

MAFATLAL INDUSTRIES LIMITED

Corporate Office : Kaledonia, Office No. 3, 6th Floor,
Sahar Road, Andheri (East), Mumbai - 400 069, India
Tel.: 91 22 6771 3800 Fax: 91 22 6771 3924 / 25
website: www.mafatlals.com Email: marketing@mafatlals.com
Regd. Office : 301-302, Heritage Horizon, Third Floor,
off. C. G. Road, Ahmedabad. 380 009, India
Tel: 91 79 2644 4404/06 F: 91 79 2644 4403
Email: ahmedabad@mafatlals.com
CIN: L17110GJ1913PLC000035

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalai Street, Fort,
Mumbai 400 001

5th May, 2017

Scrip Code: 500264

Dear Sirs,

Re: Outcome of the Board Meeting – 5th May, 2017

We wish to inform you that the following decisions have been taken at the Meeting of the Board of Directors of the Company held today:

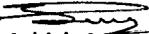
1. approved the audited Standalone financial results of the Company for the quarter and year ended 31st March, 2017 as well as audited consolidated financial results for the year ended 31st March, 2017. Attached please find the Standalone Financial Results together with the Auditors Report thereon (Annexure 1) and Consolidated Financial Results together with Auditors Report thereon (Annexure 2) in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR REGULATIONS).
2. Kindly find herewith a copy of Declaration of CFO regarding unmodified Opinion on the aforesaid Financial Results is attached (Annexure 3).
3. recommended dividend of Rs.2/- per share of the face value of Rs.10/- each (@20%) subject to approval by the Members at the forthcoming Annual General Meeting of the Company.
4. In accordance with Regulation 42 of SEBI LODR REGULATIONS, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27th July, 2017 to Wednesday, 2nd August, 2017 (both days inclusive) for the purpose of determining the eligibility for final dividend, if declared at the forthcoming Annual General Meeting of the Company. Dividend, if declared, at the forthcoming Annual General Meeting, shall be paid to the eligible members on 7th August, 2017.

The Meeting of the Board of Directors commenced at 11.30 AM and concluded at 9.40 P.M.
Kindly take the above information on your records.

Thanking you,

Yours faithfully,

For Mafatlal Industries Limited,


Ashish A. Karanji
Company Secretary
End: as above.

MAFATLAL INDUSTRIES LIMITED
CIN L17110GJ1913PLC000035
Regd. Office: 301-302, Heritage Horizon, 3rd Floor, Off C. G. Road, Navrangpura, Ahmedabad - 380 009.

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2017

(Rs in lakhs)

Sr. No.	PARTICULARS	For the quarter ended on			Audited	
		31.03.2017 (Audited) (Refer Note 3) (1)	31.12.2016 (Unaudited) (2)	31.03.2016 (Audited) (Refer Note 3) (3)	Current year ended 31.03.2017 (12 months) (4)	Previous year ended 31.03.2016 (12 months) (5)
1	Income from operations					
a	Net sales/ income from operations	30,514.17	27,379.08	39,895.36	1,24,192.10	1,29,498.17
b	Other Operating Income	770.95	618.71	688.44	2,830.18	2,810.57
	Total income from operations	31,285.12	27,997.79	40,583.80	1,27,022.28	1,32,308.74
2	Expenses					
a	Cost of materials consumed	10,313.92	8,954.01	8,445.22	37,181.00	29,985.25
b	Purchases of stock-in-trade	10,428.20	10,387.64	20,453.20	47,528.75	58,872.11
c	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(502.45)	(1,755.33)	(247.55)	(2,705.50)	(2,413.05)
d	Employee benefits expense	3,310.55	3,294.70	3,073.97	12,779.51	12,159.64
e	Depreciation and amortization	786.57	752.29	576.10	2,705.59	2,119.18
f	Other expenditure	7,600.78	7,102.16	7,429.82	29,520.54	29,742.80
	Total expenses	31,937.57	28,735.47	39,730.76	1,27,009.89	1,30,465.93
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	(652.45)	(737.68)	853.04	12.39	1,842.81
4	Other income	104.40	139.69	404.76	1,046.11	2,157.19
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	(548.05)	(597.99)	1,257.80	1,058.50	4,000.00
6	Finance costs (Net)	700.17	652.85	634.09	2,620.14	2,116.12
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(1,248.22)	(1,250.84)	623.71	(1,561.64)	1,883.88
8	Exceptional items - Income (Net) (Refer note no. 6)	-	-	-	869.94	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	(1,248.22)	(1,250.84)	623.71	(691.70)	1,883.88
10	Tax expense (Net)	477.17	-	-	477.17	(171.50)
11	Net Profit / (Loss) from ordinary activities after tax (9 + 10)	(771.05)	(1,250.84)	623.71	(214.53)	1,712.38
12	Paid-up equity share capital (Face value of ` 10/- per share)	1,391.29	1,391.29	1,391.29	1,391.29	1,391.29
13	Reserves excluding revaluation reserve as per Balance sheet of previous accounting year				36,363.86	35,153.84
14	Earnings / (Loss) per share (EPS) (Face value of Rs.10/- each) (not annualized)					
a	Basic EPS for the period / year	(5.54)	(8.99)	4.48	(1.54)	12.31
b	Diluted EPS for the period / year	(5.54)	(8.99)	4.48	(1.54)	12.31

