



# **W.S. INDUSTRIES (INDIA) LIMITED**

58<sup>th</sup>  
Annual Report  
2020-2021

**BOARD OF DIRECTORS**

<b>Directors</b>	<b>Mr. R. Karthik</b> , <i>Independent Director</i> <b>Mr. J. Sridharan</b> , <i>Independent Director</i> <b>Mr. K. Rajasekar</b> , <i>Whole Time Director (w.e.f 15<sup>th</sup> September 2020)</i> <b>Mrs. Suguna Raghavan</b> , <i>Independent Director</i> <b>Mr. K.B. Anantharaman</b> , <i>Director</i> <b>Mr. S. Muraleedharan</b> , <i>Director</i>
<b>Key Managerial Personnel</b>	<b>Mr. B. Swaminathan</b> , <i>Chief Financial Officer and Company Secretary</i> <b>Mr. K. Rajasekar</b> , <i>Whole Time Director (w.e.f 15<sup>th</sup> September 2020)</i>
<b>Statutory Auditors</b>	M/s. S B S B AND ASSOCIATES Chartered Accountants Old No.H43/1, New No.H 13, 5 <sup>th</sup> Street, Anna Nagar East, Chennai- 600 102.
<b>Secretarial Auditors</b>	M/s. Lakshmmi Subramanian & Associates Practising Companies Secretaries Murugesu Naicker Office Complex, 81, Greaves Road, Chennai-600 006.
<b>Registered Office</b>	108 Mount Poonamallee Road, Porur, Chennai – 6000 116. Phone:044 – 24354754 Website: <a href="http://www.wsindustries.in/KYC">www.wsindustries.in/KYC</a> .
<b>Registrars and Share Transfer Agent</b>	M/s. Integrated Registry Management Services Private Limited 2 <sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Phone No: 044 – 28140801

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# **W.S. INDUSTRIES (INDIA) LIMITED**

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## **W.S. INDUSTRIES (INDIA) LIMITED**

CIN:L29142TN1961PLC004568

Registered Office: 108 Mount Poonamallee Road, Porur, Chennai- 600 116

### **NOTICE**

NOTICE is hereby given that the 58<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, the 30<sup>th</sup> September 2021, at 3.15 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following business:

#### **ORDINARY BUSINESS**

##### **1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2021 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditors' Report.

##### **2. TO APPOINT MR.K.B.ANANTHARAMAN (DIN: 08820994), WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY:**

**RESOLVED THAT** Mr.K.B.Anantharaman (DIN: 08820994) Non Executive Non Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

#### **SPECIAL BUSINESS**

##### **3. APPOINTMENT OF MR.K.RAJASEKAR (DIN:07223985) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision, if any, of the Companies Act, 2013, listing agreement, SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 as amended, and all other applicable acts, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to the appointment of Mr.K.Rajasekar, as Whole Time Director of the company for a period of 3 years with effect from 15.09.2020 on non rotational basis without remuneration.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the company be and are, hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to file necessary e-forms with Registrar of Companies."

##### **4. RE-APPOINTMENT OF MR.RAMACHANDRAN KARTHIK (DIN:07627521) AS AN INDEPENDENT DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution.



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr.Ramachandran Karthik (DIN:07627521), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from 1<sup>st</sup> November, 2021.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the company be and are, hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to file necessary e-forms with Registrar of Companies.”

**5. RE-APPOINTMENT OF MRS.SUGUNA RAGHAVAN (DIN: 06601230) AS AN INDEPENDENT DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs.Suguna Raghavan (DIN: 06601230), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing her re-appointment as Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from 14<sup>th</sup> February, 2022.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the company be and are, hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to file necessary e-forms with Registrar of Companies.”

**6. RE-APPOINTMENT OF MR.JAYARAMAN SRIDHARAN (DIN:07720632) AS AN INDEPENDENT DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution.

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jayaraman Sridharan (DIN:07720632), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from 21<sup>st</sup> August, 2022.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the company be and are, hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to file necessary e-forms with Registrar of Companies.”

BY ORDER OF THE BOARD  
For W.S. INDUSTRIES (INDIA) LIMITED

S. MURALEEDHARAN  
DIRECTOR

Place : Chennai  
Date : 11<sup>th</sup> August 2021

### **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination



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and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Company has appointed Mrs. Lakshmmi Subramanian, Partner M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September 2021 to 30<sup>th</sup> September 2021 (both days inclusive).
9. Pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository, To support the 'Green Initiative' Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e- mail address to M/s. Integrated Registry Management Services Private Limited, 2<sup>nd</sup> Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017.
10. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

## **W.S. INDUSTRIES (INDIA) LIMITED**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item No.2**

Mr.K.B.Anantharaman (DIN:08820994), who was appointed as Director of the Company pursuant to the provision of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") by the members of the Company at 57<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2020.

A Brief Profile of Mr.K.B.Anantharaman is hereunder:-

Name of the Director	Mr.K.B.Anantharaman
Date of Birth	11-07-1959
Date of First Appointment	05.08.2020
Qualification & expertise	B.Com, 31 years of experience in the field of Finance and Accounts
Shareholding	Nil
Other Directorships	Nil
Membership of the Committees of the Board of other companies	Nil
Relationship with other directors	Nil

None of the Directors or Key Managerial Personnel or their relatives, except Mr.K.B.Anantharaman are in any way concerned or interested in the said resolution.

The Board recommends the passing of the above resolution by the Members of the Company.

#### **Item No.3**

##### **Appointment of Mr.K.Rajasekar (DIN:07223985) as Whole Time Director of the Company**

The Members were aware that Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended (and as applicable to the company), the board of directors shall comprise of not less than six directors with an optimum combination of executive and non executive directors.

Mr. K. Rajasekar, who has expressed his willingness to continue to render his services for the Company. Mr.K.Rajasekar has rich experience and knowledge and his able guidance in assisting the company is appreciable in dealing with the challenging administrative, personnel and legal issues which the Company has faced.

Mr. K.Rajasekar was appointed as Whole Time Director in accordance with the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 for a period of three years w.e.f 15<sup>th</sup> September 2020 on non rotational basis without remuneration in the meeting of the Nomination and Remuneration Committee and Board of Directors of the Company held on 15<sup>th</sup> September 2020.



A brief profile of Mr.K.Rajasekar is given below:

Copy of letter of appointment of Mr.K.Rajasekar, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Name of the Director	Mr. K. Rajasekar
Date of Birth	05/08/1955
Date of Appointment	15/09/2020
Qualification & expertise	M.A. (History) with 34 years of experience in the Police Department. Retired as Deputy Superintendent of Police in the Tamil Nadu Police Department.
Shareholding	Nil
Directors held in other companies	Nil
Memberships of Committees of the Board of other companies	Nil
Relationship with other directors	Nil
Previous experience in the Company	(i) As director from 25.06.2015 to 25.03.2019 (ii) Whole Time Director from 25.03.2019 to 13.09.2019 (iii) Manager from 14.09.2019 To 14.09.2020

None of the Directors or Key Managerial Personnel or their relatives, except Mr.K.Rajasekar are in any way concerned or interested in the said resolution.

The Board recommends the passing of the above resolution by the Members of the Company.

#### **Item No.4**

#### **Re-Appointment of Mr.Ramachandran Karthik (DIN:07627521) as an Independent Director**

Mr.Ramachandran Karthik was appointed as Non-Executive Independent Director w.e.f 1<sup>st</sup> November 2016 in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office for five consecutive years by the Members of the Company in the 53<sup>rd</sup> Annual General Meeting held on 28<sup>th</sup> December, 2016.

Mr.Ramachandran Karthik is the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.

Based on the performance evaluation of Independent Directors and as per recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations as amended, given the background and experience and contribution made by Mr.Ramachandran Karthik during his tenure, the Board considers that the continued association of Mr.Ramachandran Karthik would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company.



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Accordingly, it is proposed to re-appoint Mr.Ramachandran Karthik as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years from 1<sup>st</sup> November, 2021.

A brief profile of Mr.Ramachandran Karthik is given below:

Name of the Director	Mr.Ramachandran Karthik
Date of Birth	18/01/1961
Date of First Appointment on the Board	01/11/2016
Qualification & expertise	Mr. Ramachandran Karthik is an engineer by qualification. He has had nearly thirty five years of experience in various organisations and in various functional areas including project management. His expertise and organisational skills will assist the Company further in finalising & implementing its revival process.
Shareholding	Nil
Directors held in other companies	1. VIDAGARA TECH PARK PRIVATE LIMITED (Subsidiary of the Company) 2. WS INSULATORS PRIVATE LIMITED (Subsidiary of the Company) 3. GOCAPITAL FINANCE LIMITED 4. PROFLUJO TECHNOLOGY PRIVATE LIMITED
Memberships of Committees of the Board of other companies	Nil
Relationship with other directors	Nil

None of the Directors or Key Managerial Personnel or their relatives, except Mr.Ramachandran Karthik are in any way concerned or interested in the said resolution.

The Board recommends the passing of the above resolution by the Members of the Company.

### **Item No.5**

#### **Re-Appointment of Mrs.Suguna Raghavan (DIN:06601230) as an Independent Director**

Mrs.Suguna Raghavan was appointed as Non-Executive Independent Director w.e.f 14<sup>th</sup> February 2019 in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office for three consecutive years by the Members of the Company through Postal Ballot notice dated 26<sup>th</sup> April 2019 and its result dated 8<sup>th</sup> June 2019.

Based on the performance evaluation of Independent Directors and as per recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations as amended, given the background and experience and contribution made by Mrs.Suguna Raghavan during her tenure, the Board considers that the continued association of Mrs.Suguna Raghavan would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.



As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Mrs.Suguna Raghavan as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years from 14<sup>th</sup> February, 2022.

A brief profile of Mrs.Suguna Raghavan is given below:

Name of the Director	Mrs.Suguna Raghavan
Date of Birth	04/06/1950
Date of First Appointment on the Board	30/01/2019
Qualification & expertise	Mrs.Suguna Raghavan is a Bachelor of Science Gradute. She has worked in the central Government in the department of statistics with experience of 29 years. She is now advising and consulting in the corporate sector.
Shareholding	Nil
Directors held in other companies	1. Spartek Ceramics India Limited 2. Pace Automation Limited 3. Maruti Industrial Carbohydrades Limited
Memberships of Committees of the Board of other companies	4
Relationship with other directors	Nil

None of the Directors or Key Managerial Personnel or their relatives, except Mrs. Suguna Raghavan are in any way concerned or interested in the said resolution.

The Board recommends the passing of the above resolution by the Members of the Company.

#### **Item No.6**

#### **Re-Appointment of Mr.Jayaraman Sridharan (DIN: 07720632) as an Independent Director**

Mr.Jayaraman Sridharan was appointed as Non-Executive Independent Director w.e.f 21<sup>st</sup> August 2017 in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office for five consecutive years by the Members of the Company in the 54<sup>th</sup> Annual General Meeting of the Company held on 14<sup>th</sup> November, 2017.

Mr.Jayaramn Sridharan is the Chairman of the Stakeholders Relationship Committee of the Company.

Based on the performance evaluation of Independent Directors and as per recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations

## **W.S. INDUSTRIES (INDIA) LIMITED**

as amended, given the background and experience and contribution made by Mr.Jayaraman Sridharan during his tenure, the Board considers that the continued association of Mr.Jayaraman Sridharan would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Mr.Jayaraman Sridharan as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years from 21<sup>st</sup> August, 2022.

A brief profile of Mr.Jayaraman Sridharan is given below:

Name of the Director	Mr.Jayaraman Sridharan
Date of Birth	01/10/1954
Date of First Appointment on the Board	21/08/2017
Qualification & expertise	Mr. Jayaraman Sridharan is a graduate in commerce by qualification. He has had nearly thirty five years of experience in the field of Banking, Financial Restructuring, Forex.  His expertise and organisational skills will assist the Company further in finalising & implementing its revival process.
Shareholding	Nil
Directors held in other companies	1. VIDAGARA TECH PARK PRIVATE LIMITED (Subsidiary of the Company) 2. WS INSULATORS PRIVATE LIMITED (Subsidiary of the Company)
Memberships of Committees of the Board of other companies	Nil
Relationship with other directors	Nil

None of the Directors or Key Managerial Personnel or their relatives, except Mr.Jayaraman Sridharan are in any way concerned or interested in the said resolution.

The Board recommends the passing of the above resolution by the Members of the Company.

BY ORDER OF THE BOARD  
For W.S. INDUSTRIES (INDIA) LIMITED

Place : Chennai  
Date : 11<sup>th</sup> August 2021

S. MURALEEDHARAN  
DIRECTOR



## E-Voting Procedures

### Voting through electronic means:

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 27<sup>th</sup> September 2021 at 9:00 A.M. and ends on Wednesday, 29<sup>th</sup> September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appearing in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2021.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

Step 1: Access to NSDL e-Voting system





- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms.Sarita M – Assistant Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sectl@wsinsulators.com](mailto:sectl@wsinsulators.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sectl@wsinsulators.com](mailto:sectl@wsinsulators.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



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3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 (seven) days prior to the meeting i.e. on or before 23<sup>rd</sup> September 2021 mentioning their name demat account number/folio number, email id, mobile number at [sect1@wsinsulators.com](mailto:sect1@wsinsulators.com). The same will be replied by the company suitably at the AGM.



## BOARD'S REPORT 2020-21

### The Members

Your Directors hereby present the Fifty Eighth Annual Report and the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2021. The salient highlights (in the Ind AS format) are provided in the table below:

(Rs. in Million)

	For the period ended	
	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
Sales and other operational income	-	2.08
Other Income	-	-
Total Income	-	2.08
Gross Profit / (Loss) from continuing Operations	<b>(65.79)</b>	(7.42)
Less : Depreciation	<b>0.01</b>	42.11
Interest /Finance Charges	-	(0.02)
Net Profit / (Loss) for the year from continuing operations	<b>(65.80)</b>	(49.51)
Provision /(withdrawal) for Income Tax / Deferred Tax	-	-
Net Profit /(Loss) for the year after Tax from continuing operations	<b>(65.80)</b>	(49.51)
Net Profit/(Loss) for the year after Tax from discontinued operations	<b>(17.77)</b>	(556.45)
Net Profit/(Loss) for the year after Tax	<b>(83.57)</b>	(605.96)
Profit / (Loss) brought forward from the previous year	<b>(4953.12)</b>	(4347.16)
Other Comprehensive Income/(Loss) arising from discontinued operations	-	-
Surplus/(Deficit)/ carried to Balance Sheet	<b>(5036.69)</b>	(4953.12)

### 1. Covid-19

The lockdown and restriction of activities due to Covid-19 did not have any significant impact in the Company's overall performance (and that of its' subsidiaries) during the period under review, but has impacted our functioning with shutdown of our office. Due to the above, our efforts on the resolution plan has not made progress. We will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.

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## **2. Results of our operations**

During the year under review, there was no production in the Chennai and Vizag plants. However, there was miscellaneous sale of Rs. 15.64 million in insulator business unit. There is no revenue from operations in the turnkey project business unit during the year under review.

The major elements of loss arising from discontinued operations are:

1. Impairment of Assets (Vizag Unit) of Rs. 4.89 millions
2. Provision for Doubtful Debts of Rs.69.97 millions

## **3. Dividend**

No dividend has been proposed on the Equity shares.

The Directors also regret their inability to recommend any payment of contracted dividend on Preference Share Capital.

## **4. Share Capital**

The Paid up equity share capital of the Company as on 31<sup>st</sup> March 2021 was Rs.262606070/- divided into 26260607 equity shares of face value of Rs.10/- each.

The Paid up preference share capital of the Company as on 31<sup>st</sup> March 2021 was Rs.127500000/- divided into 1275000 preference shares of face value of Rs.100/- each.

There was no change in both the share capital of the Company during the year under review.

## **5. Reserves**

Since the Company has suffered losses, no transfer to reserve is provided for.

## **6. Particulars of loans, guarantees or investments**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the Financial Statements provided in this Annual Report.

## **7. Transfer of unpaid Dividend to Investor Education and Protection Fund**

In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2021 as amended, there is no obligation to transfer the unpaid/unclaimed shares to the Investor Education and Protection Fund.

## **8. Fixed Deposits**

Your Company has not accepted any deposits from public in terms of provisions of Companies Act, 2013.

## **9. Corporate Governance**

A separate report on Corporate Governance along with a Certificate of Compliance forms part of this report vide Annexure – 1.



## **10. Subsidiaries**

During the period under review, your Board of Directors have reviewed the Financial Statements of Vidagara Tech Park Private Limited (wholly owned subsidiary) and WS Insulators Private Limited (wholly owned subsidiary).

Your Company has, in accordance with Section 129 (3) of the Companies Act 2013 prepared the Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March 2021, which forms part of the Annual Report. Further the statement containing the salient features of the Financials of the subsidiaries in the Form AOC 1 is attached as Annexure 2 to this Report.

In accordance with Section 136 of the Companies Act 2013, the audited standalone and consolidated financial statements are available on our website [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC).

## **11. Related Party Transactions.**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions during the year, which, in the opinion of the Board, may have potential conflicts with the larger interests of the Company. The details of transactions with related parties have been disclosed in form AOC-2 as Annexure 3 and form part of this Annual Report.

The policy on related party transactions is available on the Company's website in the link [http://www.wsindustries.in/KYC/pdf/Policy\\_on\\_related\\_party\\_transaction](http://www.wsindustries.in/KYC/pdf/Policy_on_related_party_transaction).

## **12. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Since production activity was suspended in both the plants, reporting on the particulars prescribed under Section 134 of the Companies Act, 2013 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy and technology absorption does not arise.

Foreign Exchange Earnings:

Foreign Exchange Inward – NIL

Foreign Exchange Outward – NIL

## **13. Extract of Annual Return**

In terms of the requirements of section 134(3)(a) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the copy of the Annual Return in prescribed format is available on the website of the Company [http://www.wsindustries.in/KYC/pdf/Annual\\_Return\\_MGT\\_7\\_2021.pdf](http://www.wsindustries.in/KYC/pdf/Annual_Return_MGT_7_2021.pdf).

## **14. Material changes and commitment affecting financial position between the Financial Year ended 31<sup>st</sup> March 2021 and the date of this Report**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report; and there are no significant and/or material orders passed by the regulators or courts or tribunals impacting the company.

