

**Independent Auditor's Review Report on Unaudited Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

To,  
**The Board of Directors of Priya Limited ("Company")**

1. We have reviewed the accompanying statement of unaudited financial results of **PRIYA LIMITED ("Company")** for the quarter ended June 30, 2019 being submitted by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by SEBI from time to time. The statement is the responsibility of the Company's management and has been approved by Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review of the Statement, which has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), specified under Section 133 of the Companies Act, 2013, SEBI Circular CIR/CFD/PAC/62/2016 dated 5 July 2016 (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India.
2. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards (Ind AS) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. **Emphasis of Matters:**
  - a. We draw your attention to note no. 3 of Financial Results regarding the Company's account being declared as Non-Performing Asset (NPA). Based on the Management Representation and based on the facts described in the said note, the Financial Statements has been prepared on going concern basis and our conclusion is not modified in respect of this matter.
  - b. Trade Receivables, Trade payables and Advance to suppliers which are long overdue are subject to confirmation and reconciliation, if any. Further, the Management is confident enough for receiving the same in due course of time. Our conclusion is not modified in respect of this matter.



- c. The Company has provided interest amounting to Rs. 89.09 lakhs on NPA accounts for the quarter ended June 30, 2019. However, in the absence of confirmation from bank regarding rate of penal interest, we are unable to comment upon the booking of provision of such interest. Our conclusion is not modified in respect of this matter.

For Kanu Doshi Associates LLP  
Chartered Accountants  
Firm Registration No: 104746W/W100096



Kunal Vakharia  
Partner

Membership No.: 148916  
UDIN: 19148916AAAACU9387



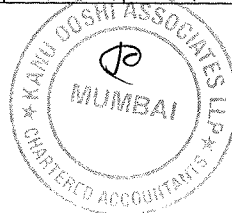
Place: Mumbai  
Date: 14<sup>th</sup> August, 2019

