

November 21, 2016

Corporate Relations Dept., **BSE** Limited P. J. Towers, Dalal Street. Mumbai - 400 001

Listing Dept., National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Dear Sirs.

<u>Sub: Unaudited Financial Results (Standalone) alongwith Limited Review Report for the second quarter and half year ended 30<sup>th</sup> September 2016</u>

Pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the Board of Directors of the Company, at its meeting held today, inter-alia has approved the Unaudited Financial Results (Standalone) alongwith Limited Review Report for the second quarter and half year ended 30th September 2016.

Please find enclosed herewith a copy of Financial Results and Limited Review Report for your

The meeting commenced at 3.00 p.m. and concluded at 5.20 p.m.

Kindly acknowledge receipt and take the above information on your record.

Thanking You,

Yours faithfully.

For 63 moons technologies limited

(Formerly Financial Technologies (India) Limited) Harhan

Hariraj Chouhan VP & Company Secretary

Encl: a/a

## 63 moons technologies limited

Corporate Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400 093, India. T: +91 22 66868010 | P. +91 22 66868050 | E. info@63moons.com | W. www.63moons.com Registered Office: Shakti Tower - 1, 7° floor, Premises E, 766, Anna Salai, Thousand Lights, Chennai - 600 002 T: +91 44 4395 0850 | F: +91 44 4395 0859 | CIN No.: L29142TN1988PLC015586

1. These above financial results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at their meetings held on November 21, 2016.

## 2. Transition to Indian Accounting Standards (Ind AS)

The Company adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016 and the adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. Accordingly, these financial results, for the quarter and six months ended September 30, 2016, have been prepared in compliance with Ind AS. The comparative figures for the previous period has been restated to conform to current period in accordance with the Ind AS. The financial results for both the periods presented have been reviewed by the statutory auditors.

Reconciliations between the financial results as previously reported under previous Indian GAAP and Ind AS are

| Particulars  | Quarter    | (₹ in lacs)<br>Six Months<br>ended |            |
|--|------------|------------------------------------|------------|
|  | 30.09.2015 | 30.06.2015                         | 30.09.2015 |
| Net profit / (Loss) under Previous Indian GAAP<br>Ind AS Adjustments | (3,499.29) | (3,414.97)                         | (6,914.26) |
| Effect of Change in fair valuation of Investments                    | 5,200.50   | (1,536.05)                         | 3,664.45   |
| Effect of change in interest income                                  | (138.50)   | (97.62)                            | (236.12)   |
| Effect of Change in Other Expenses                                   | 42.28      | 48.82                              | 91.10      |
| Efftect of Change in Finance Cost                                    | 58.49      | 50.83                              | 109.32     |
| Efftect of Change in Tax impact                                      | (1,489.00) | 416.04                             | (1,072.96) |
| Net effect on Ind AS Adjustments                                     | 3,673.77   | (1,117.98)                         | 2,555.79   |
| Net Profit / (Loss) under Ind AS                                     | 174.48     | (4,532.95)                         | (4,358.47) |

3. Other Income consists of:

(₹ in lacs)

| Particulars                                 | (          | Quarter ended | Six Months ended |            |            |
|---|------------|---------------|------------------|------------|------------|
| Particulars                                 | 30.09.2016 | 30.06.2016    | 30.09.2015       | 30.09.2016 | 30.09.2015 |
| (a) Change in fair valuation of investments | 4,615.06   | 3,660.72      | 5,534.88         | 8.275.78   | 4,486.73   |
| (b) Dividend income                         |            |               | 941.01           |            | 941.03     |
| (c) Interest Income                         | 4,078.09   | 2,199.70      | 1,106.06         | 6,277.79   | 2,246.92   |
| (d) Others (net)                            | 673.53     | 413.76        | 256.68           | 1.087.29   | 494.70     |
|   | 9,366.68   | 6,274.18      | 7,838.63         | 15,640.86  | 8,169.36   |

|   | (          | Quarter ended | Six Months ended |            |            |
|---|------------|---------------|------------------|------------|------------|
| Particulars   | 30.09.2016 | 30.06.2016    | 30.09.2015       | 30.09.2016 | 30.09.2015 |
|   | Unaudited  |               | Unaudited        | Audited    | Unaudited  |
| ) Provision of / Write off doubtful loans &<br>advances to and trade receivables from |            |               |                  |            |            |
| subsidiaries  | (3.13)     |               | (16.15)          | (3.13)     | (19.72     |
| ) Diminution in value / write off of long term investments in subsidiaries            | (1.000.00) |               | (1,900.00)       | (1,000.00) | (2,900.00  |
|   | (1.003.13) |               | (1.916.15)       | (1 003 13) | /2 919 72  |