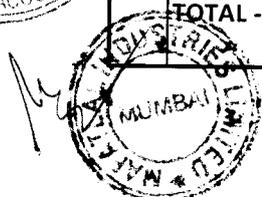
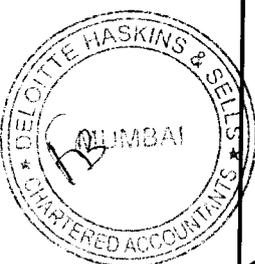


NOTES:

(Rs in lakhs)

1 Standalone Statement of Assets and Liabilities

Particulars		Standalone	
		As at 31.03.2017 (Unaudited)	As at 31.03.2016 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1,391.22	1,391.22
	(b) Reserves and surplus	36,149.33	36,363.86
	Sub-total - Shareholders' funds	37,540.55	37,755.08
2	Non-current liabilities		
	(a) Long-term borrowings	9,779.65	6,588.56
	(b) Deferred tax liabilities (Net)	-	477.17
	(c) Other Long term liabilities	356.09	358.91
	(d) Long-term provisions	452.65	479.43
	Sub-total - Non-current liabilities	10,588.39	7,904.07
3	Current liabilities		
	(a) Short-term borrowings	10,972.16	14,223.49
	(b) Trade payables	25,785.33	27,310.37
	(c) Other current liabilities	7,894.58	4,570.67
	(d) Short-term provisions	1,115.56	1,523.23
	Sub-total - Current liabilities	45,767.63	47,627.76
	TOTAL - EQUITY AND LIABILITIES	93,896.57	93,286.91
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	29,717.02	22,256.58
	(b) Non-current investments	5,801.72	4,794.09
	(c) Long-term loans and advances	5,083.04	6,341.17
	(d) Other non current assets	736.05	678.30
	Sub-total - Non-current assets	41,337.83	34,070.14
2	Current assets		
	(a) Current investments	419.57	-
	(a) Inventories	18,073.90	15,310.38
	(b) Trade receivables	28,076.40	31,196.43
	(c) Cash and cash equivalents	1,687.37	9,946.82
	(d) Short-term loans and advances	4,100.43	2,311.76
	(e) Other current assets	201.07	451.38
	Sub-total - Current assets	52,558.74	59,216.77
	TOTAL - ASSETS	93,896.57	93,286.91



