b>(49,319.64)</b>	<b>(79.11)</b>
<b>10.</b>	<b>Tax Expenses</b>	1,604.30	8.97	17.14	1,510.84	114.91
<b>11.</b>	<b>Net Profit/(Loss) from ordinary activities after tax (9-10)</b>	<b>6,560.31</b>	<b>(3,520.87)</b>	<b>(3,265.60)</b>	<b>(50,830.48)</b>	<b>(194.01)</b>
<b>12.</b>	<b>Other comprehensive income</b>					
	Add/(Less):Minority Interest	(161.81)	7.45	(12.82)	(176.76)	(48.63)
	Remeasurement of the net defined benefit liability/asset					
	Equity instruments through other comprehensive income					
	Items that will be reclassified subsequently to profit or loss					
	<b>Total other comprehensive income, net of taxes</b>	<b>(161.81)</b>	<b>7.45</b>	<b>(12.82)</b>	<b>(176.76)</b>	<b>(48.63)</b>
<b>13.</b>	<b>Total comprehensive income for the period and comprising profit(Loss) and other comprehensive income for the period (11 + 12)</b>	<b>6,398.49</b>	<b>(3,513.42)</b>	<b>(3,278.42)</b>	<b>(51,007.24)</b>	<b>(242.64)</b>
<b>14.</b>	<b>Paid up Equity Share Capital (Face value of each share is Rs.10)</b>	24,231.94	24,231.94	24,231.94	24,231.94	24,231.94
<b>15.</b>	<b>Reserves excluding Revaluation Reserves as per Balance Sheet of Previous accounting year</b>	-	-	-	-	-
<b>16.</b>	<b>Earnings Per Share (EPS) - Rs. per share</b>					
	- Basic	2.64	(1.45)	(1.35)	(21.05)	(0.10)
	- Diluted	2.64	(1.45)	(1.35)	(21.05)	(0.10)
<b>17.</b>	<b>Public Shareholding</b>					
	- No. of shares.	175,196,945	173,873,517	173,798,517	175,196,945	173,798,517
	- Percentage of share holding	72.30%	71.75%	71.72%	72.30%	71.72%
<b>18.</b>	<b>Promoter and Promoter Group Share Holding</b>					
a.	Pledged/Encumbered					
	- No. of shares.	NIL	NIL	NIL	NIL	NIL
	-Percentage of Shares (as a Percentage of the total share holding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL
	-Percentage of Shares (as a Percentage of the total share capital of the company)	NIL	NIL	NIL	NIL	NIL
b.	Non-Encumbered					
	- No. of shares.	67,122,462	68,445,890	68,520,890	67,122,462	68,520,890
	-Percentage of Shares (as a Percentage of the total share holding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
	-Percentage of Shares (as a Percentage of the total share capital of the company)	27.70	28.25	28.28	27.70	28.28

\* EPS for the previous quarter and corresponding period has been restated.

**NOTES:**

- The above results were taken on record by the Board of Directors at its meeting held on 30th May, 2017.
- The Consolidated Results include results of the following Subsidiaries.

	Name of the Company	% of Holding
a	Advanced Micronic Devices Limited	59.71%
b	Mediald Inc. USA	100%
c	Devon Innovations Pvt. Ltd	100%
d	Ormed Medical Technology Ltd	100%
e	Opto Infrastructure Limited	87.06%
f	Maxcor Lifescience, Inc USA	100%
g	Opto Circuits (Malaysia) Sdn. Bhd	100%
h	Opto Cardiac Care Limited	100%
i	Opto Eurocor Healthcare Limited	94.93%

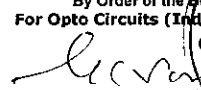
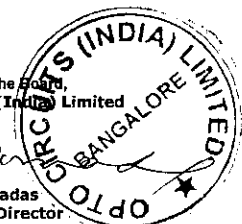
- Audited Financial Statements of Advanced Micronic Devices Ltd., being a listed Company is also published separately.
- These Consolidated audited Financial Results relate to Opto Circuits [India] Limited [The Holding Company] and its Subsidiaries [together constitute 'the Group'] and are prepared by applying IND AS 110 "Consolidated Financial Statements" and Ind AS 28 "Investments in Subsidiaries and Associates and Joint Ventures"
- The above Consolidated Audited Financial Results have been reviewed by the Audit Committee and approved by the Board of Directors held on May, 30, 2017.
- The Statutory Auditors have conducted the audit of the Consolidated financial results and rendered the audit report on the same. The Statutory auditors have also completed the audit of comparative corresponding previous quarter and year ended 31.03.2016 restated as per IND AS.
- Results for the quarter and year ended 31st March 2017 are in compliance with Indian Accounting Standards (IND AS) notified by the Ministry of corporate affairs. Accordingly, Results for the quarter and the year ended 31st March 2016 have been restated to comply with Ind As to make those comparable. The Reconciliation of net profit and reserves between Ind As and erstwhile Indian GAAP is as below

Nature of adjustment	Quarter ended	Year ended
	31.03.2016	31.03.2016
Net profit as per erstwhile Indian GAAP	(3,278.42)	(242.64)
Changes due to Implementation of Ind AS	-	-
Net profit as per Ind AS	(3,278.42)	(242.64)

Nature of adjustment	Year ended
	31.03.2016
Reserves as per erstwhile Indian GAAP	144,599.50
Changes due to Implementation of Ind AS	-
Reserves as per Ind AS	144,599.50

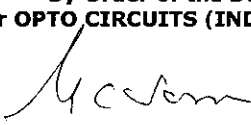

- The Group has only one Business Segment i.e. Healthcare.
- Figures of the previous quarter/Year have been regrouped/reclassified wherever necessary, to make it comparable.