63 moons technologies limited

CIN - L29142TN198I

UN - L29142 IN198BPLC015 ENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2016 PREPARED AS PER ACCOUNTING STANDARD (IND AC)

| _  |   |            |               | ( c in           | lacs except 'per |            |
|----|---|------------|---------------|------------------|------------------|------------|
|    | PARTICULARS   |            | Quarter ended | Six Months ended |                  |            |
|    |   | 30.09.2016 | 30.06.2016    | 30.09.2015       | 30.09.2016       | 30.09.2015 |
| 1  | a) Net Sales/Income from Operations                           | 3,868.83   | 3,564.77      | 3,880.40         | 7,433.60         | 7,353.04   |
|    | b) Other Operating Income                                     | 31.33      | . 29.53       | 28.09            | 60.86            | 56.38      |
|    | c) Income from Operations (Net)                               | 3,900.16   | 3,594.30      | 3,908.49         | 7,494.46         | 7,409.42   |
| 2  | Expenses  |            |               |                  |                  |            |
|    | a) Purchases of stock-in-trade                                |            |               |                  |                  | 14.38      |
|    | b) Employee benefits expense                                  | 2,607.60   | 2,612.24      | 2,669.75         | 5.219.84         | 5,721.64   |
|    | c) Legal and professional charges                             | 1,363.70   | 1,339.59      | 1,612.28         | 2,703.29         | 3,078.24   |
|    | d) Net loss on foreign currency transactions and translations | 1,019.21   | 1,032.67      | 728.23           | 2,051.88         | 1,341.68   |
|    | e) Depreciation and amortisation expense                      | 655.12     | 825.63        | 912.45           | 1,480.75         | 1,814.41   |
|    | f) Other expenses   | 1,508.24   | 1,594.62      | 1,790.19         | 3,102.86         | 3.219.70   |
|    | g) Total expenses   | 7,153.87   | 7,404.75      | 7,712.90         | 14,558.62        | 15,190.05  |
| 3  | Profit / (Loss) from Operations before Other Income,          |            |               |                  |                  |            |
|    | Finance costs and Exceptional items (1-2)                     | (3,253.71) | (3,810.45)    | (3.804.41)       | (7.064.16)       | (7.780.63) |
| 4  | Other Income (net) (Refer Note 3)                             | 9.366.68   | 6.274.18      | 7.838.63         | 15,640.86        | 8,169.36   |
| 5  | Profit / (Loss) before Finance costs and Exceptional          |            |               |                  |                  |            |
| 5  | items (3+4)   | 6,112.97   | 2,463.73      | 4,034.22         | 8,576.70         | 388.73     |
| 6  | Finance costs   | 494.83     | 535.11        | 582.03           | 1,029.94         | 1,042.52   |
| 7  | Profit / (Loss) after Finance costs but before                |            |               |                  |                  |            |
|    | Exceptional items (5-6)                                       | 5,618.14   | 1,928.62      | 3,452.19         | 7,546.76         | (653.79)   |
| 8  | Exceptional items (Refer Note 4)                              | (1.003.13) |               | (1,916.15)       | (1,003.13)       | (2,919.72) |
| 9  | Profit / (Loss) before tax (7+8)                              | 4,615.01   | 1,928.62      | 1,536.04         | 6,543.63         | (3,573.51) |
| 10 | Tax (credit) / expense  | 1.771.45   | 692.32        | 1.361.56         | 2,463.77         | 784.96     |
|    | Net Profit / (Loss) for the period (9-10)                     | 2,843.56   | 1,236.30      | 174.48           | 4,079.86         | (4,358.47) |
| 12 | Other Comprehensive Income                                    | (151.64)   |               | (1.03)           | (151.64)         | (1.03)     |
| 13 | Total Comprehensive Income                                    | 2,691.92   | 1,236.30      | 173.45           | 3,928.22         | (4,359.50) |
| 14 | Paid-up equity share capital (Face value ₹ 2/- per share)     | 921.57     | 921.57        | 921.57           | 921.57           | 921.57     |
|    | Earnings per share (Face Value ₹ 2/- per share)               |            |               |                  |                  |            |
|    | (not annualised) (₹)  |            |               |                  |                  |            |
|    | (a) Basic   | 6.17       | 2.68          | 0.38             | 8.85             | (9.46)     |
|    | (b) Diluted   | 6.17       | 2.68          | 0.38             | 8.85             | (9.46)     |

