

NITCO LIMITED

Registered office: Recondo Compound, Municipal Asphalt Compound, S.K Ahire Marg, Worli, Mumbai - 400 030
Tel No.: 022 6616 4555/ 6616 4500, Fax: 022 2491 5401, email: marketing@nitco.in, Website: www.nitco.in, CIN : L26920MH1966PLC016547

PART I : STATEMENT OF AUDITED FINANCIAL RESULT FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

| Sr. No | Particulars | Standalone | | | | (Rs. in Lacs) | | | | |
|--------|--|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|--|--|
| | | Quarter Ended | | Year ended | | Consolidated | | | | |
| | | 31.03.2015 (Audited) | 31.12.2014 (Unaudited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) | 31.03.2014 (Audited) | | |
| 1 | Income from Operation | | | | | | | | | |
| (a) | Gross sales | 21,869.56 | 23,263.09 | 21,776.60 | 90,261.02 | 84,191.06 | 91,431.46 | 86,191.09 | | |
| (b) | Net sales/ income from operation (Net of excise duty and sales tax) | 19,945.98 | 21,267.65 | 19,926.30 | 82,399.44 | 75,858.98 | 83,442.76 | 77,599.51 | | |
| (c) | Other operating income | 45.99 | 77.60 | 93.93 | 299.96 | 258.41 | 299.96 | 258.41 | | |
| 2. | Total Income from operation (Net) | 19,991.97 | 21,345.25 | 20,020.23 | 82,699.40 | 76,117.39 | 83,742.72 | 77,857.92 | | |
| | Expenses | | | | | | | | | |
| | Cost of materials consumed (RM) | 5,369.45 | 4,197.99 | 3,124.82 | 17,860.96 | 15,165.23 | 24,041.04 | 20,583.51 | | |
| | Purchase of Stock in trade | 7,665.42 | 8,730.65 | 9,887.79 | 37,325.54 | 33,767.74 | 21,344.51 | 20,812.05 | | |
| | Changes in inventories of finished goods, Stock in trade and work-in-progress | 635.52 | 2,186.13 | 2,249.89 | 3,071.61 | 3,493.73 | 3,346.79 | 3,213.60 | | |
| | Power and fuel | 1,743.33 | 1,774.62 | 1,245.20 | 6,388.94 | 6,471.30 | 13,577.21 | 12,930.29 | | |
| | Employee benefits expense | 1,719.31 | 1,817.16 | 1,270.22 | 7,212.86 | 6,879.26 | 7,424.97 | 7,072.45 | | |
| | Depreciation and amortization expense | 1,653.14 | 1,459.88 | 1,033.66 | 6,227.82 | 4,198.69 | 6,977.58 | 4,743.20 | | |
| | Freight, forwarding and distribution expenses | 944.80 | 956.56 | 980.73 | 3,736.06 | 4,009.61 | 3,748.90 | 4,009.61 | | |
| | Other expenses | 2,163.82 | 2,271.89 | 2,318.36 | 8,772.92 | 8,929.97 | 10,042.18 | 10,602.45 | | |
| 3 | Total Expenses | 21,894.79 | 23,394.88 | 22,110.67 | 90,596.71 | 82,915.53 | 90,503.18 | 83,967.16 | | |
| 4 | Profit / (Loss) from operations before other income, finance costs and exceptional item (1-2) | (1,902.82) | (2,049.63) | (2,090.44) | (7,897.31) | (6,798.14) | (6,760.46) | (6,109.24) | | |
| | Other Income | 47.07 | 11.07 | 9.56 | 88.98 | 44.07 | 199.82 | 183.23 | | |
| 5 | Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4) | (1,855.75) | (2,038.56) | (2,080.88) | (7,808.33) | (6,754.07) | (6,560.64) | (5,926.01) | | |
| 6 | Finance cost | | | | | | | | | |
| | a) Interest and financial cost | (7,055.87) | 3,838.62 | 3,776.15 | 4,158.13 | 14,353.89 | 4,971.88 | 14,989.87 | | |