By Order of the Board,  
For Opto Circuits (India) Limited

G.C. Somadas  
Managing Director

Place: Bangalore  
Date : 30.05.2017

		All Figures Rs. In Lacs	
Consolidated Statement of Assets and Liabilities		Consolidated	
		As at 31.03.2017	As at 31.03.2016
		Audited	Audited
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		31,814.15	21,672.99
Capital work-in-progress		3,186.92	3,301.52
Investment Property		-	-
Goodwill		-	13,220.51
Other Intangible Assets		27,228.94	27,494.02
Intangible assets under development		-	-
Financial assets		-	-
Investments		5,350.01	1.09
Trade Receivables		80,419.92	130,339.93
Loans		-	-
Other financial assets		-	-
Deferred tax assets (net)		75.34	19.60
Other non-current assets		5,820.39	6,523.12
<b>Total Non - current assets</b>		<b>153,895.68</b>	<b>202,572.77</b>
<b>Current assets</b>			
Inventories		23,949.75	48,051.97
Financial assets		-	-
Investments		-	-
Trade receivables		24,217.01	35,738.51
Cash and cash equivalents		839.70	955.89
Bank Balances		114.77	316.72
Loans		471.22	14,913.77
Other financial assets		-	-
Current Tax Assets		3,692.30	3,995.68
Other current assets		23,997.45	14,704.44
<b>Total current assets</b>		<b>77,282.20</b>	<b>118,676.97</b>
<b>Total Assets</b>		<b>231,177.88</b>	<b>321,249.73</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital		24,231.94	24,231.94
Other equity		62,496.00	144,599.50
<b>Total equity</b>		<b>86,727.94</b>	<b>168,831.44</b>
<b>Minority Interest</b>		<b>1,593.15</b>	<b>1,818.54</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings		3,428.69	6,848.13
Trade Payables		7,151.07	13,043.64
Other financial liabilities		1,948.19	613.23
Provisions		7,707.09	60.47
Deferred tax liabilities (net)		50.85	185.46
Other non-current liabilities		-	-
<b>Total non - current liabilities</b>		<b>20,285.88</b>	<b>20,750.94</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings		95,098.08	102,754.82
Trade payables		3,090.00	16,445.90
Other financial liabilities		8,647.69	8,415.40
Other current liabilities		-	-
Provisions		15,735.14	2,232.69
Income tax liabilities (net)		-	-
<b>Total current liabilities</b>		<b>122,570.90</b>	<b>129,848.82</b>
<b>Total equity and liabilities</b>		<b>231,177.88</b>	<b>321,249.73</b>
<b>Notes</b>			
1. Figures have been regrouped/reclassified wherever necessary, to make it comparable.			
2. The Standalone results of the company for the said quarter is available on the company's website <a href="http://www.optoindia.com">www.optoindia.com</a> and also on BSE and NSE websites.			
By Order of the Board For OPTO CIRCUITS (INDIA) LIMITED			
			
G.C.Somadas MANAGING DIRECTOR			
			
PLACE: BANGALORE Date : 30.05.2017			



Ref. :

Date : 30.05.2017

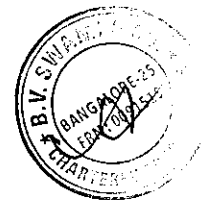
The Board of Directors  
Opto Circuits (India)Limited  
Bangalore

**Independent Auditors Report on the Statement of Consolidated financial results.**

1. We have audited the Consolidated financial results of Opto Circuits ( India) Limited, for the year ended march 31, 2017 ( the results) which are included in the accompanying statement of Consolidated Financial results for the Quarter and year ended March 31 2017 and Consolidated Balance Sheet as at March 31 2017 together with the notes thereon (the statement) ,which have signed under reference to this report, being submitted by the Parent company pursuant to the requirement of regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (listing obligations and disclosure requirements) regulations, 2015 (the listing regulations) 2015, as modified by Circular No CIR/CFD/FAC/62/2016 dated July 5,2016 .

**Management's responsibility for the statements**

2. The Parent company's management is responsible for the preparation of the accompanying statement. The management is also responsible for preparation of annual Consolidated financial statements in accordance with the accounting principles generally accepted in India, including the Indian accounting standards specified in the companies (Indian accounting standard) Rules, 2015 (as amended) under section 133 of the companies act, 2013 ("The act"), which is approved by the board of directors, on basis of which the above statement containing the annual audited consolidated financial results has been prepared. The responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the statement that is free from material misstatement, whether due to fraud or error.



**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the statement based on our audit. 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 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.
4. An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the statement, whether due to fraud or error. In making those risk assessment, the auditors consider internal control relevant to the entity's preparation and fair presentation of the statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriating of accounting polices used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the statement.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**BASIS FOR QUALIFIED OPINION**

**1. Non Moving Stock**

- a) During the course of audit we observed that company has suspended its business operation in SEZ unit at vizag since 1<sup>st</sup> April 2017. We further noticed that there were stocks resulted in not being sold, aggregating to Rs.86,25.10 lakhs . The management has not assessed realizable value of the above said stock. In such a situation we are unable to express our opinion as to the correctness of value of the stock and also its impact on the profit / loss of the company
- b) In respect of one of its subsidiaries, Advanced Micronic Devices Ltd, we observed that there were non moving stock of Terminal and Multi Para Patient Monitors and other equipment aggregating to Rs.373.98 Lakhs. Out of which stock worth Rs 136.75 lakhs lying in the customs bonded warehouse. These non moving stocks have shelf life. Management has not assessed realizable value of above said non moving stocks



**2. Long outstanding Receivables/payables:**

- a) **In the case of holding company Opto Circuits(India) Ltd** Regarding the trade receivables amounting to Rs.22,332.98 Lakhs (includes dues Rs. 21,795.18 Lakhs more than 36 months), Trade Payables amounting to Rs.4,149.51 Lakhs ( Overseas payables Rs.1,229.48 Lakhs more than 36 months), there is no confirmation of balances available supporting the outstanding receivables and payables. Although receivables of Rs.21,795.18 Lakhs and payables of Rs.1,257.10 Lakhs over 36 months, the provisioning/ write off of such debts and write back of liabilities could not be ascertained.
- b) Similarly in the case of subsidiary Advanced Micronic Devices Limited we have also noticed bills receivable amounting to Rs 373.37 Lakhs relating to foreign branch operation were not realized for more than 360 days as on march 2017 .