NOTES

2. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 5th May 2017.
3. Figures for the quarter ended 31st March 2017 and 31st March 2016 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the relevant financial year.
4. The Board of Directors have recommended a dividend of Rs. 2/- per share @ 20% on 13,912,886 equity shares of face value of Rs. 10/- each for the year ended on 31st March, 2017.
5. Due to inadequacy of profit, the managerial remuneration aggregating to Rs.406.26 lakhs, paid to Shri Aniruddha Deshmukh, Managing Director & Chief Executive Officer (Professional Director), Shri Priyavrata H. Mafatlal (Executive Director w.e.f. 1st November, 2016) and Shri Vishad P. Mafatlal, Executive Vice-Chairman upto 19th August, 2016, is in excess of the limits specified under Section 197(1) of the Companies Act, 2013. Though the remuneration is within the limits of Schedule V to the Companies Act, 2013, approval of the shareholders for the excess remuneration paid under Section 197(1) is required at the ensuing General Meeting.
6. As part of an agreement executed amongst the Promoters, their family members, family trusts & companies including the three listed entities of Arvind Mafatlal Group and approved by the Board of Directors of the Company on 6th August, 2016, the Company, has divested part of its shareholding in Navin Fluorine International Limited during the year. The profit arising out of divestment of such long term investments amounting to Rs.1,337.09 lakhs (net) is disclosed as part of "Exceptional items (net)". Also, during the year, the Company has incurred expenditure towards compensation under Voluntary Retirement Scheme (VRS) and settlement of old dues to workers as per the order of Industrial Court, Nadiad, aggregating to Rs.467.15 lakhs, which is disclosed under "Exceptional items (net)".
7. As reported earlier, the Company has filed Writ Petition No.2982/2016 in the Hon'ble Bombay High Court challenging the demand notice of Rs.454.35 crores (in respect of Development Agreement dated 17.6.2011 entered into by the Company for a part of its leasehold land at Mazagaon) issued by The Collector of Mumbai City and further actions of the office of Collector thereunder. Pending the admission of the aforesaid Writ Petition, the Hon'ble High Court has recorded by its Orders dated 19.01.2017 and 27.01.2017 that the Collector is ready to recall its Order/ Demand and the subsequent attachment dated 29.11.2016 and give a fresh hearing to the Company and accordingly this Hon'ble Court set aside the Order/ Demand and subsequent attachment dated 29.11.2016. Accordingly, as recorded in Order dated 27.01.2017, the aforesaid demand notice and attachment order has been withdrawn by the Collector and the same has been recorded in the Property Card of C. S. No. 593. Pursuant to the notification dated 10.2.2004, the Company is required to hand over 50% of the land bearing C. S. No. 593 to Municipal Corporation of Greater Mumbai ("MCGM") which is under reservation ("the said land") and as per the said notification, the Company would be eligible to get non-cash compensation in lieu thereof. The Collector claims to have handed over possession of the said reserved land to MCGM during the pendency of proceedings. The Company had filed Notice of Motion No. 5 of 2017 in the Writ Petition No.2982 of 2016 for handing over possession of the said Land to the MCGM under direction of the Court and the claim of the Collector has been challenged by the Company before the Court. The Hon'ble High Court has accordingly by its orders dated 16.03.2017, 13.04.2017 and 28.04.2017 directed status quo to be maintained. The Company continues to be in possession of the said reserved land. The Hon'ble High Court has allowed the Chamber Summons No. 90 of 2017 filed by the Company for impleading MCGM as a party to the Writ Petition and permitting the Company to carry out incidental and consequential amendments to the Writ Petition for bringing subsequent acts of the Collector and MCGM on record. All interim reliefs granted earlier by the Hon'ble High Court are continuing till further orders.
8. The Company is primarily engaged in the business of "textiles" which, in the context of Accounting Standard (AS 17) on "Segment Reporting", constitutes a single reportable segment.



9. Figures pertaining to the previous year have been rearranged/regrouped, reclassified and restated, wherever considered necessary, to make them comparable with those of the current period.

For and on behalf of the Board,
For MAFATLAL INDUSTRIES LIMITED



H. A. MAFATLAL
CHAIRMAN

Place: Mumbai
Date: 5th May, 2017



INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF MAFATLAL INDUSTRIES LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **MAFATLAL INDUSTRIES LIMITED** ("the Company"), for the year ended 31st March, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone financial statements which has been prepared in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements, in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches located at Ahmedabad and Nadiad.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us and the audit evidence obtained by the branch auditors in terms of their reports referred to in the paragraph 6 below, is sufficient and appropriate to provide a basis for our audit opinion.

4. 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 audit reports received from the Branch Auditors referred to in paragraph 5 below, the Statement:

(i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

- (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net loss and other financial information of the Company for the year ended 31st March, 2017.
5. We did not audit the financial information of two branches included in the standalone financial statements of the Company whose financial information reflect total assets of Rs.31,342.78 lakhs as at 31st March, 2017 and total revenues of Rs.33,508.94 lakhs for the year ended on that date, as considered in the standalone financial statements. The financial information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

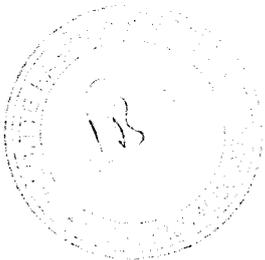
6. The Statement includes the results for the Quarter ended 31st March, 2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 117364W)



Ketan Vora
Partner
(Membership No.100459)

MUMBAI, 5th May, 2017



MAFATAL INDUSTRIES LIMITED

CIN L17110GJ1913PLC000035

Regd. Office: 301-302, Heritage Horizon, 3rd Floor, Off C. G. Road, Navrangpura, Ahmedabad - 380 009.