| Sr No | Particulars   | Quarter Ended             |                         |                           | Year Ended              |
|-------|---|---------------------------|-------------------------|---------------------------|-------------------------|
|       |   | (Unaudited)<br>30/06/2019 | (Audited)<br>31/03/2019 | (Unaudited)<br>30/06/2018 | (Audited)<br>31/03/2019 |
| 1     | Income  |                           |                         |                           |                         |
|       | (a) Revenue from Operations   | 168.65                    | 360.01                  | 1,191.43                  | 2,208.85                |
|       | (b) Other Income  | 10.79                     | 11.86                   | 65.56                     | 126.24                  |
|       | <b>Total Income from operations</b>   | <b>179.44</b>             | <b>371.87</b>           | <b>1,256.99</b>           | <b>2,335.09</b>         |
| 2     | Expenses:   |                           |                         |                           |                         |
|       | (a) Purchase of Stock-in-trade  | 142.32                    | 321.95                  | 1,055.70                  | 1,950.98                |
|       | (b) Changes in Inventory of Stock-in-trade  | (2.78)                    | 4.23                    | 67.86                     | 79.58                   |
|       | (c) Employee Benefits Expenses  | 69.10                     | 76.26                   | 81.89                     | 311.20                  |
|       | (d) Finance Costs   | 90.73                     | 88.40                   | 51.90                     | 367.50                  |
|       | (e) Depreciation and Amortisation expense   | 3.32                      | 4.79                    | 5.56                      | 21.06                   |
|       | (f) Other expenses  | 59.31                     | 1,068.32                | 78.75                     | 1,237.37                |
|       | <b>Total Expenses</b>   | <b>362.00</b>             | <b>1,563.95</b>         | <b>1,341.66</b>           | <b>3,967.69</b>         |
| 3     | <b>Profit / (Loss) from ordinary activites before Exceptional items (1-2)</b>     | <b>(182.56)</b>           | <b>(1,192.08)</b>       | <b>(84.67)</b>            | <b>(1,632.60)</b>       |
| 4     | Exceptional Items   | -                         | -                       | -                         | -                       |
| 5     | <b>Profit / (Loss) before tax (3 +/- 4)</b>                                       | <b>(182.56)</b>           | <b>(1,192.08)</b>       | <b>(84.67)</b>            | <b>(1,632.60)</b>       |
| 6     | Tax Expense   |                           |                         |                           |                         |
|       | - Current tax   | -                         | 0.01                    | -                         | (12.76)                 |
|       | - Deferred tax  | (2.03)                    | 116.17                  | (22.46)                   | 2.76                    |
|       | <b>Total Tax Expenses</b>   | <b>(2.03)</b>             | <b>116.18</b>           | <b>(22.46)</b>            | <b>(10.00)</b>          |
| 7     | <b>Profit / (Loss) for the period (5 +/- 6)</b>                                   | <b>(180.53)</b>           | <b>(1,308.26)</b>       | <b>(62.21)</b>            | <b>(1,622.60)</b>       |
| 8     | <b>Other Comprehensive Income, net of income tax</b>                              |                           |                         |                           |                         |
|       | A. (i) Items that will be reclassified to Profit or Loss                          | -                         | -                       | -                         | -                       |
|       | (ii) Income tax relating to items that will be reclassified to profit or loss     | -                         | -                       | -                         | -                       |
|       | B. (i) Items that will not be reclassified to Profit or Loss                      | (35.70)                   | 1.87                    | 6.14                      | 12.62                   |
|       | (ii) Income tax relating to items that will not be reclassified to profit or loss | 1.98                      | (2.38)                  | (0.97)                    | (4.48)                  |
|       | <b>Total Other Comprehensive Income, net of income tax</b>                        | <b>(33.72)</b>            | <b>(0.51)</b>           | <b>5.17</b>               | <b>8.14</b>             |
| 9     | <b>Total Comprehensive Income for the period (8 +/- 7)</b>                        | <b>(214.25)</b>           | <b>(1,308.77)</b>       | <b>(57.04)</b>            | <b>(1,614.46)</b>       |
| 10    | Paid-up equity share capital (face value of Rs 10/- per share)                    | 300.23                    | 300.23                  | 300.23                    | 300.23                  |
| 11    | Other Equity  | -                         | -                       | -                         | 1,005.90                |
| 12    | Earning per share (EPS) (of Rs 10/- each ) (not annualised)                       |                           |                         |                           |                         |
|       | <b>Basic/ Diluted EPS</b>   | <b>(6.01)</b>             | <b>(43.58)</b>          | <b>(2.07)</b>             | <b>(54.05)</b>          |

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 TH JUNE, 2019

| Sr. No. | Particulars   | Quarter Ended             |                         |                           | Year Ended              |
|---------|---|---------------------------|-------------------------|---------------------------|-------------------------|
|         |   | (Unaudited)<br>30/06/2019 | (Audited)<br>31/03/2019 | (Unaudited)<br>30/06/2018 | (Audited)<br>31/03/2019 |
| 1       | <b>Segment Revenue (Revenue from Operations )</b>               |                           |                         |                           |                         |
|         | (a) Electronics   | 168.65                    | 360.01                  | 1,079.02                  | 2,030.84                |
|         | (b) Chemical  | -                         | -                       | 112.41                    | 178.01                  |
|         | <b>Net sales/Income from Operations</b>                         | <b>168.65</b>             | <b>360.01</b>           | <b>1,191.43</b>           | <b>2,208.85</b>         |
| 2       | <b>Segment Profit Before Tax &amp; Finance Cost</b>             |                           |                         |                           |                         |
|         | (a) Electronics   | 0.75                      | (1,009.41)              | 59.84                     | (870.60)                |
|         | (b) Chemical  | (2.66)                    | (2.58)                  | 10.97                     | 13.71                   |
|         | <b>Total</b>  | <b>(1.91)</b>             | <b>(1,011.99)</b>       | <b>70.81</b>              | <b>(856.89)</b>         |
|         | Less: Finance Cost  | 90.73                     | 88.40                   | 51.90                     | 367.50                  |
|         | Less: Other Unallocable Expenditure net off Un-allocable Income | 89.92                     | 91.69                   | 103.58                    | 408.21                  |
|         | <b>Total Profit (+)/Loss (-) before Tax</b>                     | <b>(182.56)</b>           | <b>(1,192.08)</b>       | <b>(84.67)</b>            | <b>(1,632.60)</b>       |