The management has not made assessment about recoverability of these receivables and has not made necessary provisions for bad and doubtful debts .

- c) Further in the case of Advanced Micronic Devices Ltd bills payable amounting to Rs.1,531.80 lakhs were outstanding for more than 360 days as on 31<sup>st</sup> March 2017. The company has not obtained confirmation of balances of these creditors as on 31<sup>st</sup> March 2017. In the absence of such confirmation we are unable to certify the existence of these creditors.
- d) The Company has borrowings from State Bank of India, HDFC Bank Ltd, Yes Bank Ltd, Standard Chartered Bank Ltd and Bank of Nova Scotia Ltd, for which no provision for interest is made in the financial statements as these Banks have categorized the respective borrowings as NPA. Management is in the process of obtaining One Time Settlement (OTS) from Standard Chartered Bank Ltd, State Bank of India , Bank of Nova Scotia Ltd and HDFC Bank Ltd.
3. The Company holds investment in its subsidiary Opto Cardiac Care Limited amounting to Rs. 20,005.50 Lakhs and advances amounting to Rs. 51633.65 Lakhs and has not been able to ascertain the impairment of investments and advances in this subsidiary due to hostile takeover of its step down subsidiary (Cardiac Science Corporation Inc , USA) and the resultant pending litigation before the US Bankruptcy Courts.



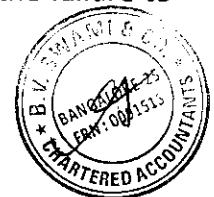
4. The company has the following short term borrowings from the banks as on the date of balance sheet:

Name of the bank	Facility	Amount (in Rs. lakhs)
Bank of Nova Scotia Ltd	working capital	11,916.00
HDFC Bank Ltd	working capital	5,047.00
State Bank of India	working capital	17,796.30
Standard Chartered Bank Ltd	working capital	21,521.78
Yes Bank Ltd	Working capital	3,043.47
<b>TOTAL</b>		<b>59,324.55</b>

Banks have classified these liabilities as irregular advances. Bank of Nova Scotia Ltd and HDFC Bank Ltd have issued winding up notices dated 03/06/2014, and 24/11/2014 respectively for recovery of the above said outstanding dues and the bankers have filed winding up petition in the Hon'ble High Court of Karnataka against the company.

State bank of India has issued Notice under SARFAESI ACT, on factory building and current assets of the company. State Bank of India has taken symbolic possession of the property at 83, Electronic City, Phase-1, Hosur Road, Bangalore and has put up notice for auctioning of the property. Subsidiary Advanced Micronic Devices Ltd has stopped its Bengaluru business operation since July 2015.

5. Opto Circuits (india) Ltd has given advance of Rs.1615.19 lakhs to its subsidiary, Advanced Micronic Devices Ltd ( holding 59% of shareholding). The subsidiary has stopped its business operation since July 2015 .In this situation it is difficult to realize this amount and company has not made necessary provision in this regard.
6. The Group Opto Cardiac Care Ltd has not consolidated subsidiary M/s. Criticare Systems (M) Sdn Bhd, Malaysia, because it has not been able to obtain the Financial Statements of the subsidiary as at the yearend date. This investment is therefore accounted for on a cost basis. Under the accounting principles generally accepted in India, the Group should have consolidated this subsidiary. Had M/s. Criticare Systems (M) Sdn Bhd been consolidated, many elements in the accompanying consolidated financial statements would have been materially affected. The effects on the consolidated financial statements of the failure to consolidate have not been determined.



**7. Impairment of Non-Current Investment/ Intangible assets**

In view of the Ind AS 36 Impairment of Assets,

- a) The investment made in step-down subsidiary company M/s. Criticare Systems Inc, USA a company which is before a Bankruptcy court, we are of the opinion that the Investments in this subsidiary is impaired, and the company has not made the provision for such Impairment loss in the books of accounts. The amount of Impairment loss not so provided in the books of accounts is Rs.38,095 Lakhs
- b) Similarly in respect of investment in step-down subsidiary company Cardiac Science Corporation Inc ,USA amounting to Rs. 40,368.34 Lakhs has become impaired. The provision for impairment has not been made in the books of accounts of the company.
- c) Similarly based on our review of the certified financials provided by the Management of the step-down subsidiary company – Eurocor GMBH, Germany, we are of the opinion that the Investments in the subsidiary is impaired, and the company has not made the provision for such Impairment loss in the books of accounts. The amount of Impairment loss not so provided in the books of accounts is Rs.4,873.67 Lakhs
- d) The management of the company as group has to demonstrate how the Intangible Asset will generate the probable future economic benefits, also has to allocate the resources to complete, use and obtain the benefit from the Intangible Asset. As per the representations received from the company's Management, the management was not able to allocate any resource due to non availability of Financials resources. Hence, we are unable to comment on the carrying value of Rs.27123.60 Lakhs of such Intangible asset as detailed below .

