

Regd. Office : GNA HOUSE, I-C, CHHOTI BARADARI - PART-II
GARHA ROAD, JALANDHAR- 144001

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Dated : 5th May, 2017

Department of Corporate Services
BSE Limited
25th Floor
Rotunda Building, P J Towers
Dalal Street, Fort
MUMBAI 400001

SCRIP CODE : 540124

The National Stock Exchange of India Limited
"Exchange Plaza"
Plot No C-1, G Block
Bandra Kurla Complex
Bandra (East)
MUMBAI - 400051

SCRIP CODE : GNA

SUB: COMPLIANCE OF REGULATION 30 and 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sir,

Pursuant to Regulation 30 & 33 of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Audited Financial Results of the Company (both standalone and consolidated) for the year ended March 31, 2017 alongwith the statement of Assets and Liabilities as on March 31, 2017 as approved by the Board of Directors in its meeting held on 5th May 2017. A copy of the Audited Financial Results for the quarter / year ended March 31, 2017 and Auditors Report are enclosed herewith (both standalone and consolidated).

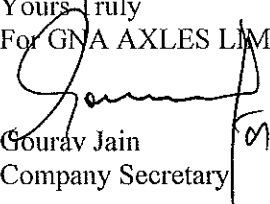
Further pursuant to Regulation 30 of SEBI (LODR), 2015 the Audit Committee and the Board of Directors of the Company at their respective meetings held today, have subject to the approval of the shareholders in the forthcoming Annual General Meeting (AGM) approved the appointment of M/s Harish & Co., Chartered Accountants (Firm Registration No. 017372N) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the AGM to be held in the year 2017 (to conduct audit w.e.f Financial Year 2017-18), in place of the existing Statutory Auditors M/s G S Syal & Co. Chartered Accountants in compliance of the mandatory rotation of Auditors pursuant to the provisions of the Companies Act, 2013.

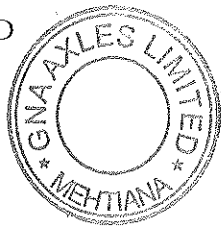
The meeting of the Board of Directors Commenced at 2:15 PM and concluded at 3:00 PM.

Kindly take the same on record.

Thanking You

Yours Truly
For GNA AXLES LIMITED


Gourav Jain
Company Secretary



G N A Axles Limited

Regd. Office : GNA House 1-C Chhoti Baradari Part - II, Garha Road, Opposite Medical College Jalandhar 144001 Punjab

Unaudited Financial Results for the quarter and year Ended Mar 31, 2017

Corporate Identity Number : I29130PB1993PLC013684

Website : www.gnagroup.com Email: gjain@gnagroup.com

PARTICULARS	Quarter Ended			Year Ended Standalone		Year Ended Consolidated	
	31/03/2017	31/12/2016	31/03/2016	31/03/2017	31/03/2016	31/03/2017	31/03/2016
	AUDITED	Unaudited	AUDITED	AUDITED	AUDITED	AUDITED	AUDITED
REVENUE							
Gross Revenue From Operations	13312.70	12499.47	14030.67	54131.68	53666.55	54131.68	53666.55
Export	5647.23	5655.50	6850.07	23397.54	26178.73	23397.54	26178.73
Domestic	7665.47	6843.97	7180.60	30734.14	27487.82	30734.14	27487.82
Less: Excise Duty	680.69	644.88	689.21	2790.72	2814.51	2790.72	2814.51
Net Revenue From Operations	12632.01	11854.59	13341.46	51340.96	50852.04	51340.96	50852.04
Other Income	151.91	137.74	38.50	290.70	42.30	290.70	42.30
TOTAL REVENUE (I + II)	12783.92	11992.33	13379.96	51631.66	50894.34	51631.66	50894.34
EXPENSES							
Cost of Material Consumed	7002.27	7741.74	8550.90	32275.26	33034.45	32275.26	33034.45
Change In Inventory [WIP & FG]	782.99	-485.84	-348.91	-421.07	-1282.91	-421.07	-1282.91
Employee Benefit Expenses	734.03	649.78	682.70	2711.65	2371.53	2711.65	2371.53
Finance Cost	197.53	233.07	345.52	1251.79	1628.92	1252.07	1629.10
Depreciation	588.88	603.45	832.17	2394.10	2717.36	2394.10	2717.36
Other Expenses	2416.23	2007.17	2186.94	8731.04	8493.99	8733.39	8496.87
TOTAL EXPENSES	11721.93	10749.37	12249.32	46942.77	46963.34	46945.40	46966.40
Profit Before Tax From Ordinary Activities	1061.99	1242.96	1130.64	4688.89	3931.00	4686.26	3927.94
Tax Expenses (including Deferred Tax)	451.12	428.94	396.94	1729.16	1335.38	1729.16	1335.38
Net Profit After Tax From Ordinary Activities	610.87	814.02	733.70	2959.73	2595.62	2957.10	2592.56
Paid Up Equity Capital (Face value Rs.10 per Share)	2146.54	2146.54	2146.54	2146.54	1516.54	2146.54	1516.54
Reserves Excluding Revaluation Reserves				26294.15	12097.52	26288.47	12094.48
Earning Per Share Basic & Diluted	2.85	3.79	3.42	13.79	17.12	13.78	17.10

