



STERLING INTERNATIONAL ENTERPRISES LIMITED

Regd. Office : 43, Atlanta Building, Nariman Point, Mumbai - 400 021.
Tel. : +91-22-6630 6732, 6630 6733 • **Fax :** +91-22-2204 1954
CIN : L72300MH2003PLC142575

September 4, 2017

To,
BSE Limited
25th Floor, Phizore Jeejeebhoy Towers,
Dalal Street, Mumbai-400001,
Maharashtra, India
Company Code :508998

Sub: Notice of 33rd Annual General Meeting of the Company and Annual Report

Dear Sir/Madam,

This is to inform you that the 33rd Annual General Meeting of the members of the Company will be held on Wednesday, the 27th Day of September, 2017 at 09:00 a.m. at Sheetal- I Hall, Land Mark, Link Road , Mith Chowkey, Malad (West) , Mumbai - 400 064, Maharashtra, India.

We have attached herewith soft copy of the Annual Report for the financial year 2016-17.

We request you to kindly take the same on records.

**Thanking You,
Yours Faithfully,
Sterling International Enterprises Limited**

Rajbhushan Dixit
Director
(DIN-00025484)

33RD ANNUAL REPORT
2016-17



STERLING

INTERNATIONAL ENTERPRISES LIMITED

Translating Growth into Success



33RD
ANNUAL
REPORT
2016-2017

STERLING INTERNATIONAL ENTERPRISES LIMITED

(CIN : L72300MH2003PLC142575)

REGISTERED OFFICE:

43, Atlanta Building, Nariman Point, Mumbai - 400 021, Maharashtra, India
EMAIL : sinternational8@gmail.com | **WEBSITE** : www.sterinternational.com

	Page No.
Board of Directors:	
Mr. Rajbhushan Dixit	
Mrs. Mayuri Patel	
Mr. Nitin Sandesara	
Mr. Chetan Sandesara	
Mr. Ronald D'souza	
Bankers:	
Allahabad Bank	
Andhra Bank	
Axis Bank	
HDFC Bank	
The Catholic Syrian Bank	
Statutory Auditor	
H. S. Hathi & Co. [Chartered Accountants]	
Registered Office:	
43, Atlanta Building, Nariman Point, Mumbai - 400 021, Maharashtra, India	
Registrar & Share Transfer Agent (RTA)	
Link Intime India Pvt. Ltd	
C-101, 1 st Floor, 247 Park, Lal Bahadur Shashtri Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.	
Website	
www.sterinternational.com	
E Mail ID	
sinternational8@gmail.com	
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33rd ANNUAL GENERAL MEETING

Wednesday, September 27, 2017 Time : 9:00 a.m.

at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (W), Mumbai – 400 064, Maharashtra, India.

NOTICE

Dear Members,

Notice is hereby given that the 33rd Annual General Meeting of “**Sterling International Enterprises Limited**” will be held at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai – 400 064, Maharashtra, India on Wednesday, the 27th day of September 2017 at 9:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chetan Sandesara (DIN 00255671), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Mukesh & Associates Chartered Accountants (Firm Registration No.106599W), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act') and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, M/s. Mukesh & Associates Chartered Accountants (Firm Registration No.106599W), be and are hereby appointed as Statutory Auditors of the Company, for a term of five (5) consecutive years to hold office from the conclusion of this 33rd Annual General Meeting ('AGM') of the Company until the conclusion of the 38th AGM, (Subject to ratification of their appointment by the Members at the every AGM, if so required under the Act), on a remuneration as may be mutually agreed between the Board of Directors and the Auditors."

By Order of the Board
For Sterling International Enterprises Limited

Place : Mumbai
Date : May 29, 2017

Nitin Sandesara
Director
(DIN 00255496)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.**
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting
3. The relevant details of Directors seeking re-appointment, as required under Regulations 36(3) of the Securities and Exchange Board of India (listing Obligations and Disclosure requirements) Regulation, 2015 (the “Listing Regulation”) are annexed herewith.
4. The Company has notified closure of Register of Members and the Share Transfer Books from Wednesday, September 20, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. Member can avail of the facility of nomination in respect of securities held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Member desiring to avail of this facility may send their nomination in the prescribed form duly filled –in to our RTA agent by quoting their folio number.
6. Corporate Members intending to send their Authorised Representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representatives(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
7. Shareholder seeking any information with regard to financial statements are requested to write to the Company at least ten days before the meeting so as to enable the management to keep information ready.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish a copy of PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
10. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA, for consolidation into a single folio.
11. The relevant documents referred to in the accompanying Notice of Meeting are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 01:00 p.m. upto the date of this Meeting.

12. Members are entitled to hold their shares in dematerialized (“Demat”) form. Those Members who are holding shares in physical form are requested to dematerialize their shares by approaching any of the Depository Participant(s). in case any Members wishes to dematerialize his/her/its shares and needs any assistance, he/she/it may write to the Registrar & Transfer Agents of the Company at rnt.helpdesk@linkintime.co.in
13. Electronic copy of the Annual Report for financial year 2016-17 and the Notice of 33rd Annual General Meeting (“AGM”) along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for financial year 2016-17 and the Notice along with Attendance slip and Proxy form are being sent by the permitted mode. **To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depositories.**
14. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.sterinternational.com and also available on website of the BSE Limited.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
16. A route map showing directions to reach the venue of the 33rd Annual General Meeting is annexed.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice.
18. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 20, 2017, may cast their vote electronically. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat this notice as intimation only.

19. Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter. The voting right of shareholders shall be in proportion of their share (In the paid up equity share capital of the Company) as on the cut-off date, being Wednesday, September 20, 2017. The voting period will commence on Sunday, September 24, 2017 at 9:00 am (IST) and will end at 05:00 pm (IST) on Tuesday, September 26, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 20, 2017 may cast their vote electronically.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Wednesday, September 20, 2017, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting by 05:00 p.m on Tuesday, September 26, 2017.

The Company has appointed Mr. Jay Pandya, Advocate to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The Shareholder should log on to the e-voting website www.evotingindia.com.
- (ii) Now click on shareholders to cast your votes.
- (iii) Now Enter your User ID
 - a) For Members holding shares in De mat form:**
 - For CDSL: 16 digits beneficiary ID and
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - b) For Members holding shares in Physical form:**
 - Enter Folio Number registered with the Company.
- (iv) Next enter the Image verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holdings shares in Demat Form and Physical Form	
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on address label/sticker affixed on the back page of the Annual Report.
DOB	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.
Please enter DOB or dividend bank details in order to login. If the details are not recorded with the depository or Company, please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iii).	

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) Click on the EVSN for the relevant '**Sterling International Enterprises Limited**' for which you choose to vote.
- (x) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the password then 'Enter' the User ID and the image verification code and click on Forgot Password & Enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians.
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XVII) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Sterling International Enterprises Limited
Nitin Sandesara
Director
(DIN 00255496)

Place : Mumbai
Date : May 29, 2017

STERLING INTERNATIONAL ENTERPRISES LIMITED**ANNEXURE TO THE NOTICE DATED MAY 29, 2017**

Details of the director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

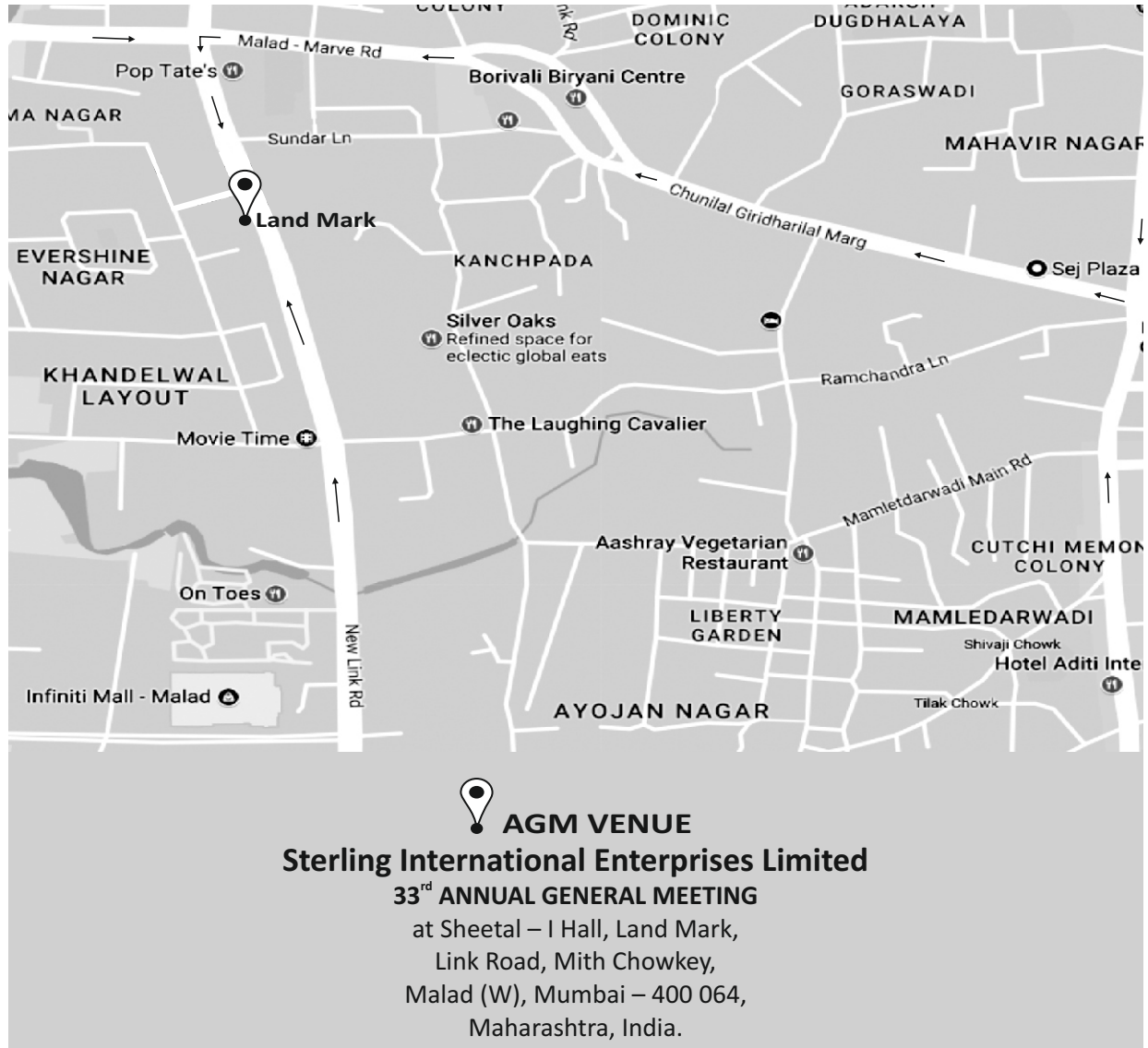
Name the Director	Mr. Chetan Sandesara
Director's Identification Number (DIN)	00255671
Age	54 Years
Qualification	Bachelor of Commerce
Nature of Expertise in specific Functional area	Mr. Chetan Sandesara is a Commerce Graduate and has over 28 years of industry experience in tea, SEZ, port, real estate and machine tools business. He is responsible for the Company's projet implementation and day-to-day management.
Name of the Listed Companies in which he holds Directorship	Sterling Biotech Limited Sterling International Enterprises Limited
Relationship with other Directors	Mr. Chetan Sandesara is brother of Mr. Nitin Sandesara

Notes: Information pertaining to remuneration paid to the Directors who are being re-appointed and the number of Board Meetings attended by them during the year 2016-17 are provided in the Corporate Governance Report.

By Order of the Board
For Sterling International Enterprises Limited
Nitin Sandesara
Director
(DIN 00255496)

Place : Mumbai
Date : May 29, 2017

AGM ROUTE MAP



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2017.

The Financial year of the Company in the previous year has been changed from July -June to April-March in line with the provision of the Companies Act, 2013, which prescribe a uniform financial year. Accordingly, Previous year's Annual Accounts and Report of the Company are for a period of nine months from July 1, 2015 to March 31, 2016. The figures for the previous year of 15 months ended on March 31, 2016, are not comparable with current year of 12 months ended on March 31, 2017 a period of twelve months.

FINANCIAL RESULTS FOR THE YEAR ENDED ON MARCH 31, 2017

(₹ in Lacs.)

Particulars	Year ended on	9 Months ended	Year ended on	9 Months ended
	March 31, 2017	on March 31, 2016	March 31, 2017	on March 31, 2016
	Consolidated Results		Standalone Results	
	2016-17	2015-16	2016-17	2015-16
Income from Operations	46,337.19	43,959.67	122.80	115.36
Other Income	1.35	30.12	1.35	30.12
Total Income	46,338.55	43,989.79	124.15	145.48
Earning before Depreciation, Interest & Tax	19,752.69	20,099.90	43.54	75.05
Less : Depreciation	27,876.03	20,693.98	40.14	35.36
Interest	2,485.65	1,421.58	0.00	0.00
Profit / (Loss) Before Tax	(10,608.99)	(2,015.64)	3.40	39.69
Provision for Taxation	(28.77)	(18.15)	(28.77)	(18.15)
Net Profit / (Loss) for the year	(10,580.22)	(1,997.49)	32.17	57.84

Note: The Company has prepared the financial statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013. The Company has adopted the Indian Accounting Standards (Ind AS) from 1st April, 2016. The comparative financial information of the Company for a period of nine months from July 01, 2015 to March 31, 2016 have also been restated to comply with Ind AS.

OPERATIONS

The total income of the Company on standalone basis in the current year has been ₹ 124.15 Lacs against ₹ 145.48 Lacs previous year. The Total income of the Company on the consolidated basis in the current year has been ₹ 46,338.55 Lacs against ₹ 43,989.79 Lacs. The Company's Substantial Investment is in the overseas subsidiaries, which are in the business of Oil related activities. The Major Income of the Company is due to the operations of the subsidiaries in Oil related activities, which are reflected in the Consolidated Financial Statements.

DIVIDEND & TRANSFER TO RESERVE

Directors have not recommended payment of any dividend for the year under review with a view to the conserve the resources and also no amount is proposed to be transferred to the reserves.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2017 was ₹ 271,403,068 divided into 271,403,068 Equity Shares of ₹ 1/- each. There has not been any change in the Equity Share Capital of the Company during the Financial Year ended on March 31, 2017.

MEETINGS OF THE BOARD

Six Board Meetings were held during the financial year ended March 31, 2017. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has constituted following committees of Directors to deal with matters and monitor the activities falling within the respective terms of reference:-

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The details of the membership, terms of reference and attendance at the meetings of the above Committees of the Board are provided in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

DIRECTORS

Pursuant to Section 152 of the Companies Act, 2013, Mr. Chetan Sandesara, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. The board recommends his re-appointment.

DECLARATION OF INDEPENDENCE BY DIRECTOR

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Companies Act, 2013, the Board hereby confirm that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6) read with Regulation 16 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company has the following five direct and indirect overseas subsidiary companies as on March 31, 2017:

- 1. British Oil & Gas Exploration Private Limited, Mauritius (BOGEPL)**
BOGEPL is 100% owned subsidiary of the Company which is a Holding Company of British Oil Resources Limited.
- 2. British Oil Resources Limited, Mauritius (BORL)**
BORL is 100% owned subsidiary of BOGEPL and holds the entire issued share capital of SORL & GGL and 99.96%

of the entire issued share Capital of BOGEL.

3. British Oil & Gas Explorations Limited, British Virgin Islands (BOGEL)

BOGEL is 99.96% owned subsidiary of BORL. The Company is engaged in business of oil rigs and associated services, which involves the purchase of oil rigs and letting it on hire by deployment of rigs on oil fields for drilling.

4. Sterling Oil Resources Limited, British Virgin Islands (SORL)

Sterling Oil Resources Ltd is a 100% subsidiary of BORL. The company is engaged in the business of oil trading and other related products.

5. Geodynamics Geospectra Limited, British Virgin Islands (GGL)

Geodynamics Geospectra Limited (GGL) is 100% owned subsidiary of BORL. The company provides services in the collection and interpretation of seismic data. It is capable of acquiring both two-dimensional and three-dimensional seismic data. Seismic data is collected by causing an explosion in the area beneath a shot-hole and then capturing the resulting resonance by a geophone and a telemetry system. Interpretation of the seismic data collected helps in identifying the precise points for well drilling. During the year, the Board of Directors (the Board) reviewed the affairs of material subsidiaries. We have, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, the report on the performance and financial position of each of the subsidiary, associate and joint venture and salient features of the financial statements in the prescribed Form AOC-1 is given. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of the subsidiary will be available on our website www.sterinternational.com. These documents will also be available for inspection during business hours at the registered office of the Company.

The Board has approved a policy for determining material subsidiaries and same is uploaded on the website of the company. The web link for the same is as under; www.sterinternational.com/Pages/policy.aspx

DEPOSITS

During the year ended on March 31 2017, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Thus, as on March 31, 2017, there were no deposits which remained unpaid or unclaimed and due for repayment.

STATUTORY AUDITORS

As per the provisions of the Act, the period of office of M/s. H. S. Hathi & Co., Chartered Accountants, Statutory Auditors of the Company, expires at the conclusion of the ensuing Annual General Meeting.

It is proposed to appoint M/s. Mukesh & Associates, Chartered Accountants, as Auditors of the Company, for a term of 5(five) consecutive year. M/s. Mukesh & Associates, Chartered Accountants, have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company.

The observations and comments given by Auditors in their report read together with notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Act. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

A Secretarial Audit was conducted during the financial year ended on March 31, 2017 by the Secretarial Auditor M/s. S Bhattbhatt & Co Company Secretary in Practice. There are observations made by the Secretarial Auditor in their Report. The Report of Secretarial Audit in form of MR-3 for the year ended on March 31, 2017 is attached as Annexure-2 to the Report.

RELATED PARTY TRANSACTIONS

All contract(s) / arrangement(s) / transaction(s) entered into by your Company with its related parties, during the year under review, were:

- In "ordinary course of business" of the Company;
- On "an arm's length basis"; and
- Not "material",

As per the provisions of Section 188(1) of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. Accordingly, Form AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of Related Party Transactions, which are "not at arm's length basis" and also, which are "material & at arm's length basis", is not provided as an annexure of the Directors' Report.