Name of the company	Carrying value of intangible assets (Rs. in lakhs)
Opto Circuits (India) Ltd	10,210.43
Opto Cardiac Care Ltd(group)	7,453.00
Opto Eurocore Health Care Ltd(Group)	9,460.17
TOTAL	27,123.60





9. We also observed that one of its subsidiary Advanced Micronic Devices Ltd has a branch at USA. This branch has not been audited by any other independent auditors for any financial year and also the company has not produced any records for verification to check the correctness of the entries. These entries are certified by management, where in the branch share of assets are Rs. 408.87 Lakhs .Our report in so far it relates to the amount included in respect of the branch is based solely on financial statements certified by the branch management. In the absence of independent audit, we are unable to comment on correctness of unaudited results of the mentioned branch.

10. According to the information and explanation given to us and on the basis of our examination of books of account we observed , Advanced Micronic Devices Ltd has defaulted in payment of Rs.326.57 lakhs towards full and final settlement of their employees as on 31.03.2017. Further we also noticed that some of the ex employees filed petition for winding up in the Court for recovery of their outstanding dues which is yet to admitted in the High Court.

11. As per the information available from the income tax website, In the case of subsidiary Advanced Micronic Devices Ltd an amount of Rs. 6.47 Lakhs remains as unpaid demand which is not reconciled with the unaccounted payments made by the company

13. Loans and Advances in violation of the provisions of section 186 of the companies Act 2013

- a. One of its subsidiary Devon Innovations Pvt Ltd has out standing advance receivable from its holding company Opto Circuits(India) Ltd a sum of Rs. 1,496.21 lakhs.
- b. Similarly subsidiary Opto Infrastructure Ltd has outstanding its holding company M/s. Opto Circuits (India) Limited and fellow subsidiary Advance Micronics Devices Limited, a sum of Rs.5,574 Lakhs in violation of the provisions section 186 of the Companies Act 2013.

### **Qualified Opinion**

Subject to the above qualifications, in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the reports of the other auditors referred to in paragraph below:

- (i) The statement includes results of the following subsidiaries- Advanced Micronic Devices Ltd , Medicaid Inc USA , Opto Cardiac Care Ltd, Opto Eurocore Health care Ltd , Opto Infrastructure ltd, Devon Innovations pvt ltd , Ormed medical technology Ltd .



- (ii) The statement together with the notes thereon are presented in accordance with the requirements prescribed under the listing regulation in this regard and
- (iii) The annual consolidated audited results for the year ended March 31, 2017 as set out in the statement gives a true and fair view of the net loss (including other comprehensive income/loss ) and other financial information for the year ended March 31, 2017 in accordance with the accounting principles generally accepted in India.

### **Emphasis of Matters**

1. Company along with its step down subsidiary( Cardiac Science Corporation) had borrowed funds from DBS Bank Ltd . In the year 2014-15 the said loan was restructured and as part of the said process Rs.12,678.41 lakhs borrowed by the company was also restructured. As per the terms of the agreement with DBS Bank Ltd , upon default by step down subsidiary ( Cardiac Science Corporation) the bank exercised their rights and assigned the debts to a third party and also exercised proxy voting rights to take management control of the company . As a result of this the loan borrowed by the company to the tune of Rs. 12,678.41 lakhs lacs stands extinguished. DBS Bank have objected to the stand taken by the Company and also want to classify the loan as red flagged account and recommended for a forensic audit. The bank also have convened a Joint Lender Forum on the above matter.

The Company has raised objections to the stand taken by DBS Bank and moved the Court and obtained Injunction Order [ Under Order F.R. NO: O.S. /292/2017 dated 06<sup>th</sup> March, 2017 from the Hon'ble City Civil Court restraining the Bank [ DBS bank] from

A]declaring the Company as Wilful defaulters ,

B] Classifying the company's loan account as sub standard or red flagged account

C] appointing/ conducting any forensic audit in the precincts of the company.

The Company also made a claim of USD 160.82 Million against DBS Bank Ltd vide its letter dated 24<sup>th</sup> January, 2017 and this claim is part of the above petition filed before the Hon'ble Court by the Company and that the matter is before the Court. Since matter is sub-judice , we cannot express our opinion on the above matter and its impact on financial liability.

2. We draw your attention regarding the figures for the quarter ended March 31, 2017, which are the balancing figures 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 subjected to limited review by us.



3. The Group has not consolidated subsidiary M/s , Opto Circuits(Malaysia) and Criticare Systems ( Malaysia) SDN BHD because it has not been able to obtain the Financial Statements of the subsidiary as at the yearend date. This investment is therefore accounted for on a cost basis. Under the accounting principles generally accepted in India, the Group should have consolidated this subsidiaries. Had Opto Circuits(Malaysia) and Criticare Systems ( Malaysia) SDN BHD had been consolidated, many elements in the accompanying consolidated financial statements would have been materially affected. The effects on the consolidated financial statements of the failure to consolidate have not been determined.

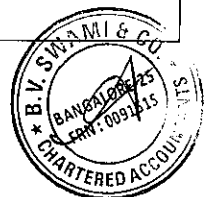
4) Below mentioned audited financial statements which have been audited by other independent auditors and unaudited financial statements of subsidiaries and step-down subsidiaries have been consolidated.