| | | | | | | | | |
|--------|--|----------|------------|------------|-------------|-------------|-------------|-------------|
| | b) Applicable net gain/loss on foreign currency transactions and translation | 5.00 | 5.07 | (163.66) | 59.00 | 15.41 | 58.94 | 15.41 |
| 7 | Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6) | 5,195.12 | (5,882.25) | (5,693.37) | (12,025.46) | (21,123.37) | (11,591.46) | (20,931.29) |
| 8 | Exceptional items | 696.75 | - | - | 696.75 | - | - | - |
| 9 | Profit / (Loss) from ordinary activities before tax (7 ± 8) | 4,498.37 | (5,882.25) | (5,693.37) | (12,722.21) | (21,123.37) | (11,591.46) | (20,931.29) |
| 10 | Tax expense | - | - | - | - | - | 230.37 | 156.57 |
| 11 | Net Profit / (Loss) from ordinary activities after tax (9 ± 10) | 4,498.37 | (5,882.25) | (5,693.37) | (12,722.21) | (21,123.37) | (11,821.83) | (21,087.86) |
| 12 | Extraordinary items (net of tax expense) | - | - | - | - | - | - | - |
| 13 | Net Profit / (Loss) for the period (11 ± 12) | 4,498.37 | (5,882.25) | (5,693.37) | (12,722.21) | (21,123.37) | (11,821.83) | (21,087.86) |
| 14 | Share of Profit / (Loss) of associates | - | - | - | - | - | - | - |
| 15 | Minority interest | - | - | - | - | - | - | - |
| 16 | Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 ± 14 ± 15) | 4,498.37 | (5,882.25) | (5,693.37) | (12,722.21) | (21,123.37) | (11,932.80) | (21,105.98) |
| 17 | Paid-up equity share capital (Face Value Rs. 10 per share) (No of shares) | 5,469.93 | 5,469.93 | 5,469.93 | 5,469.93 | 5,469.93 | 5,469.93 | 5,469.93 |
| 18 | Reserve excluding revaluation reserves as per balance sheet | - | - | - | (9,382.55) | 3,849.38 | (9,226.23) | 3,550.15 |
| 19. i | Earnings per share (before extraordinary items) (of Rs. 10/- each) (not annualised): | | | | | | | |
| (a) | Basic | 8.22 | (10.75) | (10.41) | (23.26) | (55.41) | (21.82) | (55.36) |
| (b) | Diluted | 8.22 | (10.75) | (10.41) | (23.26) | (55.41) | (21.82) | (55.36) |
| 19. ii | Earnings per share (after extraordinary items) (of Rs. 10/- each) (not annualised): | | | | | | | |
| (a) | Basic | 8.22 | (10.75) | (10.41) | (23.26) | (55.41) | (21.82) | (55.36) |
| (b) | Diluted | 8.22 | (10.75) | (10.41) | (23.26) | (55.41) | (21.82) | (55.36) |

1. The above financial results were reviewed by the audit committee and thereafter taken on record by the Board of Directors at their Meeting held on 29th May 2015 and were duly audited by the Statutory auditors.



2. Power and fuel expenses are net as under:

| Particulars | (Rs. in Lacs) | | | |
|---|-------------------------|---------------------------|-------------------------|-------------------------|
| | Quarter Ended | | Year ended | |
| | 31.03.2015 (Audited) | 31.12.2014 (Unaudited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) |
| Sale of Power generated through Windmill | 48.05 | 22.63 | 74.13 | 473.11 |
| Sale of Power generated through Gas Turbine | - | - | - | 626.55 |
| Total | 48.05 | 22.63 | 74.13 | 473.11 |
| | | | | 130.63 |
| | | | | 757.18 |