PART I

STATEMENT OF CONSOLIDATED AUDITED RESULTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs in lakhs)

PARTICULARS	Consolidated	
	Audited	Audited
	Current year ended 31-Mar-2017 (12 months) (1)	Previous year ended 31-Mar-2016 (12 months) (2)
1 Income from operations		
a Net sales/ income from operations	1,24,192.10	1,29,498.17
b Other Operating Income	2,830.18	2,810.57
Total income from operations	1,27,022.28	1,32,308.74
2 Expenses		
(a) Cost of materials consumed	37,181.00	29,985.25
(b) Purchases of stock-in-trade	47,528.75	58,872.11
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(2,705.50)	(2,413.05)
(d) Employee benefits expense (Net)	12,790.87	12,178.08
(e) Depreciation and amortization	2,705.59	2,119.18
(f) Other expenditure	29,536.35	29,740.03
Total expenses	1,27,037.06	1,30,481.60
3 Profit / (Loss) from Operations before other Income, finance costs and exceptional Items (1 - 2)	(14.78)	1,827.14
4 Other Income	1,073.28	2,172.86
5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	1,058.50	4,000.00
6 Finance costs (Net)	2,620.14	2,116.12
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(1,561.64)	1,883.88
8 Exceptional items - Income (Net) (Refer note no. 5)	869.94	-
9 Profit / (Loss) from ordinary activities before tax (7 + 8)	(691.70)	1,883.88
10 Tax Expense (Net)	477.17	(171.50)
11 Net Profit / (Loss) from ordinary activities after tax (9+10)	(214.53)	1,712.38
12 Share of (loss) of Associate	-	-
13 Minority interest	-	-
14 Profit / (Loss) after taxes, minority interest and share of profit of associates (net)	(214.53)	1,712.38
15 Paid-up equity share capital (Face value of Rs. 10/- per share)	1,391.29	1,391.29
16 Reserves excluding revaluation reserve as per Balance sheet of previous accounting year	36,202.79	34,992.77
17 Earnings per share (EPS) (Face value of Rs.10/- each) (not annualized)		
a Basic and diluted EPS before extraordinary items	(1.54)	12.31
b Basic and diluted EPS after extraordinary items	(1.54)	12.31

See accompanying notes to the Financial Results

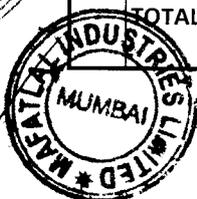


NOTES:

(Rs in lakhs)

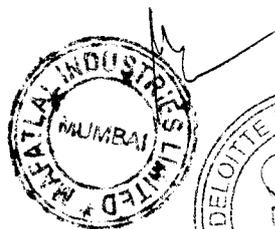
1 Consolidated Statement of Assets and Liabilities

Particulars		Consolidated	
		As at 31/03/2017	As at 31/03/2016
		Audited	Audited
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	1,391.22	1,391.22
	(b) Reserves and surplus	35,988.25	36,202.79
	Sub-total - Shareholders' funds	37,379.47	37,594.01
2	Minority interest	-	-
3	Non-current liabilities		
	(a) Long-term borrowings	9,779.65	6,588.56
	(b) Deferred tax liabilities (Net)	-	477.17
	(c) Other Long term liabilities	356.09	358.91
	(d) Long-term provisions	452.93	483.12
	Sub-total - Non-current liabilities	10,588.67	7,907.76
4	Current liabilities		
	(a) Short-term borrowings	10,972.16	14,223.49
	(b) Trade payables	25,849.09	27,334.42
	(c) Other current liabilities	7,900.59	4,571.29
	(d) Short-term provisions	1,115.83	1,523.23
	Sub-total - Current liabilities	45,837.67	47,652.43
	TOTAL - EQUITY AND LIABILITIES	93,805.81	93,154.20
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	29,720.04	22,259.48
	(b) Non-current investments	5,641.85	4,642.59
	(c) Long-term loans and advances	5,083.35	6,341.38
	(d) Other non current assets	736.05	678.30
	Sub-total - Non-current assets	41,181.29	33,921.75
2	Current assets		
	(a) Current investments	419.57	-
	(b) Inventories	18,073.90	15,310.38
	(c) Trade receivables	28,122.41	31,193.35
	(d) Cash and cash equivalents	1,697.33	9,957.02
	(e) Short-term loans and advances	4,110.24	2,320.32
	(f) Other current assets	201.07	451.38
	Sub-total - Current assets	52,624.52	59,232.45
	TOTAL - ASSETS	93,805.81	93,154.20