**Audited financial statements:**

Name	Relationship with the Opto Circuits(India) Ltd	Contribution Towards Assets	Contribution Towards Revenue
		(Rs in Lakhs)	(Rs in Lakhs)
Opto Cardiac Care Ltd	Subsidiary.	105,749.51	406.18
Opto Eurocor Health Care Ltd	Subsidiary.	26,644.50	51.83
Opto Infrastructure Ltd	Subsidiary.	27,788.44	NIL
Altron Hotels Pvt Ltd (Subsidiary of Opto Infrastructure Ltd)	Step-Down Subsidiary.	3,831.83	NIL
Ormed Technologies Pvt ltd	Subsidiary.	536.26	503.26
Devon Innovation Pvt ltd	Subsidiary.	2,217.28	828.60
<b>Total (a)</b>		<b>166,767.82</b>	<b>1789.87</b>

**Unaudited financial statements**

Name	Relationship with the Opto Circuits(India) Ltd	Contribution Towards Assets	Contribution Towards Revenue
------	--	-----------------------------	------------------------------



		(Rs in Lakhs)	(Rs in Lakhs)
MediaidInc U.S.A	Subsidiary	30,521.13	668.01
Eurocor Asia SdnBhd, (subsidiary Of Opto Eurocor health care ltd)	Step-Down Subsidiary.	35,641.18	NIL
Eurocor Singapore Pte Ltd, (subsidiary Of Opto Eurocor health care ltd)	Step-Down Subsidiary	25,217.09	NIL
EurocorGmbh Group, (subsidiary Of Opto Eurocor health care ltd)	Step-Down Subsidiary	31,833.90	5675.20
CSI/CTI, USA,( subsidiary Of Opto Cardiac care ltd)	Step-Down Subsidiary.	7,510.80	3127.2
Unitexs Vascular Inc.,USA, (Subsidiary Of Opto Cardiac care ltd)	Step-Down Subsidiary.	5,044.91	5285.57
<b>Total (b)</b>		<b>135,769.01</b>	<b>14755.98</b>
<b>Grand Total (a+b)</b>		<b>302,536.83</b>	<b>16545.85</b>

To sum up, above mentioned subsidiaries reflects total assets and total revenue as against the consolidated total assets and total revenue as mentioned below:

	Audited Financial statements (Rs. in Lakhs)	Unaudited financial statements (Rs. in Lakhs)	Consolidated financial statements (Opto circuits(india) Ltd group) (Rs. in Lakhs)
Revenue	1,789.87	14,755.98	16,545.85
Assets	166,767.82	135,769.01	302,536.83



We have relied on the below unaudited financial statements of subsidiaries

1. MediaidInc U.S.A ,2.Eurocor Asia Sdn Bhd,3.Eurocor Singapore Pte Ltd, 4.Eurocor Plond SpZoo, and Eurocor GmbH.

These unaudited financial statements as approved by the respective Chief executive officers/key management personnel of these Companies have been furnished to us by the management and our report in so far it relates to the amount included in respect of the subsidiaries is based solely on such approved unaudited financial statements and in the absence of independent audit we are unable to comment on the correctness of unaudited results of the above mentioned companies.

We did not audit the financial statements of 6 Indian subsidiaries/step down subsidiaries included in the statement whose financial statements reflect total assets of Rs. 166767.82 lakhs as at March 31 2017 and total revenue of Rs.1789.87 lakhs and Rs.11467.86 lakhs net loss for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the financial results to the extent they have been derived from such financial statement is based solely on the report of such auditor.

Certain of these subsidiaries are located outside india whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have not been audited under generally accepted auditing standards applicable in their respective countries The Parent company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted india.The conversion adjustments are made by the parent companies management our opinion in so far as it relates to balance and affairs of such subsidiaries located out side india is based on financial statements as approved by the respective Chief executive officers/key management personnel of these Companies.

The consolidated financial results for the year ended March 31 2016 are based on the previously audited consolidated financial results prepared in accordance with the companies ( Accounting standard) Rules 2006 as adjusted for the differences in the accounting principles adopted by the company on transition to Ind AS which have been audited by us .



## **B.V. Swami & Co.,**

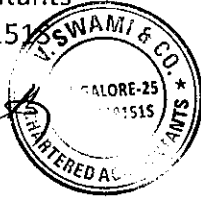
The statement dealt with this report has been prepared for the express purpose of filing with Stock Exchanges. This statement is based on and should be read with the audited financial statements for the year ended March 31<sup>st</sup> 2017 on which we issued an Qualified audit opinion vide our report dated 30<sup>th</sup> May 2017.

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

### **Restriction on use**

This report is addressed to the Board of Directors of the Parent Company and has been prepared for and only for the purposes set out in paragraph above. This report should not be otherwise used by any other party for any other purpose.

For B V Swami & Co.,  
Chartered Accountants  
Firm Reg.No.009151



*Amaranath.A.*

Amaranath.A.

Partner

Membership Number :213629

**OPTO CIRCUITS (INDIA) LIMITED.**

Regd. Office : Plot # 83, Electronic City, Hosur Road, Bangalore - 560 100.