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### 15. Risk Management Policy

The Board had established Risk Management policy which formalizes the Company's approach to overview and manage material business risks.

### 16. Corporate Social Responsibility

Section 135 of the Companies Act 2013 pertaining to Corporate Social Responsibility is not applicable to the Company.

### 17. Policy on directors' appointment and remuneration and other details

The Company's policy on appointment of directors, remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on [http://www.wsindustries.in/KYC/pdf/Policy\\_on\\_Board\\_Diversity](http://www.wsindustries.in/KYC/pdf/Policy_on_Board_Diversity).

### 18. Internal Financial Controls

Your Company has internal financial controls commensurate with its position at the current juncture with respect to financial reporting.

### 19. Directors and Key Managerial Personnel (KMP)

#### Independent Directors

All independent Directors hold their respective office as per the below table and are not liable to retire by rotation. The Company has not appointed any new Independent Director during the year. In the opinion of the Board, the existing Independent Directors are with sufficient Integrity, expertise and experience. As per the provisions of Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, all the Independent Directors have registered their name in the databank maintained by the Indian Institute of Corporate Affairs and the Independent Directors will evaluate their past experiences and complete the online proficiency test, if applicable.

The Board recommends to the Members of the Company for the Re-appointment of the following Non-Executive Independent Directors whose term is getting expired as below:

DIN	Name of the Independent Director	Present tenure in years	From	To	Proposed tenure in years	From	To
07627521	Ramachandran Karthik	5	01/11/2016	31/10/2021	5	01/11/2021	31/10/2026
06601230	Suguna Raghavan	3	14/02/2019	13/02/2022	5	14/02/2022	13/02/2027
07720632	Jayaraman Sridharan	5	21/08/2017	20/08/2022	5	21/08/2022	20/08/2027

#### Retirement by rotation

Mr.K.B.Anantharaman (DIN: 08820994) Non-Executive Non-Independent Director who will retire by rotation at this Annual General Meeting of the Company under Section 152(6) of the Companies Act,2013 has expressed his desire to seek re-appointment on the Board upon expiry of his present term.



### **Whole Time Director**

Mr.K.Rajasekar, had been appointed as Whole Time Director by the Board in their meeting held on 15<sup>th</sup> September 2020 for a period of three years effective from 15<sup>th</sup> September 2020 non rotational and without remuneration.

### **Woman Director**

In terms of Section 149 of the Companies Act, 2013, the Company is required to have a woman director on its Board. Mrs. Suguna Raghavan, Director is on the Board of the Company.

### **Key Managerial Personnel (KMPs)**

In terms of Section 2(51) and Section 203 of the Companies Act, 2013, Mr.K.Rajasekar, Whole Time Director and Mr.B.Swaminathan, Chief Financial Officer and Company Secretary are the Key Managerial Personnel of the Company, as on date of this report.

No employee draws remuneration in excess of the limits prescribed under Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014. Remuneration drawn by KMP have been disclosed in Form No. MGT-7 uploaded in the website of the Company [http://www.wsindustries.in/KYC/pdf/Annual\\_Return\\_MGT\\_7\\_2021.pdf](http://www.wsindustries.in/KYC/pdf/Annual_Return_MGT_7_2021.pdf). Therefore, details pertaining to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 does not arise and not provided for.

### **20. Declaration by Independent Directors:**

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of Independence laid down in and Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### **21. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the necessary performance evaluation of the Board has been carried out.

### **22. Meetings of the Board**

The details of the number of meetings of the Board held during the Financial Year 2020-21 along with attendance details of each director, forms part of the Corporate Governance Report of this Annual Report.

### **23. Committees**

The details regarding Committees of Board of Directors of the Company are given in the Corporate Governance Report of this Annual Report.

### **24. Auditors**

#### **Statutory Auditors**

M/s. S B S B and Associates, Chartered Accountants, Chennai, (Firm Registration No.012192S) were appointed as Statutory Auditors of the Company for a period of five years from the Conclusion of 54<sup>th</sup> Annual General Meeting till the conclusion of 59<sup>th</sup> Annual General Meeting.

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With reference to the Auditor's Report issued by SBSB & Associates, Chartered Accountants, the explanation/comments against their qualified opinion is annexed herewith as "Annexure – 4"

### **Internal Auditor**

Pursuant to the requirements of Section 138 of the Companies Act, 2013 read with rule 13 the Companies (Accounts) Rules, 2014, Mr.R.Lakshmi Narayanan, Chartered Accountant (Membership No: 204045) was appointed as Internal Auditor to conduct Internal Audit of the Company for the financial year 2020-2021.

### **Secretarial Auditor**

Pursuant to the requirements of Section 204 (1) of the Companies Act, 2013 read with rules made thereunder, Mrs.Lakshmmi Subramanian (Membership No. 3534 CP No. 1087), Partner, M/s.Lakshmmi Subramanian & Associates, was appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2020-21. The Report of the Secretarial Auditor is enclosed as Annexure 5 to this Report.

### **Cost Auditor**

During the period under review, Cost Audit is not applicable to the company.

## **25. General**

The Company has, in accordance with generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements.

## **26. Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

During the year under review, there were no complaints under this Act.

## **27. Vigil Mechanism**

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of Listing Regulations, to report concerns about unethical behavior. The details of the policy have been disclosed in the Corporate Governance Report, which is a part of this report and is also available on [http://www.wsindustries.in/KYC/pdf/Vigil\\_Mechanism](http://www.wsindustries.in/KYC/pdf/Vigil_Mechanism).

## **28. Disclosure requirements**

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this report. The Company has devised systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## **29. Management Discussion and Analysis Report.**

- Due to mounting losses, lack of working capital and other support, company continues to keep suspended manufacturing operations at Vizag plant and closed manufacturing operation at Chennai plant.



In the previous year Chennai Insulator division and Visakhapatnam Insulator division (wef 01.10.2019 - 6 Months) were considered as “Discontinued Operations”. For the current full year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as “Discontinued Operations”. Hence previous period figures are not comparable. Turnkey Project Business Segment is considered as “Continuing Operations” in both the years.

- (i) It is clarified that the company’s Project business vertical is currently functioning at a low scale because of inadequacy of funds. However, the Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit which potential and opportunity exists once the balance sheet is restructured. As part of this exercise, the Company has entered into a Memorandum of Understanding (MoU) with M/s. Vishnusurya Projects and Infra Private Limited, Chennai (“VSPIPL”) to identify and explore business opportunities in the Turnkey Project Segment more specifically in the areas of:

Electrical Projects for Substations and Transmission Lines, Rural Electrification, Industrial electrification etc. on Total turnkey basis and other Green Field Projects including Business Development, Planning, Design, Sourcing, Scheduling, Execution, Testing & Commissioning, Operation & Maintenance until Taking over by the Customer.

However, the continuing disruption caused by the Covid pandemic on normal business activities has delayed the progress of such evaluation.

- (ii) The Company is also in the process of exploring various options for effective usage of its industrial land in Chennai in compliance with various approvals and regulations based on its previous experience.

These steps are intended to set the foundation for the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a ‘going concern’ basis of accounting.

- The company has additionally subscribed on rights issue basis to 30000 Equity Shares of Rs.10/- each in the Subsidiary, viz., Vidagara Tech Park Private Limited.
- Consequent to the favourable order of the Hon’ble Supreme Court w.r.t the Chennai Land, consequential and required steps have been taken with the appropriate authorities.
- The trespasser has filed a miscellaneous application before the Hon’ble Supreme Court of India seeking modification of the Judgment dated 06.02.2020 in Civil Appeals bearing C.A. Nos. 1318 and 1319 of 2017. The Company has taken steps to defend the same. The status remains unchanged.
- A Writ Petition has been filed by the trespasser on 27.02.2020 in the Hon’ble High Court of Madras disputing the land acquisition proceedings dated 15.06.1962 and 16.06.1962. The Company has taken steps to defend the same. The status remains unchanged.
- A Public Interest Litigation has been filed by a litigant on 16.03.2020 with reference to the G.O. (Ms.) No. 145 dated 22.11.2018 received by the Company. The Company has taken steps to defend the same. The status remains unchanged.
- A Public Interest Litigation has been filed by a litigant on 16.03.2020 with reference to the lands of an extent of 6 Cents in possession of the Company. The Company has taken steps to defend the same. The status remains unchanged.



## **W.S. INDUSTRIES (INDIA) LIMITED**

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- A Writ Petition has been filed by the trespasser pending before the High Court of Madras with reference to the G.O. (Ms.) No. 145 dated 22.11.2018 pertaining to lands of the Company. The Company has taken steps to defend the same. The status remains unchanged.
- With reference to land of 0.60 acres in the possession of the Company since 26.02.1964 the Tahsildar, Maduravoyal Taluk, Chennai has raised a show cause regarding the ownership of the same. The Company has filed its response with requisite supporting documents with a request to withdraw the said show cause notice and thus render justice. Reply awaited.
- The status of various litigations have been disclosed in the notes to the financial statements enclosed with this report.
- The outstanding dues claimed by the secured lenders as on 30<sup>th</sup> July 2021 is:
  - (i) ₹ 568.04 cr., from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209),
  - (ii) ₹ 124.75 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) and
  - (iii) ₹ 201.41 cr., from Allium Finance Private Limited.

The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the company.

The Company has however arrived at a settlement with the secured lenders on 9<sup>th</sup> August 2021 for the settlement of all outstanding dues (other than the debt allocated to the Vizag Plant of Rs.47.50 Crores) for Rs.95 Crores over a specified period of time in tranches.

- The company does not fall under the “Large Corporate Entity” with reference to SEBI Circular No.SEBI/HO/DDHS/CIR/P/2018/144 dt. 26 11 2018, on “Fund raising by issuance of Debt Securities by Large Entities.”
- The 925000 Non-convertible, Redeemable and Cumulative Preference Shares of Rs.100/- each fully paid up subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 30<sup>th</sup> Sept. 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 30<sup>th</sup> Sept. 2021.
- 350000 Non-convertible, Redeemable and Cumulative Preference Shares of Rs. 100/- each fully paid up subscribed by Vensunar (P) Ltd. and due for redemption on 31<sup>st</sup> August 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 31<sup>st</sup> Aug. 2021.
- During the year under review the Board of Directors of the Company has accorded approval for keeping and maintaining books of accounts and other documents of the Company at No.78- F3, 3<sup>rd</sup> Street, Samayapuram, Porur, Chennai-600116 with effect from 12<sup>th</sup> February 2021.
- The Board of Directors of the company in its meeting held on 14<sup>th</sup> August 2020 has approved the voluntary delisting of equity shares of the company from BSE Limited without giving exit opportunity to its shareholders in accordance with the Regulations 6 & 7 of SEBI (Delisting of Equity Shares) Regulations, 2009 (“SEBI Delisting Regulations”), and the equity shares of the company would continue to remain listed on the National Stock Exchange of India Limited.



- Your Company has an adequate Risk Management Policy which would help in identifying and mitigating enterprise risks. The ongoing litigation and the non-availability of capital to revive the operations continue to remain the primary concerns for your Company.
- Your Company has adequate internal control systems as necessary with the requirements of the Companies Act, 2013.

### **30. Director's Responsibility Statement**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended.
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31<sup>st</sup> March 2021 and of the profit or loss of the Company for the period under review.
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The directors have prepared the annual accounts on a going concern basis.
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, taking into consideration the current circumstances and
- f. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively taking into consideration the current circumstances.

### **31. Listing of Shares:**

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Board of Directors of the company in its meeting held on 14<sup>th</sup> August 2020 has approved the voluntary delisting of equity shares of the company from BSE Limited without giving exit opportunity to its shareholders in accordance with the Regulations 6 & 7 of SEBI (Delisting of Equity Shares) Regulations, 2009 ("SEBI Delisting Regulations"), and the equity shares of the company would continue to remain listed on the National Stock Exchange of India Limited. The Company has complied with the requisite formalities and procedures as required for the delisting vide their letter dated 16<sup>th</sup> October 2020 to BSE and awaiting their decision. The listing fee for the Financial Year 2021- 22 has already been paid to the credit of NSE and further the Company has requested BSE to drop and cancel their Invoice for Rs.2,95,000/- towards the listing fee for the Financial Year 2021-22 since the Company have already initiated the delisting process with BSE in August 2020 itself. This invoice has arisen by efflux of time purely due to inordinate delays from BSE. We are of the opinion that upon filing our intention to delist with all supporting documentation, our Company is with immediate effect, no longer liable for any future financial commitment to BSE post such filing.

## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **32. Certificate from Practicing Company Secretary:**

A Certificate has been received from Mrs. Lakshmmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates, Practising Company Secretary that the Company is in compliance with provisions of Section 164 of the Companies Act 2013. The Certificate of Practicing Company Secretary is enclosed as annexure 6 to this report.

### **33. Green Initiatives:**

The Annual Report and other shareholder communications are all available in electronic as well as paper format. We would like to take this opportunity to encourage you to consider receiving all shareholder communications electronically including future notices of meeting.

### **34. Reporting of Fraud**

During the year under review neither the statutory auditors nor the secretarial auditors has reported any instances of fraud committed against the Company by its officers or employees, as specified under Section 143(12) of Companies Act, 2013

### **35. Acknowledgement**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institution, Government authorities, other stakeholders and members during the year under review. Your Directors also wish to place on record their acknowledgement and gratitude for the commitment shown by the Company's personnel who have been functioning under very trying circumstances.

For and on behalf of the Board

Place : Chennai  
Date : 11<sup>th</sup> August 2021

K.Rajasekar  
Whole Time Director

S.Muraleedharan  
Director



## ANNEXURE – 1 TO BOARD’S REPORT

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company’s Philosophy on Corporate Governance

Despite the trying times and practical difficulties being experienced by your Company, it has put in all efforts to adhere to the corporate governance norms under SEBI (LODR) Regulations. Best efforts have been taken to maintain transparency and clarity at all levels. The Company has adopted the Insider Trading code, thereby ensuring uniformity in sharing of information with parity amongst shareholders.

#### 2. Board of Directors

Mr. K.Rajasekar, was appointed as Whole Time Director on 15<sup>th</sup> September 2020 by the Board of Directors of the Company subject to the member’s approval in the ensuing Annual General Meeting on 30<sup>th</sup> September 2021.

The details of the composition and category of Board of Directors for the Financial Year 2020-21 and their attendance at Board Meetings and last AGM and details of memberships in other Boards and Board Committees, are as under.

Name of Director	Category*	No. of Board Meetings Attended	Attendance at the Last AGM held on 30/09/2020	Membership in other Boards	Committees Membership (Inclusive of WSI)	No. of shares held
Mr.R.Karthik	IN-NE	5	Yes	4	3	-
Mr.J.Sridharan	IN-NE	5	Yes	2	3	-
Mr.K.Rajasekar @	WTD	2	Yes	-	-	-
Mrs.Suguna Raghavan	IN-NE	5	No	3	7	-
Mr.K.B.Anantharaman	NI-NE	4	Yes	-	-	-
Mr.S.Muraleedharan	NI-NE	4	Yes	-	-	-

\*Category Key: NI – Non Independent, IN – Independent, NE – Non-Executive, Ex-Executive, WTD – Whole Time Director.

@ Mr.K.Rajasekar, was appointed as Whole Time Director from 15<sup>th</sup> September 2020.

None of the Directors are related to each other.

The Company held 5 Board Meetings during the Financial Year 2020-21 and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are 30<sup>th</sup> June 2020, 14<sup>th</sup> August 2020, 15<sup>th</sup> September 2020, 12<sup>th</sup> November 2020 and 12<sup>th</sup> February 2021. Circular resolution was passed on 5<sup>th</sup> August 2020.

In addition, one meeting of Independent Directors was held on 12<sup>th</sup> February 2021.

## W.S. INDUSTRIES (INDIA) LIMITED

### Board Procedure

All the Board Meetings held were prescheduled taking into account the convenience of all the Directors. The Agenda of the Board Meeting covers all important and critical information pertaining to the Company.

The information as required under Part A of Schedule II pursuant to Regulation 17 of SEBI Listing Regulations is made available to the Board. The Board also reviews the declarations made by the Director and the Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis. The Company has given awareness training to Independent Directors so as to enable them gain deeper understanding of the Company. The Directors are updated on a continual basis on any significant changes. The Company's website [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC) has the details of all the policies of the Company including the familiarization of independent directors.

The details of familiarisation programme imparted to Independent Directors during the Financial Year 2020-2021 are given hereunder:

Subject matter of the programme	Number of Hours
Strategy, Operation and functions of the company and Regulatory Updates with respect to the company	2
Porur Site Visit	1.50

### 3. Audit Committee

The terms of reference of the Audit Committee, including review of the financial statements of the Company, recommendation to the Board of the appointment of Statutory Auditors and review of their Reports, review of the adequacy of the internal control systems, evaluation of the risk management systems, review of the whistle blower mechanism and generally items listed under Part C to Regulation 18 of SEBI Listing Regulations and in Section 177 of the Act are done by the Audit Committee.

Four meetings of the Audit Committee took place during the year under review. The details of the meeting and its attendance is as under

Name of the Director	Category	No. of meetings attended
Mr.R.Karthik	Independent - Non-executive	4
Mr.J.Sridharan	Independent - Non-executive	4
Mrs.Suguna Raghavan	Independent - Non-executive	4

The meetings of the Audit Committee were held on 30<sup>th</sup> June 2020, 15<sup>th</sup> September 2020, 12<sup>th</sup> November 2020 and 12<sup>th</sup> February 2021. The Meetings are attended by the Chief Financial Officer of the Company. The Company Secretary of the company acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee Mr.R.Karthik was present at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2020.



#### **4. Nomination and Remuneration Committee**

The Nomination and Remuneration committee during the year held on 30<sup>th</sup> June 2020, 15<sup>th</sup> September 2020 and 12<sup>th</sup> February 2021.

Nomination and Remuneration Committee comprising of Directors, Mr.R.Karthik, Mr.J.Sridharan, and Mrs. Suguna Raghavan.

The Chairman of the Nomination and Remuneration Committee Mr.R.Karthik was present at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2020.