NOTES

2. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 5th May 2017.
3. The Board of Directors have recommended a dividend of Rs. 2/- per share @ 20% on 13,912,886 equity shares of face value of Rs. 10/- each for the year ended on 31st March, 2017.
4. Due to inadequacy of profit, the managerial remuneration aggregating to Rs.406.26 lakhs, paid to Shri Aniruddha Deshmukh, Managing Director & Chief Executive Officer (Professional Director), Shri Priyavrata H. Mafatlal (Executive Director w.e.f. 1st November, 2016) and Shri Vishad P. Mafatlal, Executive Vice-Chairman upto 19th August, 2016, is in excess of the limits specified under Section 197(1) of the Companies Act, 2013. Though the remuneration is within the limits of Schedule V to the Companies Act, 2013, approval of the shareholders for the excess remuneration paid under Section 197(1) is required at the ensuing General Meeting.
5. As part of an agreement executed amongst the Promoters, their family members, family trusts & companies including the three listed entities of Arvind Mafatlal Group and approved by the Board of Directors of the Company on 6th August, 2016, the Company, has divested part of its shareholding in Navin Fluorine International Limited during the year. The profit arising out of divestment of such long term investments amounting to Rs.1,337.09 lakhs (net) is disclosed as part of "Exceptional items (net)". Also, during the year, the Company has incurred expenditure towards compensation under Voluntary Retirement Scheme (VRS) and settlement of old dues to workers as per the order of Industrial Court, Nadiad, aggregating to Rs.467.15 lakhs, which is disclosed under "Exceptional items (net)".
6. As reported earlier, the Company has filed Writ Petition No.2982/2016 in the Hon'ble Bombay High Court challenging the demand notice of Rs.454.35 crores (in respect of Development Agreement dated 17.6.2011 entered into by the Company for a part of its leasehold land at Mazagaon) issued by The Collector of Mumbai City and further actions of the office of Collector thereunder. Pending the admission of the aforesaid Writ Petition, the Hon'ble High Court has recorded by its Orders dated 19.01.2017 and 27.01.2017 that the Collector is ready to recall its Order/ Demand and the subsequent attachment dated 29.11.2016 and give a fresh hearing to the Company and accordingly this Hon'ble Court set aside the Order/ Demand and subsequent attachment dated 29.11.2016. Accordingly, as recorded in Order dated 27.01.2017, the aforesaid demand notice and attachment order has been withdrawn by the Collector and the same has been recorded in the Property Card of C. S. No. 593. Pursuant to the notification dated 10.2.2004, the Company is required to hand over 50% of the land bearing C. S. No. 593 to Municipal Corporation of Greater Mumbai ("MCGM") which is under reservation ("the said land") and as per the said notification, the Company would be eligible to get non-cash compensation in lieu thereof. The Collector claims to have handed over possession of the said reserved land to MCGM during the pendency of proceedings. The Company had filed Notice of Motion No. 5 of 2017 in the Writ Petition No.2982 of 2016 for handing over possession of the said Land to the MCGM under direction of the Court and the claim of the Collector has been challenged by the Company before the Court. The Hon'ble High Court has accordingly by its orders dated 16.03.2017, 13.04.2017 and 28.04.2017 directed status quo to be maintained. The Company continues to be in possession of the said reserved land. The Hon'ble High Court has allowed the Chamber Summons No. 90 of 2017 filed by the Company for impleading MCGM as a party to the Writ Petition and permitting the Company to carry out incidental and consequential amendments to the Writ Petition for bringing subsequent acts of the Collector and MCGM on record. All interim reliefs granted earlier by the Hon'ble High Court are continuing till further orders.
7. The Company is primarily engaged in the business of "textiles" which, in the context of Accounting Standard (AS 17) on "Segment Reporting", constitutes a single reportable segment.