**AUDITED FINANCIAL RESULTS FOR THE QUARTER/PERIOD ENDED 31ST MARCH, 2017  
STANDALONE**

Rs. in Lacs except  
Shares & EPS

Sl. No.	PARTICULARS	Quarter Ended			Period Ended	
		31-Mar-2017 (Audited)	31-Dec-2016 (Un-Audited)	31-Mar-2016 (Audited)	31-Mar-2017 (Audited)	31-Mar-2016 (Audited)
1.	<b>Income from Operations</b>					
(a.)	Net sales/income from operations	963.42	1,229.63	898.83	5,038.01	7,667.15
(b.)	Other operating income	-	-	-	-	-
	<b>Total income from operations (1)</b>	<b>963.42</b>	<b>1,229.63</b>	<b>898.83</b>	<b>5,038.01</b>	<b>7,667.15</b>
2.	<b>Expenses</b>					
(a.)	Cost of materials consumed	572.60	613.09	418.92	2,252.60	3,311.15
(b.)	Purchases of stock-in-trade	-	-	-	-	-
(c.)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(503.94)	93.16	25.25	(270.31)	144.79
(d.)	Employee benefits expense	213.46	201.93	228.11	820.53	977.96
(e.)	Depreciation and amortisation expense	191.50	229.32	241.33	879.45	949.60
(f.)	Other expenses	253.80	187.39	447.73	735.09	887.61
	<b>Total Expenses (2)</b>	<b>727.42</b>	<b>1,324.89</b>	<b>1,361.34</b>	<b>4,417.36</b>	<b>6,271.11</b>
3.	<b>Profit from Operations before Other Income, Finance costs &amp; Exceptional Items (1-2)</b>	<b>236.00</b>	<b>(95.26)</b>	<b>(462.51)</b>	<b>620.65</b>	<b>1,396.04</b>
4.	Other Income	14.63	3.19	220.11	16.99	0.36
5.	Profit from ordinary activities before Finance costs & Exceptional Items (3+4)	250.63	(92.07)	(242.40)	637.64	1,396.40
6.	Finance Cost	108.45	218.99	-	785.21	3,151.68
7.	Profit from ordinary activities after Finance costs but before Exceptional Items (5-6)	142.19	(311.06)	(242.40)	(147.57)	(1,755.28)
8.	Exceptional Items	2,292.62	4,043.00	-	36,256.56	-
9.	Profit from ordinary activities before Tax (7+8)	(2,150.44)	(4,354.06)	(242.40)	(36,404.14)	(1,755.28)
10.	Tax Expenses	-	-	-	-	46.58
11.	<b>Net Profit/(Loss) from ordinary activities after tax (9-10)</b>	<b>(2,150.44)</b>	<b>(4,354.06)</b>	<b>(242.40)</b>	<b>(36,404.14)</b>	<b>(1,801.86)</b>
12.	<b>Other comprehensive income</b>					
	Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of the net defined benefit liability/asset	-	-	-	-	-
	Equity instruments through other comprehensive income	-	-	-	-	-
	Items that will be reclassified subsequently to profit or loss	-	-	-	-	-
	<b>Total other comprehensive income, net of taxes</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
13.	<b>Total comprehensive income for the period and comprising profit/(Loss) and other comprehensive income for the period (11 + 12)</b>	<b>(2,150.44)</b>	<b>(4,354.06)</b>	<b>(242.40)</b>	<b>(36,404.14)</b>	<b>(1,801.86)</b>
14.	Paid up Equity Share Capital (Face value of each share is Rs.10)	24,231.94	24,231.94	24,231.94	24,231.94	24,231.94
15.	Reserves excluding Revaluation Reserves as per Balance Sheet of Previous accounting year	-	-	-	-	-
16.	<b>Earnings Per Share (EPS) - Rs. per share</b>					
	- Basic	(0.89)	(1.80)	(0.10)	(15.02)	(0.74)
	- Diluted	(0.89)	(1.80)	(0.10)	(15.02)	(0.74)
17.	<b>Public Shareholding</b>					
	- No. of shares.	175,196,945	173,873,517	173,798,517	175,196,945	173,798,517
	- Percentage of share holding	72.30%	71.75%	71.72%	72.30%	71.72%
18.	<b>Promoter and Promoter Group Share Holding</b>					
a.	Pledged/Encumbered					
	- No. of shares.	NIL	NIL	NIL	NIL	NIL
	-Percentage of Shares (as a Percentage of the total share holding of promoter and promoter group)	NIL	NIL	NIL	NIL	NIL
	-Percentage of Shares (as a Percentage of the total share capital of the company)	NIL	NIL	NIL	NIL	NIL
b.	Non-Encumbered					
	- No. of shares.	67,122,462	68,445,890	68,520,890	67,122,462	68,520,890
	-Percentage of Shares (as a Percentage of the total share holding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
	-Percentage of Shares (as a Percentage of the total share capital of the company)	27.70	28.25	28.28	27.70	28.28

\* EPS for the previous quarter and corresponding period has been restated.

1 Results for the quarter and year ended 31st march 2017 are in compliance with Indian Accounting Standards (IND AS) notified by the Ministry of corporate affairs. Accordingly, Results for the quarter and the year ended 31st March 2016 have been restated to comply with Ind AS to make those comparable. The Reconciliation of net profit and reserves between Ind AS and erstwhile Indian GAAP is as below

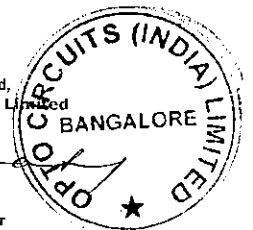
Nature of adjustment	Quarter ended	Year ended
	31.03.2016	31.03.2016
Net profit as per erstwhile Indian GAAP		
Changes due to implementation of Ind AS	(242.40)	(1,801.86)
Net profit as per Ind AS	(242.40)	(1,801.86)

Nature of adjustment	Year ended
	31.03.2016
Reserves as per erstwhile Indian GAAP	1.02
Changes due to implementation of Ind AS	-
Reserves as per Ind AS	1.02

- The above Standalone Audited Financial Results have been reviewed by the Audit Committee and approved by the Board of Directors held on May, 30, 2017.
- The Statutory Auditors have conducted the audit of the Standalone financial results and rendered the audit report on the same. The Statutory auditors have also completed the audit of comparative corresponding previous quarter and year ended 31.03.2016 restated as per IND AS.
- The Company has only one Business Segment i.e. Healthcare.
- Figures of the previous quarter/Year have been regrouped/reclassified wherever necessary, to make it comparable.