3. The net worth of the Company has been fully eroded and being mandatory requirement, a reference was filed under section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985 before the Hon'ble Board For Industrial and Financial Reconstruction (BIFR) and the same was registered with BIFR vide their letter dated 12th May 2015. During the year, the Company's accounts with most of the lenders had turned into NPA. Accordingly, interest for the financial year ended 31st March 2015 has been recomputed based on payments made to the lenders. Consequently, the interest provided for full year works out to Rs. 4158.13 lacs. Had the interest as per Loan Agreements been provided for as per past practice, the interest for the quarter and year ended 31st March 2015 would have been higher by Rs. 10,739.55 lacs, loss for the quarter and the year ended 31st March 2015 would have been higher by Rs. 10,739.55 lacs and bank liability would have been higher by Rs. 10,739.55 lacs as on 31st March 2015. The figures of last quarter is the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto third quarter of the current financial year.
4. Despite several constraints faced by the Company including non release of sanctioned fresh working capital facilities by lenders under approved CDR package and delayed sale of non core assets, the Company achieved a growth in operational income of 8.65% during the year ended FY 2015. Considering the brand equity enjoyed by the Company, non core assets identified for sale, and several steps taken by the Company, the management therefore considers it appropriate to prepare the financial statement on a going concern basis.
5. As on 31st March 2015, eight lenders with aggregate debt of Rs. 534.95 crore (approx 40% of total CDR debt) have assigned their debts to JM Financial Assets Reconstruction Co Pvt Ltd. Consequently, CDR Empowered Group has approved the exit of the Company from CDR mechanism.
6. In accordance with the requirement of Schedule II to Companies Act 2013, the Company has reassessed the estimated useful life of fixed assets w.e.f April 01, 2014 and depreciation is provided on the basis of useful lives as prescribed in Schedule II. This has resulted in the depreciation expenses for the current quarter and for year ended 31st March 2015 higher by Rs. 663.45 lacs and Rs. 2,213.28 lacs respectively. Depreciation of Rs. 509.72 Lacs on account of assets whose useful life is already exhausted as on April 01, 2014, has been adjusted in Opening Reserve.
7. The Company had set up wholly owned subsidiaries in Turkey for procurement of marble and in China to promote export of tiles to third countries. The Company had invested an amount of Rs. 696.75 lacs in these subsidiaries by way of equity capital and advances. Due to adverse changes in the business environment and as per terms of CDR sanction, the Company had closed down these subsidiaries and balance of Rs. 696.75 lacs has been written off as Exceptional Items in the current financial year, pursuant to resolution passed in the meeting of board of directors. Necessary formalities for obtaining regulatory permission from RBI are underway.



8. The figures of corresponding last and previous quarters are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto third quarter of the current financial year.

9. The previous quarter/ year figures are regrouped/ restated/ reclassified/ rearranged, wherever necessary, to make them comparable.

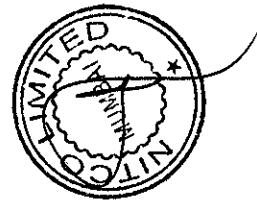
PART II : SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

| PARTICULARS | Quarter Ended | | | Year ended | |
|--|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
| | 31.03.2015 (Audited) | 31.12.2014 (Unaudited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) | 31.03.2014 (Audited) |
| A PARTICULARS OF SHAREHOLDING | | | | | |
| 1 Public shareholding | | | | | |
| - Number of shares | 166,59,032 | 166,59,032 | 166,59,032 | 166,59,032 | 166,59,032 |
| - Percentage of holding | 30.46 | 30.46 | 30.46 | 30.46 | 30.46 |
| 2 Promoter and promoter group shareholding | | | | | |
| a) Pledged / Encumbered | | | | | |
| - Number of shares | 320,00,618 | 332,25,270 | 332,25,270 | 320,00,618 | 332,25,270 |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 84.12 | 87.34 | 87.34 | 84.12 | 87.34 |
| - Percentage of shares (as a% of the total share capital of the company) | 58.50 | 60.74 | 60.74 | 58.50 | 60.74 |
| b) Non - encumbered | | | | | |
| - Number of shares | 60,39,688 | 48,15,036 | 48,15,036 | 60,39,688 | 48,15,036 |
| - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 15.88 | 12.66 | 12.66 | 15.88 | 12.66 |
| - Percentage of shares (as a% of the total share capital of the company) | 11.04 | 8.80 | 8.80 | 11.04 | 8.80 |
| B INVESTOR COMPLAINTS | | | | | |
| Pending at the beginning of the quarter | NIL | | | | |
| Received during the quarter | 1 | | | | |
| Disposed off during the quarter | 1 | | | | |
| Remaining unresolved at the end of the quarter | NIL | | | | |



III - SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2015

| Sl. No. | Particulars | Standalone | | | | | | (Rs. In Lacs) | |
|----------|---|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | Quarter Ended | | Year ended | | Consolidated | | Year ended | |
| | | 31.03.2015 (Audited) | 31.12.2014 (Unaudited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) | 31.03.2014 (Audited) | 31.03.2015 (Audited) |
| 1 | Net sales / Income from operations | | | | | | | | |
| | - Tiles and other related products | 19,969.97 | 21,327.55 | 19,978.83 | 81,688.62 | 75,959.79 | 82,546.90 | 77,506.60 | |
| | - Real estate | 22.00 | 17.70 | 41.40 | 1,010.78 | 157.60 | 1,195.82 | 351.32 | |
| | Total Revenue | 19,991.97 | 21,345.25 | 20,020.23 | 82,699.40 | 76,117.39 | 83,742.72 | 77,857.92 | |
| 2 | Segment results | | | | | | | | |
| | - Tiles and other related products | (1,839.92) | (1,993.05) | (2,074.01) | (7,895.03) | (6,621.75) | (6,659.03) | (5,794.01) | |
| | - Real estate | (15.83) | (45.51) | (6.87) | 86.70 | (132.32) | 98.39 | (132.00) | |
| | Total Segment Profit Before Interest and Tax | (1,855.75) | (2,038.56) | (2,080.88) | (7,808.33) | (6,754.07) | (6,560.64) | (5,926.01) | |
| | Less : Interest and other financial cost | (7,055.87) | 3,838.62 | 3,776.15 | 4,158.13 | 14,353.89 | 4,971.82 | 14,989.87 | |
| | Foreign exchange loss/(gain) | 5.00 | 5.07 | (163.66) | 59.00 | 15.41 | 59.00 | 15.41 | |
| | Exceptional items | 696.75 | - | - | 696.75 | - | - | - | |
| | Profit Before Tax | 4,498.37 | (5,882.25) | (5,693.37) | (12,722.21) | (21,123.37) | (11,591.46) | (20,931.29) | |
| 3 | Capital Employed | | | | | | | | |
| | (Segment assets - Segment liabilities) | | | | | | | | |
| | - Tiles and other related products | 85,669.03 | 86,046.85 | 95,679.87 | 85,669.03 | 95,679.87 | 93,750.91 | 1,06,058.40 | |
| | - Real estate | 34,015.90 | 35,858.28 | 34,454.78 | 34,015.90 | 34,454.78 | 34,475.03 | 34,908.42 | |
| | - Unallocated/ Corporate | 6,267.23 | 6,298.20 | 6,611.01 | 6,267.23 | 6,611.01 | 6,555.63 | 6,635.44 | |
| | Total Capital Employed | 1,25,952.16 | 1,28,203.33 | 1,36,745.66 | 1,25,952.16 | 1,36,745.66 | 1,34,781.57 | 1,47,602.26 | |