8. Figures pertaining to the previous year have been rearranged/regrouped, reclassified and restated, wherever considered necessary, to make them comparable with those of the current period.

Place: Mumbai
Date: 5th May, 2017

For and on behalf of the Board,
For MAFATLAL INDUSTRIES LIMITED



H. A. MAFATLAL
CHAIRMAN



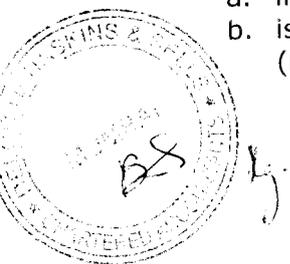
**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
MAFATLAL INDUSTRIES LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **Mafatlal Industries Limited** ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its jointly controlled entity for the year ended 31st March, 2017 ("the Statement"), in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the branches of the Group located at Ahmedabad and Nadiad, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Holding Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us and the audit evidence obtained by the branch auditors and other auditors in terms of their reports referred to in paragraph 4 below, is sufficient and appropriate to provide a basis for our audit opinion.

3. 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 the other auditors on separate financial statements and the other financial information of branches and subsidiary referred to in paragraphs 4 below, the Statement:
 - a. includes the results of the subsidiary, Mafatlal Services Limited;
 - b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and



- c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net loss and other financial information of the Group for the year ended 31st March, 2017.
4. We did not audit the financial information of two branches included in the standalone financial statements of the company included in the Group whose financial information reflect total assets of Rs.31,342.78 lakhs as at 31st March, 2017 and total revenues of Rs.33,508.94 lakhs for the year ended on that date, as considered in the standalone financial statements of the company included in the Group. The financial information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches is based solely on the report of such branch auditors.

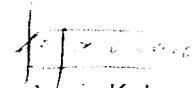
We did not audit the financial statement of one subsidiary, included in the consolidated financial results, whose financial statement reflect total assets of Rs.50.49 lakhs as at 31st March, 2017, total revenues of Rs.27.17 lakhs for the year ended 31st March, 2017 and total loss after tax of Rs. Nil for the year ended on that date, as considered in the consolidated financial results. This financial statement has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the other auditors.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the reports of the branch auditors and other auditors.

5. The consolidated financial results includes the unaudited financial statement of a jointly controlled entity, whose financial statement reflect total assets of Rs.16.31 lakhs as at 31st March, 2017, total revenue of Rs.Nil for the year ended 31st March, 2017, and total profit after tax of Rs.Nil for the year ended 31st March, 2017, as considered in the consolidated financial results. Our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity, is based solely on such unaudited financial statement. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the Management.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 117364W)



Ketan Vora
Partner
(Membership No.100459)

MUMBAI, 5th May, 2017



MAFATLAL INDUSTRIES LIMITED

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Regd. Office : 301-302, Heritage Horizon, Third Floor,
off. C. G. Road, Ahmedabad. 380 009. India
Tel: 91 79 2644 4404/06 F: 91 79 2644 4403
Email: ahmedabad@mafatlals.com
CIN: L17110GJ1913PLC000035

5th May, 2017

**Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.
Scrip Code: 500264**

Dear Sirs,

Sub: Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended till date

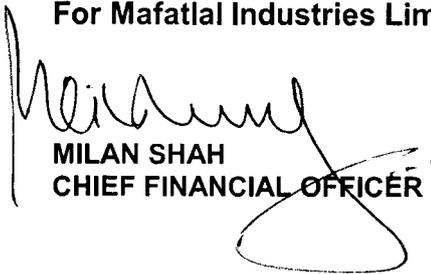
We hereby declare that the Statutory Auditors of the Company, Deloitte Haskins & Sells have issued audit report with unmodified Opinion on Audited Financial Results of the Company (Stand alone and Consolidated) for the year ended 31st March, 2017.

This declaration is given in compliance with Regulation 33(3)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

You are requested to take the above on your records.

Thanking you,

**Yours faithfully,
For Mafatlal Industries Limited,**


**MILAN SHAH
CHIEF FINANCIAL OFFICER**