EBITA 1848.40 2079.48 2308.33 8334.78 8277.28

EBITA % 14.63% 17.54% 17.30% 16.23% 16.28%

NET PROFIT % 4.84% 6.87% 5.50% 5.76% 5.10%

Notes:

1. The Company has completed its Initial Public Offer through fresh issue of 63,00,000 equity shares at a price of Rs. 207/- each. The Equity shares of the Company got listed on BSE and NSE on 26th September 2016.

2. The statement of IPO Proceeds is as given below:-

Rs. in Lacs

Particulars	Amount As Per Prospectus	Amount to Be Utilized
Gross Proceeds of The Fresh Issue	13041.00	13041.00
Less: Estimated Fresh Issue Expenses	1197.40	1250.02
Net Proceeds Of the Fresh Issue	11843.60	11790.98

Utilization Of IPO Proceeds

Rs. in Lacs

Particulars	Amount To Be Utilized	Amount Utilized Upto Mar 31 2017	Amount Pending Utilization
Purchase Of Plant & Machinery	8007.30	1943.13	6064.17
To Meet Working Capital Requirements	3500.00	3500.00	0.00
General Corporate Purposes	283.68	283.68	0.00
Total	11790.98	5726.81	6064.17

The Unutilised net proceeds of the IPO have been invested in the Fixed Deposits.

3. Figures of the previous periods have been recasted / regrouped, wherever necessary to make them comparable.

4. The entire operations of the Company relate to only one segment i.e "Auto Components", therefore the disclosure requirements of "Segment reporting" are not applicable.