The Company has placed the Nomination and Remuneration Policy on its website in the link [http://www.wsindustries.in/KYC/pdf/WSI\\_Nomination%20Policy.pdf](http://www.wsindustries.in/KYC/pdf/WSI_Nomination%20Policy.pdf)

#### **5. Remuneration of Non-executive and Executive directors**

The Company does not pay any remuneration including sitting fees to any of the Directors of the Company.

#### **6. Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee terms of reference is in compliance with Regulation 20 of the SEBI (LODR) Regulations 2015 as amended. During the Financial Year the Committee met three times.

The Committee also oversees the investor grievances, performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of service.

Stakeholders' Relationship Committee comprising of Directors, Mr.R.Karthik, Mr.J.Sridharan, and Mrs. Suguna Raghavan.

During the year there was no complaint received from any Shareholder of the Company. However there were general queries for information and services from the shareholders which were attended to promptly.

The meeting of the Stakeholders Relationship Committee was held on 30<sup>th</sup> June 2020, 15<sup>th</sup> September 2020 and 12<sup>th</sup> February 2021.

#### **7. Subsidiary Companies**

During the period under review, your Board of Directors have reviewed the Financial Statements of M/s.Vidagara Tech Park Private Limited (wholly owned subsidiary) and M/s. WS Insulators Private Limited (wholly owned subsidiary).

The financial data of the subsidiaries was reviewed by the Audit Committee and also placed before the Board. The minutes of subsidiary companies are placed before the Parent Company's Board.

The Company has placed the policy for determination of "material subsidiary" on its website in the link [http://www.wsindustries.in/KYC/pdf/Material\\_Subsiidiary\\_Policy](http://www.wsindustries.in/KYC/pdf/Material_Subsiidiary_Policy).

#### **8. Code of Conduct**

The Company has in place a comprehensive Code of Conduct (the Code) applicable to the members of the Board of Directors and Senior Management Personnel of the Company. A

## W.S. INDUSTRIES (INDIA) LIMITED

copy of the Code is available on the Company's website in the link <http://www.wsindustries.in/KYC/pdf/COC>.

The declaration signed by the Company's Director regarding compliance by the Board Members and Senior Management Personnel, with the said code of conduct is published in this Report.

The Company has in place a code of conduct for the prohibition of insider trading in terms of the SEBI (Prohibition of Insider Trading) Regulations and is available on the Company's website in the link [http://www.wsindustries.in/KYC/pdf/Model\\_code](http://www.wsindustries.in/KYC/pdf/Model_code).

### 9. General Body Meetings

#### a. location and time, where last three annual general meetings held

For the Financial Year ended	Date & Time	Location
31.03.2018	28.09.2018 4.35 PM	Mini Hall, Bharatiya Vidya Bhavan, 18,20 & 22, East Mada Street, Mylapore, Chennai-600004.
31.03.2019	14.09.2019 11.00 AM	Mini Hall, Bharatiya Vidya Bhavan, 18,20 & 22, East Mada Street, Mylapore, Chennai-600004.
31.03.2020	30.09.2020 3.00 PM	Through Video Conference facility as provided by NSDL

#### b. whether any special resolutions passed in the previous three annual general meetings

Details of the resolutions passed are given below.

Sl. No.	Date of General Meeting	Special Resolutions passed
1	28.09.2018	Nil
2	14.09.2019	Approval for incorporation of one or more subsidiary(ies) (as wholly owned subsidiaries) of the company and investments by the company.
3	30.09.2020	Sale of Investments held in WS Insulators Private Limited

#### c. Whether any special resolution passed last year through postal ballot

No Special Resolutions were passed through postal ballot during the year.

#### d. Extraordinary General Meeting:

No extraordinary general meeting of the members was held during the financial year under review.



## 10. Means of Communication

i.	Quarterly and Annual Financial Results	Uploaded in NSE Electronic Application Processing System (NEAPS) and BSE website in accordance with the SEBI Listing Requirements and also in leading English and Tamil newspapers
ii.	Newspapers wherein results normally published	1. For QE June 2020 and September 2020 in Business Standard (English) and Maalai Malar (Tamil). 2. For QE December 2020 and March 2021 in Business Standard (English) and Makkal Kural (Tamil).
iii.	Any website, where displayed	www.wsindustries.in/KYC and in the websites of the National Stock Exchange and Bombay Stock Exchange.
iv.	Whether it also displays official news releases	There were no official news releases other than the publication of results/intimations.
v.	Presentations made to institutional investors or to the analysts	No presentations were made during this period to institutional investors.
vi.	Policy on Archival and Preservation of Documents	The Company has adopted this policy and available in the website of the company in the link <a href="http://www.wsindustries.in/KYC/pdf/Policy_on_Preservation_of_Documents">http://www.wsindustries.in/KYC/pdf/Policy_on_Preservation_of_Documents</a>

## 11. General Shareholder Information

a.	AGM - Date, Time & Venue	Thursday, 30 <sup>th</sup> September 2021 at 3.15 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM).
b.	Financial Year	1 <sup>st</sup> April 2020 - 31 <sup>st</sup> March 2021
c.	Book Closure Date	24 <sup>th</sup> September 2021 to 30 <sup>th</sup> September 2021 (Both days inclusive)
d.	Equity shares Listed on Stock Exchanges	Bombay Stock Exchange Ltd. National Stock Exchange of India Ltd.
	SCRIP NAME & CODE ISIN No. (NSDL & CDSL)	WSI & 504220 INE 100D01014



## W.S. INDUSTRIES (INDIA) LIMITED

e.	Privately placed secured Redeemable Non-Convertible Debentures Listed on Stock Exchange	Bombay Stock Exchange Ltd.
	SCRIP CODE ISIN No.	948574 INE100D07011
	Debenture Trustee	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17 <sup>th</sup> R. Kamani Marg, Ballard Estate, Mumbai-400 001.
f.	CIN	L29142TN1961PLC004568

- f. Market Price - High & Low of the closing prices of Equity Shares of your Company during the Financial year ended 31<sup>st</sup> March 2021 is as under:

Month	Year	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
		High	Low	High	Low
		(in Rs.)			
April	2020	1.60	1.50	1.35	0.95
May	2020	1.60	1.32	1.05	0.80
June	2020	1.71	1.24	1.75	1.00
July	2020	1.85	1.35	1.85	1.15
August	2020	2.79	1.33	2.10	1.20
September	2020	5.29	2.91	5.05	2.20
October	2020	4.60	3.42	4.45	3.40
November	2020	3.85	3.00	3.55	2.85
December	2020	4.66	3.22	4.40	3.05
January	2021	4.35	3.56	4.30	3.35
February	2021	4.48	3.41	4.65	3.35
March	2021	6.73	3.70	6.65	3.85



g.	Registrars and Share Transfer Agents:	Integrated Registry Management Services Private Limited, 2 <sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Phone No: 044 – 28140801
h.	Share Transfer System	<ul style="list-style-type: none"> <li>• Transfers of shares held in electronic form are done through the depositories by the share transfer agents without the involvement of your Company.</li> <li>• Transfers of shares in the physical form are done once in a fortnight.</li> <li>• The power to approve the transfer, transmission and other Share Certificate related matters has been delegated by the Board to Compliance Officer/ Company Secretary and his actions are ratified at the next Stakeholders' Relationship Committee Meeting.</li> <li>• Certificate under Regulation 40(9) of SEBI LODR 2015 is obtained from a Practicing Company Secretary every six months confirming the transfer, transmission etc. of equity shares within the stipulated time from the respective date of their lodgment and sent to Bombay Stock Exchange &amp; National Stock Exchange.</li> <li>• Reconciliation of Share capital Audit as stipulated by SEBI is conducted on quarterly basis reconciling the admitted equity share capital with the shares in electronic and physical form and Certificate issued in this regard by Practicing Company Secretary is forwarded to Bombay Stock Exchange &amp; National Stock Exchange.</li> </ul>

i. Distribution of Shareholding and Shareholding Pattern (as on 31.03.2021).

**DISTRIBUTION OF SHAREHOLDING AND SHAREHOLDING PATTERN AS ON 31/03/2021**

CATEGORY	SHAREHOLDERS		SHARES	
	NUMBER	%	NUMBER	%
UPTO 5000	8332	97.04	3066008	11.68
5001 - 10000	118	1.37	872467	3.32
10001 - 20000	54	0.63	760355	2.90
20001 - 30000	17	0.20	397658	1.51
30001 - 40000	10	0.12	336777	1.28
40001 - 50000	4	0.05	186154	0.71
50001 AND ABOVE	51	0.59	20641188	78.60
	<b>8586</b>	<b>100.00</b>	<b>26260607</b>	<b>100.00</b>

## W.S. INDUSTRIES (INDIA) LIMITED

### Shareholding pattern as on 31.3.2021

Category	Number	Shares	% of Shares Held
Promoters & Association	13	9898485	37.69
Mutual Fund / FII's	2	400	0.00
Banks / Financial Institutions	5	71305	0.27
Other Bodies Corporate	88	3513548	13.38
NRI / Foreign Companies	58	241242	0.92
Public	8378	9464272	36.04
Others	42	3071355	11.70
Total	8586	26260607	100.00

### Shareholding pattern as on 30.6.2021

Category	Number	Shares	% of Shares Held
Promoters & Association	13	9898485	37.69
Mutual Fund / FII's	2	400	0.00
Banks / Financial Institutions	5	71305	0.27
Other Bodies Corporate	86	3466068	13.20
NRI / Foreign Companies	55	146485	0.56
Public	8224	9683348	36.87
Others	31	2994516	11.40
Total	8416	26260607	100.00

	Dematerialisation of shares & liquidity	The shares of your Company can be held and traded in electronic form. 97.56% of your Company's Shareholding has been de-materialized as on 31 <sup>st</sup> March 2021.
j.	Outstanding GDRs / ADRs / Warrants or any convertible instruments conversion date and likely impact on equity	Nil
k.	Commodity price risk or foreign exchange risk and hedging activities	Nil



l.	Plant Locations	Plot No 31, AP SEZ, Duppituru Village, Atchutapuram Mandal Visakhapatnam, Andhra Pradesh.
m.	Address for correspondence a) Share related matters b) Other matters	Integrated Registry Management Services Private Limited 2 <sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Phone No: 044 - 28140801 <a href="mailto:corpserv@integratedindia.in">corpserv@integratedindia.in</a> W.S.Industries (India) Limited 108, Mount Poonamallee Road Porur Chennai - 600 116. <a href="mailto:sectl@wsinsulators.com">sectl@wsinsulators.com</a>

## 12. Other Disclosures

- a. During the year there is no unclaimed dividend pending for transfer to the Investor Education and Protection Fund at the expiry of the specified period(s) as required under Section 124 of the Companies Act, 2013.
- b. There were no strictures or penalties imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority for non compliance of any matter related to capital markets, during the last three years;
- c. The Company has in place a proper vigil mechanism and the whistle blower policy is available in the Company's website. It is hereby affirmed that no person has been denied access to the audit committee.

## 13. Director and CFO Certification

The Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (LODR) 2015. The annual certificate given by the Director and the Chief Financial Officer is enclosed as annexure 7 to this report.

The Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 (2) of SEBI (LODR) 2015.

## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **Certificate on Compliance with Code of Conduct**

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2020-21.

Place : Chennai  
Date : 11<sup>th</sup> August 2021

S. Muraleedharan  
Director

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### **CERTIFICATE ON CORPORATE GOVERNANCE UNDER THE LISTING REGULATIONS**

To,

The Members of W.S.Industries (India) Limited

- a. The Certificate issued in accordance with the terms of our engagement letter dated 15<sup>th</sup> July 2021.
- b. We have examined the compliance of conditions of Corporate Governance by W.S. Industries (India) Limited ("the Company"), for the year ended 31<sup>st</sup> March 2021, as stipulated in the Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

#### **Management Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

#### **Auditor's Responsibility**

Our examination is limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended except to the extent of observations made in the Secretarial Compliance Report dated 19<sup>th</sup> May, 2021 and to the extent of observations made in the Secretarial Audit Report dated 29<sup>th</sup> July 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Lakshmmi Subramanian & Associates

Lakshmmi Subramanian  
Senior Partner  
FCS No. 1087  
CP No. 3534

Place : Chennai  
Date : 29-07-2021

UDIN:F003534C000704520



## ANNEXURE 2 OF BOARD'S REPORT

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in millions )

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Vidagara Tech Park Private Limited	WS Insulators Private Limited
2.	The date since when subsidiary was acquired	12 <sup>th</sup> March 2019	14 <sup>th</sup> November 2019
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable	Not applicable
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable	Not applicable
5.	Share capital	0.70	0.50
6.	Reserves & surplus	(0.43)	(0.11)
7.	Total assets	0.30	0.41
8.	Total Liabilities	0.30	0.41
9.	Investments	-	-
10.	Turnover	-	-
11.	Profit before taxation	(0.18)	(0.04)
12.	Provision for taxation	-	-
13.	Profit after taxation	(0.18)	(0.04)
14.	Proposed Dividend	-	-
15.	% of shareholding	100%	100%

## **W.S. INDUSTRIES (INDIA) LIMITED**

### **Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>Name of associates/Joint Ventures</b>	<b>Nil</b>
1. Latest audited Balance Sheet Date	
2. Date on which the Associate or Joint Venture was associated or acquired	
3. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extent of Holding%	
4. Description of how there is significant influence	
5. Reason why the associate/joint venture is not consolidated	
6. Net worth attributable to shareholding as per latest audited Balance Sheet	
7. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

For and on behalf of the Board

Place: Chennai  
Date: 11<sup>th</sup> August 2021

K.Rajasekar  
Whole Time Director

S.Muraleedharan  
Director



## ANNEXURE – 3 TO BOARD’S REPORT

### FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at Arm’s length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

#### 2. Details of contracts or arrangements or transactions at Arm’s length basis.

Sl. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Vidagara Tech Park Private Limited, Subsidiary	WS Insulators Private Limited, Subsidiary
b)	Nature of contracts/arrangements/transaction	i) Subscription to 30000 fully paid equity shares having face value of ₹10 each on rights basis ii) Receipt of advance paid towards pre and post operative expenses	i) Payment of Advance towards post operative expenses ii) Receipt of advance paid towards pre and post operative expenses



## **W.S. INDUSTRIES (INDIA) LIMITED**

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<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>	<b>Details</b>
c)	Duration of the contracts/ arrangements/transaction	NA	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA	NA
e)	Date of approval by the Board	i) 13.07.2021	i) 15.09.2020 ii) 12.02.2021
f)	Amount (Rs.in Millions)	i) 0.30	i) 0.01 ii) 0.06

NA – Not applicable

For and on behalf of the Board

Place: Chennai  
Date: 11<sup>th</sup> August 2021

K.Rajasekar  
Whole Time Director

S.Muraleedharan  
Director



## Annexure – 4 to Board’s Report

The explanation / comments of the Board on Qualification / reservation given by the Auditor in its Report for the Financial year 2020-2021.

Explanation of Management on Qualification / reservation contained in the Auditors Report for the Standalone Financial Statements are given under:

Audit Qualification (each audit qualification separately):

### Auditors’ Qualified Opinion No.1

#### a. Details of Audit Qualification:

The company’s net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5036.68 millions (Previous year Rs. 4953.12 millions). Further the company has overdue loans to various financial institutions amounting to Rs.719.13 millions and interest accrued and due there on of Rs.132.70 millions and the turnover during the period ended 31<sup>st</sup> March, 2021 is Rs. 15.64 millions (previous year Rs. 16.44 millions) as per the books of accounts maintained.

We refer to note no.40, in the absence of external confirmation of balance in respect of suppliers, customers, depositors, bank/financial institutions and others, we are unable to comment on it.

#### Material Uncertainty related to ‘Going Concern’

We draw attention to the following note to the financial statements:

During the year under audit, there was no production in the Chennai and Vizag plants and are being considered as discontinued operations. Turnkey Project Business Segment is being considered as Continuing Operations.

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company’s ability to continue as a going concern. The company is in the discussion of re-vitalization and long term stability and growth of its Turnkey Project Business unit. In light of the management’s expectation of the outcome of above discussion and re-vitalization, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the company to continue as a going concern as per SA 570.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

- b. Type of Audit Qualification: Qualified opinion
- c. Frequency of qualification: Appeared seventh time wrt Net worth erosion and confirmation of balance. Appeared third time for the comment as per SA 570.
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable  
Management’s Views: Not applicable.
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
  - (i) Management’s estimation on the impact of audit qualification: Not relevant
  - (ii) If management is unable to estimate the impact, reasons for the same: Not applicable

## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **Observation :**

Both Punjab National Bank & the Indian Overseas Bank, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10<sup>th</sup> December 2015 and 29<sup>th</sup> March 2016 respectively and terms and conditions have not been disclosed to us. Further more the Company is in discussions with Allium Finance Private Limited, IDBI Trusteeship Services Limited, and Edelweiss Asset Reconstruction Company Limited to find a resolution to the outstanding loan liabilities with them and arising from the non completion of the settlement agreements signed with them on 12<sup>th</sup> April 2018.

The Company has partially complied with the terms of the settlement agreements executed with the secured lenders as highlighted in the annual report for the financial year ending 31<sup>st</sup> March 2019 but the company has been unable to complete the full and final settlement due in February 2019. Pursuant to the same, the Company has received latest claim letter in Feb 2021 claiming repayment of contractual dues as follows:

- (i) ₹ 523.18 cr., from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Jan. 31, 2021,
- (ii) ₹ 110.53 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Jan. 31, 2021 and
- (iii) ₹ 177.40 cr., from Allium Finance Private Limited as on Jan 31, 2021.

The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the company. The Company is in discussions with the secured lenders for its resolution.

Further,

- (i) It is clarified that the company's Project business vertical is currently functioning at a low scale because of inadequacy of funds.

However, the Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit which potential and opportunity exists once the balance sheet is restructured.

As part of this exercise, the Company has entered into a Memorandum of Understanding (MoU) with M/s. Vishnusurya Projects and Infra Private Limited, Chennai ("VSPIPL") to identify and explore business opportunities in the Turnkey Project Segment more specifically in the areas of:

Electrical Projects for Substations and Transmission Lines, Rural Electrification, Industrial electrification etc. on Total turnkey basis and other Green Field Projects including Business Development, Planning, Design, Sourcing, Scheduling, Execution, Testing & Commissioning, Operation & Maintenance until Taking over by the Customer.