IV. STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lacs)

| | Standalone | | Consolidated | |
|--|-------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | As at 31.03.2015 (Audited) | As at 31.03.2014 (Audited) | As at 31.03.2015 (Audited) | As at 31.03.2014 (Audited) |
| 1) Shareholder's Funds : | | | | |
| (a) Share Capital | 5,469.93 | 5,469.93 | 5,469.93 | 5,469.93 |
| (b) Reserves and Surplus | (9,382.55) | 3,849.38 | (9,226.23) | 3,550.15 |
| Sub Total Shareholder's Funds | (3,912.62) | 9,319.31 | (3,756.30) | 9,020.08 |
| 2) Minority Interest | | | 1,732.51 | 1,621.55 |
| 3) Non Current Liabilities | | | | |
| (a) Long-term borrowings | 75,508.51 | 86,791.85 | 79,211.59 | 88,845.35 |
| (b) Deferred tax liabilities (Net) | 2,034.84 | 2,034.84 | 2,749.36 | 2,612.48 |
| (c) Other Long term liabilities | - | - | 176.47 | 4,262.59 |
| (d) Long Term Provisions | 231.54 | 284.88 | 231.54 | 284.88 |
| Sub Total Non Current Liabilities | 77,774.89 | 89,111.57 | 82,368.96 | 96,005.30 |
| 4) Current Liabilities | | | | |
| (a) Short-term borrowings | 8,180.57 | 4,719.47 | 9,477.08 | 6,289.99 |
| (b) Trade Payables | 15,788.28 | 14,793.41 | 15,514.29 | 14,555.52 |
| (c) Other Current Liabilities | 45,993.53 | 35,431.95 | 48,332.78 | 37,903.13 |
| (d) Short Term Provisions | 146.75 | 93.72 | 245.12 | 140.93 |
| Sub Total Current Liabilities | 70,109.13 | 55,038.55 | 73,569.27 | 58,889.57 |
| TOTAL - EQUITY AND LIABILITIES | 1,43,971.40 | 1,53,469.43 | 1,53,914.44 | 1,65,536.50 |
| 1) Non Current Assets | | | | |
| (a) Fixed Assets | 61,205.60 | 67,579.40 | 71,875.35 | 79,147.28 |
| (b) Non Current Investment | 2,735.36 | 3,123.75 | 25.00 | 26.00 |
| (c) Long-term loans and advances | 17,776.16 | 17,945.27 | 4,557.97 | 4,738.13 |
| Sub Total Non Current Assets | 81,717.12 | 88,648.42 | 76,458.32 | 83,911.41 |
| 2) Current Assets | | | | |
| (a) Current investments | - | 10.35 | 0.15 | 10.50 |
| (b) Inventories | 18,504.66 | 20,034.68 | 19,989.05 | 22,205.69 |
| (c) Inventories - Real Estate | 17,884.24 | 18,590.78 | 29,890.61 | 30,608.65 |
| (d) Trade receivables | 12,175.71 | 12,756.63 | 12,474.89 | 12,967.07 |
| (e) Cash and cash equivalents | 1,814.22 | 1,344.35 | 2,472.83 | 2,882.38 |
| (f) Short-term loans and advances | 4,567.56 | 4,235.43 | 4,828.13 | 5,078.75 |
| (g) Other current assets | 7,307.89 | 7,848.79 | 7,800.46 | 7,872.05 |
| Sub Total Current Assets | 62,254.28 | 64,821.01 | 77,456.12 | 81,625.09 |
| TOTAL ASSETS | 1,43,971.40 | 1,53,469.43 | 1,53,914.44 | 1,65,536.50 |

Place : Mumbai
Date: 29th May 2015


Vivek Talwar
Managing Director



A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

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Dr. Peter Dias Raod, Bandra (W),
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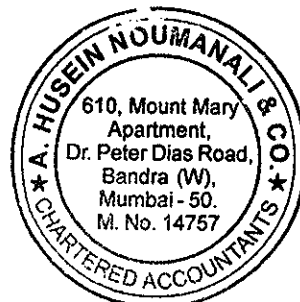
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**INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF
NITCO LIMITED**

1. We have audited the accompanying "Statement of Audited Financial Results of **NITCO Limited** ("the Company") for the quarter and year ended March 31, 2015" ("the Statement"), being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II – Select Information referred to in paragraph 7 below. This Statement has been prepared on the basis of the related annual financial statements, which is the responsibility of the Company's Management and has been approved by Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. ***Attention is invited to Note 3 of the Statement. The Company on the basis of the application filed u/s 15(1) of the Sick Industrial Companies (Special Provision) Act 1985 and duly registered, before the Hon'ble Board for Industrial & Financial Reconstructions, has not provided for interest on financing facilities amount to Rs. 107.40 crore for the year ended March 31, 2015 in view of uncertainties on the***





A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

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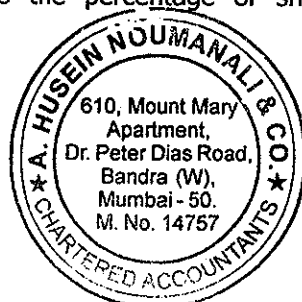
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ultimate outflow. Had the same been provided, on the basis of contractual terms, the loss for the year ended March 31, 2015 would increased by Rs. 107.40 crore and corresponding liabilities would have increased by Rs. 107.40 crore as at March 31, 2015.