5. The Figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the Financial Year

6. The above audited financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on May 05, 2017.

For G N A Axles Limited

Managing Director

DIN 00805558

Place: Mehtiana

Date : May 05, 2017

Certified to be true
for GNA Axles
Gaurav Jain
Company Secretary

GNA AXLES LTD.
STATEMENT OF ASSETS AND LIABILITIES AS AT

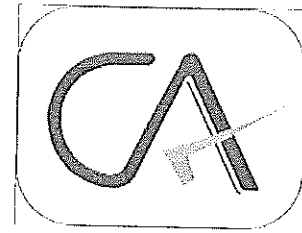
Rs. In Lac

PARTICULARS	STANDALONE		CONSOLIDATED	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
1 EQUITY AND LIABILITIES				
SHAREHOLDERS FUNDS				
(a) SHARE CAPITAL	2146.54	1516.54	2146.54	1516.54
(b) RESERVES & SURPLUS	27544.17	12313.84	27538.49	12310.80
TOTAL (1)	29690.71	13830.38	29685.03	13827.34
2 SHARE APPLICATION MONEY				
PENDING ALLOTMENT				
3 NON-CURRENT LIABILITIES				
(a) LONG TERM BORROWINGS	2624.31	4220.42	2624.31	4220.42
(b) DEFERRED TAX LIABILITIES (NET)	248.69	371.53	248.69	371.53
(c) OTHER LONG TERM LIABILITIES				
(d) LONG TERM PROVISIONS				
TOTAL (3)	2873.00	4591.95	2873.00	4591.95
4 CURRENT LIABILITIES				
(a) SHORT TERM BORROWINGS	7266.94	7492.98	7266.94	7492.98
(b) TRADE PAYABLES	15207.40	15398.23	15213.27	15401.77
(c) OTHER CURRENT LIABILITIES	2488.28	2863.82	2488.28	2863.82
(d) SHORT TERM PROVISIONS	197.49	475.86	197.49	475.86
TOTAL (4)	25160.11	26230.89	25165.98	26234.43
TOTAL (1+2+3+4)	57723.82	44653.22	57724.01	44653.72
ASSETS				
NON-CURRENT ASSETS				
1 (a) FIXED ASSETS				
(i) TANGIBLE ASSETS	13174.12	14731.35	13174.12	14731.35
(ii) INTANGIBLE ASSETS				
(iii) CAPITAL WORK-IN-PROGRESS	253.10	4.98	253.10	4.98
(iv) INTANGIBLE ASSETS				
(v) FIXED ASSETS HELD FOR SALE				
(b) NON CURRENT INVESTMENTS	0.66	0.66		
(c) LONG TERM LOANS & ADVANCES	3413.04	1614.85	3413.04	1614.85
(d) OTHER NON-CURRENT ASSETS	1250.03	216.32	1250.03	216.32
TOTAL (1)	18090.95	16568.16	18090.29	16567.50
2 CURRENT ASSETS				
(a) CURRENT INVESTMENTS				
(b) INVENTORIES	11029.42	9136.86	11029.42	9136.86
(c) TRADE RECEIVABLE	18227.32	16208.43	18227.32	16208.43
(d) CASH & CASH EQUIVALENTS	7244.78	66.97	7245.63	68.13
(e) SHORT TERM LOANS & ADVANCES	3131.35	2672.80	3131.35	2672.80
(f) OTHER CURRENT ASSETS				
TOTAL (2)	39632.87	28085.06	39633.72	28086.22
TOTAL (1 + 2)	57723.82	44653.22	57724.01	44653.72

Certified to be true copy
of GNA Axles Limited
Gurpreet Jain
Company Secretary

For GNA AXLES LIMITED
Managing Director

G.S. SYAL & CO.
Chartered Accountants
Syal House, Lajpat Nagar
Market
Jalandhar City-144001



Independent Auditor's Report

To the Members of

GNA AXLES LIMITED
Report on the Financial Statements

We have audited the accompanying Standalone financial statements of **GNA AXLES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

d. in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.

g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes to financial statements point no. 27

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv) The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintain by the Company.

For G.S. Syal & Co.

Chartered Accountants (FRN: 000457N)

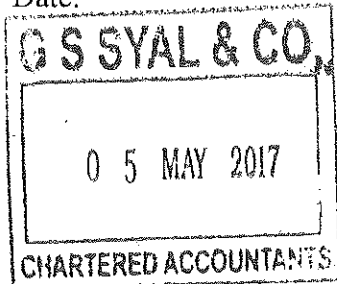
(Gurcharan Singh)

Proprietor

M. No. 080075

Place: Jalandhar

Date:



“Annexure “A” to the Independent Auditors’

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

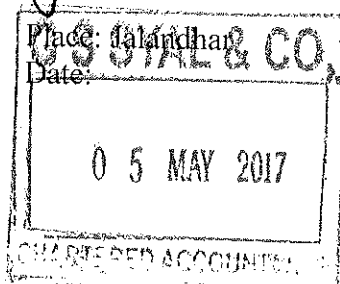
- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no material dues of duty of customs which have not been deposited with the appropriate

authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes;