However, details of the Related Party Transactions entered into during the year under review and as on March 31, 2017, are disclosed as part of the financial statements of your Company for the year under review, as Note 22. Further, pursuant to the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board has, approved and adopted a Policy on Related Party Transactions. The said policy is available on your Company's website viz. www.sterinternational.com/Pages/policy.aspx

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid by the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company does not have any loan, guarantee or investments except as stated in Note No. 15 forming part of financial statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year ended on March 31 2017, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal control procedures commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end on March 31, 2017 to which the financial statements relate and the date of this report.

NOMINATION AND REMUNERATION POLICY

The Company follows a policy on nomination and remuneration of Directors and Senior Management Employees. The Policy is approved by the Nomination and Remuneration Committee. The policy on the above is attached as Annexure-3 to this report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility (CSR) is a company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods. The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives.

This policy has been formally formulated and adopted in terms of Section 135 of the Companies Act, 2013 and Rules framed there under to undertake CSR activities.

The responsibilities of the CSR Committee include:

1. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
2. Recommending the amount of expenditure for the CSR activities.
3. Monitoring CSR activities from time to time.

In view of the average annual net profit for the past three years comes to negative figure which is calculated as per the applicable provisions of the Companies Act, 2013, your Company was not required to spend any amount towards the CSR activities, as per the applicable provisions of Section 135 of the Companies Act, 2013. Accordingly, the details of the CSR activities during the year under review are not provided in this Report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committees meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive

Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

CORPORATE GOVERNANCE

Corporate Governance requirements under the Companies Act, 2013, and as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on corporate governance under the Securities Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Statutory Auditor confirming the compliance, is Annexure-4 and forms part of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis for the year under review, as stipulated under Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of Annexure-1 to the Annual Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure-5.

PARTICULARS OF EMPLOYEES:

There are no employees drawing remuneration of more than One crore and two lacs rupees limit as specified under provisions of Section 197(12) of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

VIGIL MECHANISM

Your Company has a well-defined 'Whistle Blower Policy' and established Vigil Mechanism to provide for adequate safeguard against victimisation of Directors and employees who follow such mechanism and also make provisions for direct access to the chairperson of Audit Committee in appropriate cases. Details of the Vigil Mechanism policy are made available on the Company's website at www.sterinternational.com/Pages/policy.aspx.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by other Directors and Senior Management giving an overview of the Company's operations, to familiarize the new IDs with the Company's business operations. The new IDs are given an orientation on our products, group structure and subsidiary Company, Board constitution and procedures, matters reserved for the Board, and the Company's major risks and risk management strategy. The Policy on the Company's Familiarisation Programme for IDs can be accessed at www.sterinternational.com/Pages/policy.aspx.

INTERNAL CONTROL AND ITS ADEQUACY

The Company has adequate Internal Controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy against Sexual Harassment at work place in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set-up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. No complaint received by the Committee during the year.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 the required information relating to conservation of energy, technology absorption is not required to be given as Company do not have any manufacturing activities. There is no foreign exchange earnings or outgo during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, your Directors hereby states that :

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- b) The accounting policies have been selected and these have been applied consistently and judgments and estimates made thereon are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company for the year ended on March 31, 2017 and of the Loss of the Company for the aforesaid period;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) Annual accounts of the Company have been prepared on a 'going concern' basis;
- e) Internal financial controls have been laid down and being followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws have been devised.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the contribution made by the Shareholders, Suppliers, Customers, Stockists & Importers, Banks and all Employees of the Company during the year under report.

For and on behalf of the Board of Directors

Place : Mumbai

Date : May 29, 2017

Chetan Sandesara
Director
(DIN: 00255671)

Nitin Sandesara
Director
(DIN: 00255496)

(Annexure-1 to the Director's Report)**MANAGEMENT DISCUSSION AND ANALYSIS****► ABOUT THE COMPANY**

STERLING INTERNATIONAL ENTERPRISES LIMITED (SIEL) a Company established by Sandesara Group is in the business of providing oil & gas related services. SIEL operates internationally through its step down overseas subsidiaries. Its activities include letting on hire of oil rigs, services in seismic data interpretation and oil trading activities. Following is the brief summary of Operating Companies of SIEL:

BRITISH OIL & GAS EXPLORATION LIMITED (BOGEL) is a company incorporated in British Virgin Island and is engaged in the business of leasing of oil rigs and associated services. Currently it owns and operates four high capacity land rigs. It is deployed in Nigeria. Going forward it is expected to be key business vertical.

STERLING OIL RESOURCES LIMITED (SORL, BVI) is a company incorporated in British Virgin Island and is engaged in the business of oil trading.

GEODYNAMICS GEOSPECTRA LIMITED (GDGSL), a company incorporated in British Virgin Islands and is engaged in the business of providing services in the collection and interpretation of seismic data. It has its operations mainly in Nigeria.

► GLOBAL ECONOMIC SCENARIO

Global growth, currently anticipated in World Economic Outlook remains on track, with global output projected to grow by 3.5 % in 2017 and 3.6 % in 2018. Projected global growth rates for 2017-18, though higher than the 3.2% estimated for 2016, are below pre-crisis averages, especially for most advanced economies and for commodity-exporting emerging and developing economies. *(Source: IMF.ORG)*

► OIL DEMAND AND SUPPLY SCENARIO

Global consumption of petroleum and other liquids is expected to increase to 98.46 million barrels per day in 2017 and to 100.08 million barrels per day in 2018. OECD liquid fuels consumption is expected to increase from 46.85 million barrels per day in 2016 to 47.14 million barrels per day in 2017 and 47.5 million barrels per day in 2018.

In 2018, supplies from non-OPEC countries are expected at the level of 60.3 million barrels per day. OPEC crude oil production is expected to average 32.3 million barrels per day in 2017 and 32.8 million barrels per day in 2018.

According to London (ICIS), Crude oil demand will surpass in the fourth quarter of 2018 the psychological barrier of 100m bbl. /day on the back of 1.4m bbl. /day higher annual demand growth as China and India command 44% of the rise in demand. Within the non-OECD [developed countries] complex, Asia accounts for around two-thirds of the potential growth and, in turn, China and India combined contribute two-thirds of the non-OECD Asian gain. Furthermore, so important are these two countries to global demand that they will contribute 44% of the global growth forecast in 2018,

It is further expected that supply growth from the US, Brazil, and members of the Organization of Petroleum Exporting Countries in 2018 will contribute to world oil inventories increasing by 100,000 b/d in 2018, with the largest builds expected in that year's second quarter. EIA also forecasts that implied global petroleum and liquid

fuels inventories will decline by 200,000 b/d in 2017 and then increase by an average of 100,000 b/d in 2018.

OPEC crude oil production is expected to average 32.3 million b/d in 2017 and 32.8 million b/d in 2018. The lower forecast takes into account OPEC's announcement regarding the extension of its production cuts.

► OIL PRICE SCENARIO

According to EIA, With lower forecast production from OPEC, EIA expects global oil inventories to decline by an average of 200,000 b/d in 2017. If inventory draws of this magnitude materialize in the coming months and gross US refinery runs remain above 17 million b/d, the possibility exists for some upward pressure on crude oil prices. EIA expects Brent spot prices to average \$54/bbl. in this year's third quarter, up from an average of \$50/bbl. However, because US tight-oil production is relatively responsive to changes in oil price, and given an estimated 6-month lag between a change in oil prices and realized production, higher crude oil prices in mid-2017 have the potential to raise US production in 2018.

China is the world's largest net importer of crude oil, and in recent years China's crude oil imports have increasingly come from countries outside the Organization of the Petroleum Exporting Countries (OPEC), according to the US Energy Information Administration. Leading non-OPEC suppliers included Russia (14 per cent of total imports), Oman (9%), and Brazil (5%).

Among non-OPEC producers, other than the United States, declining liquids production in some areas is expected to be countered by rising production in other areas, with total liquid fuels production rising by 0.2 million b/d in both 2017 and 2018. Some of the largest declines are expected to be in Mexico and in China. However, EIA expects production growth in Canada, Brazil, and Kazakhstan to contribute to overall non-OPEC increases.

(Source: EIA Outlook)

► STRATEGY

• Operational Excellence

The Company has best in class technologies that provide better control over the drilling phases and software used by drilling engineers improves safety and reduces the time/cost of drilling activities.

• Financial Improvement

Due to negative atmosphere of Oil and Gas industry, Company's performance during last year was negatively impacted. It is expected to improve going forward with expected stability in Oil prices. The Company proposes to restructure the existing debt and expects steady cash flow to support the financial requirements.

• Customer Focus

The Company is conducting the business with established customers of Oil & Gas industry having a track record in Oil and Gas exploration and Production business. The company's well-trained employees are able to offer customers premium service support for all of their drilling needs.

• Innovation

Technology plays a pivotal role in the Oil & Rigs industry. With tradition of innovation, the Company uses the latest technologies in all of its dealings.

• Human Resources

The Company is dynamically engaged in identifying people/ employees with high skill & performance & also continue to emphasis on the training and development of its work force for better productivity and job satisfaction.

► **FINANCIAL PERFORMANCE**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company has adopted Ind AS w.e.f. April 01, 2016.

The highlights of Sterling International Enterprises Limited's (SIEL) consolidated financial performance for FY 2016-17 are as follows:

- Revenue from Operations was ₹ 4,633.86 million
- Loss Before taxation was ₹ (1060.90) million
- Loss after taxation was ₹ (1058.02) million
- Net Worth as at March 31, 2017 stood at ₹ 20,682.20 million

► **TOTAL INCOME**

SIEL's consolidated total income from operations for the current year is ₹ 4,633.86 Million as compared to the total income of ₹ 4,398.98 Million in the previous period. The company is focusing more towards its business of leasing drilling rigs considering the potential of this business.

► **LOSS AFTER TAX**

Profit after tax for the current year stood at ₹ (1,058.02) million as compare to ₹ (199.75) Million last year.

► **BALANCE SHEET OVERVIEW:**

• **Net Worth**

During the year, Share capital of SIEL remained unchanged at ₹ 271.40 million divided into fully paid equity shares of ₹ 1 each. Net worth of the company for the current year stood at ₹ 20,682.20 Million.

• **Net Fixed Assets**

The Company's consolidated net fixed assets and capital work in progress stood at ₹ 12,942.30 Million, compared to ₹ 15,942.82 Million as at previous year end.

► **OPPORTUNITIES & THREAT**

• **Macro-Economic Environment**

From a global macro-economic prospective, two major factors are affecting the oil exploration activities,

- (i) the general economic slowdown in the emerging economics and
- (ii) reduction in oil prices. The majority of the Company's assets are deployed with the small-medium terms contacts, mitigating the business from the economic volatility

• **Strengthening Economic Partnerships**

In the current sluggish economic environment, there are many potential opportunities that African leaders can tap into. Nigeria, Africa is creating a opportunities that will be about strengthening the economic integration within the various regional economic communities, in order to increase intra-African trade.

• **Cyclical Nature of Industry**

Slowdown in the global economy & reduction in oil prices have not lead to a complete stoppage in oil exploration industry, validating the inherent industry vitality. Rig day rates did not decline proportionately with the decline in crude prices. But in the event if oil prices persisting at low rates for an extended period, oil exploration majors may be forced to cut explorations and drilling activities to conserve the liquidity.

As long as onshore oil exploration continues, there will be sufficient opportunities to the rig industry and will also create opportunities for services related to collection and interpretation of seismic data.

• **Oil Price fluctuations**

The feasibility of global oil exploration & drilling industry is directly depended on crude oil prices. The last year was marked as bad year for oil market and Oil's plunge below \$50/bbl from triple digits a year ago has seen demand react more swiftly than supply and it is continued in the present year also.

• **Health Safety & Environment Rights**

All our operations are carried out in strict compliance with relevant health, safety and environmental regulations coupled with compliance of all statutory obligations concerning human resources. The company has a well-defined Preventive Maintenance System (PMS) in place to ensure optimum utilization of equipment.

• **Technology**

Normally, oil rigs is having a life span of longer years. Presently, the Company is operating four high capacity land rigs. We have been continuously using innovative practices and new technology to reduce the environmental impact with the aim of reducing costs related to remediation and waste disposal.

► **INTERNAL CONTROL SYSTEM**

The Company has satisfactory system of internal controls commensurate with size and the nature of business activities. These have been designed to ensure that the assets are safeguarded from unauthorized uses or losses. The Company has internal audit system and it meets the Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control system in the Company. It also assesses the Company's strategic risk management policy and suggests risk mitigation measures for all the key operations.

► **HUMAN RESOURCES, INDUSTRIAL RELATION & STATUTORY COMPLIANCES**

The Company always recognized the important role their employees in the organization. The Company is providing modern workplace considering the health & safety measures to improve the productivity of human capital. The training, incentives and appraisals programs are conducted on regular basis.

The industrial relation was harmonious and friendly throughout the year.

The Company is regular in statutory compliances.

► **WAY FORWARD**

The drilling industry is based on certain external key factors like fluctuating oil and gas prices and changes in the exploration and development budgets of field developers. Going forward, the Company's operations involving leasing of rigs on hire is expected to remain key business driver and is expected to show improvement in the coming years. The company will continue to focus on operations at Africa region where it has strong presence.

For and on behalf of the Board of Directors

Place : Mumbai

Date : May 29, 2017

Chetan Sandesara
Director
(DIN: 00255671)

Nitin Sandesara
Director
(DIN: 00255496)

(Annexure- 2 to the Director's Report)**Form No. MR 3 - SECRETARIAL AUDIT REPORT
For the Financial Year ended on March 31, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,
The Member(s),
Sterling International Enterprises Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sterling International Enterprises Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Sterling International Enterprises Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year as ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Sterling International Enterprises Limited ("the Company") for the financial year as ended on March 31, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

(Annexure- 2 to the Director's Report)

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- VI. RBI Rules on Foreign Direct Investment and External Commercial Borrowings to the extent applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (II) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- *Non appointment of Compliance Officer as per Regulation 6 of SEBI (LODR) Regulations, 2015.*
- *Non appointment of Company Secretary, Chief Financial Officer and Managing Director; or Chief Executive officer; or manager; or whole time director as per Section 203 of the Companies Act, 2013.*
- *Return of changes in shareholding position of promoters and top ten shareholders as per Section 93 of Companies Act, 2013 read with rule 13 of the Companies (Management and Administration) Rules, 2014.*
- *During the year under review, the Company has filed required forms and returns with the Registrar of Companies, Maharashtra / MCA, within prescribed time, except following Forms filed with delay as stated hereunder, with additional filing fees.*

Form No.	Date of Event	Date of Filing	Delayed by days	Additional Filing Fees paid
23ACA	31/12/2014	21/01/2017	722	7200
AOC-4	31/12/2015	21/01/2017	357	7200
AOC-4	28/09/2016	17/01/2017	81	4200
MGT-14	11/02/2016	13/09/2016	185	7200

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that has took place during the period under review.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried out through assenting members, while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with Annexure-A attached herewith.

Place : Vadodara
Date : May 29, 2017

Suhas Bhattbhatt
 Practising Company Secretary
 ACS No. 11975
 C P No.:10427

(Annexure- 2 to the Director's Report)

'Annexure-A'

To,
The Member(s),
Sterling International Enterprises Limited

My Secretarial Audit report of May 29, 2017 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Suhas Bhattbhatt
Practising Company Secretary

Place : Vadodara
Date : May 29, 2017

ACS No. 11975
C P No.:10427

(Annexure- 3 to the Director's Report)**NOMINATION AND REMUNERATION POLICY****1. OBJECTIVE**

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

2. DEFINITIONS

- a) Key Managerial Personnel: Key Managerial Personnel means
 - i. Chief Executive Officer or the Managing Director or the Manager;
 - ii. Company Secretary;
 - iii. Whole Time Director;
 - iv. Chief Financial Officer; and
 - v. Such other officer as may be prescribed.

- b) Senior Management:

Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

3. ROLE OF COMMITTEE

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) To recommend to the Board the appointment and removal of Senior Management;
- c) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his /her performance;
- d) To recommend to the Board on
 - i. Policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and
 - ii. Executive Directors remuneration and incentive;
- e) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;

(Annexure- 3 to the Director's Report)

- f) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- g) To devise a policy on Board diversity; and
- h) To develop a succession plan for the Board and to regularly review the plan.

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

(Annexure- 3 to the Director's Report)

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board; and
- k) Considering any other matters as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;
- b) To approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- c) To consider any other matters as may be requested by the Board; and
- d) Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

(Annexure-4 to the Director's Report)**CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company is committed to maintain high standard of good Corporate Governance to enhance stakeholders' value and compliance with the laws coupled with adherence to the transparency and business ethics. The Company aims its responsibility towards the community and environment in which it operates, towards its employees and business partners and towards society in general.

2. BOARD OF DIRECTORS

The Board comprises of an optimum combination of Non-Executive, Independent and Women Directors as required under Companies Act, 2013 and Listing Regulations. As on date, the Board comprises of five (5) Directors, out of which three (3) are Independent Directors and two (2) Non-Executive Directors. The Chairman of the Board is a Non-Executive Director.

Sr. No.	Name of Director	DIN	Category	No of Board Meetings during the year		Last AGM Attended Yes/No	Directorship in other Companies	No. of Committee	
				Held	Attended			As a Member	As a Chairman
1	Mr.Nitin Sandesara	00255496	Chairman Non Executive Director	6	5	Yes	16	-	-
2	Mr.Chetan Sandesara	00255671	Non-Executive Director	6	6	Yes	19	-	-
3	Mr.Rajbhusan Dixit	00025484	Independent Director	6	6	Yes	5	6	4
4	Mr.Ronald Dsouza	02097343	Independent Director	6	6	Yes	1	-	-
5	Mrs.Mayuriben Patel	00090549	Woman Independent Director	6	4	No	12	2	-

Notes:

- Directorships exclude Foreign Companies, Companies formed under Section 8 of the Companies Act, 2013.
- Above mentioned Directorship(s) includes Directorships in **Sterling International Enterprises Limited** and all listed, unlisted and private limited Companies.
- As required by Regulation 26 of the Listing Regulations, the disclosure includes membership(s)/ chairpersonship(s) of the Audit Committee and Stakeholders' Relationship Committee in Indian Public Companies (listed and unlisted).
- Membership(s) of Committees includes chairpersonship(s), if any.