4. Attention is invited to Note 4 of the Statement that the net worth of the Company has been fully eroded as at the balance sheet date. The appropriateness of the going concern basis is inter alia dependent on the Company's ability to turnaround the operations of the Company and ability of infusing requisite funds for meeting its obligations and rescheduling of debts.
5. Attention is invited to Note 5 of the Statement regarding the assignment of approximately 40% of total CDR debt to Asset reconstruction Company and CDR Empowered Group approved the exit of the Company from CDR mechanism.
6. Attention is invited to Note 8 of the Statement regarding the figures for the quarter ended 31st March 2015 being balancing figures between audited figures in respect of full financial year and published year to date figures up to third quarter of the current financial year.
7. **Except** for the matter described in paragraph 3 above, in our opinion and to the best of our information and according to the explanations given to us the Statement:
 - (i) is presented in accordance with the requirements of clause 41 of the Listing Agreements with Stock Exchanges and
 - (ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net loss and other financial information for the year ended 31st March 2015
8. Further, we also report that we have traced the numbers of shares as well percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by and the number of shares as well as the percentage of shares pledged/ encumbered and non-





**A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS**

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encumbered in respect of aggregating amount of promoters and promoters group shareholding, in terms of clause 35 of the Listing Agreements with the Stock Exchanges and he particulars relating to the investor complaints disclosed in Part II – Select information for the quarter and year ended March 31, 2015 of the Statement, from the details furnished by the Company's Registrars.

For **A. Husein Noumanali & Co.**

Chartered Accountants

Firm Registration No. 107173W

A. Husein Noumanali

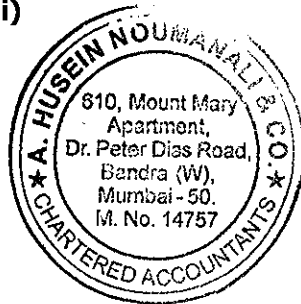
(A. Husein Noumanali)

Proprietor

M.No. 14757

Place: Mumbai

Date: May 29, 2015



A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

610, Mount Mary Apartment,
Dr. Peter Dias Road, Bandra (W),
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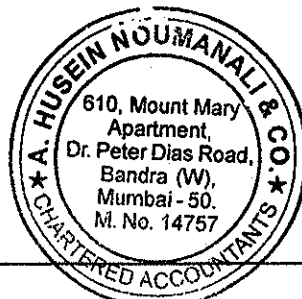
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**INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF
NITCO LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of NITCO Limited ('the Company'), its subsidiaries (the Company and its subsidiaries constitute, 'the Group') for the year ended March, 31, 2015 ('the Statement'), being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II – Select Information referred to in paragraph 8 below. This Statement has been prepared on the basis of the related annual financial statements, which is the responsibility of the Company's Management and has been approved by Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of one overseas subsidiary reflecting total assets of Rs. 63.85 lacs as at 31st March, 2015 and total revenues of Rs. Nil for the year ended on that date, as considered in the consolidated financial statements, whose financial statement has not been audited by us. This financial statement is unaudited and has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statement. In our opinion





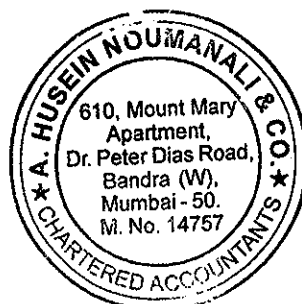
A. HUSEIN NOUMANALI & CO.
CHARTERED ACCOUNTANTS

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Dr. Peter Dias Road, Bandra (W),
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and according to the information and explanations given to us by the Management, these financial statements/ financial information are not material to the Group