However, the continuing disruption caused by the Covid pandemic on normal business activities has delayed the progress of such evaluation.

- (ii) The Company is also in the process of exploring various options for effective usage of its industrial land in Chennai in compliance with various approvals and regulations based on its previous experience.

These steps are intended to set the foundation for the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.

- (iii) Auditor's Comments on (i) or (ii) above: Statement of facts.



## Auditors' Emphasis of Matter No.1

### a. Details of Emphasis of Matter:

#### Impact of COVID-19:

We draw attention to Note No: 2 (d) of the financial statements, which describes the effects of COVID-19 pandemic on the Company's operations and compliances, which does not have any significant impact in the company's overall performance during the current period.

It is not appropriate to estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the company for future periods.

Note no.26 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

### b. Type of Qualification: Emphasis of Matter

### c. Frequency of qualification: Appeared second time wrt Covid-19 and first time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.

### d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable Management's Views: Not applicable

### e. For Audit qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Not relevant

(ii) If management is unable to estimate the impact, reasons for the same: Not applicable

#### Observation :

The lockdown and restriction of activities due to Covid-19 did not have any significant impact in the Company's overall performance during the current period, but has impacted our functioning with shutdown of our office.

Due to the above, our efforts on the resolution plan has not made progress. We will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.

(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.

Explanation of Management on Qualification / reservation contained in the Auditors Report for the Consolidated Financial Statements are given under:

Audit Qualification (each audit qualification separately):

## Auditors' Qualified Opinion No.1

### a. Details of Audit Qualification:

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5037.22 millions (Previous year Rs. 4953.44 millions). Further the Holding Company has overdue loans to various financial institutions amounting to Rs.719.13 millions and interest accrued and due there on of Rs.132.70 millions and the turnover during the period ended 31<sup>st</sup> March, 2021 is Rs. 15.64 millions (previous year Rs. 16.44 millions) as per the books of accounts maintained.

## **W.S. INDUSTRIES (INDIA) LIMITED**

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In the absence of external confirmation of balance as at 31<sup>st</sup> March 2021 in respect of suppliers, customers, depositors, banks/financial institutions and others of the Holding Company, we are unable to comment on it.

### **Material Uncertainty related to ‘Going Concern’**

We draw attention to the following note to the financial statements:

During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company and are being considered as discontinued operations. Turnkey Project Business Segment of the Holding Company is being considered as Continuing Operations.

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty in the Holding Company that may cause significant doubt about the Holding Company’s ability to continue as a going concern. The Holding Company is in the discussion of re-vitalization and long term stability and growth of its Turnkey Project Business unit. In light of the management’s expectation of the outcome of above discussion and re-vitalization, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the Holding Company to continue as a going concern as per SA 570.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

- b. Type of Audit Qualification: Qualified opinion
- c. Frequency of qualification: Appeared sixth time wrt Net worth erosion and confirmation of balance. Appeared third time for the comment as per SA 570.
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable  
Management’s Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
  - (i) Management’s estimation on the impact of audit qualification: Not relevant
  - (ii) If management is unable to estimate the impact, reasons for the same: Not applicable

Observation :

Both Punjab National Bank & the Indian Overseas Bank of the Holding Company, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10<sup>th</sup> December 2015 and 29<sup>th</sup> March 2016 respectively and terms and conditions have not been disclosed to the Holding Company. Further more the Holding Company is in discussions with Allium Finance Private Limited, IDBI Trusteeship Services Limited, and Edelweiss Asset Reconstruction Company Limited to find a resolution to the outstanding loan liabilities with them and arising from the non completion of the settlement agreements signed with them on 12<sup>th</sup> April 2018.

The Holding Company has partially complied with the terms of the settlement agreements executed with the secured lenders as highlighted in the annual report for the financial year ending 31<sup>st</sup> March 2019 but the Holding Company has been unable to complete the full and final settlement due in February 2019. Pursuant to the same, the Holding Company has received latest claim letter received in Feb 2021 claiming repayment of contractual dues as follows:



- (i) ₹ 523.18 cr., from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Jan. 31, 2021,
- (ii) ₹ 110.53 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Jan. 31, 2021 and
- (iii) ₹ 177.40 cr., from Allium Finance Private Limited as on Jan 31, 2021.

The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the Holding Company. The Holding Company is in discussions with the secured lenders for its resolution.

Further,

- (i) It is clarified that the Holding Company's Project business vertical is currently functioning at a low scale because of inadequacy of funds.

However, the Holding Company is evaluating various steps in connection with the revitalization and long term stability and growth of its Turnkey Project Business Unit which potential and opportunity exists once the balance sheet is restructured.

As part of this exercise, the Holding Company has entered into a Memorandum of Understanding (MoU) with M/s. Vishnusurya Projects and Infra Private Limited, Chennai ("VSPIPL") to identify and explore business opportunities in the Turnkey Project Segment more specifically in the areas of:

Electrical Projects for Substations and Transmission Lines, Rural Electrification, Industrial electrification etc. on Total turnkey basis and other Green Field Projects including Business Development, Planning, Design, Sourcing, Scheduling, Execution, Testing & Commissioning, Operation & Maintenance until Taking over by the Customer.

However, the continuing disruption caused by the Covid pandemic on normal business activities has delayed the progress of such evaluation.

- (ii) The Holding Company is also in the process of exploring various options for effective usage of its industrial land in Chennai in compliance with various approvals and regulations based on its previous experience.

These steps are intended to set the foundation for the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.

Auditor's Comments on (i) or (ii) above: Statement of facts.

## **Auditors' Emphasis of Matter No.1**

- a. Details of Emphasis of Matter:

### **Impact of COVID-19:**

We draw attention to Note No: 2 (e) and (f) of the consolidated financial statements, which describes the effects of COVID-19 pandemic on the group's operations and compliances, which does not have any significant impact in the group's overall performance during the current period.

## **W.S. INDUSTRIES (INDIA) LIMITED**

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It is not appropriate to estimate the duration and severity of these Consequences, as well as their impact on the financial position and results of the group for future periods.

Note no.26 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

- b. Type of Qualification: Emphasis of Matter
- c. Frequency of qualification: Appeared second time wrt Covid-19 and first time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.
- d. For Audit qualification(s) where the impact is quantified by the auditor: Not applicable  
Management's Views: Not applicable
- e. For Audit qualification(s) where the impact is not quantified by the auditor:
  - (i) Management's estimation on the impact of audit qualification: Not relevant
  - (ii) If management is unable to estimate the impact, reasons for the same: Not applicable

### **Observation:**

The lockdown and restriction of activities due to Covid-19 did not have any significant impact in the Holding Company's overall performance during the current period, but has impacted the functioning with shutdown of office.

Due to the above, the efforts of the Holding Company on the resolution plan has not made progress. The Holding Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.

Regarding the subsidiaries, the effects of COVID-19 pandemic did not have any significant impact on their respective operations and compliances, during the year under review.

- (iii) Auditor's Comments on (i) or (ii) above: Statement of facts.



## ANNEXURE – 5 TO BOARD’S REPORT

Secretarial Audit Report for the Financial year ended 31.03.2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

W.S. Industries (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by W.S.Industries (India) Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 (Regulation 24A of SEBI(LODR).

- (a) all the documents and records made available to us and explanation provided by W.S.Industries (India) Limited (“the Listed Entity”),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by W.S.Industries (India) Limited (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2021.
- (e) according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;



## **W.S. INDUSTRIES (INDIA) LIMITED**

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- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015 as amended from time to time;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time;
- (e) The Securities And Exchange Board Of India (Registrars to An Issue And Share Transfer Agents) Regulations, 1993 as amended from time to time;

We hereby report that

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except to the extent given under Secretarial Compliance Report (24A) available in the BSE and NSE websites.
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. There were no actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder, except for the Clauses (C) and (d) given under Secretarial Compliance Report (24A) available in the BSE and NSE websites and given under the events provided below.

We have also examined the compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- (ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

In our opinion and as identified and informed by the Management, the Company has no specific laws applicable to the Company since the factory situated at 108, Mount Poonamallee Road, Porur, Chennai- 600116 was closed with effect from close of business hours of 29<sup>th</sup> November, 2018 and also the factory situated at Vishakhapatnam is kept under suspension of operation.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above.

However, the following were observed:

1. Completion of five-year period specified under Section 164(2) of Companies Act, 2013 as applied to the company arising out of non-payment of Debenture interest and non-redemption of its debentures even after the due date.
2. Shareholders' approval is being taken in the forthcoming AGM for confirmation of Mr.K.Rajasekar as Whole Time Director since his appointment was on 15<sup>th</sup> September 2020 which is fifteen days prior to previous Annual General Meeting.



We further report that there were no actions/events in the pursuance of

1. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings
2. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
3. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time:
4. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time requiring compliance thereof by the Company during the Financial Year under review.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

We further report that

During the year under review, the Board was constituted with three Non-Executive Independent Directors till 4<sup>th</sup> August 2020. During the year under review, with respect to Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 the board of directors not comprised with minimum six directors in first & second quarter till 14<sup>th</sup> September 2020. The Board of Directors composition was duly constituted with effect from 15<sup>th</sup> September 2020 by appointment of two additional Directors on 5<sup>th</sup> August 2020 and one whole time director on 15<sup>th</sup> September 2020.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs, except the following:

1. Mr.K.Rajasekar was appointed as Whole time Director of the Company with effect from 15<sup>th</sup> September 2020.
2. During the year under review, the company has additionally subscribed to 30000 Equity Shares of Rs.10/- each in the Subsidiary viz., Vidagara Tech Park Private Limited on rights issue basis.
3. The 925000 Non-convertible, Redeemable and cumulative Preference Shares of Rs.100/- each fully paid up subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 30<sup>th</sup> Sept. 2020 has been extended for a further period of 12 months, i.e., upto 30<sup>th</sup> September, 2021.

## **W.S. INDUSTRIES (INDIA) LIMITED**

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4. The 350000 Non-convertible, Redeemable and cumulative Preference Shares of Rs. 100/- each fully paid up subscribed by Vensunar (P) Ltd. which are due for redemption on 31<sup>st</sup> August 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 31<sup>st</sup> Aug. 2021.
5. The Company has made an application on 16<sup>th</sup> October 2020 for Voluntary Delisting of equity shares from Bombay Stock exchange. Awaiting the decision from BSE. The company will continue to remain listed at the NSE, the stock exchange having nationwide trading terminal.

No Events reported after the end of financial year and before signing of this report:

For Lakshmmi Subramanian & Associates

Lakshmmi Subramanian

Senior Partner

FCS No. 1087

CP No. 3534

UDIN:F003534C000703893

Place : Chennai

Date : 29-07-2021



## **ANNEXURE – A**

**(To the Secretarial Audit Report of M/s. W.S. Industries (India)  
Limited for the financial year ended 31.03.2021)**

To,

The Members

W.S. Industries (India) Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Lakshmmi Subramanian & Associates

Lakshmmi Subramanian

Senior Partner

FCS No. 1087

CP No. 3534

UDIN:F003534C000703893

Place : Chennai

Date : 29-07-2021

# W.S. INDUSTRIES (INDIA) LIMITED

## ANNEXURE – 6 TO BOARD’S REPORT

### Certificate on Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**W.S. Industries (India) Limited**  
No.108, Mount Poonamalee Road,  
Porur, Chennai 600116

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of W.S.Industries (India) Limited CIN L29142TN1961PLC004568 having its registered office at No. 108, Mount Poonamalee Road, Porur, Chennai -600116 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers and para No.(d) point No.1. in Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021 issued by us, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No	Name of Director	DIN	Date of Original Appointment in Company
1	Mrs.Raghavan Suguna	06601230	30/01/2019
2	Mr.Ramachandran Karthik	07627521	01/11/2016
3	Mr.Jayaraman Sridharan	07720632	21/08/2017
4	Mr.K.Rajasekar	07223985	15/09/2020*
5	Mr.K.B.Anantharaman	08820994	05/08/2020
6	Mr.S.Muraleedharan	08821038	05/08/2020

\* To be confirmed in the forthcoming Annual General Meeting.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Lakshmmi Subramanian & Associates

Lakshmmi Subramanian  
Senior Partner  
CP No. 3534

Place : Chennai  
Date : 29-07-2021

FCS No.: 1087  
UDIN:F003534C000704476



## ANNEXURE – 7 TO BOARD’S REPORT

### CFO AND DIRECTOR CERTIFICATION

(Pursuant to Regulation of 17 of SEBI (LODR) Regulations, 2015)

The Board of Directors

W.S.Industries (India) Limited

- A. The Audited Financial Statements and Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March 2021 have been reviewed and we certify to the best of our knowledge and belief that :
1. The Financial Statements and the Cash Flow Statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. The statements referred to above present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We have not noticed any transaction entered into by the Company during the year which is fraudulent, illegal or violative of the listed entity’s Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and for maintaining the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- A. We have apprised the Auditors and the Audit Committee that :
- I. there are no significant changes in the internal control over financial reporting during the year;
  - II. there are no significant changes in accounting policies during the year which are to be disclosed in the notes to the financial statements;
  - III. there is no instance of significant fraud pertaining to the financial statements and involving management or any employee having a role in the Company’s internal control system over financial reporting.
  - IV. Necessary disclosure has been made in the notes to the financial statements based on which the financial statements has been prepared for the year ended 31<sup>st</sup> March 2021.

The above statements are given by the undersigned with full knowledge that same is being relied upon by the Board of Directors of the Company and we undertake full responsibility of the same.

For and on behalf of the Board

Place : Chennai  
Date : 13<sup>th</sup> July 2021

S. Muraleedharan  
Director

B. Swaminathan  
Chief Financial officer

# **W.S. INDUSTRIES (INDIA) LIMITED**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of W.S. INDUSTRIES (INDIA) LIMITED

### **Report on the Audit of the Standalone financial statements**

#### **Qualified Opinion**

We have audited the accompanying Standalone Ind AS financial statements of **W.S. INDUSTRIES (INDIA) LIMITED** ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March, 2021, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the possible effects of matter given in basis for qualified opinion paragraph, 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, 2021, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Qualified Opinion**

The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5036.68 millions (Previous year Rs. 4953.12 millions). Further the company has overdue loans to various financial institutions amounting to Rs.719.13 millions and interest accrued and due there on of Rs.132.70 millions and the turnover during the period ended 31<sup>st</sup>March, 2021 is Rs. 15.64 millions (previous year Rs.16.44 millions) as per the books of accounts maintained.

We refer to note no.40, in the absence of external confirmation of balance in respect of suppliers, customers, depositors, bank/financial institutions and others, we are unable to comment on it.

#### **Material Uncertainty related to 'Going Concern'**

We draw attention to the following note to the financial statements:

During the year under audit, there was no production in the Chennai and Vizag plants and are being considered as discontinued operations. Turnkey Project Business Segment is being considered as Continuing Operations.

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. The company is in the discussion of re-vitalization and long term stability and growth of its Turnkey Project Business unit. In light of the management's expectation of the outcome of above discussion and re-vitalization, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the company to continue as a going concern as per SA 570.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### **Emphasis of Matter**

#### **Impact of COVID-19:**

We draw attention to Note No: 2 (d) of the financial statements, which describes the effects of COVID-19 pandemic on the Company's operations and compliances, which does not have any significant impact in the company's overall performance during the current period.

It is not appropriate to estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the company for future periods.

Note no.26 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key audit matters</b>	<b>Response to Key Audit Matters &amp; Conclusion</b>
1. Company has invested in a wholly owned subsidiary named Vidagara Tech Park Private Limited	The investment of the Company in Vidagara Tech Park Private Limited has increased by Rs.0.30 million consequent to the allotment of 30000 equity shares at a face value of Rs.10 each on rights basis.
2. Impairment of assets pertaining to discontinued operations.	In accordance with Ind AS 105 assets relating to discontinued operations have been tested for impairment loss. As the carrying amount was greater than the realizable value, impairment loss amounting to Rs.461.89 millions has been provided for the same as required under Ind AS 36. The provision made earlier in the year ended 31 <sup>st</sup> March 2020 amounting to Rs.457.00 millions stands reversed.
3. Provision for Doubtful Debts	An amount of Rs.69.97 millions has been provided for doubtful debts in the profit and loss account.



## W.S. INDUSTRIES (INDIA) LIMITED

<p>4. Interest on the loans availed from banks/financial institutions</p>	<p>No Interest has been provided on the financial facilities availed from the financial institutions since the company will be seeking reliefs as part of the resolution plan eventually to be finalised. The outstanding amounts as on 31<sup>st</sup> January 2021 has been indicated to the company and as follows-</p> <p>The Company has partially complied with the terms of the settlement agreements executed with the secured lenders as highlighted in the annual report for the financial year ending 31<sup>st</sup> March 2019 but the company has been unable to complete the full and final settlement due in February 2019. Pursuant to the same, the Company has received latest claim letter in Feb 2021 claiming repayment of contractual dues as follows:</p> <ul style="list-style-type: none"><li>(i) ₹ 5231.80 millions from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Jan. 31, 2021,</li><li>(ii) ₹1105.26 millions from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Jan. 31, 2021 and</li><li>(iii) ₹1774.00 millions from Allium Finance Private Limited as on Jan 31, 2021.</li></ul> <p>The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the company. The Company is in discussions with the secured lenders for its resolution.</p>
<p>5. Liability written back</p>	<p>The liability of ₹ 40 millions assigned by one of the erstwhile Subsidiaries to the Holding Company, now confirmed not payable, has been written back during the period under review.</p>

### Information Other Than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Information included in the management discussion and analysis, board's report including annexures to board's report, corporate governance and shareholder's information, but does not include the standalone financial statements and our auditor's report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. In this context attention is drawn to Note no.2 and other related notes to the standalone financial statements which indicates that the current liabilities exceeded its current assets and it has accumulated losses which has resulted in complete erosion of the net worth of the Company as at 31<sup>st</sup> March 2021 leading to material uncertainty about the Company's ability to continue as 'Going Concern' and the Company continues to prepare its accounts on a "Going Concern" basis unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintained professional scepticism throughout the audit. We also:

## **W.S. INDUSTRIES (INDIA) LIMITED**

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- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, international omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management and board of director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. We conclude that a material uncertainty exists and attention is drawn to Material Uncertainty related to 'Going Concern' paragraph in our report herein above with related disclosures in the Note 2 to the financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



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 purposes 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, other comprehensive income, the Statement of Cash Flows and Statement of Changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The company has not redeemed the outstanding debentures nor made any payment of interest for the same. The company has obtained suitable opinion from an expert and based on the same, the company is in compliance with the provisions of sec 164 of the Companies Act, 2013.
- f) The 'Going Concern' matter described under the Material Uncertainty related to 'Going Concern' paragraph herein above, in our opinion, may have an adverse effect on the functioning of the company.
- g) On the basis of the written representations received from the directors as 31<sup>st</sup> March, 2021 and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- h) 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**".
- i) 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 Note 26 to the financial statement
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund by the Company.

For **M/s. S B S B AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 012192S

D. Sharath Kumar  
Partner

Membership No.: 024568  
UDIN:21024568AAAABU4691

Place : Chennai  
Date : 13<sup>th</sup> July 2021

## **W.S. INDUSTRIES (INDIA) LIMITED**

### **“Annexure A” to the Independent Auditors’ Report of even date on the Standalone financial statements of W.S. INDUSTRIES (INDIA) LIMITED.**

Referred to in Paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date:

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) We are unable to form any opinion with regard to, any material discrepancies on the physical verification of fixed assets, in the absence of any record for the verification of the same as on the end of the financial period.
  - (c) We are informed that the title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanations given to us there is no inventory as on 31<sup>st</sup> March 2021 in the books of accounts. Hence this clause is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted loans to a body corporate covered in the register maintained under Sec 189 of the Companies Act 2013 and hence clause (iii) (a) to (c) are not applicable to the company.
- (iv) The company has complied with the provisions of sections 185 and 186 of the companies Act, 2013, in respect of loans, investments, provided by the company. The company has not provided any guarantee or security to any company covered under Section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under are applicable.
- (vi) According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Goods and Service Tax, Duties of Customs and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, undisputed amounts provided for March 31, 2021 and payable for a period of more than six months are given below:

<b>S.NO</b>	<b>NATURE OF DUES</b>	<b>AMOUNT OUTSTANDING FOR MORE THAN SIX MONTHS (IN MILLIONS)</b>
1.	TDS	8.12
2.	PROPERTY TAX	6.33
3.	GRATUITY TO LIC	0.43



- (viii) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to banks and financial institutions as below:

<b>Name of the Bank / Financial Institution</b>	<b>Amount outstanding as at 31<sup>st</sup> MARCH 2021 (In Million)</b>
EARC – Assigned by PNB	347.08
EARC – Assigned by IOB	144.93
EARC – Assigned by Exim Bank	117.64
Allium Finance Limited	30.00
EARC – Assigned by Exim Bank – Security Receipts	59.48
Non Convertible Debentures	20.00
<b>TOTAL</b>	<b>719.13</b>

- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, clause (ix) of the Order is not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us, the company has not noticed any fraud by the company or any fraud on the company by its Officers or employees or reported during the year.
- (xi) According to the information and explanations given to us, the Company has not provided for managerial remuneration during the year.
- (xii) The Company is not a Nidhi Company. Therefore, Clause (xii) of the Order are not applicable to the Company.
- (xiii) 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 Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order are not applicable to the Company.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For M/s. S B S B AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 012192S

D. Sharath Kumar  
Partner

Membership No.: 024568  
UDIN:21024568AAAABU4691

Place : Chennai  
Date : 13<sup>th</sup> July 2021

## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **“Annexure B” to the Independent Auditor’s Report of even date on the Standalone financial statements of W.S. INDUSTRIES (INDIA) LIMITED**

#### **Report on the Internal Financial Controls Over Financial Reporting 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 **W.S. INDUSTRIES (INDIA) LIMITED** (“the Company”) as of March 31, 2021 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 (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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent 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 judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

#### **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 Standalone 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 Standalone 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 Standalone 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**

The system of internal financial controls over financial reporting, with regard to the company were made available to us, to determine whether the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at 31<sup>st</sup> March 2021. However, in addition to above, internal financial controls over financial reporting is based on management's assurance.

We give a disclaimer as reported above in respect of the internal financial controls over financial reporting, considering the nature, timing and extent of audit tests in our audit of the Standalone financial statements of the Company and hence our opinion is subject to the said disclaimer on the Standalone financial statements of the company.

**For M/s. S B S B AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 012192S

D. Sharath Kumar  
Partner

Membership No.: 024568  
UDIN:21024568AAAABU4691

Place : Chennai  
Date : 13<sup>th</sup> July 2021



# W.S. INDUSTRIES (INDIA) LIMITED

## BALANCE SHEET AS ON 31<sup>st</sup> MARCH 2021

in ₹ Million

ASSETS	NOTES	31 MAR 2021		31 MAR 2020	
<b>1 Non-Current Assets :</b>					
(a) Property, Plant and Equipment	4		0.21		0.22
(b) Capital Work in Progress	4				
(c) Financial Assets :					
Investments	5		1.20		0.90
(d) Other Non- Current Assets	6		0.98		1.82
<b>Total Non -Current Assets</b>			<b>2.39</b>		<b>2.94</b>
<b>2 Current Assets :</b>					
(a) Financial Assets :					
i. Trade Receivables	7	1.58		85.89	
ii. Cash and Cash Equivalents	8	1.83	3.41	2.22	88.11
(b) Current Tax Assets (Net)	9		0.02		31.71
(c) Other Current Assets	10		113.05		70.41
<b>Total Current Assets</b>			<b>116.48</b>		<b>190.23</b>
<b>3 Non Current Assets held</b>	4		<b>607.82</b>		<b>541.05</b>
<b>TOTAL ASSETS</b>			<b>726.69</b>		<b>734.22</b>
<b>EQUITY AND LIABILITIES</b>					
<b>1 Equity:</b>					
(a) Equity Share Capital	11	262.61		262.61	
(b) Other Equity	12	(1196.36)		(1112.79)	
<b>Total Equity</b>			<b>(933.75)</b>		<b>(850.18)</b>
<b>2 Liabilities:</b>					
Non Current Liabilities :					
Financial Liabilities					
Preference Share Capital	13		127.50		127.50
<b>Total Non Current Liabilities</b>			<b>127.50</b>		<b>127.50</b>
Current Liabilities :					
(a) Financial Liabilities					
i. Borrowings	14	1149.48		1008.88	
ii. Trade Payables	15	296.22		296.94	
iii. Other financial liabilities	16	4.34	1450.04	3.05	1308.87
(b) Provisions	17		0.43		0.43
(c) Other current liabilities	18		82.47		147.60
<b>Total Current Liabilities</b>			<b>1532.94</b>		<b>1456.90</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>726.69</b>		<b>734.22</b>
Significant Accounting Policies & Notes on Financial Statements	1 to 69				

As per our Report of even date  
for **M/s. S B S B and Associates**  
Chartered Accountants  
Firm No.: 012192S

**S.MURALEEDHARAN**  
Director

**K.RAJASEKAR**  
Wholetime Director

**D.SHARATH KUMAR**  
Partner  
Membership No.: 024568  
Chennai  
13<sup>th</sup> July 2021

**B.SWAMINATHAN**  
Chief Financial Officer and Company Secretary



**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH 2021** in ₹ Million

PARTICULARS		Note No	31-MAR-21	31-MAR-20
	<b>INCOME:</b>			
I	Revenue from Operations	19		2.08
II	<b>Total Income ( I )</b>			2.08
	<b>EXPENSES:</b>			
III	Changes in inventories of finished goods, work-in-progress	20		
	Employee benefits expense	21	2.84	2.94
	Finance costs	22		(0.02)
	Depreciation	4	0.01	42.11
	Other expenses	23	62.95	6.56
	<b>Total Expenses (III)</b>		<b>65.80</b>	51.59
IV	Profit / (Loss) before exceptional items and tax (II - III)		<b>(65.80)</b>	(49.51)
V	Exceptional Items			
VI	Profit / (Loss) before tax (IV-V)		<b>(65.80)</b>	(49.51)
VII	Tax expense			
VIII	Profit / (Loss) for the year from Continuing Operations (VI-VII)		<b>(65.80)</b>	(49.51)
IX	Profit / (Loss) from discontinued Operations	24	<b>(17.77)</b>	(556.45)
X	Provision for Income Tax withdrawn			
XI	Profit / (Loss) from discontinued Operations after tax (IX-X)		<b>(17.77)</b>	(556.45)
XII	Profit / (Loss) for the period (VIII+XI)		<b>(83.57)</b>	(605.96)
XIII	<b>Other Comprehensive income</b>			
	A. (i) Items that will not be reclassified to Profit or loss			
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss			
	B. (i) Items that may be reclassified to profit or loss			
	B. (ii) Income tax relating to items that may be reclassified to profit or loss			
XIV	<b>Total other comprehensive income A(I+II)+B(I+II)</b>			
XV	<b>Total comprehensive income for the period (XII+XIV)</b>		<b>(83.57)</b>	(605.96)
	Earning per equity share (for continuing operation)			
	(i) Basic		<b>(2.90)</b>	(2.28)
	(ii) Diluted		<b>(2.90)</b>	(2.28)
	Earning per equity share (for discontinued operation)			
	(i) Basic		<b>(0.68)</b>	(21.19)
	(ii) Diluted		<b>(0.68)</b>	(21.19)
	Earning per equity share (for discontinued and continuing operation)			
	(i) Basic		<b>(3.58)</b>	(23.47)
	(ii) Diluted		<b>(3.58)</b>	(23.47)
	Significant Accounting Policies & Notes on Financial Statements	1 to 69		

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021

**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary

**STATEMENT OF CHANGES IN EQUITY**

in ₹ Million

**A Equity Share Capital**

	Balance as at 1 <sup>st</sup> April 2020	Changes in equity share capital due to prior period errors	Restated balance at 1 <sup>st</sup> April 2020	Changes in equity share capital during the current year	Balance at 31 <sup>st</sup> March 2021
	262.61				262.61
	Balance as at 1 <sup>st</sup> April 2019	Changes in equity share capital due to prior period errors	Restated balance at 1 <sup>st</sup> April 2019	Changes in equity share capital during the previous year	Balance at 31 <sup>st</sup> March 2020
	262.61				262.61

**B Other Equity**

	Share Application Money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income	Money received against Share Warrants	Total
Balance at 1 <sup>st</sup> April 2020			3169.67	180.50	201.97	(4953.12)				288.19				(1112.79)
Changes in accounting policy on prior period errors														
Restated balance at 1 <sup>st</sup> April 2020														
Total comprehensive income for the current year						(83.57)								(83.57)
Dividends														
Transfer to Retained earnings														
Any other change														
Balance at 31 <sup>st</sup> March 2021			3169.67	180.50	201.97	(5036.69)				288.19				(1196.36)



## B Other Equity (Contd.)

	Share Application Money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income	Money received against Share Warrants	Total
Balance at 1 <sup>st</sup> April 2019			3169.67	180.50	201.97	(4347.16)				288.19				(506.83)
Changes in accounting policy on prior period errors														
Restated balance at 1 <sup>st</sup> April 2019														
Total comprehensive income for the current year						(605.96)								(605.96)
Dividends														
Transfer to Retained earnings														
Any other change														
Balance at 31 <sup>st</sup> March 2020			3169.67	180.50	201.97	(4953.12)				288.19				(1112.79)

## W.S. INDUSTRIES (INDIA) LIMITED

### STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>A OPERATING ACTIVITIES:</b>		
Profit before tax from continuing operations	<b>(65.80)</b>	(49.51)
Profit/(loss) before tax from discontinued operations	<b>(17.77)</b>	(556.45)
Profit before tax	<b>(83.57)</b>	(605.96)
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation and impairment of property, plant and equipment	<b>0.01</b>	42.11
Net foreign exchange differences		(0.05)
Loss on disposal of property, plant and equipment		0.03
Finance costs (including fair value change in financial instruments)	<b>0.00</b>	0.03
Non Current Asset held - Impairment/Discarded	<b>4.89</b>	466.99
Provision for Doubtful Debts	<b>69.97</b>	
<i>Working capital adjustments:</i>		
(Increase)/Decrease in trade and other receivables and prepayments	<b>14.35</b>	(1.18)
(Increase)/Decrease in inventories		11.43
Increase/(Decrease) in trade and other payables	<b>(0.71)</b>	11.63
(Increase)/Decrease in other Assets	<b>(10.11)</b>	(22.43)
Increase/(Decrease) in Liabilities and Provisions	<b>(65.14)</b>	(23.81)
<b>Net cash flows from operating activities</b>	<b>(70.31)</b>	(121.21)
<b>B INVESTING ACTIVITIES:</b>		
Proceeds from sale of property, plant and equipment		0.00
Purchase of property, plant and equipment	<b>(71.66)</b>	(0.19)
Sale of Investments in subsidiary		0.50
Acquisition/Investment in subsidiary	<b>(0.30)</b>	(0.80)
<b>Net cash flows used in investing activities</b>	<b>(71.96)</b>	(0.49)

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021 (Contd.)**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>C FINANCING ACTIVITIES:</b>		
Interest paid	<b>0.00</b>	(0.03)
Increase / (Decrease) in borrowings & other financial liabilities	<b>141.90</b>	103.71
Net cash flows from/(used in) financing activities	<b>141.90</b>	103.68
<b>Net increase in cash and cash equivalents</b>	<b>(0.37)</b>	(18.03)
Net foreign exchange difference		0.05
Cash and cash equivalents at the beginning of the year	<b>2.21</b>	20.19
<b>Cash and cash equivalents at year end</b>	<b>1.84</b>	2.21

**Notes on Statement of Cash Flow:**

- 1 Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received/Paid, Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid , which have been considered on the basis of actual movement of cash with necessary adjustments in corresponding assets and Liabilities.
- 2 Purchase of Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between beginning and end of the year.

## 3 Cash and cash equivalents

Cash and Bank Balances

**1.84**

2.21

Unrealised (Gain) / Loss

Cash and Bank Balances restated as above

**1.84**

2.21

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary

# **W.S. INDUSTRIES (INDIA) LIMITED**

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**Notes forming part of the Balance Sheet as at 31<sup>st</sup> March 2021 and Statement of Profit and Loss for the period ended 31<sup>st</sup> March 2021**

## **NOTE 1**

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **General**

##### **(a) Statement of Compliance**

The financials statements are prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013, as amended from time to time.

##### **(b) Basis of Presentation**

The Financial Statements have been prepared on the historical cost convention on a going concern basis and in accordance with Ind AS and complying with the applicable Accounting Standards.

##### **(c) Property, Plant and Equipment (PPE)**

Property, Plant and Equipment are stated at acquisition/historical cost and include expenditure incurred up to the date the asset is put to use (as reduced by Cenvat/VAT/GST credit wherever applicable) less accumulated depreciation (other than freehold land) and impairment loss, if any.

Depreciation on Building, Plant and Machinery and Electrical Installations has been provided on Straight Line Method and on other assets on Written Down Value basis in accordance with the rates prescribed under Part 'C' of Schedule II of the Companies Act 2013, which is also estimated by the management to be the estimated useful life of the said assets. Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

Cost of the Leasehold rights in land is amortised over the primary lease period.

Expenses incurred during the construction period prior to commencement of production are classified and disclosed under Capital Work-in-progress.

The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The company has elected to continue with the carrying cost of all PPE as per previous GAAP as at 1<sup>st</sup> April 2016 (Transition date) as the deemed cost as on the transition date.

##### **(d) Investments:**

Investments in shares in Subsidiary and Associate Companies being long term in nature, are stated at acquisition cost. Current investments are valued at lower of Cost and Net Asset Value.

The company has elected to carry its investments in the Subsidiary at deemed cost, which is the previous GAAP carrying amount at the date of transition i.e as on 1<sup>st</sup> April 2016 (Opening).



**(e) Current Assets:**

**Inventories**

- i. Raw materials, Packing materials and stores and spares (other than bonded materials) have been valued at weighted average cost and includes freight, taxes and duties, net of Cenvat/VAT/GST credit, wherever applicable.
- ii. Bonded materials are valued at CIF value and Material in Transit at cost.
- iii. Work-in-progress has been valued at cost or Net Realisable Value, whichever is lower.
- iv. Finished Goods have been valued at cost or Net Realisable Value, whichever is lower and inclusive of Excise Duty.
- v. Raw Materials, packing materials, Stores and Spares, bonded materials, materials in transit, work-in-process and finished goods are as per inventories taken, valued as per the standard accounting practices and valuation policies followed by the Company.

**Others:**

Sundry Debtors are stated after providing for Bad Debts/recoveries.

**(f) Foreign Currency transactions:**

Transactions in foreign exchange are accounted for at the rates prevailing on the dates of the transactions.

Exchange difference, arising on forward contracts, is recognized as income or expense.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the rate of exchange prevailing at the year end. The resultant difference, if any, is dealt with appropriately in the accounts in accordance with the Ind AS 21.

**(g) Sales:**

Net Sales are after trade discounts and inclusive of price variation claims and Receipts from Turnkey Contracts.

**(h) Retirement benefits:**

Fixed contributions to Employees' Provident Fund and Superannuation Fund are charged off in the accounts. Contribution to Gratuity is covered under a Master Policy with Life Insurance Corporation of India and the annual premium ascertained based on Actuarial valuation has been charged to Profit and Loss Account. Earned Leave salary to eligible employees as per Company's policy ascertained on actuarial basis has been provided for in the Accounts.

**(i) Amortization of Deferred Revenue Expenditure:**

Expenditure incurred under Voluntary Retirement / settlements made are expensed during the year.

**(j) Research & Development:**

Revenue expenditure on research and development are expensed in the year in which they are incurred. Capital expenditure on research and development is shown under fixed assets.

**(k) Impairment of Assets**

Impairment loss, if any, is provided to the extent the carrying amount of the assets exceeds their recoverable amount.



## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **(l) Deferred Tax:**

Deferred Tax is recognized on timing differences, being the difference between the carrying amount of an asset or liability in the balance sheet and its tax base that originate in one period and are capable of reversing in one or more subsequent periods. Deferred Tax assets are recognized only to the extent there is a virtual certainty of its realization.