Nature of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Punjab Sales Tax Act	Demand P-VAT	5467036/-	2009-2010	DETC Appeals
Punjab Sales Tax Act	Demand P-VAT	13906308/-	2008-2009	DETC
Punjab Sales Tax Act	Demand P-VAT (Crane)	180000/-	2004-2005	DETC Appeals
Excise & Service Tax Act	Service Tax outward freight	523288/-	2008-2009	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax outward freight	215324/-	2009-10	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax outward freight	912302/-	2010-11	Before Commissioner Appeal
Excise & Service tax act	Cenvat credit on tractor parts	250216/-	2011-12	Before commissioner appeal
Excise & service tax act	Service tax on others	233605/-	2011-12	Before commissioner appeal
Excise & Service Tax Act	Service Tax on others	122261/-	2012-13	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on others	477159/-	2012-13	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on others	567775/-	2013-14	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on others	43494/-	2013-14	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on others	446637/-	2013-14	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on others/Guest House	689322/-	2014-15	Before Commissioner Appeal
Excise & Service Tax Act	Service Tax on Club Membership/Misc.	322847/-	2013-14	Asstt. Commissioner SE
Excise & Service Tax Act	Service Tax on Insurance	454935/-	2014-15	Before Asstt. Commissioner
Income Tax	Income Tax Regular Assessment	13504810/-	2012-13	Before Commissioner of Income-tax (Appeals)
Excise & Service Tax Act	Excise Duty CENVAT	3420284	2016-17	Asstt. Commissioner

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings from a financial institutions, banks.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised monies by way of initial public offer in nature of equity shares and applied for the purpose for which those were raised, though idle/surplus funds which were not required for immediate utilization have been gainfully invested in demand deposits with bank.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For G.S. Syal & Co.
Chartered Accountants (FRN: 000457N)
(Gurcharan Singh)
Proprietor
M. No. 080075



“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of GNA Axles Limited Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of GNA Axles Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the Internal Control over financial reporting criteria established by the company considering the essential components of the Internal Control stated in the Guidance Note on audit of Internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India..

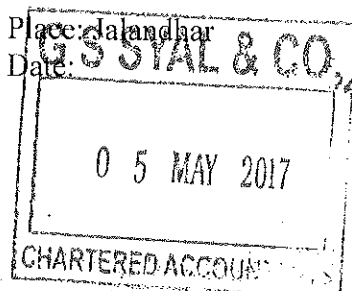
For G.S. Syal & Co.

Chartered Accountants (FRN: 000457N)

(Gurcharan Singh)

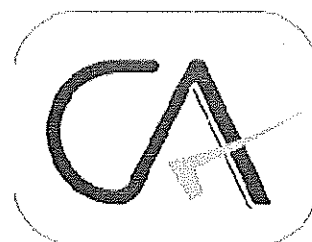
Proprietor

M. No. 080075



G.S. SYAL & CO.

Chartered Accountants
Syal House
Lajpat Nagar Market
Jalandhar City



Independent Auditors' Report

To the Members of GNA Axles Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of GNA Axles Limited (“the Holding Company”) and its subsidiaries (collectively referred to as “the Group”), comprising of the consolidated balance sheet as at March 31, 2017, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management’s Responsibility for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (“the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors’ Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and

plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of GNA Axles Inc. Michigan and placed reliance on the accounts reviewed by certified public Accountant Alina Rits of RITS Accounting PC Birmingham Michigan which shows the net operating loss \$3836.94.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the

Holding Company and the report of the statutory auditors of its subsidiary companies incorporated outside India, none of the Directors of the Group companies incorporated outside India is disqualified as on March 31, 2017 from being appointed as a Director of that company in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note (27) to the consolidated financial statements;
 - ii) The holding company and its subsidiaries did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.; and
 - iii) There were no amounts which were required to be transferred to investor education and protection fund by the holding and its subsidiaries.
 - iv) The Company has provided requisite disclosures in its standalone final statements as to holdings as well as dealing in Specified Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company

For G.S. Syal & Co.,
Chartered Accountants (FRN 000457N)

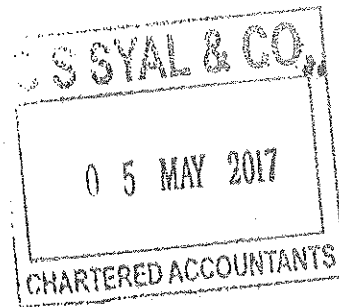
(Gurcharan Singh)

Proprietor

M. No. 080075

Place: Jalandhar

Dated:



annexure - A to the Independent Auditors' Report of even date on the Consolidated Financial Statements of GNA Axles Limited

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of GNA Axles Limited ("the Holding Company") and its subsidiary companies which are companies incorporated outside India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated outside India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For G.S. Syal & Co.,
Chartered Accountants (FRN 000457N)

(Gurcharan Singh)

Proprietor

M. No. 080075

Place: Jalandhar

Dated:

