



L Venkatasubbu & Co.,

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Ambika Cotton Mills Limited

**Independent Auditors' Review Report to the Board of Directors for the
Quarter and Nine Months Ended 31st December, 2014**

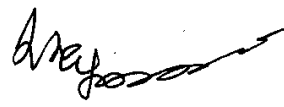
We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of Ambika Cotton Mills Limited ('the Company') for the Quarter and Nine Months ended 31st December, 2014 ('the Statement'), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

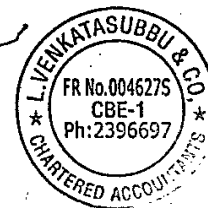
We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards, specified under the Companies Act, 1956, (which are deemed to be applicable as per Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Further, we also report that we have traced the number of shares as well as the percentage of shareholdings in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged /encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select information for the Quarter/Nine Months ended 31st December, 2014 of the Statement, from the details furnished by the Registrars.

For L. Venkatasubbu & Co.
Chartered Accountants
Firm Regn.No.004627S


(L.Venkatasubbu)
Partner
Membership No.019791



Coimbatore, 31st January, 2015

BRANCHES

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