### **(m) Lease & Rentals**

Receipts: Lease and rental receipts in respect of assets leased/rented out are accounted, in accordance with the terms and conditions of the lease/rental agreements entered into with the lessees/tenants and are in accordance with conditions specified in Ind AS 17.

Lease payments on assets taken on lease are recognized as an expense on a straight line basis over the lease term.

### **(n) Contingent Liability:**

Contingent Liability is disclosed for (i) Possible obligations where the probability of the final outcome in favour of the company is not certain, or (ii) Obligations likely to arise out of past events where it is unlikely that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

### **(o) Classification and measurement of financial assets:**

The company has evaluated the facts and circumstances existing on the date of transition to IND AS i.e as on 1<sup>st</sup> April 2016 (Opening) for the purpose of classification and measurement of financial assets and accordingly has classified and measured financial assets on the date of transition.

## **2 Operations review:**

- (a)** During the year under review, there was no production in the Chennai and Vizag plants.
- (b)** In the previous year Chennai Insulator division and Visakhapatnam Insulator division (wef 01.10.2019 - 6 Months) were considered as “Discontinued Operations”. For the current full year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as “Discontinued Operations”. Hence previous period figures are not comparable. Turnkey Project Business Segment is considered as “Continuing Operations” in both the years.
- (c)** (i) It is clarified that the company’s Project business vertical is currently functioning at a low scale because of inadequacy of funds.

However, the Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit which potential and opportunity exists once the balance sheet is restructured.

As part of this exercise, the Company has entered into a Memorandum of Understanding (MoU) with M/s. Vishnusurya Projects and Infra Private Limited, Chennai (“VSPIPL”) to identify and explore business opportunities in the Turnkey Project Segment more specifically in the areas of:



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Electrical Projects for Substations and Transmission Lines, Rural Electrification, Industrial electrification etc. on Total turnkey basis and other Green Field Projects including Business Development, Planning, Design, Sourcing, Scheduling, Execution, Testing & Commissioning, Operation & Maintenance until Taking over by the Customer.

However, the continuing disruption caused by the Covid pandemic on normal business activities has delayed the progress of such evaluation.

- (ii) The Company is also in the process of exploring various options for effective usage of its industrial land in Chennai in compliance with various approvals and regulations based on its previous experience.

These steps are intended to set the foundation for the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.

- (d) Due to the reasons as explained above, the lockdown and restriction of activities due to Covid-19 did not have any significant impact in the Company's overall performance during the current period, but has impacted our functioning with shutdown of our office.

Due to the above, our efforts on the resolution plan has not made progress. We will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.

### **3 Segment**

The Company has two reportable business segments, namely, i) Electro – porcelain Products and ii) Turnkey Projects.

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

## NOTE 04

FY 2020-2021

### Property, Plant and Equipment

	Gross Block					Accumulated Depreciation					NET BLOCK		
	Balance as at 1st April 2020	Additions	Deletions	Transfers Discontinued Operations	Impairment #	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation charge for the year \$	Deletions	Transfers Discontinued Operations	Balance as at 31st March 2021	WDV as on 31st March 2021	WDV as on 31st March 2020
<b>1. Property, Plant and Equipment</b>													
Land													
Buildings													
Plant and Machinery including Electrical Installations	0.01					0.01	0.01			0.01		0.00	
Furniture, Fixtures	0.19					0.19	0.09	0.01		0.10	0.09	0.10	
Office Equipments	0.09					0.09	0.01	0.00		0.01	0.08	0.08	
Vehicles	0.80					0.80	0.76			0.76	0.04	0.04	
<b>Total</b>	<b>1.09</b>					<b>1.09</b>	<b>0.87</b>	<b>0.01</b>		<b>0.88</b>	<b>0.21</b>	<b>0.22</b>	
<b>2. Capital Work In Progress</b>													
<b>3. Non Current Assets held *</b>	1359.38	71.66			(4.89)#	1426.15	818.34			818.34	607.82	541.05	
<b>Grand Total</b>	<b>1360.47</b>	<b>71.66</b>			<b>(4.89)</b>	<b>1427.24</b>	<b>819.21</b>	<b>0.01</b>		<b>819.22</b>	<b>608.03</b>	<b>541.27</b>	

\* Non Current Assets held pertains to Chennai and Vizag Insulator Divisions which are being considered as discontinued operation.

# Impairment pertains to Visakhapatnam Insulator Division on Land on unexpired lease period as on 31.03.2021, Building on card rate and other fixed assets on respective WDV basis.

\$ Depreciation of Turnkey Project Business Unit for 12 Months.

## FY 2019-2020

### Property, Plant and Equipment

	Gross Block					Accumulated Depreciation					NET BLOCK		
	Balance as at 1st April 2019	Additions	Deletions	Transfers Discontinued Operations **	Impairment # / Write off @	Balance as at 31st March 2020	Balance as at 1st April 2019	Depreciation charge for the year \$	Deletions	Transfers Discontinued Operations **	Balance as at 31st March 2020	WDV as on 31st March 2020	WDV as on 31st March 2019
<b>1. Property, Plant and Equipment</b>													
Land	48.01			48.01			14.55	0.73		15.28			33.46
Buildings	439.27			439.27			153.09	6.30		159.39			286.18
Plant and Machinery including Electrical Installations	1010.67			1010.66		0.01	585.09	34.35		619.43	0.01	0.00	425.58
Furniture, Fixtures	9.68			9.49		0.19	8.73	0.35		8.99	0.09	0.10	0.95
Office Equipments	16.74			16.65		0.09	14.30	0.34		14.63	0.01	0.08	2.44
Vehicles	1.07			0.27		0.80	0.97	0.05		0.26	0.76	0.04	0.10
<b>Total</b>	<b>1525.44</b>			<b>1524.35</b>		<b>1.09</b>	<b>776.73</b>	<b>42.12</b>		<b>817.98</b>	<b>0.87</b>	<b>0.22</b>	<b>748.71</b>
<b>2. Capital Work In Progress</b>	7.04				7.04@								7.04
	7.04				7.04								7.04
<b>3. Non Current Assets held *</b>	302.47	0.19	10.63	1524.35	457.00#	1359.38	8.01		7.65	817.98	818.34	541.05	294.46
<b>Grand Total</b>	<b>1834.95</b>	<b>0.19</b>	<b>10.63</b>	<b>0.00</b>	<b>464.04</b>	<b>1360.47</b>	<b>784.74</b>	<b>42.12</b>	<b>7.65</b>	<b>0.00</b>	<b>819.21</b>	<b>541.27</b>	<b>1050.21</b>

\* Non Current Assets held pertains to Chennai (12 Months) and Vizag (wef 01.10.2019- 6 Months) Insulator Division which are being considered as discontinued operation.

\*\* Transfers pertain to Visakhapatnam Insulator Division.

@ Capital WIP have been fully written off in the books of Visakhapatnam Insulator Division because of "Discontinued Operations".

# Impairment pertains to Visakhapatnam Insulator Division on Land on unexpired lease period as on 31.03.2020, Building on card rate and other fixed assets on respective WDV basis.

\$ Depreciation of Viskhapatnam Plant till 30th Sept. 2019 due to discontinued operation w.e.f. 1st Oct. 2019 and Turnkey Project Business Unit for 12 Months.

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NON CURRENT ASSETS</b>		
<b>NOTE 5</b>		
<b>INVESTMENT</b>		
<b><i>Non Current</i></b>		
Unquoted -Investment in Equity Instruments		
- 70000 (40000) Equity Shares of face value of ₹ 10/- each in Vidagara Tech Park Private Limited	<b>0.70</b>	0.40
- 50000 (50000) Equity Shares of face value of ₹ 10/- each in WS Insulators Private Limited	<b>0.50</b>	0.50
<b>Total</b>	<b>1.20</b>	0.90
<b>NOTE 6</b>		
<b>OTHER NON CURRENT ASSETS</b>		
(1) Advances Other than Capital Advances		
Deposits	<b>0.98</b>	0.99
(2) Others (Specify nature)		
Prepaid Expenses		0.83
<b>Total</b>	<b>0.98</b>	1.82
<b>CURRENT ASSETS</b>		
<b>NOTE 7</b>		
<b>TRADE RECEIVABLES</b>		
Current		
<b>Trade Receivables</b>		
i) Considered Good - Secured		
ii) Considered Good -Unsecured		85.89
iii) Which have significant increase in Credit Risk	<b>71.55</b>	
iv) Credit impaired		
	<b>71.55</b>	85.89
Less: Provision for doubtful debts	<b>69.97</b>	
<b>Total</b>	<b>1.58</b>	85.89

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

## Trade Receivables ageing schedule

Particulars	Outstanding for following periods from the date of Transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good						
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	2.52	0.89	1.61	0.20	62.65	67.86
(iii) Undisputed Trade Receivables - credit impaired						
(iv) Disputed Trade Receivables considered good						
(v) Disputed Trade Receivables - which have significant increase in credit risk					3.68	3.68
(vi) Disputed Trade Receivables - credit impaired						
	2.52	0.89	1.61	0.20	66.33	71.55
Less: Provision for doubtful debts	2.41		1.61	0.20	65.75	69.97
Total	0.11	0.89			0.58	1.58

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 8</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
(a) Balances with Banks	<b>1.82</b>	2.12
(b) Cash on hand	<b>0.01</b>	0.10
<b>Total</b>	<b>1.83</b>	2.22
<b>NOTE 9</b>		
<b>CURRENT TAX ASSETS AND LIABILITIES</b>		
Current Tax Assets		
Tax deducted at source	<b>0.02</b>	31.71
<b>Total</b>	<b>0.02</b>	31.71

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 10</b>		
<b>OTHER CURRENT ASSETS</b>		
a. Advances Other than Capital Advances		
Deposits	<b>77.41</b>	35.66
b. Receivables from Related Parties		0.05
c. Others (Specify nature)		
a) Prepaid Expenses	<b>1.32</b>	0.48
b) Others	<b>34.32</b>	34.22
<b>Total</b>	<b>113.05</b>	70.41

**NOTE 11****EQUITY SHARE CAPITAL****Note A:**

<b>Particulars</b>	<b>As on 31<sup>st</sup> March 2021</b>		<b>As on 31<sup>st</sup> March 2020</b>	
	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
<b>Authorised</b>				
Equity Shares of ₹ 10 each	<b>35000000</b>	<b>350.00</b>	35000000	350.00
Cumulative Redeemable Preference Shares of ₹ 100 each	<b>1500000</b>	<b>150.00</b>	1500000	150.00
<b>Issued</b>				
Equity Shares of ₹ 10 each	<b>26260607</b>	<b>262.61</b>	26260607	262.61
Cumulative Redeemable Preference Shares of ₹ 100 each	<b>1275000</b>	<b>127.50</b>	1275000	127.50
<b>Subscribed &amp; Paid Up</b>				
Equity Shares of ₹ 10 each	<b>26260607</b>	<b>262.61</b>	26260607	262.61
Cumulative Redeemable Preference Shares of ₹ 100 each	<b>1275000</b>	<b>127.50</b>	1275000	127.50

**Terms / Rights attached to Equity Shares**

The company has only one class of equity shares having a par value of ₹ 10/- Per share. Each Holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to the number of equity shares held by the shareholders.

**Note B: Reconciliation of No. of shares outstanding**

During the year the company has neither issued any shares nor bought back any shares.

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

## Note C: Shareholders holding more than 5% of the shares

Name of Shareholders	As on 31 <sup>st</sup> March 2021		As on 31 <sup>st</sup> March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
W.S. International (P) Ltd.	1874657	7.14%	1874657	7.14%
Blue Chip Investments (P) Ltd.	4096138	15.60%	4096138	15.60%
EARC SAF 1 Trust	2434358	9.27%	2434358	9.27%
Edelweiss Asset Reconstruction Company Limited	1901268	7.24%	1901268	7.24%

## Shares held by Promoters at the end of the year

S. No	Promoter Name	As on 31 <sup>st</sup> March 2021		As on 31 <sup>st</sup> March 2020		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	% Change during the year
1	Bluechip Investments Private Limited	4096138	15.60%	4096138	15.60%	-
2	Murali Consultancy Services Private Limited	163188	0.62%	82131	0.31%	99%
3	Trala Electromech Systems Pvt Ltd	262470	1.00%	262470	1.00%	-
4	Vensunar Holdings Private Limited	1234609	4.70%	1234609	4.70%	-
5	Vensunar Private Limited	365000	1.39%	365000	1.39%	-
6	W S International Private Limited	1874657	7.14%	1874657	7.14%	-
7	Galaxy Investments Private Limited	889178	3.39%	889178	3.39%	-
8	W S Test Systems Private Limited	-	-	81057	0.31%	-100%
9	Narayan Sethuramon	460051	1.75%	291701	1.11%	58%
10	V Srinivasan	296303	1.13%	446453	1.70%	-34%
11	Vidya Srinivasan	7550	0.03%	25750	0.10%	-71%
12	Suchitra Murali Balakrishnan	249341	0.95%	249341	0.95%	-
	Total	9898485	37.69%	9898485	37.69%	-

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 12</b>		
<b>OTHER EQUITIES</b>		
<b>RESERVES AND SURPLUS</b>		
a) Capital Reserve	3169.67	3169.67
b) Share Premium	180.50	180.50
c) Revaluation Reserve	290.21	290.21
d) Revaluation Reserve - IND AS	(2.02)	(2.02)
e) Capital Redemption Reserve	176.16	176.16
f) Special General Reserve	25.81	25.81
g) Retained earnings	(5036.69)	(4953.12)
<b>Total</b>	<b>(1196.36)</b>	<b>(1112.79)</b>

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>RETAINED EARNINGS</b>		
Balance at beginning of Year	<b>(4953.12)</b>	(4347.16)
Profit for the Year	<b>(83.57)</b>	(605.96)
Balance at end of Year	<b>(5036.69)</b>	(4953.12)

**Description of nature and purpose of Reserve:**

- (i) Capital Reserve represents gain of a capital nature. It can be used in writing off the capital losses from sale of fixed assets, shares & debentures and issue of fully paid up bonus shares to existing shareholders. Capital Reserve is not available for distribution to shareholders as dividend.
- (ii) Share Premium records the premium component on issue of shares and can be utilised only in accordance with the provisions of Companies Act, 2013.
- (iii) Revaluation Reserve is the reserve which is created when any Fixed Asset / Non Current Asset (As per Ind AS) is revalued. It cannot be utilised for the purpose of issue of fully paid up bonus shares or write off of capital losses, unless the revalued fixed assets have been disposed off.
- (iv) Capital redemption reserve is transferred from undistributed profits i.e. general reserves, profit or loss account. It can be utilized for the purpose of buy back of shares, incremental effect of fresh equity shares or preference shares issued to redeem the old preference shares, issuing fully paid bonus shares and not available for distribution to shareholders as dividend.
- (v) Special General reserve is created for specific purposes. It can be utilized only for the purpose for which it has been created and cannot be utilized for other purposes and not available for distribution to shareholders as dividend.

	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 13</b>		
<b>NON CURRENT LIABILITIES</b>		
<b>PREFERENCE SHARE CAPITAL</b>		
<i>Non Current</i>		
<b>Unsecured</b>		
1275000 (1275000) Non-Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each fully paid - up	<b>127.50</b>	127.50
<b>Total</b>	<b>127.50</b>	127.50



# W.S. INDUSTRIES (INDIA) LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

**PARTICULARS** **31-MAR-21** **31-MAR-20**

**Note: Shareholders holding more than 5% of the shares**

Name of Shareholders	Preference Shares			
	As at 31 <sup>st</sup> March 2021		As at 31 <sup>st</sup> March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vensunar Holdings (P) Ltd.	925000	72.55%	925000	72.55%
Vensunar (P) Ltd.	350000	27.45%	350000	27.45%

The 925000 Non-convertible, Redeemable and cumulative Preference Shares of Rs.100/- each fully paid up with coupon rate of 5% / 7.5% subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 30<sup>th</sup> Sept. 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 30<sup>th</sup> Sept. 2021.

350000 Non-convertible, Redeemable and cumulative Preference Shares Rs. 100/- each fully paid up with a coupon rate of 10% subscribed by Vensunar (P) Ltd. which are due for redemption on 31<sup>st</sup> Aug. 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 31<sup>st</sup> Aug. 2021.

	31-MAR-21	31-MAR-20
<b>NOTE 14</b>		
<b>BORROWINGS</b>		
<b>CURRENT LIABILITIES</b>		
<b>Secured</b>		
Current Maturities of Long-term borrowings *	719.13	719.13
Interest accrued and due on loans @	132.70	132.70
<b>Unsecured</b>		
Loan from Others **	297.65	157.05
<b>Total</b>	<b>1149.48</b>	<b>1008.88</b>

### Secured:

\* Period and amount of dues: ₹ 719.13 Million has fallen due on or before 31<sup>st</sup> March 2016

@ Period and amount of dues: ₹ 132.70 Million has fallen due on or before 31<sup>st</sup> March 2016

The above Long Term Loans are secured by the :

First charge on the company's immovable and movable fixed assets, present and future, as set out hereunder:

- Security has been created on NCD of ₹ 20 million in favour of IDBI Trusteeship Services Limited on behalf of the Debentureholders and in favour of Allium Finance Ltd. and Edelweiss Asset Reconstruction Company Ltd. acting in its capacity as trustee of the EARC SAF-1 Trust for the Term Loans aggregating to ₹ 147.64 million on the block assets of the company

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

situated at the Vizag Plant and on 2.91 acres of land situated at Porur, Chennai and in respect of vacant land of the Company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry on pari passu basis among these lenders and pledge of 29,70,000 equity shares of the Promoters. EARC SAF 1 Trust is also secured by block assets of the company situated at Chennai to the extent of 10.80 acres of land.

- ii) Security Receipts of ₹ 59.48 million classified as Term Loan from other than Banks are secured by Block Assets of the company situated at Chennai to the extent of 13.71 acres of land and 2.214 acres of land situated at Pondicherry, and also secured by block assets of the company situated at Vizag.
- iii) For the facilities assigned by Punjab National Bank and Indian Overseas Bank, for ₹ 492.01 million in favour of Edelweiss Asset Reconstruction Company Ltd acting in its capacity as trustees of the EARC Trust -SC 168 and EARC Trust - SC 209 respectively. Term Loans are secured by the first charge on the Block Assets of the Company situated at the Chennai Plant to the extent of 10.80 Acres of land on paripassu basis and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry and Working Capital loans are secured primarily by a first charge on the current assets of the company and further secured by a second charge on the Fixed Assets of the company excluding specific charges and in respect of vacant land of the company situated at Sedarpet Village, Pondicherry on paripassu basis.

**Terms of Repayment**

The facilities extended to the company have been declared as Non-performing Assets with the respective Banks/ Financial Institutions.

**Unsecured:**

\*\* based on the request made by the Company the lender has agreed not to charge interest on the Loan.

	31-MAR-21	31-MAR-20
<b>NOTE 15</b>		
<b>CURRENT LIABILITIES</b>		
<b>TRADE PAYABLES</b>		
<i>Current</i>		
Trade Payables		
a) Total outstanding dues of Micro and Small enterprises		
b) Total outstanding dues of Creditors other than the above	<b>296.22</b>	296.94
<b>Total</b>	<b>296.22</b>	296.94

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

## Trade Payables aging schedule

Particulars	Outstanding for following periods from the date of Transaction				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME					
(ii) Others	4.06	7.54	2.01	282.61	296.22
(iii) Disputed dues - MSME					
(iii) Disputed dues - Others					
<b>Total</b>	<b>4.06</b>	<b>7.54</b>	<b>2.01</b>	<b>282.61</b>	<b>296.22</b>

	31-MAR-21	31-MAR-20
<b>NOTE 16</b>		
<b>OTHER FINANCIAL LIABILITIES</b>		
Interest accrued but not due	<b>4.34</b>	3.05
<b>Total</b>	<b>4.34</b>	3.05
<b>NOTE 17</b>		
<b>PROVISIONS</b>		
<b>Current</b>		
Employee Benefits		
Provision for Employee Benefits	<b>0.43</b>	0.43
<b>Total</b>	<b>0.43</b>	0.43
<b>NOTE 18</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Other Payables		
a) Liabilities-Expenses	<b>28.16</b>	26.32
b) Other Liabilities	<b>10.02</b>	62.89
c) Advance from Customers	<b>34.29</b>	48.40
d) Refundable Deposit	<b>10.00</b>	10.00
<b>Total</b>	<b>82.47</b>	147.61

**NOTES TO STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 19</b>		
<b>REVENUE FROM OPERATION</b>		
<b>(a) Sales of Products</b>		
Insulator Products		
Turnkey Products		2.08
<b>Total (a)</b>		<u>2.08</u>
<b>(b) Other Operating Revenues</b>		
Sale of Scrap and others		
<b>Total (b)</b>		
<b>Total (a+b)</b>		<u>2.08</u>
<b>NOTE 20</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS</b>		
<b>Opening Stock :</b>		
Work-in-Process		5.50
Finished Goods		0.75
<b>Sub Total</b>		<u>6.25</u>
<b>Closing Stock :</b>		
Work-in-Process		
Finished Goods		
<b>Sub Total</b>		
Total (Increase)/Decrease in stock		
<b>NOTE 21</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Settlement	2.80	2.80
Contribution to PF, ESI, Gratuity, etc.,	0.02	0.02
Welfare Expenses	0.02	0.11
<b>Total</b>	<u>2.84</u>	<u>2.93</u>

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES TO STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2021

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 22</b>		
<b>FINANCE COSTS</b>		
Interest Expense	0.00	0.01
Bank Charges	0.00	0.02
Net (gain) / loss on foreign currency transactions		(0.05)
<b>Total</b>	<b>0.00</b>	<b>(0.02)</b>
<b>NOTE 23</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores and Spares		0.02
Power and Fuel		0.42
Rates and Taxes		0.97
Insurance		0.36
Repairs and Maintenance:		
Building		0.01
Plant & Machinery		0.03
Other Assets	0.06	0.08
Travelling and Conveyance	0.06	0.72
Security Services		0.87
Subcontract Charges	0.40	0.78
Recovery Supply Bills	0.15	
Provision for Doubtful Debts	60.77	
Rent Office	0.42	0.40
Consultants Fees	0.82	1.46
Pooja Expenses	0.00	0.26
Others	0.27	0.18
<b>Total</b>	<b>62.95</b>	<b>6.56</b>
<b>NOTE 24</b>		
<b>DISCONTINUED OPERATIONS</b>		
Revenue *	18.32	14.42
Expenses *	(32.72)	(563.63)
Finance Cost *	(3.37)	(7.24)
Profit / (Loss) before tax from a discontinued operation *	(17.77)	(556.45)
* Chennai and Vizag Insulator Divisions are being considered as "discontinued operations".		



## NOTE 25

### I Disclosure of Fair value Measurements

#### (a) Financial Instruments by category:-

The following table provides categorization of all financial instruments in ₹ Million

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
<b>As at 31-03-2021</b>					
<b>Financial Assets</b>					
Investments			1.20	1.20	1.20
Trade Receivables	1.58			1.58	1.58
Cash and Cash Equivalents	1.83			1.83	1.83
<b>Financial Liabilities</b>					
Borrowings	1149.48			1149.48	1149.48
Preference Share Capital	127.50			127.50	127.50
Trade Payables	296.22			296.22	296.22
Other financial liabilities	4.34			4.34	4.34
<b>As at 31-03-2020</b>					
<b>Financial Assets</b>					
Investments			0.90	0.90	0.90
Trade Receivables	85.89			85.89	85.89
Cash and Cash Equivalents	2.22			2.22	2.22
<b>Financial Liabilities</b>					
Borrowings	1008.88			1008.88	1008.88
Preference Share Capital	127.50			127.50	127.50
Trade Payables	296.94			296.94	296.94
Other financial liabilities	3.05			3.05	3.05

#### (b) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by Valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

## W.S. INDUSTRIES (INDIA) LIMITED

The details of financial instruments that are measured at fair value on recurring basis are given below:

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Instruments at FVTOCI</b>				
<b>Investment in unlisted equity securities</b>				
As at 31-03-2021			1.20	1.20
As at 31-03-2020			0.90	0.90

### Valuation technique used to determine the fair value

The significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instruments	Valuation technique	Remarks
Investment in Unlisted securities	At Book Value	Since it is a subsidiary, carried at cost

## II Financial Risk Management

The Board of Directors (BOD) has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyse the risk faced by the Company. Risk Management systems are reviewed by the BOD periodically to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures develop a disciplined and constructive controlled environment. The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

The company has the following financial risks:

Categories of Risk	Nature of Risk
<b>Credit Risk</b>	Receivables
	Financial Instruments and cash deposits
<b>Liquidity Risk</b>	Fund Management
<b>Market Risk</b>	Foreign Currency Risk
	Cash flow and fair value interest rate risk

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risks:

### 1. Credit Risk

Credit Risk is the risk of financial loss to the Company if the customer or counterparty to the financial instruments fails to meet its contractual obligations and arises principally from the Company's receivables, treasury operations and other operations that are in the nature of lease.



### a) Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company extended credit to its customers in the normal course of business by considering the factors such as financial reliability of customers. The Company evaluates the concentration of the risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. In case of Corporate / Export Customer, credit risks are mitigated by way of enforceable securities. However, unsecured credits are extended based on creditworthiness of the customers on case to case basis.

### b) Financial Instruments and Cash deposits

Investments are made only with the approved counterparties. The Company places its cash equivalents based on the creditworthiness of the financial institutions.

## 2. Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long term funding and liquidity management requirements.

### Maturities of Financial Liabilities

in ₹ Million

Nature of Financial Liability	< 1 Year	1-5 Years	> 5 Years	Total
<b>As at 31-03-2021</b>				
Borrowing from Banks				
Trade payable	296.22			296.22
Other financial Liability	1153.82			1153.82
<b>As at 31-03-2020</b>				
Borrowing from Banks				
Trade payable	296.94			296.94
Other financial Liability	1011.93			1011.93

## 3. Market Risk

### a) Foreign Currency Risk

The Company's exposure in foreign currency denominated transactions in connection with import of raw materials, capital goods & spares, besides exports of finished goods in foreign currency, gives rise to exchange rate fluctuation risk. The Company has following policies to mitigate this risk:

Decisions regarding borrowing in Foreign Currency and hedging thereof, and the quantum of coverage is driven by the necessity to keep the cost comparable. Foreign Currency loans, imports and exports transactions are hedged by way of forward contract after taking into consideration the anticipated Foreign exchange inflows/ outflows, timing of cash flows, tenure of the forward contract and prevailing Foreign exchange market conditions.



## W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

The company's exposure to foreign currency risk (Un-hedged) as detailed below:

Currency	Trade Payables	Trade and other Receivables	Balance with Banks
<b>In USD</b>			
As at 31-03-2021	484774	15832	
As at 31-03-2020	484774	15390	
<b>In EURO</b>			
As at 31-03-2021	53969	(177312)	
As at 31-03-2020	53969	(175641)	
<b>In GBP</b>			
As at 31-03-2021	14407		
As at 31-03-2020	14407		

### Risk sensitivity on foreign currency fluctuation

Foreign Currency	31-03-2021		31-03-2020	
	3% Increase	3% Decrease	3% Increase	3% Decrease
USD	483011	454874	483465	455302
EURO	238219	224343	236498	222722
GBP	14839	13975	14839	13975

### b) Cash flow and fair value interest rate risk

Interest rate risk arises from short term borrowings with variable rates which exposed the Company to cash flow interest rate risk. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost.

However the facilities extended to the Company have been declared as Non Performing Assets with the respective Banks / financial institutions.

### III) Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the Shareholders' wealth. The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants.

However, the accumulated lossess of the company are more than its net worth and the company is in consultation with financial institutions for its revival plan.



in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 26</b>		
<b>CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR</b>		
<b><u>Contingent Liabilities</u></b>		
(a) Guarantees	<b>15.48</b>	15.48
(b) Corporate Guarantees issued	<b>1.26</b>	1.26
(c) Arrears of dividend on Non Convertible Cumulative Redeemable Preference Shares **	<b>117.98</b>	107.54
(d) Labour Disputes	<b>14.91</b>	14.91
(e) Liability on account of Negative Net Foreign Exchange	<b>3.01</b>	
(f) Provident Fund Penal Damages and interest thereon for delayed contribution for earlier periods	<b>6.91</b>	6.91
(g) Penalty and Interest towards delayed remittances of Sales Tax for earlier periods	<b>0.37</b>	0.37
** The decision on the redemption of preference shares and the arrears of dividend will be taken once the resolution plan is finalised including the secured financial creditors i.e., Banks/financial institutions.		
<b>NOTE 27</b>		
<b>PAYMENT TO AUDITOR</b>		
<b>As auditor:</b>		
Audit Fee	<b>0.30</b>	0.30
Tax Audit Fee	<b>0.02</b>	0.02
Limited Review	<b>0.05</b>	0.03
<b>In other capacity:</b>		
Other services (Certification Fees)	<b>0.01</b>	0.01
	<b>0.38</b>	0.36
<b>NOTE 28</b>		
Value of imports on CIF basis (including Materials in transit)	<b>Nil</b>	Nil
<b>NOTE 29</b>		
Value of Raw Materials (including Components) and Stores/Spare Parts consumed	<b>Nil</b>	Nil
<b>NOTE 30</b>		
Amounts remitted in foreign currencies	<b>Nil</b>	Nil
<b>NOTE 31</b>		
Earnings in Foreign Exchange	<b>Nil</b>	Nil

## W.S. INDUSTRIES (INDIA) LIMITED

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 32</b> Employee cost w.r.t Researrch & Development and Repairs & Maintenace	<b>Nil</b>	Nil

### NOTE 33

#### RATIOS

		31-Mar-21	31-Mar-20	Explanation for any change in the ratio by more than 25% as compared to the preceding year
a)	Current Ratio (Current Assets / Current Liabilities)	<b>0.08</b>	0.13	Provision for Doubtful Debts provided during the year under review.
b)	Debt Equity Ratio (Total Debt / Total Equity)	<b>(1.23)</b>	(1.19)	
c)	Debt Service Coverage Ratio (Net Profit after Tax +Non Cash Expenditure + Interest + other Abnormal Adjustment/ (Interest+Principal i.e. Instalments of debt))	*	*	
d)	Return on Equity Ratio (Profit after tax/ Networth)	<b>0.10</b>	0.84	In Previous Year Impairment of Assets and Inventories write off were there.
e)	Inventory Turnover Ratio (Cost of Goods sold / Average Inventory)	*	*	
f)	Trade Receivables Turnover Ratio (Trade Receivables / Net Sales)	*	*	
g)	Trade Payables Turnover Ratio (Trade Payables / Net Sales)	*	*	
h)	Net Capital Turnover Ratio (Net Sales / Average Working Capital)	*	*	
i)	Net Profit Ratio (Net Profit/ Net Sales)	*	*	
j)	Return on Capital employed (EBIT/ Capital employed i.e. Total Assets - Current Liabilities)	<b>0.10</b>	0.83	In Previous Year Impairment of Assets and Inventories write off were there.
k)	Return on Investment ((Investment Gains - Investment Cost)/Investment Cost)	*	*	

\* Not applicable.



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Debt Service Coverage Ratio - No Interest has been provided on the financial facilities availed from the banks/financial institutions since the company will be seeking reliefs as part of the resolution plan eventually to be finalised.

Inventory Turnover Ratio - There were no inventories in the Company during the year under review

Trade Receivables Turnover Ratio - No core business activity was carried on during the year under review except scrap sales.

Trade Payables Turnover Ratio - No core business activity was carried on during the year under review except scrap sales.

Net Capital Turnover Ratio - No core business activity was carried on during the year under review except scrap sales.

Net Profit Ratio - No core business activity was carried on during the year under review except scrap sales.

Return on Investment - The investment in the Company during the year under review is towards the subscription to the fully paid equity shares having face value of ₹10 each in its subsidiaries only.

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#### **NOTE 34**

The status of the case filed by M/s. Pragathi Fabricators, as reported last year, is now before the High Court for the State of Telangana at Hyderabad and remains unchanged.

#### **NOTE 35**

The matter pertaining to the summary suit filed by Balaji Electrical Insulators P Ltd is now before the Principal Senior Civil Judge, Ahmedabad Civil Court remains unchanged.

#### **NOTE 36**

The status of the case as reported last year filed by M/s. Roto Pumps Ltd before the Court of Commercial Court, Noida remains unchanged.

# W.S. INDUSTRIES (INDIA) LIMITED

## NOTE 37

### SEGMENT DISCLOSURE

#### A. PRIMARY SEGMENT INFORMATION

in ₹ Million

Particulars	Electro-porcelain Products	Turnkey Projects	Total	Electro-porcelain Products	Turnkey Projects	Total
	2020 - 21			2019 - 20		
<b>1 REVENUE</b>						
Net Sales					2.08	2.08
<b>2 RESULT</b>						
Segment result - EBIT	-	(65.80)	(65.80)	(45.35)	(4.18)	(49.53)
Finance Charges (Net)			0.00			0.02
Other Income			-			-
<b>Profit / (Loss) from Continuing Operations</b>			(65.79)			(49.51)
Profit / (Loss) from Discontinued Operations			(17.77)			(556.45)
<b>Net Profit / (Loss) for the period</b>			(83.56)			(605.96)
<b>3 Other Information</b>						
Segment Assets	1.57	0.21	1.78	23.85	62.26	86.11
Unallocated Corporate Assets			117.09			107.06
Non Current Assets held			607.82			541.05
<b>Total Assets</b>			<b>726.69</b>			<b>734.22</b>
Segment Liabilities	292.73	3.49	296.22	293.57	3.37	296.94
Unallocated Corporate Liabilities			1236.72			1159.97
<b>Total Liabilities</b>			<b>1532.94</b>			<b>1456.91</b>
Capital expenditure			71.66			0.19
Depreciation		0.01	0.01	42.06	0.06	42.12
Non-cash expenses other than depreciation						
<b>B. SECONDARY SEGMENT INFORMATION</b>						
<b>Revenue by Geographical Market</b>						
India					2.08	2.08
Rest of the World						
<b>Total</b>					2.08	2.08



## Notes to Segment Reporting

### 1 Business Segments:

The Company has considered business segment as the primary segment for disclosure. The business segments are:

Electro-porcelain products and Turnkey Projects.

### 2 Geographical Segments:

The geographical segments considered for disclosure are: India and Rest of the world.

### 3 Segmental assets includes all operating assets used by respective segment and consists principally of operating Debtors, Inventories and Fixed Assets net of allowances and provisions.

Segmental liabilities include all operating liabilities and consist primarily of Creditors and accrued liabilities.

Segment assets and liabilities do not include income tax assets and liabilities.

## NOTE 38

Contribution to Gratuity is covered under a Master Policy with Life Insurance Corporation of India and the liability ascertained based on the actuals and has already been charged to Profit and Loss Account. During the year under review no additional liability has arisen.

## NOTE 39

### Disclosure of Related Party transactions, as required under Indian Accounting Standard (IndAS 24) of The Companies (Indian Accounting Standards) Rules, 2015:

#### (a) List of Related Parties :

Subsidiary Companies
Vidagara Tech Park Private Limited
WS Insulators Private Limited

#### (b) Transactions with Related parties : (in ₹ million)

	Subsidiary Companies
Payment of Advance towards post operative expenses	0.01
Receipt of advance paid towards pre and post operative expenses	0.06
Subscription to 30000 fully paid equity shares having face value of ₹10 each on rights basis	0.30
<b>Balance as on 31 03 2021:</b>	
Receivable / Payable	-

#### (c) Remuneration to Managing Directors / Wholetime Director - NIL

## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **NOTE 40**

Confirmation of balances from suppliers, customers, depositors, Banks/financial institutions and others could not be carried out for the period under review for the reasons indicated in Note 2.

### **NOTE 41**

No Interest has been provided on the financial facilities availed from the financial institutions since the company will be seeking reliefs as part of the resolution plan eventually to be finalised. The outstanding amounts as on 31<sup>st</sup> January 2021 has been indicated to the company and as follows-

The Company has partially complied with the terms of the settlement agreements executed with the secured lenders as highlighted in the annual report for the financial year ending 31<sup>st</sup> March 2019 but the company has been unable to complete the full and final settlement due in February 2019. Pursuant to the same, the Company has received latest claim letter in Feb 2021 claiming repayment of contractual dues as follows:

- (i) ₹ 5231.80 Million from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Jan. 31, 2021,
- (ii) ₹ 1105.26 Million from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Jan. 31, 2021 and
- (iii) ₹ 1774.00 Million from Allium Finance Private Limited as on Jan 31, 2021.