A. BOARD MEETING

During the year ended on March 31, 2017, Six Board Meetings were held on the following dates;

Sr.No	Board Meeting(s)
1	27-May-16
2	01-Sep-16
3	13-Sep-16

Sr.No	Board Meeting(s)
4	13-Dec-16
5	13-Feb-17
6	28-Mar-17

(Annexure-4 to the Director's Report)

B. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year, a separate meeting of the Independent Directors was held on March 28, 2017 without the presence of Executive Directors and Management representatives, inter alia, to discuss the performance of Non-Independent Directors and the Board as a whole and the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All Independent Directors of the Company attended the meeting.

C. TRAINING OF INDEPENDENT DIRECTORS AND BOARD MEMBERS

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of the familiarization programmes for Independent Directors has been posted on the Company's website and can be accessed at www.sterinternational.com//Pages/policy.aspx.

3. COMMITTEES OF THE BOARD

The Board has constituted various committees with specific terms of reference and scope. The details of the committee constituted by the Board are given below;

I. AUDIT COMMITTEE

The constitution and terms of reference of the Audit Committee are in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

• Composition of Audit Committee

Name of Members	Position	Category	No. of Meetings during the year	
			Held	Attended
Mr.Rajbhusan Dixit	Chairman	Independent Director	5	5
Mr.Ronald Dsouza	Member	Independent Director	5	5
Mrs.Mayuriben Patel	Member	Independent Director	5	5

The Audit Committee met Five(5) times during the year i.e. on May 27, 2016, September 13, 2016, December 13, 2016, February 13, 2017 and March 28, 2017. The maximum gap between two meetings was not more than 120 days.

➤ Terms of Reference of Audit Committee are as Follows:

- I. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- II. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- III. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

(Annexure-4 to the Director's Report)

- IV. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions; and
 - g) modified opinion(s) in the draft audit report.
- V. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- VI. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- VII. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- VIII. Approval or any subsequent modification of transactions of the listed entity with related parties.
- IX. Scrutiny of inter-corporate loans and investments.
- X. Valuation of undertakings or assets of the Company, wherever it is necessary.
- XI. Evaluation of internal financial controls and risk management systems.
- XII. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- XIII. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- XIV. Discussion with internal auditors of any significant findings and follow up there on.
- XV. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- XVI. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

(Annexure-4 to the Director's Report)

- XVII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- XVIII. To review the functioning of the whistle blower mechanism.
- XIX. Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- XX. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- XXI. The Audit Committee shall review the information require as per listing information.

II. NOMINATION AND REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination and Remuneration Committee ("NRC") are in compliance with Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

➤ Terms of Reference of Nomination and Remuneration of Committee

The terms of Reference of the Nomination and Remuneration Committee are as follows:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend to the Board the appointment and removal of Senior Management.
- To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
- To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To develop a succession plan for the Board and to regularly review the plan.

(Annexure-4 to the Director's Report)**Composition and Attendance of Nomination and Remuneration of Committee**

Name of Members	Position	Category	No. of Meetings during the year	
			Held	Attended
Mr.Rajbhusan Dixit	Chairman	Independent Director	1	1
Mr.Ronald Dsouza	Member	Independent Director	1	1
Mrs.Mayuriben Patel	Member	Independent Director	1	1

The Nomination and Remuneration Committee met one (1) time during the financial year 2016-17 i.e. on March 28, 2017.

- **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated includes participation and contribution by a Director, effective deployment of his/ her knowledge, expertise and commitment.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The constitution and the terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 of the Companies Act, 2013 read with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

- **Terms of Reference**

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

Composition of the Stakeholder's Relationship Committee is as follows:

Name of Members	Position	Category	No. of Meetings during the year	
			Held	Attended
Mr.Rajbhusan Dixit	Chairman	Independent Director	1	1
Mr.Ronald Dsouza	Member	Independent Director	1	1
Mrs.Mayuriben Patel	Member	Independent Director	1	1

The Stakeholder's Relationship Committee met one (1) time during the financial year 2016-17 i.e. on March 28, 2017.

(Annexure-4 to the Director's Report)

The details of shareholders' complaints received and disposed of during the year under review are as under:

Number of Investor Complaints	
Pending at the beginning of the financial year	Nil
Received during the financial year	Nil
Disposed off during the financial year	Nil
Pending at the end of the financial year	Nil

IV. RISK MANAGEMENT COMMITTEE MEETING

The constitution and the terms of reference of the Risk Management Committee are in compliance with the provisions of Regulation 21 of Listing Regulations.

The Board of the Company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

4. GENERAL BODY MEETING

Particulars	Annual General Meetings		
	32 nd AGM	31 st AGM	30 th AGM
Date	September 28, 2016	December 31, 2015	December 31, 2014
Start Timing	9:00 AM	9:00 AM	9:00 AM
Venue	Sheetal - I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai- 400 064, Maharashtra, India.		
Resolution Passed			
Ordinary Resolution			
1. Adoption of Account as on	March 31, 2016	June 30, 2015	June 30, 2014
2. Re-appointment of Director Retires by Rotation	Nitin Sandesara Chetan Sandesara	Nitin Sandesara Rajbhushan Dixit	Ramani Iyer Ronald D'Souza
3. Appointment of Auditor	M/s. H.S.Hathi & Co., Chartered Accountant		
Special Resolution			
4. Appointment of Director	-	Mrs. Mayuri Patel Independent Director	-
5. Approval For	-	Change of Accounting Year	Increase in Borrowing Limit Increase in Mortgage Charges, etc Limits

(Annexure-4 to the Director's Report)

- No Extra Ordinary General Meeting was held during the last three year.
- At the forthcoming Annual General Meeting there is no item on the agenda requiring Postal Ballot.

Postal Ballot:

During the year under review, no resolution was passed through Postal Ballot.

5. MEANS OF COMMUNICATION

- Quarterly Results are published in Free Press Journal, English daily newspaper, and Navshakti newspaper Marathi vernacular daily newspaper and are also posted on the Company's website www.sterinternational.com
- Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Company generally does not make any presentations to media, analysts, institutional investors, etc.
- The Company's website contains a separate dedicated section 'Investor's Center'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, in a user friendly manner. The basic information about the Company as called for in terms of Regulation 46 of the Listing Regulations is provided on Company's website and the same is updated regularly.
- Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled are displayed on Company's website.
- The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with BSE through BSE Online Portal (Web link:<http://listing.bseindia.com/>). They are also displayed on the Company's website under the 'Investor Center' section.
- The Company has also designated the email-id sinternational8@gmail.com exclusively for investor servicing.

6. DISCLOSURE**Related party transactions**

During the year 2016-17, the Company has not entered into any related party transaction. A copy of the policy on dealing with related party transactions has been posted on the Company's website and can be accessed at www.sterinternational.com/Pages/policy.aspx

Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets and no penalties or structures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above, during the last three years. Further, the Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub - regulation (2) of Regulation 46 of the Listing Regulations.

Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (LODR) Regulations, 2015 the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of

(Annexure-4 to the Director's Report)

Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz www.sterinternational.com//Pages/policy.aspx.

7. GENERAL SHAREHOLDER INFORMATION

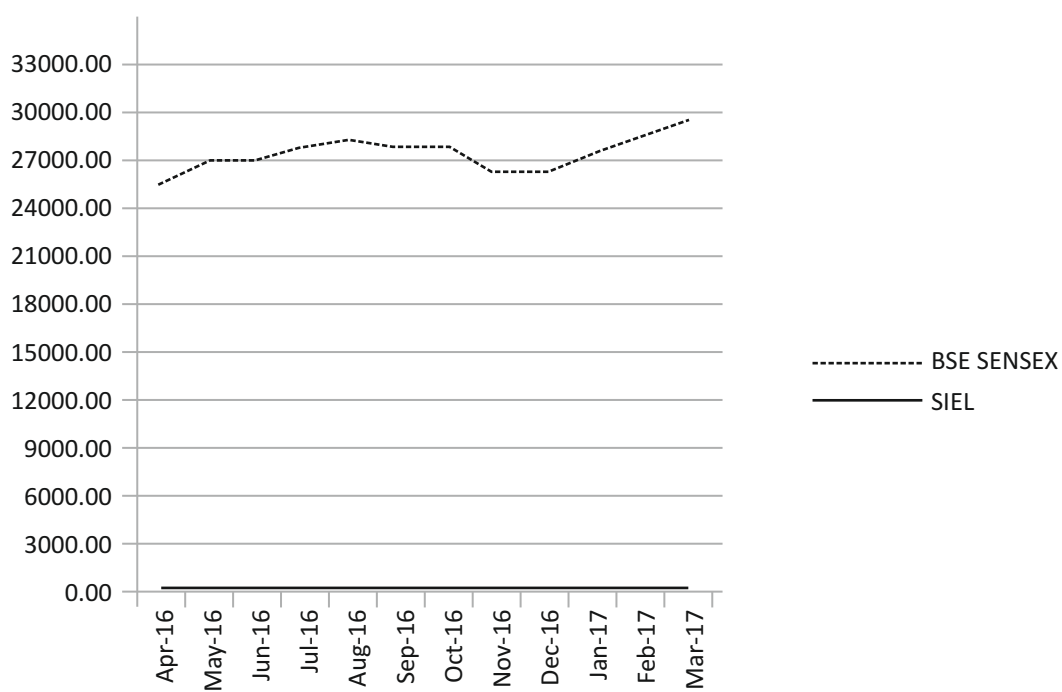
General Shareholder Information	
a	33rd Annual General Meeting is scheduled on;
Date	Wednesday, September 27, 2017
Time At	09:00 a.m.
Venue	Sheetal - I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai- 400 064, Maharashtra, India
b	Financial Year
Tentative calendar of the Board Meetings for consideration of quarterly results for the financial year 2017-18. A twelve month period begins from April 01, 2017 to March 31, 2018.	
Financial Reporting for	
Quarter ending on June 30, 2017	By the end of July, 2017
Half Year ending on September 30, 2017	By the end of October, 2017
Quarter ending on December 31, 2017	By the end of January, 2018
Year Ending on March 31, 2018	By the end of April, 2018
c	Book Closure/Record Date
September 20, 2017 to September 27, 2017 (Both days Inclusive)	
d	Listing on Stock Exchange
Name of Stock Exchange	Code/Symbol
BSE Limited (BSE) (Equity)	508998
Listing Fees	
Listing fee for the financial year 2017-2018 has been paid to BSE Limited.	
e	Custodial Fees
Company has paid Custodial fee for the year 2017-2018 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).	
f	Stock Code
BSE	508998
ISIN	INE696C01021
CIN	L72300MH2003PLC142575

(Annexure-4 to the Director's Report)

g Market Price Data		
A Summary containing monthly High/Low shares at BSE Limited (BSE) is as under;		
Month	BSE Limited	
	High Price	Low Price
Apr-16	2.39	1.80
May-16	2.21	1.72
Jun-16	2.64	1.70
Jul-16	2.60	2.04
Aug-16	2.38	1.78
Sep-16	2.37	1.72
Oct-16	2.40	1.88
Nov-16	2.01	1.48
Dec-16	1.91	1.66
Jan-17	1.88	1.60
Feb-17	1.85	1.36
Mar-17	1.72	1.45

(Annexure-4 to the Director's Report)

h Performance in comparison to broad- based indices		
The performance of the Company's shares relative to the BSE index is given in the chart below;		
Month	SIEL	BSE SENSEX
Apr-16	4.65	25606.62
May-16	3.26	26667.96
Jun-16	2.41	26999.72
Jul-16	1.75	28051.86
Aug-16	1.70	28452.17
Sep-16	2.36	27865.96
Oct-16	2.58	27930.21
Nov-16	2.50	26652.81
Dec-16	2.75	26626.46
Jan-17	2.62	27655.96
Feb-17	3.17	28743.32
Mar-17	2.90	29620.50



(Annexure-4 to the Director's Report)

i	Registrar and Share Transfer Agent	
Name	Link Intime India Private Limited	
Address	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India	
Tel No.	022-25946970-78,25963838,25960320	
E Mail	rnt.helpdesk@linkintime.co.in	
Website	www.linkintime.co.in	

8. SHARE TRANSFER SYSTEM

Shareholders' / Investors' are requested to send share certificate(s) along with share transfer deed in the prescribed form no. SH-4, duly filled in, executed and affixed with share transfer stamps, to the Company's RTA. If the transfer documents are in order, the transfer of shares is normally registered within 7 days of receipt of transfer documents by Company's RTA.

9. DISTRIBUTION OF SHAREHOLDING

Sr No	Category	No. of Shareholders	No. of Equity Shares	%
1	Promoters	25	93,166,748	34.33
2	Foreign Institutional Investor	1	14,414,464	5.31
3	Clearing Member	60	2,794,437	1.03
4	Public	5,524	65,636,259	24.18
5	Bodies Corporate	166	58,182,673	21.44
6	Mutual Funds/Banks	-	-	-
7	Others	191	37,208,487	13.71
Total		5,967	271,403,068	100.00

(Annexure-4 to the Director's Report)

Category-wise Distribution of Shareholding as on March 31, 2017					
Sr No	Nos of Share Held	As on Beginning of the year April 01, 2016		At the end of the year March 31, 2017	
		Number of Shareholders	Number of Share Held	Number of Shareholders	Number of Share Held
1	1-5000	4,160	5,125,384	4,252	5,341,139
2	5001 - 10000	503	3,980,916	536	4,256,163
3	10001 - 20000	369	5,689,647	381	5,852,245
4	20001 - 30000	271	6,733,654	277	6,922,771
5	30001 - 40000	88	3,095,327	83	2,943,892
6	40001 - 50000	72	3,375,227	79	3,729,507
7	50001 - 100000	157	11,641,193	155	11,451,349
8	100001 and above	203	231,761,720	204	230,906,002
Total		5,823	271,403,068	5,967	271,403,068

10. DEMATERIALIZATION OF EQUITY SHARES

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on March 31, 2017, 97.64% of the Company's Equity Shares are held in dematerialized form with NSDL and CDSL.

11. OUTSTANDING ADRS/ GDRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

On conversion of all the GDRs into equity shares by the GDR Holders, the Company has no outstanding GDRs.

12. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:- NIL

13. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

14. PLANT LOCATION

Software Unit at PMT Complex, Pimpri, Chinchwad Road, Pune, 411 018.

(Annexure-4 to the Director's Report)

15. ADDRESS FOR CORRESPONDENCE

Shareholders can correspond at the Registered Office of the Company at Mumbai and/ or Registrar & Transfer Agent (RTA) Link Intime India Private Limited, at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083, Maharashtra, India.

For and on behalf of the Board of Directors
Sterling International Enterprises Limited

Place : Mumbai

Date : May 29, 2017

Nitin Sandesara
Director
(DIN: 00255496)

Chetan Sandesara
Director
(DIN: 00255671)

Declaration regarding compliance by Board members and Senior Management Personnel with the Company's Code of Conduct

This is to confirm that for the financial year ended March 31, 2017 all members of the Board and the Senior Management Personnel have affirmed in writing their adherence to the Code of Conduct adopted by the Company.

For and on behalf of the Board of Directors
Sterling International Enterprises Limited

Place : Mumbai

Date : May 29, 2017

Chetan Sandesara
Director
(DIN: 00255671)

Certificate on Corporate Governance

The Member(s)

Sterling International Enterprises Limited,

Re: Certificate regarding compliance of conditions of Corporate Governance

I have examined the compliance of conditions of corporate governance by Sterling International Enterprises Limited, for the year ended on March 31, 2017 as stipulated in Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Part C of Schedule V of the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

Place : Mumbai
Date : May 29, 2017

Hemant S. Hathi
Proprietor
(Membership No. 037109)

Annexure- 5 to the Director's Report

Form No. MGT 9 - EXTRACT OF ANNUAL RETURN As on Financial Year ended on March 31, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L72300MH2003PLC142575
2	Registration Date	August 6, 1984
3	Name of the Company	Sterling International Enterprises Limited
4	Category/Sub-Category of the Company	Public Company Limited by Shares / Indian Non Government Company.
5	Address of the Registered office and contact details	43, Atlanta Building, Nariman Point, Mumbai - 400021, Maharashtra- India. Tel.: +91-22-66306732,66306733, Fax.:+91-22-22041954, Email.: sinternational8@gmail.com
6	Whether Listed Company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai- 400 083, Maharashtra, India Tel.: +91 22 49186000 Email.: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated;

Sr. No.	Name and Description of Main Products/Services	NIC Code of the Product /Service	% to Total Turnover of the Company
1	Service incidental to on shore oil extraction	9102	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of Shares Held	Applicable Section
1	British Oil & Gas Exploration Private Limited, Mauritius	C1 / GBL 75493	Subsidiary	100	2(87)
2	British Oil Resources Limited, Mauritius	C1/GBL 078835		100	
3	British Oil & Gas Exploration Limited, British Virgin Island	1026736		99.96	
4	Sterling Oil Resources Limited, British Virgin Island	1427071		100	
5	Geodynamics Geospectra Limited, British Virgin Island	1064803		100	

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

i Category-wise Shareholding

Category of Shareholders	No. of Shares held at the Beginning of the Year (i.e. As on April 01, 2016)			No. of Shares held at the End of the Year (i.e. As on March 31, 2017)			% Change during the Year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/HUF	14,150,000	-	14,150,000	14,150,000	-	14,150,000	0.00
b) Central Govt	-	-	-	-	-	-	0.00
c) State Govt.(s)	-	-	-	-	-	-	0.00
d) Bodies Corporates	79,577,748	-	79,577,748	79,016,748	-	79,016,748	(0.21)
e) Bank/FI	-	-	-	-	-	-	0.00
f) Any other	-	-	-	-	-	-	0.00
Sub-total (A) (1)	93,727,748	-	93,727,748	93,166,748	-	93,166,748	(0.21)
(2) Foreign							
a) NRI- Individuals	-	-	-	-	-	-	0.00
b) Other Individuals	-	-	-	-	-	-	0.00
c) Bodies Corp.	-	-	-	-	-	-	0.00
d) Banks/FI	-	-	-	-	-	-	0.00
e) Any other	-	-	-	-	-	-	0.00
Sub-total (A) (2)	-	-	-	-	-	-	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	93,727,748	-	93,727,748	93,166,748	-	93,166,748	(0.21)

contd..

Category of Shareholders	No. of Shares held at the Beginning of the Year (i.e. As on April 01, 2016)				No. of Shares held at the End of the Year (i.e. As on March 31, 2017)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	0.00	-	-	-	0.00	0.00
b) Banks/FI	-	-	-	0.00	-	-	-	0.00	0.00
c) Central Govt	-	-	-	0.00	-	-	-	0.00	0.00
d) State Govt.(s)	-	-	-	0.00	-	-	-	0.00	0.00
e) Venture Capital Fund	-	-	-	0.00	-	-	-	0.00	0.00
f) Insurance Companies	-	-	-	0.00	-	-	-	0.00	0.00
g) FIIS	-	-	-	0.00	-	-	-	0.00	0.00
h) Foreign Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	0.00
i) Foreign Portfolio Investor	45,139,366	-	45,139,366	16.63	45,081,618	-	45,081,618	16.61	(0.02)
j) Others (specify)	-	-	-	0.00	-	-	-	0.00	0.00
Sub - total (B)(1):	45,139,366	-	45,139,366	16.63	45,081,618	-	45,081,618	16.61	(0.02)
(2) Non Institutions									
a) Bodies corporates									
i) Indian	-	-	-	0.00	-	-	-	0.00	0.00
ii) Overseas	-	-	-	0.00	-	-	-	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	28,541,912	5,682,520	34,224,432	12.61	29,902,128	5,682,520	35,584,648	13.11	0.50
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	29,256,629	-	29,256,629	10.78	30,051,611	-	30,051,611	11.07	0.29
c) Others (specify)									
Hindu Undivided Family	1,813,552	-	1,813,552	0.67	1,874,947	-	1,874,947	0.69	0.02
Non Resident Indians (Non Repat)	382,256	-	382,256	0.14	451,511	-	451,511	0.17	0.03

contd..

Category of Shareholders	No. of Shares held at the Beginning of the Year (i.e. As on April 01, 2016)				No. of Shares held at the End of the Year (i.e. As on March 31, 2017)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non Resident Indians (Repat)	3,889,085	-	3,889,085	1.43	4,214,875	-	4,214,875	1.55	0.12
Clearing Member Bodies Corporate	2,790,407	-	2,790,407	1.03	2,794,437	-	2,794,437	1.03	0.00
	59,464,343	715,250	60,179,593	22.17	57,467,423	715,250	58,182,673	21.44	(0.74)
Sub total (B)(2):	126,138,184	6,397,770	132,535,954	48.83	126,756,932	6,397,770	133,154,702	49.06	(0.23)
Total Public									
Shareholding(B)= (B)(1)+(B)(2)	171,277,550	6,397,770	177,675,320	65.47	171,838,550	6,397,770	178,236,320	65.67	0.21
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	0.00	0.00
Grand Total (A+B+C)	265,005,298	6,397,770	271,403,068	100.00	265,005,298	6,397,770	271,403,068	100.00	0.00

ii Shareholding of Promoter

Sr. No.	Shareholders Name	Shareholding at the Beginning of the Year (i.e. As on April 01, 2016)			Shareholding at the End of the Year (i.e. As on March 31, 2017)			% Change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Nitin Sandesara	7,125,000	2.63	0.00	7,125,000	2.63	0.00	0.00
2	Chetan Sandesara	7,025,000	2.59	2.16	7,025,000	2.59	2.16	0.00
3	Antariksha Capital And Finance (India) Pvt. Ltd.	1,706,216	0.63	0.63	1,551,216	0.57	0.57	(0.06)
4	Antariksha Securites Pvt. Ltd.	4,970,000	1.83	1.83	4,956,000	1.83	1.83	(0.01)
5	Anula Properties Pvt. Ltd.	7,833,750	2.89	2.87	7,833,750	2.89	2.87	0.00
6	Eminence Trading Pvt. Ltd.	1,849,590	0.68	0.00	1,849,590	0.68	0.00	0.00
7	Helicopter Services Pvt. Ltd.	7,129,319	2.63	0.00	7,129,319	2.63	0.00	0.00
8	Hizin Trading Company Pvt. Ltd.	1,202,500	0.44	0.44	1,000,000	0.37	0.37	(0.07)
9	Jangpriya Investments Pvt. Ltd.	5,760,000	2.12	2.12	5,760,000	2.12	2.12	0.00
10	Marut Apparels Pvt. Ltd.	8,520,000	3.14	2.76	8,520,000	3.14	2.76	0.00
11	Modi Capital Finance (India) Limited	6,075,000	2.24	2.23	6,075,000	2.24	2.23	0.00
12	Prabal Investrade Pvt. Ltd.	490,000	0.18	0.00	625,000	0.23	0.00	0.05
13	Richmond Investments Pvt. Ltd.	5,373,000	1.98	1.98	5,373,000	1.98	1.98	0.00
14	Rollstar Finance And Investment Pvt. Ltd.	6,300,000	2.32	2.32	6,300,000	2.32	2.32	0.00
15	Sealord Erections Pvt. Ltd.	6,365,000	2.35	2.12	6,365,000	2.35	2.12	0.00
16	Soham Proteins Pvt. Ltd.	1,943,373	0.72	0.72	1,618,873	0.60	0.60	(0.12)
17	Swadeshi Finvest Pvt. Ltd.	8,300,000	3.06	2.99	8,300,000	3.06	2.99	0.00
18	Titanic Investment And Consultants Pvt. Ltd.	5,760,000	2.12	2.12	5,760,000	2.12	2.12	0.00
	Total	93,727,748	34.53	27.31	93,166,748	34.33	27.05	(0.21)

iii Change in Promoter's Shareholding

Sr. No.	Particulars	Shareholding at the Beginning of the Year (i.e. As on April 01, 2016)		Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			Shareholding at the End of the Year (i.e. As on March 31, 2017)	
		No of shares	% of total shares of the company	Date	Increase/ (Decrease)	Change in No of shares	No.of shares	% of total shares of the company
1	Antariksha Capital And Finance (India) Pvt. Ltd.	1,706,216	0.63%	16 Sep. 2016	(Decrease)	(155,000)	1,551,216	0.57%
2	Antariksha Securites Pvt. Ltd.	4,970,000	1.83%	16 Sep. 2016	(Decrease)	(14,000)	4,956,000	1.83%
3	Hizin Trading Company Pvt. Ltd.	1,202,500	0.44%	16 Sep. 2016	(Decrease)	(202,500)	1,000,000	0.37%
4	Soham Proteins Pvt. Ltd.	1,943,373	0.72%	16 Sep. 2016	(Decrease)	(324,500)	1,618,873	0.60%
5	Prabal Investrade Pvt. Ltd.	490,000	0.18%	06 May 2016	Increase	11,250	625,000	0.23%
				26 Aug. 2016	Increase	21,750		
				02 Dec. 2016	Increase	7,500		
				03 Feb. 2017	Increase	94,500		

iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	Name of the Shareholders	Shareholding at the Beginning of the Year (i.e. As on April 01, 2016)		Date	Increase/ (Decrease)	Cumulative Share holding during the year		Shareholding at the End of the Year (i.e. As on March 31, 2017)	
		No of shares	% of total shares of the company			No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
1	LTS Investment Fund Ltd.	24,146,516	8.90%	-	-	24,146,516	8.90%	24,146,516	8.90%
2	Albula Investment Fund Ltd.	14,414,464	5.31%	-	-	14,414,464	5.31%	14,414,464	5.31%
3	Embio Trading Pvt. Ltd.	8,630,500	3.18%	-	-	8,630,500	3.18%	8,630,500	3.18%
4	Gatsby Trading Pvt. Ltd	7,461,390	2.75%	-	-	7,461,390	2.75%	7,461,390	2.75%
5	Leman Diversified Fund	5,496,263	2.03%	-	-	5,496,263	2.03%	5,496,263	2.03%

contd..

Sr. No.	Name of the Shareholders	Shareholding at the Beginning of the Year (i.e. As on April 01, 2016)		Date	Increase/ (Decrease) (Decrease)	Increase (Decrease) in No of shares	Cumulative Share holding during the year		Shareholding at the End of the Year (i.e. As on March 31, 2017)	
		No of shares	% of total shares of the company				No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
6	Turin Trading Pvt. Ltd.	5,101,500	1.88%	-	-	-	5,101,500	1.88%	5,101,500	1.88%
7	Babita Fiscal Pvt. Ltd.	3,689,250	1.36%	27-May-16	(Decrease)	(385,000)	3,304,250	1.22%	3,304,250	1.22%
8	Viel Insurance Services Pvt. Ltd.	2,920,473	1.08%	-	-	-	2,920,473	1.08%	2,920,473	1.08%
9	Jane Sequeira Pinto	2,523,285	0.93%	-	-	-	2,523,285	0.93%	2,523,285	0.93%
10	Savio Gerard Pinto	2,404,059	0.89%	-	-	-	2,404,059	0.89%	2,404,059	0.89%

v Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of Director & Key Managerial Personnel	Shareholding at the Beginning of the Year (i.e. As on April 01, 2016)		Date	Increase/ (Decrease) (Decrease)	Increase (Decrease) in No of shares	Cumulative Share holding during the year		Shareholding at the End of the Year (i.e. As on March 31, 2017)	
		No of shares	% of total shares of the company				No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
1	Nitin Sandesara	7,125,000	2.63%	-	-	-	7,125,000	2.63%	7,125,000	2.63%
2	Chetan Sandesara	7,025,000	2.59%	-	-	-	7,025,000	2.59%	7,025,000	2.59%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration To Managing Director, Whole Time Director and/or Manager:

Sr.No	Particulars of Remuneration paid to the Managing Director	Total Amount	Remarks
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	
		-	
2	Stock option	-	-
3	Sweat Equity	-	
4	Commission	-	
	- as % of profit	-	
	- others, specify	-	
5	Others, please specify	-	-
Total (A)		-	
Ceiling Limit as per the Act			

B. Remuneration To Other Directors:

Sr.No	Particulars of Remuneration	Name of the Directors					Total
		Nitin Sandesara	Chetan Sandesara	Rajbhusan Dixit	Mayuriben Patel	Ronald D'Souza	
1	Independent Directors	-	-	-	-	-	-
	Fee for attending Board/committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
Total (1)		-	-	-	-	-	-
2	Other Non Executive Directors	-	-	-	-	-	-
	Fee for attending Board/committee Meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
Total (2)		-	-	-	-	-	-
Total (B)=(1+2)		-	-	-	-	-	-
Total Managerial Remuneration (A+B)							-
Overall Ceiling as per the Act							

C. Remuneration To Key Managerial Personnel Other Than MD / Manager / WTD:

Sr.No	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO/MD	Company Secretary	CFO	
1	Gross Salary	-	-	-	-
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-	-
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
Total		-	-	-	-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty Punishment Compounding			NIL		
B. DIRECTORS					
Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			NIL		

For and on behalf of the Board of Directors
Sterling International Enterprises Limited

Place : Mumbai
Date : May 29, 2017

Nitin Sandesara
Director
(DIN: 00255496)

Chetan Sandesara
Director
(DIN: 00255671)

INDEPENDENT AUDITOR'S REPORT

To,
The Member(s) of
STERLING INTERNATIONAL ENTERPRISES LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

I have audited the accompanying standalone Ind AS Financial Statements of **Sterling International Enterprises Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS 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 the preparation of these standalone Ind AS Financial Statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these standalone Ind AS Financial Statements based on my audit.

I 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.

I conducted my audit of the standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 Ind AS Financial Statements that give 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 Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS Financial Statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone Ind AS Financial Statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2017, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the period ended March 31, 2016 and the transition date opening balance sheet as at July 1, 2015 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under Section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014, which were audited by me, on which I expressed an unmodified opinion dated May 27, 2016 and August 28, 2015, respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by me.

My opinion is not qualified in respect of the above matter.

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 Companies Act 2013, I 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, I report that:
 - a) I have sought and obtained all the information and explanations, which to the best of my knowledge and belief, were necessary for the purposes of my Audit;
 - b) In my opinion, proper books of account, as required by law, have been kept by the company, so far as it appears from my examination of those books;
 - c) The Balance Sheet, Statement of Profit & Loss (including other comprehensive income), Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In my opinion, the aforesaid standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued there under,;
 - e) On the basis of written representations received from the directors as on March 31, 2017 and 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 my separate Report in Annexure 'B'; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

companies (Audit & Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The company did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of account maintained by the Company. Refer note no. 25 to the standalone Ind AS financial statements.

For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

Hemant S. Hathi
Proprietor
(Membership No. 037109)

Place : Mumbai
Date : May 29, 2017

Annexure 'A' to the Independent Auditor's Report

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Sterling International Enterprises Limited ('the Company').

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In my opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the period and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to me, the inventories were physically verified during the period by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to me, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the companies Act, 2013, Therefore, the provisions of Clause 3(iii)(a), (iii)(b) and (iii)c of the said Order are not applicable.
- (iv) In my opinion and according to the information and explanations given to me, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to me, the Company has not accepted any deposit from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the products or services rendered by the company.
- (vii) According to the information and explanations given to me, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to me, the following dues of income tax have not been deposited by the company on account of disputes.

Name of the Statute	Nature of the Dues	Amount Unpaid	Period to which the Amount relates	Forum where Dispute is Pending
The Income Tax Act, 1961	Income Tax and interest	6,549	A.Y. 2006-07	Assessing Officer
The Income Tax Act, 1961	Income Tax and interest	1,02,340	A.Y. 2010-11	Assessing Officer
The Income Tax Act, 1961	Income Tax and interest	30,930	A.Y. 2012-13	Assessing Officer
The Income Tax Act, 1961	Income Tax and interest	4,400	A.Y. 2014-15	Assessing Officer

(viii) As the company does not have any loans or borrowings from any financial institution or bank or government, nor has it issued any debentures, as at the balance sheet date, the provisions of clause 3(viii) of the order are not applicable.

(ix) The Company has not raised any moneys by way of initial public offer or further public offer (including Debt Instruments) during the year.

(x) According to the information and explanations given to me, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of my audit.

(xi) According to the information and explanations given to me and based on my examination of the records, the Company has not paid/provided for managerial remuneration during the year.

(xii) In my opinion and according to the information and explanations given to me, the Company is not a Nidhi Company.

(xiii) According to the information and explanations given by the management, there is no transaction with the related parties during the year.

(xiv) According to the information and explanations given to me and based on my examinations of the records, the Company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the period under review and hence provisions of clause 3(xiv) of the Order are not applicable to the Company.

(xv) According to the information and explanations given to me, during the period the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

Hemant S. Hathi
Proprietor
(Membership No. 037109)

Place : Mumbai
Date : May 29, 2017

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of my report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of **Sterling International Limited** ("the Company") as of March 31, 2017 in conjunction with my audit of the standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS Financial Statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

Hemant S. Hathi
Proprietor
(Membership No. 037109)

Place : Mumbai
Date : May 29, 2017

BALANCE SHEET AS AT 31 MARCH 2017

(Amount in ₹)

Particulars	Note	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	3	188,740,187	192,708,843	196,244,562
Investment Property	4	48,280,176	50,034,466	125,872,746
Financial Assets				
Investments	5	20,128,441,683	21,608,412,480	20,943,595,814
Loans	6	6,361,499	5,680,662	6,508,807
		20,371,823,545	21,856,836,451	21,272,221,929
Current Assets				
Financial Assets				
Trade Receivables	7	3,150,000	-	1,558,393
Cash and Cash Equivalents	8	636,704	5,374,021	1,620,053
Other Current Assets	9	379,478,486	372,744,275	345,020,529
		383,265,190	378,118,296	348,198,976
TOTAL ASSETS		20,755,088,735	22,234,954,747	21,620,420,905
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	10	271,403,068	271,403,068	271,403,068
Other Equity	11	19,280,505,008	20,336,578,547	19,802,977,963
TOTAL EQUITY		19,551,908,076	20,607,981,615	20,074,381,031
Liabilities				
Non-Current Liabilities				
Deferred Tax Liabilities	12	1,198,427,000	1,622,050,000	1,487,635,000
Current Liabilities				
Financial Liabilities				
Trade Payables	13	443,686	603,045	746,496
Other Current Liabilities	14	4,309,973	4,320,087	57,658,378
		4,753,659	4,923,132	58,404,874
TOTAL LIABILITIES		1,203,180,659	1,626,973,132	1,546,039,874
TOTAL EQUITY AND LIABILITIES		20,755,088,735	22,234,954,747	21,620,420,905
Contingent Liabilities	15			

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

Particulars	Note	Year ended 31 March 2017	9 Months ended 31 March 2016
Revenue from Operations	16	12,279,683	11,535,831
Other Income	17	135,523	3,012,325
Total Income (I)		12,415,206	14,548,156
Expenses			
Employee Benefits Expense	18	2,525,796	1,779,351
Depreciation & Amortisation		4,013,956	3,535,719
Administration and other Expenses	19	5,535,195	5,264,168
Total Expenses (II)		12,074,947	10,579,238
Profit/(Loss) Before Tax (I-II)		340,258	3,968,918
Tax Expense			
- Current Tax		66,000	770,000
- Deferred Tax		(2,943,000)	(2,585,000)
Total Tax Expense		(2,877,000)	(1,815,000)
Profit/(Loss) for the Period		3,217,258	5,783,918
Other Comprehensive Income			
Items that will not to be reclassified to profit or loss			
Fair Value Changes on Equity Instruments		(1,479,970,797)	664,816,666
Income tax on above		420,680,000	(137,000,000)
Net other Comprehensive Income not to be reclassified to Profit or Loss		(1,059,290,797)	527,816,666
Total Comprehensive Income for the Period, Net of Tax		(1,056,073,539)	533,600,584
Earning per Equity Share [Face value of ₹ 1/- each]	21	0.01	0.02
- Basic & Diluted			

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For H.S.Hathi & Co.

Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi

Proprietor
Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara

Director
(DIN:00255496)

Chetan Sandesara

Director
(DIN:00255671)

Rajbhushan Dixit

Director
(DIN:00025484)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

a. Equity Share Capital

Particulars	Numbers	Rupees
Equity shares of ₹ 1/- each Issued, Subscribed and Paid Up		
At July 01, 2015	271,403,068	271,403,068
At March 31, 2016	271,403,068	271,403,068
At March 31, 2017	271,403,068	271,403,068

b. Other Equity

Particulars	Reserves and Surplus		Other Comprehensive Income	Total Other Equity
	Securities Premium Reserve	Retained Earnings		
Balance at the Beginning of the reporting period i.e. July 01, 2015	9,227,184,412	152,210,382	10,423,583,169	19,802,977,963
Movements during the period	-	5,783,918	527,816,666	533,600,584
Balance at the End of the reporting period i.e. March 31, 2016	9,227,184,412	157,994,300	10,951,399,835	20,336,578,547
Movements during the year	-	3,217,258	(1,059,290,797)	(1,056,073,539)
Balance at the End of the reporting period i.e. March 31, 2017	9,227,184,412	161,211,558	9,892,109,038	19,280,505,008

As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai
Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before taxation and exceptional items	340,258	3,968,918
Adjustments for		
- Depreciation/amortisation	4,013,956	3,535,719
- Interest & Dividend received	(95,311)	(136,516)
- (Profit) / Loss on Sale of Assets	254,290	(2,875,809)
Operating profit before working capital changes	4,513,194	4,492,312
Movement in working capital :		
(Increase)/Decrease in Trade and Other Receivables	(11,374,165)	(25,593,069)
Increase/(Decrease) in Trade and Other Payables	(169,473)	(53,481,742)
Cash (Used in) / Generated from Operations	(7,030,444)	(74,582,499)
Direct Tax	743,117	(514,139)
Net Cash Flow (used in)/from Operating Activities	(A) (6,287,327)	(75,096,638)
B) CASH FLOWS FROM INVESTING ACTIVITIES		
Sales / (Purchase) of Fixed Assets	(45,300)	-
Sales / (Purchase) of Investments	1,500,000	78,714,089
Interest Received	91,164	112,505
Dividend Received	4,147	24,011
Net Cash Flow used in Investing Activities	(B) 1,550,011	78,850,605
C) CASH FLOWS FROM FINANCING ACTIVITIES		
Net Cash (used in)/from Financing Activities	(C) -	-
Net Increase/(Decrease) in Cash & Cash Equivalents	(A+B+C) (4,737,317)	3,753,967
Cash and Cash Equivalents at the Beginning of the year / Period	5,374,021	1,620,053
Cash and Cash Equivalents at the End of the year / Period	636,704	5,374,021

Notes:

1. The Cash flow has been prepared under the Indirect Method as set out in Ind AS-7 on Cash Flow Statement.
2. Figures in bracket represents Cash Outflow.

As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1. Corporate Information

Sterling International Enterprises Limited ('The Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 applicable in India. The Equity shares of the Company are listed on the BSE Limited in India. The registered office of the Company is located at 43, Atlanta Building, Nariman Point, Mumbai - 400 021, Maharashtra, India.

The Company is principally engaged in providing services incidental to Onshore Oil Extraction.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 29 May 2017.

2. Significant Accounting Policies

2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the period ended 31 March 2016, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2017 are the first the Company has prepared in accordance with Ind AS. The date of transition to Ind AS is 01 July 2015. Refer to Note 26 for information on how the Company adopted Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

2.2 Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the amount of revenues and expenses during the reporting period end. Difference between the actual results and estimates are recognised in the period in which results are known/materialised.

2.3 Property, Plant and Equipment

All the property, plant and equipment are stated at acquisition cost, net of accumulated depreciation and net of impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Freehold land is not depreciated.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Loss arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.

For the transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipments recognised as of 01 July 2015 (transition date) measured as per the previous GAAP and used that carrying value as deemed cost as of the transition date.

2.4 Depreciation / Amortisation

Depreciation is provided on pro-rata basis on the Straight Line Method (SLM) over the estimated useful lives of property, plant and equipments considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technology changes, etc. Considering these factors, the Company has decided to retain the useful life adopted for various categories of property, plant and equipments, which are different from those prescribed in Schedule II of the Companies Act, 2013. Depreciation is not charged on capital work-in-progress until construction and installation are complete and is ready to be put to use.

2.5 Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.6 Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net-selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.7 Revenue Recognition

Sale of goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates and sales tax.

2.8 Other Income

Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend Income is accounted in the period in which the right to receive the same is established

2.9 Foreign Currency Transactions

Foreign currency transactions during the year are recorded at the exchange rate prevailing on the date of the transactions. Exchange difference on settlement of transactions of fixed assets is capitalized with acquisition cost of fixed assets. The balance exchange fluctuation is charged to revenue. Current Assets and Liabilities are translated at year-end exchange rates.

2.10 Current and Deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax for timing differences between the book profits and tax profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred tax assets arising from the timing differences are recognised to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised for tax loss and depreciation carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is virtually certain and is supported by convincing evidence that sufficient future taxable profits can be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.11 Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure require to settle present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent Liabilities are disclosed when there is possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.12 Cash and Cash Equivalents

In the cash flow statement cash and cash equivalent include cash in hand, demand deposits with banks and other short term highly liquid investments.

2.13 Earning Per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

2.14 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets**a) Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent Measurement

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when The rights to receive cash flows from the asset have expired, or The Company has transferred its rights to receive cash flows from the asset

d) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. The Company follows 'Simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. net cash shortfalls), discounted at the original EIR.

Equity instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

(ii) Financial Liabilities

a) Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

b) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans & Borrowings - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.15 Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value

measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability.

2.16 Change in Accounting Year

The Company had accounting year ending on June 30 every year till June 30, 2015. Pursuant to Section 2(41) of the Companies Act, 2013, the Company was required to change the accounting year from June to March. Therefore the previous financial statements were prepared for a period of nine months starting from July 01, 2015 and ending on March 31, 2016. Accordingly, the figures for the present financial year are not comparable to those of the previous financial period.

3. Property, Plant and Equipment

(Amount in ₹)

Class of Assets	Cost				
	As at 01/07/2015	Additions / (Deductions)	As at 31/03/2016	Additions / (Deductions)	As at 31/03/2017
Land	42,151,993	-	42,151,993	-	42,151,993
Building	185,419,667	-	185,419,667	-	185,419,667
Computers & Peripherals	348,078,784	-	348,078,784	45,300	348,124,084
Office Equipments, Furniture & Fixtures	34,990,586	-	34,990,586	-	34,990,586
Vehicles	12,159,749	-	12,159,749	-	12,159,749
TOTAL	622,800,779	-	622,800,779	45,300	622,846,079

Class of Assets	Depreciation					
	As at 01/07/2015	Impact of IND AS Transition	Additions / (Deductions)	As at 31/03/2016	Additions / (Deductions)	As At 31/03/2017
Land	-	-	-	-	-	-
Building	36,306,250	-	2,266,755	38,573,005	3,022,340	41,595,345
Computers & Peripherals	347,034,929	849,270	25,797	347,909,996	31,200	347,941,196
Office Equipments, Furniture & Fixtures	26,035,026	6,909,890	567,378	33,512,294	59,364	33,571,658
Vehicles	9,222,188	198,664	675,789	10,096,641	901,052	10,997,693
TOTAL	418,598,393	7,957,824	3,535,719	430,091,936	4,013,956	434,105,892

(Con...)

3. Property, Plant and Equipment (Con...) (Amount in ₹)

Class of Assets	Book Value		
	As at 31/03/2016	As at 31/03/2017	As At 01/07/2015
Land	42,151,993	42,151,993	42,151,993
Building	143,824,322	146,846,662	149,113,417
Computers & Peripherals	182,888	168,788	194,585
Office Equipments, Furniture & Fixtures	1,418,928	1,478,292	2,045,670
Vehicles	1,162,056	2,063,108	2,738,897
TOTAL	188,740,187	192,708,843	196,244,562

4. Investment Property

Class of Assets	Cost			Depreciation			Book Value	
	As at 31/03/2016	Additions / (Deductions)	As at 31/03/2017	As at 31/03/2016	Additions / (Deductions)	As at 31/03/2017	As at 31/03/2016	As at 31/03/2017
Land	21,590,182	-	21,590,182	-	-	-	21,590,182	21,590,182
Building	28,444,284	(1,754,290)	26,689,994	-	-	-	26,689,994	28,444,284
TOTAL	50,034,466	(1,754,290)	48,280,176	-	-	-	48,280,176	50,034,466

(Amount in ₹)

5. Financial Assets : Investments - Non-Current

Particulars	Units	As at March 31, 2017	Units	As at March 31, 2016	Units	As at July 01, 2015
Investments measured at Fair Value through Other Comprehensive Income						
In Equity Shares						
Quoted, fully paid up						
Andhra Bank of ₹ 10 Each	8,293	480,165	8,293	433,309	8,293	563,095
Punjab National Bank of Rs. 2 Each	2,250	337,275	2,250	190,575	2,250	312,300
		817,440		623,884		875,395
In Equity Shares of Subsidiary Companies						
Unquoted, fully paid up						
British Oil & Gas Exploration Pvt Ltd, Mauritius of US \$1 Each	195,112,000	19,857,975,484	195,112,000	213,63,499,108	195,112,000	20,725,746,172
		19,857,975,484		21,363,499,108		20,725,746,172
In Equity Shares						
Unquoted, fully paid up						
Sterling Exploration and Energy Production Company Ltd, BVI of US \$1 Each	25,000	269,648,759	25,000	244,289,488	25,000	216,974,247
		269,648,759		244,289,488		216,974,247
Total Investments Non Current		20,128,441,683		21608,412,480		20,943,595,814
Aggregate amount of Quoted Investments		817,440		623,884		875,395
Market Value of Quoted Investments		817,440		623,884		875,395
Aggregate amount of Unquoted Investments		20,127,624,243		21,607,788,596		20,942,720,419

5.1 The List of subsidiaries, associates along with proportion of ownership interest held and country of incorporation are disclosed in Note No. 25 of the Consolidated Financial Statements.

		(Amount in ₹)		
Particulars	As at 31 March 2017	As at 31 March 2016	As at July 01, 2015	As at July 01, 2015
6. Financial Assets : Loans - Non-Current				
Security Deposits - Unsecured and Considered Good	4,091,104	4,087,384	4,116,110	4,116,110
Staff Loans - Unsecured and Considered Good	114,000	80,000	1,464,500	1,464,500
Advance Income Tax (Net of Provisions)	2,156,395	1,513,278	928,197	928,197
	6,361,499	5,680,662	6,508,807	6,508,807
7. Financial Assets Current : Trade Receivables				
Particulars	As at 31 March 2017	As at 31 March 2016	As at July 01, 2015	As at July 01, 2015
Unsecured and Considered Good	3,150,000	-	1,558,393	1,558,393
	3,150,000	-	1,558,393	1,558,393
8. Financial Assets Current : Cash and Cash Equivalents				
Particulars	As at 31 March 2017	As at 31 March 2016	As at July 01, 2015	As at July 01, 2015
Balance with Banks	401,632	5,129,936	1,513,610	1,513,610
Cash on Hand	235,072	244,085	106,443	106,443
	636,704	5,374,021	1,620,053	1,620,053
9. Other Current Assets				
Particulars	As at 31 March 2017	As at 31 March 2016	As at July 01, 2015	As at July 01, 2015
Staff Loans - Unsecured and Considered Good	1,250,000	1,250,000	45,000	45,000
Others - Unsecured and Considered Good	378,228,486	371,494,275	344,975,529	344,975,529
	379,478,486	372,744,275	345,020,529	345,020,529

10. Equity Share

(a) Share Capital Authorised, Issued, Subscribed and Paid Up

(Amount in ₹)

Particulars	No. of Shares	As at 31 March 2017	No. of Shares	As at 31 March 2016	No. of Shares	As at July 01, 2015
Authorised Equity Shares of ₹ 1 each	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000
Issued, Subscribed and fully Paid Up : Equity Shares of ₹ 1 each	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068

(b) Reconciliation of the number of Equity shares :

Particulars	No. of Shares	As at 31 March 2017	No. of Shares	As at 31 March 2016	No. of Shares	As at July 01, 2015
Equity shares outstanding at the beginning of the year	271,403,068	271,403,068	271,403,068	271,403,068	-	-
Add : Changes during the year	-	-	-	-	-	-
Equity shares outstanding at the end of the year	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068

(c) Terms / Rights attached to Equity Shares :

The Company has only one class of shares referred to as Equity shares having par value of ₹ 1 each. Each holder of Equity share is entitled to one vote per share except GDR Holders / Depository. The holders of Equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting except in case of Interim Dividend. In the event of liquidation of the Company the holders will be entitled to receive remaining assets of the Company, after distribution of all preferential distribution in proportion to the number of Equity Shares held by the shareholders.

(d) The details of shareholder holding more than 5 % shares :

Name of Shareholder	No. of Shares	As at 31 March 2017 % Held	No. of Shares	As at 31 March 2016 % Held	No. of Shares	As at July 01, 2015 % Held
The Bank of New York	-	0.00%	-	0.00%	42,812,088	15.77%
LTS Investment Fund Ltd	24,146,516	8.90%	24,146,516	8.90%	24,146,516	8.90%
Albula Investment Fund Ltd	14,414,464	5.31%	14,414,464	5.31%	14,414,464	5.31%

11. Other Equity (Amount in ₹)

Particulars	As at March 31, 2017		As at March 31, 2016		As at July 01, 2015
Securities Premium Reserve		9,227,184,412		9,227,184,412	9,227,184,412
As per last Balance Sheet					
Retained Earnings	157,994,300		152,310,382		
As per last Balance Sheet					
Add : Profit for the year	3,217,258	161,211,558	5,783,918	157,994,300	152,210,382
Other Comprehensive Income					
As per last Balance Sheet	10,951,399,835		10,423,583,169		
Add : Movement in OCI (Net) during the year	(1,059,290,797)	9,892,109,038	527,816,666	10,951,399,835	10,423,583,169
TOTAL		19,280,505,008		20,336,578,547	19,802,977,963

12. Deferred Tax Liabilities

Particulars	As at 31 March 2017	As at 31 March 2016	As at July 01, 2015
	At the Start of the year	1,622,050,000	1,487,635,000
Charge / (Credit) to Statement of Profit and Loss	(423,623,000)	134,415,000	
	1,198,427,000	1,622,050,000	148,763,500
Component of Deferred Tax Liabilities in relation to :			
Property, Plant and Equipment	11,967,000	14,910,000	17,495,000
Financial Assets	1,186,460,000	1,607,140,000	1,470,140,000
TOTAL	1,198,427,000	1,622,050,000	1,487,635,000

13. Financial Liabilities - Current : Trade Payables

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Others	443,686	603,045	746,496
	443,686	603,045	746,496

13.1 Based on the information received by the Company from Vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 (The Act) there are no amounts due to such vendors during the year and as at the year end. Therefore, disclosures required under the Act have not been given.

14. Other Current Liabilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Other Payables	9,973	20,087	44,378
Advances Received	4,300,000	4,300,000	57,614,000
	4,309,973	4,320,087	57,658,378

15. Contingent Liabilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Co-Guarantees given by the Company	4,250,000,000	4,400,000,000	1,650,000,000
Claims against the Company not acknowledged as debts			
(i) Income Tax	144,219	-	-
	4,250,144,219	4,400,000,000	1,650,000,000

(Amount in ₹)

16. Revenue from Operations

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Sales & Services	12,279,683	11,535,831
	12,279,683	11,535,831

17. Other Income

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Interest on Deposits	91,164	112,505
Dividend	4,147	24,011
Profit on Sale of Assets -	2,875,809	
Amount Written Back	40,212	-
	135,523	3,012,325

18. Employee Benefit Expense

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Salary, wages and bonus	2,461,844	1,730,000
Staff welfare expenses	63,952	49,351
	2,525,796	1,779,351

19. Administration and Other Expenses

(Amount in ₹)

Particulars	Year ended March 31, 2017	Nine Months ended March 31, 2016
Advertisement & Publicity	33,792	125,930
Electricity Expenses	641,032	518,738
Loss on Sale of Assets	254,290	-
Listing and Other Fees	474,564	174,040
Payment to Auditor	30,000	28,625
Professional Charges	117,967	120,465
Postage, Courier & Periodicals	33,989	28,908
Printing & Stationery	190,772	127,807
Rent, Rates & Taxes	940,899	737,749
Repair & Maintenance	1,263,252	919,371
Telephone Expenses	184,168	186,470
Travelling Expenses	147,468	117,215
Miscellaneous Expenses	1,223,002	2,178,851
	5,535,195	5,264,168

20. Payment to Auditors as :

Particulars	Year ended March 31, 2017	Nine Months ended March 31, 2016
Audit Fees	23,000	22,900
For Other Services	7,000	5,725
Total	30,000	28,625

21. Earnings per share (EPS)

Particulars	Year ended March 31, 2017	Nine Months ended March 31, 2016
a. Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	3,217,258	5,783,918
b. Weighted Average number of Equity Shares used for calculating Basic & Diluted EPS	271,403,068	271,403,068
c. Basic & Diluted Earnings per Share (₹) (a/b)	0.01	0.02
d. Nominal value of each Equity share (₹)	1	1

22. Related Party Disclosures

A. Names of Related Parties and their relationship

- I) Subsidiary (Direct Holding)
British Oil & Gas Exploration Pvt Ltd, Mauritius.
- II) Subsidiary (Indirect Holding)
 - a) British Oil Resources Ltd, Mauritius
 - b) British Oil & Gas Exploration Ltd, BVI *

- c) Sterling Oil Resources Ltd, BVI *
- d) Geodynamics-Geospectra Ltd, BVI *

* Subsidiaries of British Oil Resources Ltd

- III) Enterprise in which significant influence is exercised
 - a) Sterling Exploration and Energy Production Company Limited, BVI
 - b) Sterling Oil Exploration and Energy Production Co. Ltd, Nigeria

23. Financial Instruments

23.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

23.2 Categorization of Financial Instruments

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
(i) Financial Assets			
(a) Investments at FVTOCI (Note 5)	20,128,441,683	21,608,412,480	20,943,595,814
(b) Measured at Amortised Cost			
Trade receivables (Note 7)	3,150,000	-	1,558,393
Cash and cash equivalents (Note 8)	636,704	5,374,021	1,620,053
	3,786,704	5,374,021	3,178,446
(ii) Financial Liabilities			
Measured at Amortised Cost			
Trade Payables (Note 13)	443,686	603,045	746,496
	443,686	603,045	746,496

23.3 Financial Risk Management Objectives

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of the financial markets and seek to minimize the potential adverse effects on its financial performance.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity price risk. Financial instruments affected by market risk include trade receivables, deposits and current investments.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The mark to market valuation of its portfolio is impacted by fluctuation of the interest rates.

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates.

(iv) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

(v) Liquidity Risk

As of March 31, 2017, the Company has working capital of ₹ 38,48,73,030 (current assets of ₹ 38,96,26,689 including cash and cash equivalents of ₹ 636,704), hence there is no liquidity risk to the Company.

23.4 Fair Value Measurement

The management assessed that fair value of loans, cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values. i) The fair value of unquoted instruments are evaluated by the Company based on parameters such as interest rates and its investments rating. ii) The fair values of the quoted instruments are based on price quotations at the reporting date.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique. Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities. Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly. Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

24. As per Ind AS 108 - " Operating Segment ", segment information has been provided under Note No. 27 to the Notes to the Consolidated Financial Statements.

25. Details of Specified Bank Notes (SBN)

	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on November 08, 2016	-	241,580	241,580
Add: Permitted receipts*	-	20,000	20,000
Less: Permitted payments	-	30,082	30,082
Less: Amount deposited in Bank	-	-	-
Closing Cash in Hand as on December 30, 2016	-	231,498	231,498

* All receipts shown above are based on withdrawal from various bank accounts across India.

26. First time Ind AS Adoption Reconciliations

The Company has prepared the opening balance sheet as per Ind AS as of July 01, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

Deemed Cost of Property, Plant and Equipment and Intangible Assets

The Company has elected to continue with the carrying value of all its property, plant and equipments recognised as of January 01, 2015 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date.

contd..

26.1 Effect of Ind AS Adoption on the Standalone Balance Sheet as at March 31, 2016 and July 01, 2015

Particulars	As at March 31, 2016			As at July 01, 2015		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
ASSETS						
Non-current assets						
Property, plant and equipment	199,734,267	(7,025,424)	192,708,843	204,202,386	(7,957,824)	196,244,562
Investment Property	50,034,466	-	50,034,466	125,872,746	-	125,872,746
Financial assets						
Investments	9,041,914,821	12,566,497,659	21,608,412,480	9,041,914,821	11,901,680,993	20,943,595,814
Other non-current assets	6,930,662	(1,250,000)	5,680,662	6,441,852	-	6,441,852
	9,298,614,216	12,558,222,235	21,856,836,451	9,378,431,805	11,893,723,169	21,272,154,974
Current Assets						
Financial assets						
Trade receivables	-	-	-	1,558,394	-	1,558,394
Cash and cash equivalents	5,374,021	-	5,374,021	1,620,053	-	1,620,053
Other current assets	371,494,275	1,250,000	372,744,275	345,087,484	-	345,087,484
	376,868,296	1,250,000	378,118,296	348,265,931	-	348,265,931
Total assets	9,675,482,512	12,559,472,235	22,234,954,747	9,726,697,736	11,893,723,169	21,620,420,905
EQUITY AND LIABILITIES						
Equity						
Equity Share Capital	271,403,068	-	271,403,068	271,403,068	-	271,403,068
Other Equity	9,382,074,312	10,954,504,235	20,336,578,547	9,379,394,794	10,423,583,169	19,802,977,963
Total Equity	9,653,477,380	10,954,504,235	20,607,981,615	9,650,797,862	10,423,583,169	20,074,381,031
Liabilities						
Non-current liabilities						
Deferred Tax Liabilities	17,082,000	1,604,968,000	1,622,050,000	17,495,000	1,470,140,000	1,487,635,000
Current liabilities						
Financial Liabilities						
Trade Payables	603,045	-	603,045	746,496	-	746,496
Other Current Liabilities	4,320,087	-	4,320,087	57,658,378	-	57,658,378
Total liabilities	22,005,132	1,604,968,000	1,626,973,132	75,899,874	1,470,140,000	1,546,039,874
Total equity and liabilities	9,675,482,512	12,559,472,235	22,234,954,747	9,726,697,736	11,893,723,169	21,620,420,905

26.2 Effect of Ind AS Adoption on the Statement of Profit and Loss for the period ended March 31, 2016

Particulars	Previous GAAP	Ind AS Adjustments	Ind AS
Revenue from operations	11,535,831	-	11,535,831
Other income	3,012,325	-	3,012,325
Total income (I)	14,548,156	-	14,548,156
Expenses			
Employee benefits expense	1,779,351	-	1,779,351
Depreciation & amortisation	4,468,119	(932,400)	3,535,719
Other expenses	5,264,168	-	5,264,168
Total expenses (II)	11,511,638	(932,400)	10,579,238
Profit/(Loss) before tax (I-II)	3,036,518	932,400	3,968,918
Tax expense			
- Current tax	770,000	-	770,000
- Deferred tax	(413,000)	(2,172,000)	(2,585,000)
Total tax expense	357,000	(2,172,000)	(1,815,000)
Profit/(Loss) for the period	2,679,518	3,104,400	5,783,918
Other Comprehensive Income			
Items that will not to be reclassified to profit or loss			
Fair Value Changes on Equity Instruments	-	664,816,666	664,816,666
tax on above	-	(137,000,000)	(137,000,000)
Net other comprehensive income not to be reclassified to profit or loss	-	527,816,666	527,816,666
Total comprehensive income for the period, net of tax	2,679,518	530,921,066	533,600,584

Foot Notes to effect of Ind AS Adoption on the Balance sheet as at March 31, 2016 and July 01, 2015 and the statement of Profit and Loss for the year ended March 31, 2016.

- 1 Previous GAAP figures have been regrouped/rearranged wherever necessary to make them comparable in line with Ind AS.
- 2 Under Indian GAAP, the Company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Company has designated such investments as FVTOCI investments. Ind AS requires FVTOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and Indian GAAP carrying amount has been recognised as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes.
- 3 The Company has elected to continue with the carrying value of all its property, plant and equipments recognised as of July 01, 2015 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date. Accordingly, for the period ended on 31 March 2016, decrease in depreciation was credited in the statement of profit and loss.

- 4 Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.
- 5 The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

27. Previous period figures

Previous period figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure.

As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Member(s) of

STERLING INTERNATIONAL ENTERPRISES LIMITED

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

I have audited the accompanying consolidated Ind AS financial statements of **Sterling International Enterprises Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries constitute 'the Group'), which comprise of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss(including other comprehensive income) and the Consolidated Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

Management's Responsibility for Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flow and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company and its subsidiaries are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the respective assets of the Company and its subsidiaries 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 these consolidated Ind AS financial statements by the Board of Directors of the Company.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated Ind AS financial statements based on my audit. While conducting the audit, I 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.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the

assessment of the risks of material misstatement of the consolidated Ind AS 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 and presentation of the consolidated Ind AS 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 the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

I believe that the audit evidence obtained by me and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for my audit opinion on the consolidated Ind AS financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated state of affairs of the Company, as at March 31, 2017, and their Consolidated Profit and their Consolidated Cash Flows and the Consolidated changes in equity for the year ended on that date.

Other Matter

- a) I did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 12,300.90 lacs as at March 31, 2017, total loss of ₹ 522.26 lacs and net cash outflows amounting to ₹ 0.15 lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to me by the Management and my opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and my report in terms of sub-section (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- b) My opinion on the consolidated financial statements, and my report on other legal and regulatory requirement below, is not modified in respect of the above matters stated in paragraph (a) above, with respect to my reliance on the work done and the reports of the other auditors and the financial statement/financial information certified by the management.
- c) The comparative financial information of the Company for the period ended March 31, 2016 and the transition date opening balance sheet as at July 01, 2015 included in these consolidated Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under Section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014, which were audited by me, on which I expressed an unmodified opinion dated May 27, 2016 and August 28, 2015, respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the group on transition to the Ind AS have been audited by me.

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

Report on Other Legal and Regulatory Requirements

1. As required by sub-sections 3 of Section 143 of the Act, based on my audit and on the consideration of report of the other auditors on separate financial statements of a subsidiary, as noted in the 'Other Matter' paragraph, I report, to the extent applicable, that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit of the aforesaid consolidated Ind AS financial statements.
 - b) In my 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 my examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Cash Flow Statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - d) In my opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act
 - e) On the basis of the 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 Group are disqualified as on March 31, 2017, from being appointed as a Director of that company in terms of sub section 2 of Section 164 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 my separate report in "Annexure A";
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me and based on the consideration of the report of the other auditors on separate financial statements of a subsidiary, as noted in the 'Other Matter' paragraph:
 - i) The Group does not have any pending litigation which would impact the consolidated Ind AS Financial position of the Group.
 - ii) The Group did not have any long-term contracts including derivative contracts.
 - iii) There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
 - iv) The Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of account maintained by the Company. Refer note no. 30 to the consolidated Ind AS financial statements.

For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

Place : Mumbai
Date : May 29, 2017

HEMANT S. HATHI
Proprietor
Membership No. 037109

Annexure - A to the Auditors' Report

to the Independent Auditor's Report - March 31, 2017 on the Consolidated Financial Statements

Report on the Internal Financial Controls under Clause (i) Of Subsection 3 of Section 143 Of The Companies Act, 2013 ("The Act")

In conjunction with my audit of the consolidated Ind AS financial statements of **Sterling International Enterprises Limited** ("the Company") as of and for the period ended March 31, 2017, I have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary companies incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

My responsibility is to express an opinion on the Holding Company's and its subsidiary company's incorporated in India, internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained and audit evidence obtained by other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for my audit opinion on the Holding Company's and its subsidiary company's incorporated in India, internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In my opinion, the Holding Company and its subsidiary companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H. S. HATHI & CO.
Chartered Accountants
(Firm Registration No. 103596W)

HEMANT S. HATHI
Proprietor
Membership No. 037109

Place : Mumbai
Date : May 29, 2017

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017 (Amount in ₹)

Particulars	Note	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	3	12,942,304,421	15,942,815,604	17,282,416,577
Investment Property	4	48,280,176	50,034,466	125,872,746
Financial assets				
Investments	5	270,553,083	245,002,258	217,935,074
Loans	6	6,557,659,843	6,193,237,265	5,055,157,159
Other non-current assets	7	136,360,895	190,232,013	219,406,432
		19,955,158,418	22,621,321,606	22,900,787,988
Current Assets				
Financial assets				
Trade receivables	8	3,638,570,062	2,673,765,695	1,523,395,029
Cash and cash equivalents	9	11,616,476	15,640,498	18,676,658
Other current assets	10	379,478,486	372,744,275	345,087,484
		4,029,665,024	3,062,150,468	1,887,159,172
Total assets		23,984,823,442	25,683,472,074	24,787,947,160
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	11	271,403,068	271,403,068	271,403,068
Other Equity	12	20,410,795,824	21,893,738,546	21,228,767,957
Equity attributable to owners of the Company		20,682,198,892	22,165,141,614	21,500,171,025
Non Controlling Interest		990,487	1,300,387	1,143,825
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	13	144,946,690	1,117,715,338	82,476,820
Deferred Tax Liabilities	14	67,147,000	64,890,000	61,845,000
		212,093,690	1,182,605,338	889,321,820
Current liabilities				
Financial Liabilities				
Borrowings	15	2,783,621,272	1,783,209,877	2,186,945,138
Trade Payables	16	301,609,128	546,894,772	152,706,974
Other Current Liabilities	17	4,309,973	4,320,087	57,658,378
		3,089,540,373	2,334,424,735	2,397,310,490
Total liabilities		3,301,634,063	3,517,030,073	3,286,632,310
Total equity and liabilities		23,984,823,442	25,683,472,074	24,787,947,160
Contingent Liabilities	18			

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For H.S.Hathi & Co.

Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi

Proprietor

Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara

Director
(DIN:00255496)

Chetan Sandesara

Director
(DIN:00255671)

Rajbhushan Dixit

Director
(DIN:00025484)

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2017**

(Amount in ₹)

Particulars	Note	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Revenue from operations	19	4,633,719,595	4,395,967,114
Other income	20	135,523	3,012,325
Total income (I)		4,633,855,118	4,398,979,439
Expenses			
Cost of Goods Sold		1,509,858,266	1,155,870,772
Consumption of Materials		527,633,801	628,806,346
Employee benefits expense	21	480,675,256	501,465,587
Finance Costs	22	248,565,213	142,156,446
Depreciation & amortisation	23	2,787,603,233	2,069,397,924
Administration and other expenses	24	140,418,428	102,846,558
Total expenses (II)		5,694,754,197	4,600,543,633
Profit/(Loss) before tax (I-II)		(1,060,899,080)	(201,564,194)
Tax expense			
- Current tax		66,000	770,000
- Deferred tax		(2,943,000)	(2,585,000)
Total tax expense		(2,877,000)	(1,815,000)
Profit/(Loss) for the period		(105,8022,080)	(199,749,194)
Other Comprehensive Income			
Items that will not to be reclassified to profit or loss			
Fair Value Changes on Equity Instruments		25,552,827	27,063,731
Income tax on above		(5,200,000)	(5,630,000)
Items that will be reclassified to profit or loss			
Exchange differences in translating the financial statement of foreign operations		5,160,131	4,088,060
Other Comprehensive Income for the year / period, net of tax		25,512,958	25,521,791
Total comprehensive income for the period, net of tax		(1,032,509,122)	(174,227,403)
Profit for the year / period attributable to:			
-Owners of the Company		(1,057,741,475)	(199,859,505)
-Non Controlling Interests		(280,605)	110,311
Other Comprehensive Income for the year / period attributable to:			
-Owners of the Company		25,511,612	25,520,312
-Non Controlling Interests		1,346	1,479
Total Comprehensive Income for the year / period attributable to:			
-Owners of the Company		(1,032,229,863)	(174,339,193)
-Non Controlling Interests		(279,259)	111,790
Earning per equity share [Face value of ₹ 1/- each]			
- Basic & Diluted	26	(3.90)	(0.74)

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For H.S.Hathi & Co.

Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi

Proprietor
Membership No. 037109

Place : Mumbai
Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin J. Sandesara

Director
(DIN:00255496)

Chetan J. Sandesara

Director
(DIN:00255671)

Rajbhushan O. Dixit

Director
(DIN:00025484)

STATEMENT OF CONSOLIDATED CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

a. Equity share capital

(Amount in ₹)

Particulars	Numbers	Rupees
Equity shares of ₹ 1/- each Issued, Subscribed and Paid Up		
At 01 July 2015	271,403,068	271,403,068
At 31 March 2016	271,403,068	271,403,068
At 31 March 2017	271,403,068	271,403,068

b. Other Equity

Particulars	Reserves and Surplus		Other Comprehensive Income*	Total Other Equity
	Securities Premium Reserve	Retained Earnings		
Balance at the beginning of the reporting period i.e. 01-07-2015	9,227,948,196	8,447,284,984	3,553,534,777	21,228,767,957
Movements during the period	30,884	(199,859,505)	864,799,210	664,970,589
Balance at the end of the reporting period i.e. 31-03-2016	9,227,979,080	8,247,425,479	4,418,333,987	21,893,738,546
Movements during the year	(17,902)	(1,057,741,475)	(425,183,345)	(1,482,942,722)
Balance at the end of the reporting period i.e. 31-03-2017	9,227,961,178	7,189,684,004	3,993,150,642	20,410,795,824

* includes net movement in Foreign Currency Translation Reserve
As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai
Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2017**

(Amount in ₹)

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
A) Cash flow from operating activities:		
Net Profit before taxation	(1,060,899,080)	(201,564,194)
Adjustments for		
- Depreciation/amortisation	2,787,603,233	2,069,397,924
- Interest paid	248,565,213	142,156,446
- Effect of Exchange Rate Change	(179,037,604)	142,926,940
- Non Controlling Interest	280,605	(110,311)
- Interest & Dividend received	(95,311)	(136,516)
- (Profit) / Loss on Sale of Assets	254,290	(2,875,809)
Operating profit before working capital changes	1,796,671,347	2,149,794,480
Movement in working capital :		
(Increase)/Decrease in Trade and Other Receivables	(1,336,770,273)	(2,316,363,424)
Increase/(Decrease) in Trade and Other Payables	(245,295,758)	340,849,507
Cash (Used in) / Generated from Operations	214,605,316	174,280,563
Direct Tax	743,117	(514,139)
Net cash flow (used in)/from operating activities	(A) 215,348,433	173,766,424
B) Cash flows from investing activities		
Sales / (Purchase) of fixed assets	(45,300)	-
Sales / (Purchase) of investments	1,500,000	78,714,089
Interest Received	91,164	112,505
Dividend Received	4,147	24,011
Net cash flow used in investing activities	(B) 1,550,011	78,850,605
C) Cash flows from financing activities		
Proceeds / (Repayments) from Long Term Borrowings	27,642,748	(113,496,744)
Interest Paid	(248,565,213)	(142,156,446)
Net cash (used in)/from financing activities	(C) (220,922,465)	(255,653,190)
Net increase/(decrease) in cash & cash equivalents	(A+B+C) (4,024,022)	(3,036,161)
Cash and cash equivalents at the beginning of the year / period	15,640,498	18,676,658
Cash and cash equivalents at the end of the year / period	11,616,476	15,640,498

Notes:

1. The Cash flow has been prepared under the Indirect Method as set out in Ind AS-7 on Cash Flow statement.
2. Figures in bracket represents Cash Outflow.

As per our Report of even date

For H.S.Hathi & Co.

Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi

Proprietor

Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara

Director
(DIN:00255496)

Chetan Sandesara

Director
(DIN:00255671)

Rajbhushan Dixit

Director
(DIN:00025484)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. Corporate Information

Sterling International Enterprises Limited ('The Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 applicable in India. The Equity shares of the Company are listed on the the Bombay Stock Exchange (BSE) in India. The registered office of the Company is located at 43, Atlanta Building, Nariman Point, Mumbai - 400 021, Maharashtra, India.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 29 May 2017.

2. Significant Accounting Policies

2.1 Basis of preparation

The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the period ended 31 March 2016, the Group prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2017 are the first the Group has prepared in accordance with Ind AS. The date of transition to Ind AS is 01 July 2015. Refer to Note 31 for information on how the Group adopted Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

2.2 Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary

Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company

Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

2.3 Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the amount of revenues and expenses during the reporting period end. Difference between the actual results and estimates are recognised in the period in which results are known/materialised.

2.4 Property, Plant and Equipment

All the property, plant and equipment are stated at acquisition cost, net of accumulated depreciation and net of impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Freehold land is not depreciated.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Loss arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.

For the transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipments located in India recognised as of 01 July 2015 (transition date) measured as per the previous GAAP and used that carrying value as deemed cost as of the transition date.

2.5 Depreciation / Amortisation

Depreciation is provided on pro-rata basis on the Straight Line Method (SLM) over the estimated useful lives of property, plant and equipments considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technology changes, etc. Considering these factors, the Group has decided to retain the useful life adopted for various categories of property, plant and equipments, which are different from those prescribed in Schedule II of the Companies Act, 2013. Depreciation is not charged on capital work-in-progress until construction and installation are complete and is ready to be put to use. The Company has adopted to change the useful life of Survey Equipments included in plant and machinery from 20 Yrs to 10 Yrs.

2.6 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.7 Impairment of non-financial assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net-selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.8 Revenue Recognition

Sale of goods: Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates and sales tax.

2.9 Other Income

Interest : Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend Income is accounted in the period in which the right to receive the same is established

2.10 Foreign Currency Transactions

Foreign currency transactions during the year are recorded at the exchange rate prevailing on the date of the transactions. Exchange difference on settlement of transactions of fixed assets is capitalized with acquisition cost of fixed assets. The balance exchange fluctuation is charged to revenue. Current Assets and Liabilities are translated at year-end exchange rates.

2.11 Current and deferred tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax for timing differences between the book profits and tax profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred

tax assets arising from the timing differences are recognised to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised for tax loss and depreciation carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is virtually certain and is supported by convincing evidence that sufficient future taxable profits can be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent Liabilities are disclosed when there is possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.13 Cash and Cash Equivalents

In the cash flow statement cash and cash equivalent include cash in hand, demand deposits with banks and other short term highly liquid investments.

2.14 Earning Per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

2.15 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

a) Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the

acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

b) Subsequent Measurement

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when The rights to receive cash flows from the asset have expired, or The Group has transferred its rights to receive cash flows from the asset

d) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. The Company follows 'Simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Company expects to receive (i.e. net cash shortfalls), discounted at the original EIR.

Equity instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

(ii) Financial Liabilities

a) Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable

transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

b) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans & Borrowings - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Fair Value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability

2.17 Change in Accounting Year

The Company had accounting year ending on June 30 every year till June 30, 2015. Pursuant to Section 2(41) of the Companies Act, 2013, the Company was required to change the accounting year from June to March. Therefore the previous financial statements were prepared for a period of nine months starting from 01 July 2015 and ending on 31 March 2016. Accordingly, the figures for the present financial year are not comparable to those of the previous financial period.

3. Property, Plant and Equipment (Amount in ₹)

Class of Assets	Cost									
	As at July 01, 2015	Addition/ (Deduction)	Adjustments	As at March 31, 2016	Additions / (Deductions)	Adjustments	As at March 31, 2017			
Land	42,151,993	-	-	42,151,993	-	-	42,151,993			
Building	185,419,667	-	-	185,419,667	-	-	185,419,667			
Computers & Peripherals	-	-	-	348,078,784	45,300	-	348,124,084			
Office Equipments, Furniture & Fixtures	34,990,586	-	-	34,990,586	-	-	34,990,586			
Vehicles	12,159,749	-	-	12,159,749	-	-	12,159,749			
Plant & Machinery	-	-	948,171,869	24,396,815,261	-	(549,593,957)	23,847,221,304			
TOTAL	24,071,444,171	-	948,171,869	25,019,616,040	45,300	(549,593,957)	24,470,067,383			

3. Property, Plant and Equipment

Class of Assets	Depreciation									
	As at July 01, 2015	Impact on IND AS Transition	Additions / (Deductions)	Adjustments	As at March 31, 2016	Additions / (Deductions)	Adjustments	As at March 31, 2017		
Land	-	-	-	-	-	-	-	-		
Building	36,306,250	-	2,266,755	-	38,573,005	3,022,340	-	41,595,345		
Computers & Peripherals	347,034,929	849,270	25,797	-	347,909,996	31,200	-	347,941,196		
Office Equipments, Furniture & Fixtures	26,035,026	6,909,890	567,378	-	33,512,294	59,364	-	33,571,658		
Vehicles	9,222,188	198,664	675,789	-	10,096,641	901,052	-	10,997,693		
Plant & Machinery	6,168,115,584	194,355,793	2,027,800,140	256,436,983	8,646,708,500	2,732,303,593	(285,355,023)	11,093,657,070		
TOTAL	6,586,713,977	202,313,617	2,031,335,859	256,436,983	9,076,800,436	2,736,317,549	(285,355,023)	11,527,762,962		

(Cont...)

3. Property, Plant and Equipment (Amount in ₹)

Class of Assets	Book Value		
	As at March 31, 2016	As at March 31, 2017	As at July 01, 2015
Land	42,151,993	42,151,993	42,151,993
Building	143,824,322	146,846,662	149,113,417
Computers & Peripherals	182,888	168,788	194,585
Office Equipments, Furniture & Fixtures	1,418,928	1,478,292	2,045,670
Vehicles	1,162,056	2,063,108	2,738,897
Plant & Machinery	12,753,564,234	15,750,106,761	17,086,172,015
TOTAL	12,942,304,421	15,942,815,604	17,282,416,577

4. Investment Property

Class of Assets	Cost			
	As at July 01, 2015	Additions / (Deductions)	As at March 31, 2016	As at March 31, 2017
Land	97,922,986	(76,332,804)	21,590,182	21,590,182
Building	27,949,760	494,524	28,444,284	26,689,99
TOTAL	125,872,746	(75,838,820)	50,034,466	48,280,176

(Cont...)

(Amount in ₹)

4. Investment Property	Depreciation						
	Class of Assets	As at July 01, 2015	Impact on IND AS Transition	Additions / (Deductions)	As at March 31, 2016	Additions / (Deductions)	As at March 31, 2017
	Land	-	-	-	-	-	-
	Building	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-

4. Investment Property	Book Value			
	Class of Assets	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
	Land	21,590,182	21,590,182	97,922,986
	Building	26,689,994	28,444,284	27,949,760
	TOTAL	48,280,176	50,034,466	125,872,746

5. Financial Assets : Investments - Non-Current

(Amount in ₹)

Particulars	Units	As at March 31, 2017	Units	As at March 31, 2016	Units	As at July 01, 2015
Investments measured at Fair Value through Other Comprehensive Income						
In Equity Shares						
Quoted, fully paid up						
Andhra Bank of ₹ 10 Each	8,293	480,165	8,293	433,309	8,293	563,095
Punjab National Bank of ₹ 2 Each	2,250	337,275	2,250	190,575	2,250	312,300
		817,440		623,884		875,395
In Equity Shares of Subsidiary Companies						
In Equity Shares						
Unquoted, fully paid up						
British Oil & Gas Exploration Ltd, Nigeria of Naira 1 Each		86,884		88,886		85,432
Sterling Exploration and Energy Production Company Ltd, BVI of US \$1 Each	25,000	269,648,759	25,000	244,89,488	25,000	216,974,247
		269,735,643		244,378,374		217,059,679
Total Investments Non Current		270,553,083		245,002,258		217,935,074
Aggregate amount of Quoted Investments		817,440		623,884		875,395
Market Value of Quoted Investments		817,440		623,884		875,395
Aggregate amount of Unquoted Investments		269,735,643		244,378,374		217,059,679

5.1 The List of subsidiaries, associates along with proportion of ownership interest held and country of incorporation are disclosed in Note No. 25.

6. Financial Assets : Loans - Non-Current (Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Advances to related parties - Unsecured and Considered Good	6,551,298,344	6,187,556,603	5,048,715,307
Security Deposits - Unsecured and Considered Good	4,091,104	4,087,384	4,116,110
Staff Loans - Unsecured and Considered Good	114,000	80,000	1,464,500
Advance Income Tax (Net of Provisions)	2,156,395	1,513,278	861,242
	6,557,659,843	6,193,237,265	5,055,157,159

7. Other Non Current Assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Miscellaneous Expenditure	136,360,895	190,232,013	219,406,432
	136,360,895	190,232,013	219,406,432

8. Financial Assets Current : Trade Receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Unsecured and Considered Good	3,638,570,062	2,673,765,695	1,523,395,029
	3,638,570,062	2,673,765,695	1,523,395,029

8.1 Out of the above, ₹222.05 Cr (Previous Year ₹ 130.87 Cr) is receivable from Sterling Oil Exploration & Energy Production Co. Ltd, Nigeria

(Amount in ₹)

9. Financial Assets Current : Cash and Cash Equivalents

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Balance with Banks	10,556,722	14,240,894	17,616,952
Cash on Hand	1,059,754	1,399,604	1,059,706
	11,616,476	15,640,498	18,676,658

10. Other Current Assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Staff Loans - Unsecured and Considered Good	1,250,000	1,250,000	45,000
Others - Unsecured and Considered Good	378,228,486	371,494,275	345,042,484
	379,478,486	372,744,275	345,087,484

11. Equity Share Capital

(a) Share Capital Authorised, Issued, Subscribed and Paid Up

Particulars	As at March 31, 2017		As at March 31, 2016		As at July 01, 2015	
	No. of Shares	₹	No. of Shares	₹	No. of Shares	₹
Authorised Equity Shares of ₹ 1 each	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000
Issued, Subscribed and fully Paid Up : Equity Shares of ₹ 1 each	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068

(b) Reconciliation of the number of Equity shares :

Particulars	(Amount in ₹)					
	No. of Shares	As at March 31, 2017	No. of Shares	As at March 31, 2016	No. of Shares	As at July 01, 2015
Equity shares outstanding at the beginning of the year	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068
Add : Changes during the year	-	-	-	-	-	-
Equity shares outstanding at the end of the year	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068	271,403,068

(c) Terms / Rights attached to Equity Shares :

The Company has only one class of shares referred to as equity shares having par value of Rs 1 each. Each holder of equity share is entitled to one vote per share except GDR Holders / Depository. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting except in case of Interim Dividend. In the event of liquidation of the Company the holders will be entitled to receive remaining assets of the Company, after distribution of all preferential distribution in proportion to the number of Equity Shares held by the shareholders.

(d) The details of shareholder holding more than 5 % shares :

Name of Shareholder	(Amount in ₹)					
	No. of Shares	As at March 31, 2017 % Held	No. of Shares	As at March 31, 2016 % Held	No. of Shares	As at July 01, 2015 % Held
The Bank of New York	-	0.00%	-	0.00%	42,812,088	15.77%
LTS Investment Fund Ltd	24,146,516	8.90%	24,146,516	8.90%	24,146,516	8.90%
Albula Investment Fund Ltd	14,414,464	5.31%	14,414,464	5.31%	14,414,464	5.31%

12. Other Equity (Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Securities Premium Reserve As per last Balance Sheet	9,227,961,178	9,227,979,080	9,227,948,196
Foreign Currency Translation Reserve	615,215,863	1,065,910,820	226,631,922
Retained Earnings			
As per last Balance Sheet	8,447,284,984		
Add : Profit for the year	(1,057,741,475)	8,247,425,479	8,447,284,984
Other Comprehensive Income			
As per last Balance Sheet	3,352,423,167		
Add : Movement in OCI (Net) during the year	25,511,612	3,352,423,167	3,326,902,855
TOTAL	20,410,795,824	21,893,738,546	21,228,767,957

13. Financial Liabilities : Borrowings - Non-Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Term Loan from Banks	-		684,952,740
Loans from Related Parties - Unsecured	144,946,690	1,117,715,338	827,476,820
	144,946,690	1,117,715,338	827,476,820

14. Deferred Tax Liabilities (Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
At the Start of the year	64,890,000		
Charge / (Credit) to Statement of Profit and Loss	2,257,000	64,890,000	61,845,000
Component of Deferred Tax Liabilities in relation to : Property, Plant and Equipment Financial Assets	11,967,000 55,180,000	14,910,000 49,980,000	17,495,000 44,350,000
TOTAL	67,147,000	64,890,000	61,845,000

15. Financial liabilities - current : Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Current Maturities of Long Term Debt	2,183,305,797	1,372,708,685	1,939,093,283
Interest Accrued & due on Borrowings	482,296,718	396,178,689	190,739,932
Interest Accrued but not due	118,018,757	14,322,503	57,111,923
	2,783,621,272	1,783,209,877	2,186,945,138

15.1 There has been a default in the repayments of Installments as well as Interest of Term Loans amounting to ₹ 266.56 Crores (Previous Year ₹ 176.89 Crores).

16. Financial liabilities - current : Trade Payables

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Others	301,609,128	546,894,772	152,706,974
	301,609,128	546,894,772	152,706,974

17. Other Current Liabilities

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Other Payables	9,973	20,087	44,378
Advances Received	4,300,000	4,300,000	57,614,000
	4,309,973	4,320,087	57,658,378

18. Contingent Liabilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
Co-Guarantees given by the Company	4,250,000,000	4,400,000,000	1,650,000,000
Claims against the Company not acknowledged as debts			
(i) Income Tax	144,219	-	

19. Revenue from Operations

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Sales & Services	4,633,719,595	4,395,967,114
	4,633,719,595	4,395,967,114

20. Other Income

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Interest on Deposits	91,164	112,505
Dividend	4,147	24,011
Profit on Sale of Assets	-	2,875,809
Amount Written Back	40,212	-
	135,523	3,012,325

21. Employee Benefit Expense

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
Salary, wages and bonus	480,611,304	501,416,236
Staff welfare expenses	63,952	49,351
	480,675,256	501,465,587

22. Finance Costs

(Amount in ₹)

Particulars	Year ended	Nine Months ended
	March 31, 2017	March 31, 2016
Interest Expenses	248,565,213	142,156,446
	248,565,213	142,156,446

23. Depreciation & Amortization

Particulars	Year ended	Nine Months ended
	March 31, 2017	March 31, 2016
Depreciation	2,736,317,549	2,031,335,859
Amortization	51,285,684	38,062,065
	2,787,603,233	2,069,397,924

24. Administration and Other Expenses

Particulars	Year ended	Nine Months ended
	March 31, 2017	March 31, 2016
Advertisement & Publicity	33,792	125,930
Electricity Expenses	641,032	518,738
Loss on Sale of Assets	254,290	-
Listing and Other Fees	474,564	174,040
Payment to Auditor	186,189	187,505
Professional Charges	925,924	552,144
Postage, Courier & Periodicals	33,989	28,908
Printing & Stationery	190,772	127,807
Rent, Rates & Taxes	940,899	737,749
Repair & Maintenance	1,263,252	919,371
Telephone Expenses	184,168	186,470
Travelling Expenses	147,468	117,215
Miscellaneous Expenses	135,142,089	99,170,682
	140,418,428	102,846,558

25. List of Subsidiaries in the Consolidated Financial Statements are as under:

Sr. No.	Particulars	Country of Incorporation	As at March 31, 2017		As at March 31, 2016	
			Proportion of Ownership Interest (%)	Proportion of Voting Power Held (%)	Proportion of Ownership Interest (%)	Proportion of Voting Power Held (%)
1	British Oil & Gas Exploration Pvt Ltd	Mauritius	100.00%	100.00%	100.00%	100.00%
2	British Oil Resources Ltd	Mauritius	100.00%	100.00%	100.00%	100.00%
3	British Oil & Gas Exploration Ltd	B V I	99.96%	99.96%	99.96%	99.96%
4	Sterling Oil Resources Ltd	B V I	100.00%	100.00%	100.00%	100.00%
5	Geodynamics-Geospectra Ltd	B V I	100.00%	100.00%	100.00%	100.00%

26. Earnings per share (EPS)

(Amount in ₹)

Particulars	Year Ended March 31, 2017	9 Months Ended March 31, 2016
a. Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	(1,058,022,080)	(199,749,194)
b. Weighted Average number of Equity Shares used for calculating Basic & Diluted EPS	271,403,068	271,403,068
c. Basic & Diluted Earnings per Share (₹) (a/b)	(3.90)	(0.74)
d. Nominal value of each Equity share (₹)	1	1

27. Segment Information

The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Executive Committee (the Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

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The Group has two principal operating and reporting segments; viz. Information Technology & Oil Related activities.

(i) Primary Segment Information

Particulars	Information Technology		Oil related activities		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Segment Revenue						
External Turnover	12,279,683	11,535,831	4,621,439,912	4,384,431,283	4,633,719,595	4,395,967,114
Inter Segment Turnover	-	-	-	-	-	-
Total Revenue	12,279,683	11,535,831	4,621,439,912	4,384,431,283	4,633,719,595	4,395,967,114
Segment Result before Interest and Taxes	340,258	3,968,918	(812,674,125)	(63,376,666)	(812,333,867)	(59,407,748)
Less : Interest Expense	-	-	248,565,213	142,156,446	248,565,213	142,156,446
Add : Interest Income	-	-	-	-	-	-
Profit before Tax	340,258	3,968,918	(1,061,239,338)	(205,533,112)	(1,060,899,080)	(201,564,194)
Current Tax	66,000	7,70,000	-	-	66,000	770,000
Deferred Tax	(2,943,000)	(2,585,000)	-	-	(2,943,000)	(2,585,000)
Profit after Tax (before adjustment for Non Controlling Interest)	3,217,258	5,783,918	(1,061,239,338)	(205,533,112)	(1,058,022,080)	(199,749,194)
Less: Share of Profit / (Loss) transferred to Non Controlling Interest	-	-	(280,605)	110,311	(280,605)	110,311
Profit after Tax (before adjustment for Non Controlling Interest)	3,217,258	5,783,918	(1,060,958,733)	(205,643,423)	(1,057,741,475)	(199,859,505)
Other Information						
Segment Assets	20,755,088,735	22,234,954,747	3,229,734,707	3,448,517,327	23,984,823,442	25,683,472,074
Segment Liabilities	1,203,180,659	1,626,973,132	2,099,443,891	1,891,357,328	3,302,624,550	3,518,330,460
Capital Expenditure	45,300	-	-	-	45,300	-
Depreciation/Amortisation Expense	4,013,956	3,535,719	2,783,589,277	2,065,862,205	2,787,603,233	2,069,397,924

(ii) As per Indian Accounting Standard 108 - Operating Segments, the Company has reported segment information on consolidated basis including businesses conducted through its subsidiaries.