|    |  | As at      |   |                                      | As at      |
|----|--|------------|---|--------------------------------------|------------|
| I. | ASSETS                                 | 30.09.2016 |   | EQUITY AND LIABILITIES               | 30.09.2016 |
| 1  | Non-current assets                     |            | 1 | Equity                               |            |
|    | (a) Property, plant and equipment      | 24,449.44  |   | (a) Equity share capital             | 921.57     |
|    | (b) Investment property                | 12,881.94  |   | (b) Other equity                     | 281,833.43 |
|    | (c) Intangible assets                  | 142.21     |   | Total equity                         | 282,755.00 |
|    | (d) Financial assets                   |            | 2 | Liabilities                          |            |
|    | (i) Investments                        | 234,967.78 |   | Non-current liabilities              |            |
|    | (ii) Other financial assets            | 0.25       |   | (a) Financial liabilities            |            |
|    | (ii) Loans and advances                | 95.14      |   | (i) Long-term borrowings             | 10,365.57  |
|    | (e) Other non-current assets           | 25,325.45  |   | (ii) Other financial liabilities     | 175.02     |
|    | Total non-current assets               | 297,862.21 |   | (iii) Deferred tax liabilities (net) | 686.88     |
| 2  | Current assets                         |            |   | (b) Long-term provisions             | 709.94     |
|    | (a) Financial assets                   |            |   | (c) Other long term liabilities      | 18.58      |
|    | (i) Investments                        | 3,467.23   |   | Total non-current liabilities        | 11,955.99  |
|    | (ii) Assets held for sale              | 1,436.07   |   | Current liabilities                  |            |
|    | (iii) Trade and other current receivab | 2,797.83   |   | (a) Financial liabilities            |            |
|    | (iv) Cash and cash equivalents         | 21,486.43  |   | (i) Short-term borrowings            | 40,795.68  |
|    | (v) Loans and advances                 | 676.24     |   | (ii) Trade payables                  | 1,273.66   |
|    | (vi) Other financial assets            | 19,448.25  |   | (iii) Other financial liabilities    | 7,926.73   |
|    | (b) Other current assets               | 2,321.58   |   | (b) Short-term provisions            | 689.33     |
|    | ,                                      |            |   | (c) Current Tax Liabilities (Net)    | 3,018.39   |
|    |  |            |   | (d) Other current liabilities        | 1.081.06   |
|    | Total current assets                   | 51,633.63  | 1 | Total current liabilities            | 54,784.85  |
| _  | Total assets                           | 349,495.84 |   | Total equity and liabilities         | 349,495.84 |



5. Segment wise Revenues and Results ₹ in lacs Particulars ended 30.09.2015 Quarter ended Six Mont 30.09.2016 30.06.2016 30.09.2015 30.09.2016 Segment Revenue STP Technologies / Solutions 3,900.16 3,594.30 3,908.49 7,494.46 7,409.42 Total Income From Operations 1.370.63 87.04 1,717.38 494.83 9,366.68 4,971.09 174.32 1,561.74 582.03 7,838.63 2,685.49 4,615.01 1,928.62 Profit / (Loss) before tax

a) Segments have been identified considering the organisation structure and the return/risk profiles of the business