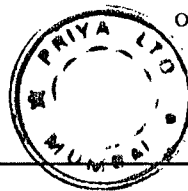


|   |                                       |                 |                 |                 |                 |
|---|---------------------------------------|-----------------|-----------------|-----------------|-----------------|
| 3 | <b>Capital Employed</b>               |                 |                 |                 |                 |
|   | (a) Electronics                       |                 |                 |                 |                 |
|   | Segment Assets                        | 3,991.65        | 3,929.93        | 7,422.42        | 3,929.93        |
|   | Segment Liabilities                   | 2,604.23        | 2,552.13        | 4,433.81        | 2,552.13        |
|   | <b>Net Capital Employed (a)</b>       | <b>1,387.42</b> | <b>1,377.80</b> | <b>2,988.61</b> | <b>1,377.80</b> |
|   | (b) Chemical                          |                 |                 |                 |                 |
|   | Segment Assets                        | 0.01            | 0.11            | 1.82            | 0.11            |
|   | Segment Liabilities                   | 27.39           | 26.18           | 77.65           | 26.18           |
|   | <b>Net Capital Employed (b)</b>       | <b>(27.38)</b>  | <b>(26.07)</b>  | <b>(75.83)</b>  | <b>(26.07)</b>  |
|   | (c) Unallocated                       |                 |                 |                 |                 |
|   | Segment Assets                        | 410.21          | 433.51          | 509.78          | 433.51          |
|   | Segment Liabilities                   | 678.37          | 479.11          | 522.81          | 479.11          |
|   | <b>Net Capital Employed (c)</b>       | <b>(268.16)</b> | <b>(45.60)</b>  | <b>(13.03)</b>  | <b>(45.60)</b>  |
|   | <b>Total Capital Employed (a+b+c)</b> | <b>1,091.88</b> | <b>1,306.13</b> | <b>2,899.75</b> | <b>1,306.13</b> |

**Notes:**

- 1) The above unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 14th August, 2019. The Statutory Auditors of the Company have carried out a Limited Review of the aforesaid results.
- 2) The promoter has pledged 2,00,500 equity shares of the company with Indian Bank as collateral Security against the credit facilities availed by the Company.
- 3) The Company has received a notice under Section 13(2) of Securitization and Reconsim'on of Financial assets and Enforcement of Security Interest Act, 2002 from Indian Bank, Bank of Maharashtra and Union Bank of India, which had provided funds towards working capital requirements, informing that the Company's accounts have become NPA and on that basis all outstanding loans have been recalled. The Company have repaid part of loan during last year and had also requested for extension of time to settle the same. The said loan is also guaranteed by Directors and two other group Companies Based on continuous follow up with overseas Customers and based on the forecast, the management of the Company has every intention and will make every efforts to repay the loans. The interest provision on said NPA/recalled accounts have been made on accrual basis.
- 4) Segment Revenue, Result and Capial Employed figures include the respective amounts identifiable to each of the segments . Other allocable expenditure mainly includes expenses incurred on common services.
- 5) The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019. The effect on adoption of Ind AS 116 on the financial results is insignificant.
- 6) The figure of quarter ended 31st March, 2019 are the balancing figures between audited figures of the full financial year ended 31st March, 2019 and the published unaudited year to date figures upto third quarter 31st December, 2018.
- 7) Corresponding figures of the previous quarter/year have been regrouped, recasted and reclassified to make them comparable wherever necessary.

Place: Mumbai  
Date: 14th August, 2019



On behalf of the Board of Directors

*A.K. Bhuwania*

A.K. Bhuwania  
Chairman

DIN No. 00387445