(iii) Secondary Segment Information

Particulars	Domestic		Overseas		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Segment Revenue						
External Turnover	12,279,683	11,535,831	4,621,439,912	4,384,431,283	4,633,719,595	4,395,967,114
Inter Segment Turnover	-	-	-	-	-	-
Total Revenue	12,279,683	11,535,831	4,621,439,912	4,384,431,283	4,633,719,595	4,395,967,114
Non Current Assets	20,371,823,545	21,856,836,451	(416,665,127)	764,485,155	19,955,158,418	22,621,321,606

28. Related Party Disclosures

A. Names of Related Parties and their relationship

- I) Subsidiary (Direct Holding)
British Oil & Gas Exploration Pvt Ltd, Mauritius.
- II) Subsidiary (Indirect Holding)
 - a) British Oil Resources Ltd, Mauritius
 - b) British Oil & Gas Exploration Ltd, BVI *
 - c) Sterling Oil Resources Ltd, BVI *
 - d) Geodynamics-Geospectra Ltd, BVI *
- * Subsidiaries of British Oil Resources Ltd
- III) Enterprise in which significant influence is exercised
 - a) Sterling Exploration and Energy Production Company Limited, BVI
 - b) Sterling Oil Exploration and Energy Production Co. Ltd, Nigeria

contd..

B. Transactions during the year with related parties

Particulars	Year ended March 31, 2017	Nine Months ended March 31, 2016
Services of Rig Hire to party mentioned under III b above by British Oil & Gas Exploration Limited	1,408,540,830	1,475,353,809

29. Financial Instruments

29.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

29.2 Categorization of Financial Instruments

Particulars	As at March 31, 2017	As at March 31, 2016	As at July 01, 2015
(i) Financial Assets			
(a) Investments at FVTOCI (Note 5)	270,553,083	245,002,258	217,935,074
(b) Measured at Amortised Cost Loans (Note 6)	6,557,659,843	6,193,237,265	5,055,157,159
Trade receivables (Note 8)	3,638,570,062	2,673,765,695	152,3395,029
Cash and cash equivalents (Note 9)	11,616,476	15,640,498	18,676,658
	3,650,186,538	2,689,406,193	154,207,1687
(ii) Financial Liabilities			
Measured at Amortised Cost Borrowings (Note 13 & 15)	2,928,567,962	2,900,925,214	3,014,421,958
Trade Payables (Note 16)	301,609,128	546,894,772	152,706,974
	3,230,177,090	3,447,819,986	3,167,128,932

29.3 Financial Risk Management Objectives

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of the financial markets and seek to minimize the potential adverse effects on its financial performance.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such commodity price risk. Financial instruments affected by market risk includes trade receivables, deposits and current investments.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The mark to market valuation of its portfolio is impact by fluctuation of the interest rates.

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates.

(iv) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

(v) Liquidity Risk

As of March 31, 2017, the Company has working capital of ₹ 10,28,14,05,766 (current assets of ₹ 10,58,73,24,867 including cash and cash equivalents of ₹ 1,16,16,476). The Group has outstanding bank borrowings of ₹ 2,78,36,21,272 as current maturities of long term loans. Accordingly, low liquidity risk is perceived.

29.4 Fair Value Measurement

The management assessed that fair value of loans, cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values. 1. value of unquoted instruments are evaluated by the Company based on parameters such as interest rates and its investments rating. 2. The fair values of the quoted instruments are based on price quotations at the reporting date.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique. Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities. Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly. Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

30. Details of Specified Bank Notes (SBN)

	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on November 08, 2016	-	1,105,896	1,105,896
Add: Permitted receipts*	-	20,000	20,000
Less: Permitted payments	-	30,082	30,082
Less: Amount deposited in Bank	-	-	-
Closing Cash in Hand as on December 30, 2016	-	1,095,814	1,095,814

* All receipts shown above are based on withdrawal from various bank accounts.

31. Additional information pursuant to Schedule III for the year ended 31-03-2017:

Name of Entity	Net Assets, e. total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated Net Assets	Amount in ₹	As % of consolidated Profit or Loss	Amount in ₹	As % of consolidated Other Comprehensive Income	Amount in ₹	As % of consolidated Other Comprehensive Income	Amount in ₹
Parent Company Sterling International Enterprises Ltd	94.53	19,551,908,076	-0.30	3,217,258	-4152.19	(1,059,290,797)	102.31	(1,056,073,539)
Foreign Subsidiaries								
British Oil & Gas Exploration Pvt Ltd	59.41	12,286,537,816	4.89	(51,760,156)	0.87	221,410	4.99	(51,538,746)
British Oil Resources Ltd	0.01	1,765,965	0.04	(466,213)	-0.02	(3,887)	0.05	(470,100)
British Oil & Gas Exploration Ltd	11.98	2,477,203,699	68.68	(726,455,411)	13.19	3,365,230	70.05	(723,090,181)
Sterling Oil Resources Ltd	13.09	2,708,296,771	-13.96	147,699,546	-1.66	(424,528)	-14.27	147,275,018
Geodynamic Geospectra Ltd	11.61	2,400,382,186	40.68	(430,257,104)	7.85	2,001,906	41.49	(428,255,198)
TOTAL	190.63	39,426,094,513	100.03	(1,058,022,080)	-4131.96	(1,054,130,666)	204.62	(2,112,152,746)
a) Adjustments arising out of Consolidation								
	-90.62	(18,742,905,134)	-	-	4,231.97	1,079,643,624	-104.59	1,079,643,624
b) Non Controlling Interest Foreign Subsidiaries								
British Oil & Gas Exploration Ltd	0.00	(990,487)	-0.03	280,605	-0.01	(1,346)	-0.03	279,259
Consolidated Net Assets / Profit after Tax / Other Comprehensive Income / Total Comprehensive Income	100.00	20,682,198,892	100.00	(1,057,741,475)	100.00	25,511,612	100.00	(1,032,229,863)

32. First time Ind AS Adoption Reconciliations

The Group has prepared the opening balance sheet as per Ind AS as of July 01, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions available by the Group as detailed below.

Deemed Cost of Property, Plant and Equipment and Intangible Assets

The Group has elected to continue with the carrying value of all its property, plant and equipments located in India recognised as of January 01, 2015 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date.

32.1 Effect of Ind AS Adoption on the Standalone Balance Sheet as at March 31, 2016 and July 01, 2015

Particulars	As at March 31, 2016			As at July 01, 2015		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
ASSETS						
Non-current assets						
Property, plant and equipment	16,758,700,166	(815,884,562)	15,942,815,604	17,484,730,194	(202,313,617)	17,282,416,577
Investment Property	50,034,466	-	50,034,466	125,872,746	-	125,872,746
Financial assets						
Investments	2,480,708	242,521,550	245,002,258	2,477,254	215,457,820	217,935,074
Loans	6,194,487,265	(12,50,000)	6,193,237,265	5,055,157,159	-	5,055,157,159
Other non-current assets	190,232,013	-	190,232,013	219,406,433	(1)	219,406,432
	23,195,934,618	(574,613,012)	22,621,321,606	22,887,643,786	13,144,202	22,900,787,988
Current Assets						
Financial assets						
Trade receivables	2,673,765,695	-	2,673,765,695	1,523,395,029	-	1,523,395,029
Cash and cash equivalents	15,640,498	-	15,640,498	18,676,658	-	18,676,658
Other current assets	371,494,275	1,250,000	372,744,275	345,087,484	-	345,087,484
	3,060,900,468	1,250,000	3,062,150,468	1,887,159,172	-	1,887,159,172
Total assets	26,256,835,086	(573,363,012)	25,683,472,074	24,774,802,958	13,144,202	24,787,947,160

contd..

contd..

Particulars	As at March 31, 2016			As at July 01, 2015		
	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet	Previous GAAP	Effect of Transition to Ind AS	As per Ind AS Balance Sheet
EQUITY AND LIABILITIES						
Equity						
Equity Share Capital	271,403,068	-	271,403,068	271,403,068	-	271,403,068
Other Equity	22,514,898,129	(621,159,583)	21,893,738,546	21,259,971,011	(31,203,054)	21,228,767,957
Total Equity	22,786,301,197	(621,159,583)	22,165,141,614	21,531,374,079	(31,203,054)	21,500,171,025
Non Controlling Interest	1,311,816	(11,429)	1,300,387	1,146,569	(2,744)	1,143,825
Liabilities						
Non-current liabilities						
Financial Liabilities						
Borrowings	1,117,715,338	-	1,117,715,338	827,476,820	-	827,476,820
Deferred Tax Liabilities	17,082,000	47,808,000	64,890,000	17,495,000	44,350,000	61,845,000
Current liabilities						
Financial Liabilities						
Borrowings	1,783,209,877	-	1,783,209,877	2,186,945,138	-	2,186,945,138
Trade Payables	546,894,772	-	546,894,772	152,706,974	-	152,706,974
Other Current Liabilities	4,320,087	-	4,320,087	57,658,378	-	57,658,378
Total liabilities	3,469,222,073	47,808,000	3,517,030,073	3,242,282,310	44,350,000	3,286,632,310
Total equity and liabilities	26,256,835,086	(573,363,012)	25,683,472,074	24,774,802,958	13,144,202	24,787,947,160

STERLING INTERNATIONAL ENTERPRISES LIMITED

32.2 Effect of Ind AS Adoption on the Statement of Profit and Loss for the period ended March 31, 2016

Particulars	Previous GAAP	Ind AS Adjustments	Ind AS
Revenue from operations	4,398,138,269	2,171,155	4,395,967,114
Other income	3,012,325	-	3,012,325
Total income (I)	4,401,150,594	2,171,155	4,398,979,439
Expenses			
Cost of Goods Sold	1,154,374,146	(1,496,626)	1,155,870,772
Consumption of Materials	628,594,174	(212,172)	628,806,346
Employee benefits expense	501,105,874	(359,713)	501,465,587
Finance Costs	141,997,733	(158,713)	142,156,446
Depreciation & amortisation	1,462,833,673	(606,564,251)	2,069,397,924
Other expenses	102,769,379	(77,179)	102,846,558
Total expenses (II)	3,991,674,979	(608,868,654)	4,600,543,633
Profit/(Loss) before tax (I-II)	409,475,615	611,039,809	(201,564,194)
Tax expense			
- Current tax	770,000	-	770,000
- Deferred tax	(413,000)	2,172,000	(2,585,000)
Total tax expense	357,000	2,172,000	(1,815,000)
Profit/(Loss) for the period	409,118,615	608,867,809	(199,749,194)
Other Comprehensive Income			
Items that will not to be reclassified to profit or loss Fair Value Changes on Equity Instruments	-	(27,063,731)	27,063,731
Income tax on above	-	5,630,000	(5,630,000)
Items that will be reclassified to profit or loss Exchange differences in translating the financial statement of foreign operations	-	(4,088,060)	4,088,060
Net other comprehensive income	-	(25,521,791)	25,521,791
Profit for the year / period attributable to:			
-Owners of the Company	408,999,732	608,859,237	(199,859,505)
-Non Controlling Interests	118,883	8,572	110,311
Other Comprehensive Income for the year / period attributable to:			
-Owners of the Company	-	(25,520,312)	25,520,312
-Non Controlling Interests	-	(1,479)	1,479
Total Comprehensive Income for the year / period attributable to:			
-Owners of the Company	408,999,732	583,338,925	(174,339,193)
-Non Controlling Interests	118,883	7,093	111,790

Foot Notes to effect of Ind AS Adoption on the Balance sheet as at March 31, 2016 and July 01, 2015 and the statement of Profit and Loss for the year ended March 31, 2016.

- 1 Previous GAAP figures have been regrouped/rearranged wherever necessary to make them comparable in line with Ind AS.
- 2 Under Indian GAAP, the Group accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Group has designated such investments as FVTOCI investments. Ind AS requires FVTOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and Indian GAAP carrying amount has been recognised as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes.
- 3 The Group has elected to continue with the carrying value of all its property, plant and equipments located in India recognised as of July 01, 2015 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date. Accordingly, for the period ended on 31 March 2016, decrease in depreciation was credited in the statement of profit and loss.
- 4 Under Indian GAAP, the Group has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.
- 5 The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

33. Previous period figures

Previous period figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure.

As per our Report of even date

For H.S.Hathi & Co.
Chartered Accountants,
Firm Regn.No.103596W

Hemant S. Hathi
Proprietor
Membership No. 037109

Place : Mumbai

Date : May 29, 2017

For and on behalf of the Board of Directors

Nitin Sandesara
Director
(DIN:00255496)

Chetan Sandesara
Director
(DIN:00255671)

Rajbhushan Dixit
Director
(DIN:00025484)

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies (Amount in ₹)

Particulars	BRITISH OIL & GAS EXPLORATION PVT LTD	BRITISH OIL RESOURCES LTD	BRITISH OIL & GAS EXPLORATION LTD	STERLING OIL RESOURCES LTD	GEODYNAMICS-GEOSPECTRA LTD
Reporting Currency	USD	USD	USD	USD	USD
Exchange Rate	64.84	64.84	64.84	64.84	64.84
Share Capital	126,507.89	64.84	32.43	32.42	32.42
Reserves & Surplus	(3,642.51)	(47.18)	24,739.60	27,050.55	23,971.40
Total Assets	122,887.88	121.08	86,394.47	60,014.12	133,322.04
Total Liabilities	22.50	103.42	61,622.44	32,931.16	109,318.22
Investments	64.84	97.26	0.87	-	-
Turnover	-	-	14,085.41	18,802.68	13,326.31
Profit before taxation	(517.60)	(4.66)	(7,264.55)	1,477.00	(4,302.57)
Provision for taxation	-	-	-	-	-
Profit after taxation	(517.60)	(4.66)	(7,264.55)	1,477.00	(4,302.57)
Proposed dividend	-	-	-	-	-
% of Shareholding	100.00%	100.00%	99.96%	100.00%	100.00%
Country of Incorporation	Mauritius	Mauritius	BVI	BVI	BVI

* Held by *British Oil Resources Ltd*

Notes:

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2017.
- The reporting period for all the subsidiaries is March 31, 2017.

For and on behalf of the Board of Directors

Nitin Sandesara, Director (DIN 00155496)

Chetan Sandesara, Director (DIN 00255671)

R. B. Dixit Director, (DIN 00025484)

Mayuri Patel, Director (DIN 00090549)

Ronald D'souza, Director (DIN 02097343)

STERLING INTERNATIONAL ENTERPRISES LIMITED

CIN: L72300MH2003PLC142575

Registered Office : 43, Atlanta Building, Nariman Point, Mumbai - 400021, Maharashtra, India.

Tel No : 022-66306732,66306733, E Mail ID : sinternational8@gmail.com Website : www.sterinternational.com

Form No. MGT-11 (PROXY FORM)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

33rd Annual General Meeting - Wednesday, September 27, 2017 at 9:00 a.m.

Name of the Member(s) : _____

Registered Address : _____

E Mail ID : _____

Folio No. : _____

Client ID* : _____

DP ID* : _____

* Applicable to the members whose shares are held in dematerialized form.

I/We, being the member (s) of..... shares of the of the **Sterling International Enterprises Limited**, hereby appoint :

1. Name _____

Address _____

E-Mail ID _____

Signature _____, or failing him

2. Name _____

Address _____

E-Mail ID _____

Signature _____, or failing him

3. Name _____

Address _____

E-Mail ID _____

Signature _____



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 at 9:00 a.m., at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai – 400 064 Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1	To consider and adopt: the Audited Financial Statements (including consolidated financial statements) of the Company for the year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2	Appointment of Director Mr. Chetan Sandesara (DIN 00255671), who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint M/s. Mukesh & Associates Chartered Accountants (Firm Registration No.106599W), as the Statutory Auditors of the Company and to fix their remuneration.

Signed thisday of 2017.

Signature of Shareholder(s)

Signature of Proxyholder(s)

Affix ₹1
Revenue Stamp
with Proxy's
Signature

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

STERLING INTERNATIONAL ENTERPRISES LIMITED

CIN: L72300MH2003PLC142575

Registered Office : 43, Atlanta Building, Nariman Point, Mumbai - 400021, Maharashtra, India.

Tel No : 022-66306732,66306733, E Mail ID : sinternational8@gmail.com Website : www.sterinternational.com

ATTENDANCE SLIP

33rd Annual General Meeting
Wednesday, September 27, 2017 at 9:00 a.m.

Name of the Member(s) : _____

Name of the Proxyholder : _____

Folio No. : _____

Client ID* : _____

DP ID* : _____

* Applicable to the members whose shares are held in dematerialized form.

I/we hereby record my/our presence at the **33rd Annual General Meeting** of the Company held on Wednesday, the 27th day of September 2017 at 9:00 a.m at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai – 400 064, Maharashtra, India.

Signature of the member/proxy/representative attending the meeting

- Notes:** 1. Please handover this Attendance Card at the entrance to the place of meeting.
2. Only Members and in their absence, duly appointed proxies will be allowed for the meeting.



STERLING INTERNATIONAL ENTERPRISES LIMITED

REGISTERED OFFICE:

43, Atlanta Building, Nariman Point,
Mumbai - 400 021, Maharashtra, India

EMAIL : sinternational8@gmail.com

WEBSITE : www.sterinternational.com