- b) STP Technologies / Solutions segment represents Straight through Processing Solutions and includes an integrated mix of various products, projects and activities incidental thereto. Others represent trading activities, process management services and shared business support and Ti Infrastructure sharing services.
- c) Due to diversified nature of business, significant assets are interchangeably used between segments and the management believes that it is currently not practicable to provide segment disclosure relating to capital employed since a meaningful segregation is not possible.
- 6. The Hon'ble Bombay High Court passed an ad interim order dated September 30, 2015 inter alia restraining the Company from distributing any dividend or depositing the same in the dividend distribution account in accordance with the provisions of the Companies Act, 1956 (to be read as Companies Act, 2013) pending the final hearing and disposal of the Notice of Motion being no 1490 of 2015. The matter is pending before the Hon'ble Bombay High Court. In compliance to the order, the Company has not distributed the final dividend for the financial year 2014-15 to the shareholders pursuant to the directions of the Hon'ble Bombay High Court and hence is not in default in compliance with the statutory provisions under the Companies Act, 2013. The Notice of Motions has not come on board and are pending for hearing.
- 7. The writ petition filed by the Company challenging the Forward Markets Commission's (FMC) alleged order on the Company inter alia declaring "not a fit & proper person" is pending for hearing before the Hon'ble Bombay High Court. The Company has filed civil appeals before Hon'ble Supreme Court challenging the Security Exchange Board of India (SEBI) Order and Central Electricity Regulatory Commission (CERC) order inter alia declaring the "Company not a fit and proper person to hold shares in recognized stock exchanges and power exchanges respectively", which are pending for hearing.
- 8. On February 12, 2016, Ministry of Corporate Affairs ("MCA") passed a final order of amalgamation (Final Order) of National Spot Exchange Limited (NSEL) with the Company under Section 396 (1) of the Companies Act. The Company has challenged the Final Order before the Hon'ble Bombay High Court on March 28, 2016 by filing an amended writ petition. The notification of the Final Order has been stayed by the Hon'ble Bombay High Court till 24th November, 2016 when the matter will be taken up for hearing. The matter is scheduled for hearing on 24th November, 2016.
- 9. The Union of India, through the Ministry of Corporate Affairs ("MCA"), has filed the Company Petition inter alia under Sections 397 and 398 read with Section 388B of the Companies Act, 1956 (the "Act") before the Principal



Bench of the Company Law Board at New Delhi (the "CLB"), inter-alia seeking removal and supersession of the Board of Directors of the Company, Applications for dismissal of the Company Petition for want of cause of action have been filed. Due to the formation of the National Company Law Tribunal ("NCLT") the CLB has been dissolved. Application for transferring the matter to the Madras Bench of the NCLT has been filed which is pending. In the interim as per the order of the CLB dated 30th June, 2015 the company is restrained from selling/alienating or creating third party rights in its assets and investments. This order has been upheld by the Hon'ble Supreme Court of India vide its order dated 18th April, 2016. The NCLT has also by consent formed a committee to consider sale of the assets of the Company pursuant to regulatory directions / requirements, treasury management and funding requirements of the subsidiary. At the moment the transfer application is pending for hearing before the NCLT President. The next date for the same is 1st December, 2016

- 10. a) During the previous years, Writ Petitions (WP), Public Interest Litigation (PIL), Civil Suits have been filed against the Company in relation to event occurred on NSEL's trading platform, wherein the Company has been made a party in the Civil Suits and the WP. In the said proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Petitioners. The management is of the view that the parties who have filed the WP, PIL and Civil Suits would not be able to sustain any claim against the Company. The matter is pending for hearing before the Hon'ble Bombay High Court. Two of the PIL's filed against the Company have been withdrawn by the Petitioners.
  - b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing of the Mumbai Police (EOW) and Central Bureau of Investigation (CBI) in connection with the events occurred on NSEL's trading platform. After investigation, EOW, Mumbai has presently filed 3 charge-sheets - on January 06, 2014, June 04, 2014 and August 04, 2014. It is pertinent to note that till date, no charge sheet has been filed against the Company. All investigations are presently pending.
- 11. The Company has filed a writ petition before the Hon'ble Bombay High Court seeking quashing of the complaint and order dated April 21, 2015 passed by the Ld. Additional Chief Metropolitan Magistrate, 22nd Court, Andheri u/s 156(3) of the Code of Criminal Procedure, 1973 on the basis of criminal complaint filed by one Mr. Ketan Shah before the Metropolitan Magistrate Court, Andheri on the ground of alleged report being prepared by PwC on MCX at the direction of FMC, which highlighted alleged wrong doings at MCX, based on a limited one-sided information without verifying the authenticity of the data, without following the procedure in accordance with generally accepted auditing standards or attestation standards and without taking any responsibility towards any person who acts in reliance of the contents of the Report. In any event, after conducting its investigation the police have
- 12. Vide order dated June 12, 2015 of the Hon'ble Bombay High Court, stay has been granted on February 28, 2015 letter of the EOW directing the Company, inter-alia, "not to dispose of, alienate, encumber, part with possession of, or create any third party right, title, and/or interest in, to, upon or in respect of any of assets of the Company, its subsidiaries, and its step down subsidiaries except for the payment of statutory dues, amounts for the preservation, maintenance and protection of their assets and wages and salaries under intimation to the Investigating agency and in the case of immovable properties, without the orders of the trial Court", on the condition that the Company shall deposit ₹ 84 crs from the sale proceeds of IEX within four weeks from completion of sale of IEX. Accordingly, the Company has deposited ₹ 84 crs with the Registrar, Criminal Appellate Side, High Court, Bombay

In the light of the above representations regarding the ongoing investigations and matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the results for the quarter and six month ended September 30, 2016.

Management Response: Refer Note 10, 11, 12, 13 and 14 abov

For 63 moons technologies limited

ly Financial Technologies (India) Limited)

Place : Mumbai Date: November 21, 2016

Prashant Desai Managing Director & CEO DIN- 01578418

Corporate Office: FT Tower, CTS No 256-257, Suren Road, Chakala, Andheri (East), Mumbai - 400093

- 13. On 18th July, 2016, the Company received a notice from the EOW Mumbai inter alia directing the Company not to dispose of, alienate, encumber, part with possession of or create any third party right, title and/ or interest, in, to, upon or in respect of any of the assets of the Company without permission of Hon'ble Designated Court under MPID Act, Mumbai. This letter has been challenged by the Company in a Writ Petition before the Bombay High Court and the same is pending for hearing. By virtue of an Affidavit filed by the EOW in the matter the Company is not prohibited from incurring day to day expenses. The Government of Maharashtra vide its Notification dated 21<sup>st</sup> September, 2016, notified the attachments of certain assets of the Company.
- 14. The Directorate of Enforcement vide its Provisional attachment orders dated 14th September, 2016 and 30th September, 2016, attached certain assets of the Company for a period of 180 days from the date of the order. This is under the provisions of the Prevention of Money Laundering Act, 2002. The hearing before the Adjudicating Authority for the attachments is on 30th November, 2016 and 23th December, 2016.
- 15. During the quarter ended September 30, 2016, the Company has made additional long term investments aggregating ₹ 2,763.55 lacs in subsidiaries
- 16. The Company has a total MAT credit entitlement of ₹ 15,257.17 lacs as at September 30, 2016. The management of the Company is confident that the Company will be able to utilize unexpired MAT entitlement in future projected years.
- 17. Previous period figures have been regrouped/reclassified, wherever necessary, to conform to current period's
- 18. The qualifications made by the Statutory Auditors in their earlier year/s' Independent Auditors' Reports continued to be subject matter of qualification for the purpose of the limited review report dated November 21, 2016 on the unaudited financial results for the quarter ended September 30, 2016 and the Management responses thereto are

Note no. 10, 11, 12, 13 and 14 form basis for our qualified conclusion. As stated by the Management of the Company in Note 10 above, Writ Petitions (WP), Public Interest Litigation (PIL) and Civil Suits have been filed against the Company in relation to event occurred on NSEL's trading platform, wherein the Company has been made a party in the WP and Civil Suits. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed the WP, PIL, Civil Suits would be able to sustain any claim against the Company. In addition, as stated by the management in note 10, 11 , 12, 13 and 14 above, there are First Information Reports/ complaints/orders/ notice registered/received against various parties including the Company with the Economic Offences Wing of the Murnbai Police (EOW), Central Bureau of Investigation (CBI) and MIDC Police Station, Mumbai District and the Directorate of Enforcement. Above matters are pending at various stages of adjudication/investigation

In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said note to the Statement, there are no claims, litigations, potential settlements involving the Company directly or indirectly which require adjustments to/disclosures in the Statement and that the ability of the Company to carry out its day-to-day operations/activities are not seriously affected due to any such order/ notice as aforesaid.