By Order of the Board,  
For Opto Circuits (India) Limited

*G.C. Somadas*  
G.C. Somadas  
Managing Director



Place: Bangalore  
Date : 30.05.2017

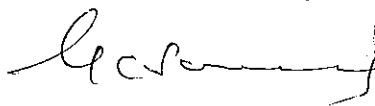
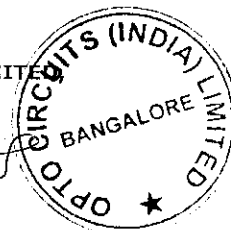
**OPTO CIRCUITS (INDIA) LIMITED.**
**Standalone**
**Rs in Lakhs**
**Statement of Assets and Liabilities**

	As at	As at
	31.03.2017	31.03.2016
	Audited	Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	7,761.10	8,498.49
Capital work-in-progress	7.00	-
Investment Property	-	-
Goodwill	-	-
Other Intangible Assets	-	-
Intangible assets under development	10,210.43	10,210.43
Financial assets		
Investments	38,166.46	38,166.46
Trade Receivables	21,795.18	59,897.21
Loans	74,649.82	59,702.95
Other financial assets	58.90	59.44
Deferred tax assets (net)	5.95	5.95
Other non-current assets	1,882.11	1,750.18
<b>Total Non - current assets</b>	<b>154,536.95</b>	<b>178,291.11</b>
<b>Current assets</b>		
Inventories	10,803.64	28,098.68
Financial assets		
Investments	-	-
Trade receivables	537.80	80.39
Cash and cash equivalents	0.51	5.01
Bank Balances	77.98	271.03
Loans	440.81	14,909.47
Other financial assets	-	-
Current Tax Assets	3,692.30	3,995.68
Other current assets	117.68	171.76
<b>Total current assets</b>	<b>15,670.72</b>	<b>47,532.03</b>
<b>Total Assets</b>	<b>170,207.67</b>	<b>225,823.15</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	24,231.94	24,231.94
Other equity	65,000.29	102,465.09
<b>Total equity</b>	<b>89,232.23</b>	<b>126,697.03</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
Borrowings	5,290.39	5,161.12
Trade Payables	3,349.98	8,765.52
Other financial liabilities	-	-
Provisions	-	-
Deferred tax liabilities (net)	-	-
Other non-current liabilities	-	-
<b>Total non - current liabilities</b>	<b>8,640.38</b>	<b>13,926.64</b>
<b>Current liabilities</b>		
Financial liabilities		
Borrowings	65,304.34	65,017.76
Trade payables	762.27	14,024.62
Other financial liabilities	5,702.97	5,711.81
Other current liabilities	463.91	337.55
Provisions	101.57	107.73
Income tax liabilities (net)	-	-
<b>Total current liabilities</b>	<b>72,335.07</b>	<b>85,199.47</b>
<b>Total equity and liabilities</b>	<b>170,207.67</b>	<b>225,823.15</b>

**Notes**

- Figures have been regrouped/reclassified wherever necessary, to make it comparable.
- The Standalone results of the company for the said quarter/Period is available on the company's website [www.optoindia.com](http://www.optoindia.com) and also on BSE and NSE websites.

By Order of the Board,  
For OPTO CIRCUITS (INDIA) LIMITED

PLACE: BANGALORE  
Date : 30.05.2017

G.C.Somadas  
MANAGING DIRECTOR





Ref. : The Board of Directors  
Opto Circuits (India) Limited  
Bangalore

Date : 30.05.2017

**Independent Auditors Report on the stand alone financial results.**

1. We have audited the financial results of Opto Circuits ( India) Limited for the year ended march 31, 2017 ( the results) which are included in the accompanying statement of Financial results for the Quarter and year ended March 31 2017 and Balance Sheet as at March 31 2017 together with the notes thereon (the statement) , being submitted by the Company pursuant to the requirement of regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (the Listing Regulations) 2015, as modified by Circular No CIR/CFD/FAC/62/2016 dated July 5,2016 .

**Management's responsibility for the statements**

2. The company's management is responsible for the preparation of the accompanying statement. The management is also responsible for preparation of annual statutory Ind AS financial statements in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the companies (Indian Accounting Standard) rules, 2015 (as amended) under section 133 of the Companies act, 2013 (the Act), which is approved by the board of directors, on basis of which the above statement containing the annual audited financial results has been prepared. The responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the statement that is free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the statement based on our audit. 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 require that we comply



# **B.V. Swami & Co.,**

## **Chartered Accountants**

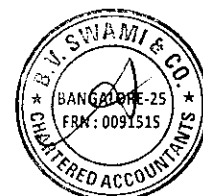
with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the statement, The procedures selected depends on the auditors' judgment, including the assessment of the risks of material misstatement of the statement, whether due to fraud or error. In making those risk assessment, the auditors consider internal control relevant to the entity's preparation and fair presentation of the statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriating of accounting polices used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the statement.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **BASIS FOR QUALIFIED OPINION**

We draw your attention:

- a) Regarding the trade receivables amounting to Rs.22,332.98 Lakhs (includes dues Rs. 21,795.18 Lakhs more than 36 months), Trade Payables amounting to Rs.4,149.51 Lakhs ( Overseas payables Rs.1,229.48 Lakhs more than 36 months), there is no confirmation of balances available supporting the outstanding receivables and payables. Although receivables of Rs.21,795.18 Lakhs and payables of Rs.1,257.10 Lakhs over 36 months, the provisioning/ write off of such debts and write back of liabilities could not be ascertained.
- b) During the course of audit we observed that company has suspended its business operation in SEZ unit at vizag since 1<sup>st</sup> April 2017. We further noticed that there were stocks resulted in not being sold, aggregating to Rs.86,25.10 lakhs . The management has not assessed realizable value of the above said stock. In such a situation we are unable to express our opinion as to the correctness of value of the stock and also its impact on the profit / loss of the company.
- c) The Company has borrowings from State Bank of India, HDFC Bank Ltd, Yes Bank Ltd, Standard Chartered Bank Ltd and Bank of Nova Scotia Ltd, for which no provision for interest is made in the financial statements as these Banks have categorized the respective borrowings as NPA. Management is in the process of obtaining One Time Settlement (OTS) from Standard Chartered Bank Ltd, State Bank of India , Bank of Nova Scotia Ltd and HDFC Bank Ltd.