4. We did not audit the financial statements of fourteen subsidiaries, whose financial statements reflect total assets of Rs. 32,617.08 lacs as at 31st March, 2015, and total revenues of Rs. 17,339.51 lacs for the year ended on that date, as considered in the consolidated financial statements, whose financial statements / financial information have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
5. **Attention is invited to Note 3 of the Statement that NITCO Limited on the basis of the application filed u/s 15(1) of the Sick Industrial Companies (Special Provision) Act 1985 and duly registered, before the Hon'ble Board for Industrial & Financial Reconstructions, has not provided for interest on financing facilities amount to Rs. 107.40 crore for the year ended March 31, 2015 in view of uncertainties on the ultimate outflow.. Had the same been provided, on the basis of contractual terms, the loss for the year ended March 31, 2015 would increased by Rs. 107.40 crore and corresponding liabilities would have increased by Rs. 107.40 crore as at March 31, 2015.**
6. Attention is invited to Note 4 of the Statement that the net worth of NITCO Limited has been fully eroded as at the balance sheet date. The appropriateness of the going concern basis is inter alia dependent on NITCO's ability to turnaround the operations of the Company and ability of infusing requisite funds for meeting its obligations and rescheduling of debts.
7. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors referred to in paragraph 4 above, and based on consideration of the management accounts referred to in paragraph 3 above, the Statement



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(a) In the case of the consolidated financial results of the Group, includes the results for the year ended March 31, 2015 of the following entities:

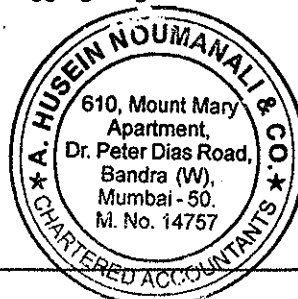
- i) NITCO Realities Pvt Limited (NRPL) (100% subsidiary of NITCO Ltd)
- ii) NITCO Holdings HK Company Limited (100% subsidiary of NITCO Limited)
- iii) New Vardhman Vitrified Pvt Limited (51% subsidiary of NITCO Limited)
- iv) Ferocity Properties Pvt Limited (100% subsidiary of NRPL)
- v) Silversky Realities Pvt Limited (100% subsidiary of NRPL)
- vi) Feel Better Housing Pvt Limited (100% subsidiary of NRPL)
- vii) Max Wealth Properties Pvt Limited (100% subsidiary of NRPL)
- viii) NITCO Aviation Pvt Limited (100% subsidiary of NRPL)
- ix) Quick Solution Properties Pvt Limited (100% subsidiary of NRPL)
- x) Roaring-Lion Properties Pvt Limited (100% subsidiary of NRPL)
- xi) NITCO IT Park Pvt Limited (100% subsidiary of NRPL)
- xii) Meghdoot Properties Pvt Limited (100% subsidiary of NRPL)
- xiii) Aileen Properties Pvt Limited (100% subsidiary of NRPL)
- xiv) Glamorous Properties Pvt Limited (75% subsidiary of NRPL)
- xv) Opera Properties Pvt Ltd (100% subsidiary of NRPL)

(b) is presented in accordance with the requirement of Clause 41 of the Listing Agreement with the Stock Exchanges and

(c) **except** for non provision of interest as per contractual terms as described in paragraph 5 above, gives true and fair view in conformity with the accepted accounting principles generally accepted in India:

in the case of consolidated financial results of the Group, of the net Loss and other financial information of the Company and Group for the year ended 31st March 2015.

8. Further, we also report that we have traced the numbers of shares as well percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by and the number of shares as well as the percentage of shares pledged/ encumbered and non-encumbered in respect of aggregating amount of promoters and promoters group



shareholding, in terms of clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints disclosed in Part II – Select information for the quarter and year ended March 31, 2015 of the Statement, from the details furnished by the Company's Registrars.

For **A. Husein Noumanali & Co.**

Chartered Accountants

Firm Registration No. 107173W

A. Husein Noumanali

(A. Husein Noumanali)

Proprietor

M.No. 14757

Place: Mumbai

Date: May 29, 2015