# Sharp & Tannan Associates

Chartered Accountants 87 Nariman Bhavan, 227 Nariman Point Mumbai (Bombay) 400 021, INDIA. +91 22 6153 7500; 2202 2224/8857 +91 22 2202 3856

@sharp-tannan.com

10, The Board of Directors, 33 moons technologies limited (formerly Financial Technologies (India) Limited) Corporate office FT Tower, CTS no. 256 & 257, Suren Road, Chakalla, Suren Road, Cha Andheri (East), Mumbai 400 093

Sub: Limited Review Report on Standalone Unaudited Financial Results of 63 moons technologies limited (*formerly* Financial Technologies (India) Limited) for the quarter and half year ended 30 September 2016

We have reviewed the accompanying Statement of Standalone Unaudited Financial Results (the 'Statement') of \$3 moons technologies limited (\*formerly\* Financial Technologies (India), Limited) (the 'Company') for the quarter and half year ended 30 September 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors on 21 November 2016. Our responsibility is to issue a report on the Statement based on our review. Attention is drawn to the fact that the figures for the corresponding quarter and half year ended 30 September 2015, including the reconciliation of profiful loss under Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 (Ind-AS) of the corresponding quarter/half year with profiful loss reported under previous GAAP, as reported in these financial results have been approved by company's Board of Directors and have been reviewed by us.

## Scope of 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.

## Basis for Qualified Conclusion

Note no. 10, 11, 12, 13 and 14 form basis for our qualified conclusion. As stated by the Management of the Company in Note 10 to the Statement. With Petitions (WP). Public Interest Litigation (PLI), and Civil Sutis have been finding darked to connany in relation to event occurred on NSEL's trading platform, wherein the Company has been made a party in the WP and Civil Sutis. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed the WP, PIL, Civil Sutis would be able to sustain any claim against the Company. In addition, as stated by the management in note 10, 11, 12, 13 and 14 to the Statement, there are First Information Reports! compliants/orders/hotice registered/received against various parties including the Company from/with the Economic Offences Wing of the Mumbai Police (ECW), Central Bureau of Investigation (CBI),MIDC Police Station, Mumbai District and the Directorate of Enforcement. Above matters are pending at various stages of adjudication/investigation.

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Also at Ahmedabad, Baroda and Pune. Associate Offices at Bengaluru, Chennai, Hyderabad, New Delhi and Panjim (Goa

In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the Statement, there are no claims, lifejations, potential settlements involving the Company directly or indirectly which require adjustments toldisclosures in the Statement and that the ability of the Company to carry out its day-to-day operation/sactivities are not seniously affected due to any such order indice as aforesaid.

In the light of the above representations regarding the ongoing investigations and matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the results for the quarter and half year ended 30 September 2016.

Except for the possible effects of the matter specified under 'Basis for Qualified Conclusion' and based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable accounting standards I.e. in-AAS as prescribed under Section 133 of the Companies Adt, 2013 and other recognised accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/FA/CB/2016 dated 5 July 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

### Emphasis of Matter

- We draw attention to Note 8 to the Statement, which describes the passing of the final order of amalgamation of National Spot Exchange Limited with the Company, by Ministry of Corporate Affairs, Government of India. The Company has filed a Wift Petiton before the Honourable Bombay High Court challenging the said order and the Honourable Bombay High Court has stayed the notification of the said order.
- We draw attention to Note 9 to the Statement. Government of India has filed the Company Petition before the Principal Bench of the Company Law Board, under the Companies Act, 1956, now pending with the National Company Law Tribunal ("NCL") under the Companies Act, 2013, seeking inter alia removal and supersession of the Board of Directors of the Company, which has been protested by the Company and the matter is pending before NCLT for consideration.
- We draw attention to Note 16 to the Statement, regarding utilisation of unexpired MAT credit entitlement by the Company. The Company has a total MAT credit entitlement of Rs.15,287.17 Lakhs as at 30 September 2016. Based on the projections made by the Company's management regarding income-tax liability of the Company, Management is of the view that the Company will be able to utilise the unexpired MAT credit entitlement in eligible projected years.

Our conclusion is not qualified in respect these matters of emphasis.

For Sharp & Tannan Associates Chartered Accountants Firm's Registration No. 109983W by the hand of

SOB Tannan Age

A Tirtharaj Khot Partner Membership No. (F) 037457 6156

Mumbai, 21 November 2016

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