# **B.V. Swami & Co.,**

## **Chartered Accountants**

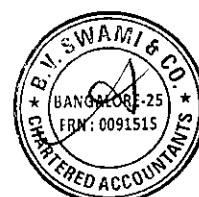
- d) The Company holds investment in its subsidiary Opto Cardiac Care Limited amounting to Rs. 20,005.50 Lakhs and advances amounting to Rs. 51633.65 Lakhs and has not been able to ascertain the impairment of investments and advances in this subsidiary due to hostile takeover of its step down subsidiary (Cardiac Science Corporation Inc , USA) and the resultant pending litigation before the US Bankruptcy Courts.
- e) The company has the following short term borrowings from the banks as on the date of balance sheet:

Name of the bank	Facility	Amount
Bank of Nova Scotia Ltd	working capital	(in Rs. lacs) 11916.00
HDFC bank Ltd	working capital	5047.00
State Bank of India	working capital	17796.30
Standard Chartered Bank Ltd	working capital	21521.78
Yes Bank Ltd	Working capital	3043.47
<b>TOTAL</b>		<b>59324.55</b>

Banks have classified these liabilities as irregular advances. Bank of Nova Scotia Ltd and HDFC Bank Ltd have issued winding up notices dated 03/06/2014, and 24/11/2014 respectively for recovery of the above said outstanding dues and the bankers have filed winding up petition in the Hon'ble High Court of Karnataka against the company.

State bank of India has issued Notice under SARFAESI ACT, on factory building and current assets of the company. State Bank of India has taken symbolic possession of the property at 83, Electronic City, Phase-1, Hosur Road, Bangalore and has put up notice for auctioning of the property.

- f) Opto Circuits (india) Ltd has given advance of Rs.1,615.19 lakhs to its subsidiary, Advanced Micronic Devices Ltd ( holding 59% of shareholding). The subsidiary has stopped its business operation since July 2015 .In this situation it is difficult to realize this amount and company has not made necessary provision in this regard.



# **B.V. Swami & Co.,**

**Chartered Accountants**

- g) In view of the Ind AS 36 Impairment of Assets, the management of the company has to demonstrate how the Intangible Asset will generate the probable future economic benefits, also has to allocate the resources to complete, use and obtain the benefit from the Intangible Asset. As the company's Management has not allocated any resource allocations/commitments during the year and in the absence of providing the report containing the future economic benefits, we are unable to comment on the carrying value of Rs.10,210.43 /- lakhs of such Intangible asset.

## **Qualified Opinion**

Subject to the above qualifications, in our opinion and to the best of our information and according to the explanation given to us:

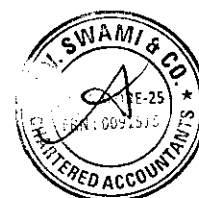
- i) the statement together with the notes thereon are presented in accordance with the requirements of the Listing Regulation in this regard and
- ii) The Annual Audited Results for the year ended March 31, 2017 as set out in the statement gives a true and fair view of the net loss (including other comprehensive income/loss) and other financial information for the year ended march 31.2017 in accordance with the accounting principles generally accepted in India.

## **Emphasis of Matter**

1. Company along with its step down subsidiary (Cardiac Science Corporation) had borrowed funds from DBS Bank Ltd. In the year 2014-15 the said loan was restructured and as part of the said process Rs.12678.41 lakhs borrowed by the company was also restructured. As per the terms of the agreement with DBS Bank Ltd , upon default by step down subsidiary ( Cardiac Science Corporation) the bank exercised their rights and assigned the debts to a third party and also exercised proxy voting rights to take management control of the company . As a result of this the loan borrowed by the company to the tune of Rs. 12678.41 lakhs lacs stands extinguished. DBS Bank has objected to the stand taken by the Company and also want to classify the loan as red flagged account and recommended for a forensic audit. The banks also have convened a Joint Lender Forum on the above matter.

The Company has raised objections to the stand taken by DBS Bank and moved the Court and obtained Injunction Order [ Under Order F.R. NO: O.S. /292/2017 dated 06<sup>th</sup> March, 2017 from the Hon'ble City Civil Court restraining the Bank [ DBS bank] from

A) Declaring the Company as Willful defaulters,



# **B.V. Swami & Co.,**

## **Chartered Accountants**

- B] Classifying the company's loan account as sub standard or red flagged account
- C] Appointing/ conducting any forensic audit in the precincts of the company.

The Company also made a claim of USD 160.82 Million against DBS Bank Ltd vide its letter dated 24<sup>th</sup> January, 2017 and this claim is part of the above petition filed before the Hon'ble Court by the Company and that the matter is before the Court. Since matter is sub-judice , we cannot express our opinion on the above matter and its impact on financial liability.

2. We draw your attention regarding the figures for the quarter ended March 31, 2017, which are the balancing figures 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 subjected to limited review by us.

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

### **Other Matter**

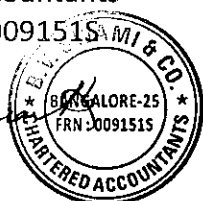
The statement dealt with this report has been prepared for the express purpose of filing with Stock Exchanges. This statement is based on and should be read with the audited financial statements for the year ended March 31<sup>st</sup> 2017 on which we issued qualified audit opinion vide our report dated 30<sup>th</sup> May 2017.

### **Restriction on use**

This report is addressed to the Board of Directors of the Company and has been prepared for and only for the purposes set out in paragraph above. This report should not be otherwise used by any other party for any other purpose.

For B V Swami & Co.,  
Chartered Accountants  
Firm Reg.No.0091515





Amaranath.A.

Partner

Membership Number:213629