The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the company. The Company is in discussions with the secured lenders for its resolution.

### **NOTE 42**

The disclosure as required under Ind-AS 19 – Employee Benefits does not arise for the period ended 31<sup>st</sup> March 2021.

### **Note 43**

Consequent to the favourable order of the Hon'ble Supreme Court w.r.t the Chennai Land, consequential and required steps have been taken with the appropriate authorities.

### **NOTE 44**

The Company is in discussions with Allium Finance Private Limited, IDBI Trusteeship Services Limited, and Edelweiss Asset Reconstruction Company Limited to find a resolution to the outstanding loan liabilities with them and arising from the non-completion of the settlement agreements signed with them on 12<sup>th</sup> April 2018.

### **NOTE 45**

In the previous year Chennai Insulator division and Visakhapatnam Insulator division (wef 01.10.2019- 6 Months) were considered as “Discontinued Operations”. For the current full year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as “Discontinued Operations”. Hence previous period figures are not comparable. Turnkey Project Business Segment is considered as “Continuing Operations” in both the years. Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.



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**NOTE 46**

The status of the case as reported last year with respect to the arbitration against TNEB on a contract remains unchanged.

**NOTE 47**

The status of the case as reported last year with respect to the application under Section 19 (4) of the Recovery of Debts Due to Banks & Financial Institutions Act 1993 was filed by EARC on behalf of Punjab National Bank and Indian Overseas Bank, before DRT II, Chennai where Company was one of the respondents remains unchanged.

**NOTE 48**

The petition filed by the Company before Principal Labour Court, Chennai seeking relief against the order passed by the Deputy Director, Employee State Insurance Corporation, Chennai for the additional contribution of ₹ 0.61 Million was dismissed. The order was received and since paid.

**NOTE 49**

The status on the matter pertaining to a claim amounting to ₹ 1.19 Million under provident fund is pending before the Central Government Industrial Tribunal (CGIT) cum Labour Court, Chennai remains unchanged.

**NOTE 50**

The status on the appeal filed by M/s. Union Roadways Ltd, Vizag is now before the SPL Judge for SC and ST Cases at Visakhapatnam remains unchanged.

**NOTE 51**

The status on the legal dispute with one of the supplier M/s. Savani Transport (P) Ltd, Vizag pending before Senior Civil Judge, Senior Civil Court, Visakhapatnam remains unchanged.

**NOTE 52**

The status on the appeal filed by the Company before the Central Government Industrial Tribunal Cum Labour Court at Chennai against the Order dated 26/12/2017 bearing No.TB/RO/TAM/5839/523/PDC/ DAMAGES/2017 passed by the Regional Provident Fund Commissioner II, Chennai under Sec 14-B of the Employees Provident Fund Scheme, 1952 levying Penal Damages for delayed contribution remains unchanged.

**NOTE 53**

The status on the appeal filed by the Company before the Central Government Industrial Tribunal Cum Labour Court at Hyderabad against the Order dated 15/02/2018 bearing No. AP/VSP/55323/PD/14B/ZONE-55/2018/5992 passed by Assistant Provident Fund Commissioner (PD), The Employees Provident Fund Organization, Regional Office, Visakhapatnam under Sec 14-B of the Employees Provident Fund Scheme, 1952 levying Penal Damages for delayed contribution remains unchanged.

**NOTE 54**

The status on the appeal filed by the Company, aggrieved by the award dated 21<sup>st</sup> May 2019 passed by the Empowered Officer (arbitrator) in the dispute with M/s.Uttar Haryana Bijli Vitran Nigam Limited, Haryana pertaining to the recovery claim remains unchanged.



## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **NOTE 55**

The trespasser has filed a miscellaneous application before the Hon'ble Supreme Court of India seeking modification of the Judgment dated 06.02.2020 in Civil Appeals bearing C.A. Nos. 1318 and 1319 of 2017. The Company has taken steps to defend the same. The status remains unchanged.

### **NOTE 56**

A Writ Petition has been filed by the trespasser on 27.02.2020 in the Hon'ble High Court of Madras disputing the land acquisition proceedings dated 15.06.1962 and 16.06.1962. The Company has taken steps to defend the same. The status remains unchanged.

### **NOTE 57**

A Public Interest Litigation has been filed by a litigant on 16.03.2020 with reference to the G.O. (Ms.) No. 145 dated 22.11.2018 received by the Company. The Company has taken steps to defend the same. The status remains unchanged.

### **NOTE 58**

A Public Interest Litigation has been filed by a litigant on 16.03.2020 with reference to the lands of an extent of 6 Cents in possession of the Company. The Company has taken steps to defend the same.

### **NOTE 59**

A Writ Petition has been filed by the trespasser pending before the High Court of Madras with reference to the G.O. (Ms.) No. 145 dated 22.11.2018 pertaining to lands of the Company. The Company has taken steps to defend the same. The status remains unchanged.

### **NOTE 60**

With reference to land of 0.60 acres in the possession of the Company since 26.02.1964 the Tahsildar, Maduravoyal Taluk, Chennai has raised a show cause regarding the ownership of the same. The Company has filed its response with requisite supporting documents with a request to withdraw the said show cause notice and thus render justice. Reply awaited.

### **NOTE 61**

The status on the appeal filed by the company for the waiver of Late filing levy u/s 234E and Interest thereon u/s 220(2) of the Income Tax Act with respect to its Chennai Insulator Division and the appeal on the same subject matter with respect to its Vizag Insulator Division remains unchanged.

### **NOTE 62**

As required under Ind AS 36 Impairment amounting to ₹ 461.89 Millions has been provided for the year ended 31<sup>st</sup> Mar 2021 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) with reference to Land on unexpired Lease period (as on 31<sup>st</sup> Mar 2021), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made earlier in the year ended 31<sup>st</sup> March 2020 amounting to ₹ 457.00 Millions stands reversed.



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**NOTE 63**

The company has additionally subscribed to 30000 Equity Shares of ₹ 10/- each fully paid up in the Subsidiary, viz., Vidagara Tech Park Private Limited during the year under review.

**NOTE 64**

With reference to SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dt. 26 11 2018, on “Fund raising by issuance of Debt Securities by Large Entities”, the company does not fall under the Large Corporate category.

**NOTE 65**

During the year under review the Board of Directors of the Company has accorded approval for keeping and maintaining books of accounts and other documents of the Company at No.78- F3, 3<sup>rd</sup> Street, Samayapuram, Porur, Chennai-600116 with effect from 12<sup>th</sup> February 2021.

**NOTE 66**

The liability of ₹ 40 million assigned by one of the erstwhile Subsidiaries to the Holding Company, now confirmed not payable, has been written back during the period under review.

**NOTE 67**

The Board of Directors of the company in its meeting held on 14<sup>th</sup> August 2020 has approved the voluntary delisting of equity shares of the company from BSE Limited without giving exit opportunity to its shareholders in accordance with the Regulations 6 & 7 of SEBI (Delisting of Equity Shares) Regulations, 2009 (“SEBI Delisting Regulations”), and the equity shares of the company would continue to remain listed on the National Stock Exchange of India Limited.

**NOTE 68**

The Company’s shares are listed in Mumbai and National Stock Exchanges. The listing fees there against have been paid up to date.

**NOTE 69**

Figures have been regrouped/reclassified wherever necessary, to conform to this year’s classifications and as per amended schedule iii to the Companies Act, 2013 vide Notification dated 24<sup>th</sup> March 2021.

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As per our Report of even date  
for **M/s. S B S B and Associates**  
Chartered Accountants  
Firm No.: 012192S

**S.MURALEEDHARAN**  
Director

**K.RAJASEKAR**  
Wholetime Director

**D.SHARATH KUMAR**  
Partner  
Membership No.: 024568  
Chennai  
13<sup>th</sup> July 2021

**B.SWAMINATHAN**  
Chief Financial Officer and Company Secretary

# **W.S. INDUSTRIES (INDIA) LIMITED**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of W.S. INDUSTRIES (INDIA) LIMITED

### **Report on the Audit of the Consolidated financial statements**

#### **Qualified Opinion**

We have audited the accompanying Consolidated Ind AS financial statements of **W.S. INDUSTRIES (INDIA) LIMITED** (herein after referred to as the "**Holding Company**") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "**Group**"), which comprise the consolidated balance sheet as at March 31, 2021, the consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us except for the possible effects of matter given in basis for qualified opinion paragraph, 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 state of affairs of the Company as at March 31, 2021, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Qualified Opinion**

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5037.22 millions (Previous year Rs. 4953.44 millions). Further the Holding Company has overdue loans to various financial institutions amounting to Rs.719.13 millions and interest accrued and due there on of Rs.132.70 millions and the turnover during the period ended 31<sup>st</sup>March, 2021 is Rs. 15.64 millions (previous year Rs. 16.44 millions) as per the books of accounts maintained.

In the absence of external confirmation of balance as at 31<sup>st</sup> March 2021 in respect of suppliers, customers, depositors, banks/financial institutions and others of the Holding Company, we are unable to comment on it.

#### **Material Uncertainty related to 'Going Concern'**

We draw attention to the following note to the financial statements:

During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company and are being considered as discontinued operations. Turnkey Project Business Segment of the Holding Company is being considered as Continuing Operations.

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty in the Holding Company that may cause significant doubt about the Holding Company's ability to continue as a going concern. The Holding Company is in the discussion of re-vitalization and long term stability and growth of its Turnkey Project Business unit. In light of the management's expectation of the outcome of above discussion and re-vitalization,



the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the Holding Company to continue as a going concern as per SA 570.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### **Emphasis of Matter**

#### **Impact of COVID-19:**

We draw attention to Note No: 2 (e) and (f) of the consolidated financial statements, which describes the effects of COVID-19 pandemic on the group's operations and compliances, which does not have any significant impact in the group's overall performance during the current period.

It is not appropriate to estimate the duration and severity of these Consequences, as well as their impact on the financial position and results of the group for future periods.

Note no.26 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key audit matters</b>	<b>Response to Key Audit Matters &amp; Conclusion</b>
<b>Holding company:</b>	
1. Company has invested in a wholly owned subsidiary named Vidagara Tech Park Private Limited	The investment of the Company in Vidagara Tech Park Private Limited has increased by Rs.0.30 million consequent to the allotment of 30000 equity shares at a face value of Rs.10 each on rights basis.
2. Impairment of assets pertaining to discontinued operations.	In accordance with Ind AS 105 assets relating to discontinued operations have been tested for impairment loss. As the carrying amount was greater than the realizable value, impairment loss amounting to Rs.461.89 millions has been provided for the same as required under Ind AS 36. The provision made earlier in the year ended 31 <sup>st</sup> March 2020 amounting to Rs.457.00 millions stands reversed.

## W.S. INDUSTRIES (INDIA) LIMITED

3. Provision for Doubtful Debts	An amount of Rs.69.97 millions has been provided for doubtful debts in the profit and loss account.
4. Interest on the loans availed from banks/financial institutions	<p>No Interest has been provided on the financial facilities availed from the financial institutions since the company will be seeking reliefs as part of the resolution plan eventually to be finalised. The outstanding amounts as on 31<sup>st</sup> January 2021 has been indicated to the company and as follows-</p> <p>The Company has partially complied with the terms of the settlement agreements executed with the secured lenders as highlighted in the annual report for the financial year ending 31<sup>st</sup> March 2019 but the company has been unable to complete the full and final settlement due in February 2019. Pursuant to the same, the Company has received latest claim letter in Feb 2021 claiming repayment of contractual dues as follows:</p> <p>(i) ₹ 5231.80 millions from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Jan. 31, 2021,</p> <p>(ii) ₹ 1105.26 millions from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Jan. 31, 2021 and</p> <p>(iii) ₹ 1774.00 millions from Allium Finance Private Limited as on Jan 31, 2021.</p> <p>The claim amounts include interest up to the said period and other charges as provided for under the respective financing documents entered into by the company. The Company is in discussions with the secured lenders for its resolution.</p>
5. Liability written back	The liability of ₹ 40 millions assigned by one of the erstwhile Subsidiaries to the Holding Company, now confirmed not payable, has been written back during the period under review.

### Information Other Than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Information included in the management discussion and analysis, board's report including annexures to board's report, corporate governance and shareholder's information, but does not include the consolidated financial statements and our auditor's report thereon.



Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance 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 that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. 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; 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 consolidated financial statement 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern. In this context attention is drawn to Note no.2 and other related notes to the standalone financial statements which indicates that the current liabilities exceeded its current assets and it has accumulated losses which has resulted in complete erosion of the net worth of the Company as at 31<sup>st</sup> March 2021 leading to material uncertainty about the Company's ability to continue as 'Going Concern' and the Company continues to prepare its accounts on a "Going Concern" basis unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the consolidated Financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and

## **W.S. INDUSTRIES (INDIA) LIMITED**

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are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintained professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, international omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by respective management.
- Conclude on the appropriateness of respective management and board of director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Holding Company's ability to continue as a going concern. We conclude that a material uncertainty exists and attention is drawn to Material Uncertainty related to 'Going Concern' paragraph in our report herein above with related disclosures in the Note 2 (d) to the consolidated financial statements. Our conclusions are based on the audit evidence obtained upto the date of our auditors' report. However, future events or conditions may cause the Holding Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Report on Other Legal and Regulatory Requirements

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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Other Comprehensive Income, Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) The holding company has not redeemed the outstanding debentures nor made any payment of interest for the same. The holding company has obtained suitable opinion from an expert and based on the same, the company is in compliance with the provisions of sec 164 of the Companies Act, 2013.
- f) The 'Going Concern' matter described under the Material Uncertainty related to 'Going Concern' paragraph herein above, in our opinion, may have an adverse effect on the functioning of the Holding company.
- g) On the basis of the written representations received from the directors as 31<sup>st</sup> March, 2021 and taken on record by the respective Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- h) 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**".
- i) 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 Group has disclosed the impact of pending litigations on the consolidated financial position of the Group, in its consolidated financial statement – Refer Note 26 to the consolidated financial statement.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. The Group is not required to transfer, any amount to the Investor Education and Protection Fund.

For **M/s. S B S B AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 012192S

D. Sharath Kumar  
Partner

Membership No.: 024568  
UDIN: 21024568AAAABV1649

Place : Chennai  
Date : 13<sup>th</sup> July 2021



## **W.S. INDUSTRIES (INDIA) LIMITED**

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### **“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated financial statements of W.S. INDUSTRIES (INDIA) LIMITED**

#### **Report on the Internal Financial Controls Over Financial Reporting 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 **W.S. INDUSTRIES (INDIA) LIMITED** (herein after referred to as “Holding Company”) and its subsidiary companies which are companies incorporated in India as of March 31, 2021 in conjunction with our audit of the Consolidated financial statements for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company and its Subsidiary Company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Group 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 respective 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 Holding company and its Subsidiary 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent 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 judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.



## 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 Consolidated 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 Consolidated 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 Consolidated 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

The system of internal financial controls over financial reporting, with regard to the group were made available to us, to determine whether the group has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at 31<sup>st</sup> March 2021. However, in addition to above, internal financial controls over financial reporting is based on respective management's assurance.

We give a disclaimer as reported above in respect of the internal financial controls over financial reporting, considering the nature, timing and extent of audit tests in our audit of the Consolidated financial statements of the group and hence our opinion is subject to the said disclaimer on the Consolidated financial statements of the group.

For **M/s. S B S B AND ASSOCIATES**  
Chartered Accountants  
Firm Registration No.: 012192S

D. Sharath Kumar  
Partner

Membership No.: 024568  
UDIN: 21024568AAAABV1649

Place : Chennai  
Date : 13<sup>th</sup> July 2021

**W.S. INDUSTRIES (INDIA) LIMITED****CONSOLIDATED BALANCE SHEET AS ON 31<sup>st</sup> MARCH 2021**

in ₹ Million

ASSETS	NOTES	31 MAR 2021		31 MAR 2020	
<b>1 Non-Current Assets :</b>					
(a) Property, Plant and Equipment	4		<b>0.21</b>		0.22
(b) Capital Work in Progress	4				
(c) Other Intangible assets	5				
(d) Other Non- Current Assets	6		<b>0.98</b>		1.82
<b>Total Non -Current Assets</b>			<b>1.19</b>		<b>2.04</b>
<b>2 Current Assets :</b>					
(a) Financial Assets :					
i. Trade Receivables	7	<b>1.58</b>		85.89	
ii. Cash and Cash Equivalents	8	<b>2.46</b>	<b>4.04</b>	2.81	88.70
(b) Current Tax Assets (Net)	9		<b>0.02</b>		31.71
(c) Other Current Assets	10		<b>113.13</b>		70.44
<b>Total Current Assets</b>			<b>117.19</b>		<b>190.85</b>
<b>3 Non Current Assets held</b>	4		<b>607.82</b>		<b>541.05</b>
<b>TOTAL ASSETS</b>			<b>726.20</b>		<b>733.94</b>
<b>EQUITY AND LIABILITIES</b>					
<b>1 Equity:</b>					
(a) Equity Share Capital	11	<b>262.61</b>		262.61	
(b) Other Equity	12	<b>(1196.90)</b>		<b>(1113.12)</b>	
(c) Non controlling Interest	13				
<b>Total Equity</b>			<b>(934.29)</b>		<b>(850.51)</b>
<b>2 Liabilities:</b>					
Non Current Liabilities :					
Financial Liabilities					
Preference Share Capital	14		<b>127.50</b>		127.50
<b>Total Non Current Liabilities</b>			<b>127.50</b>		<b>127.50</b>
<b>Current Liabilities :</b>					
(a) Financial Liabilities					
i. Borrowings	15	<b>1149.48</b>		1008.88	
ii. Trade Payables	16	<b>296.22</b>		296.94	
iii. Other financial liabilities	17	<b>4.34</b>	<b>1450.04</b>	3.04	1308.86
(b) Provisions	18		<b>0.43</b>		0.43
(c) Other current liabilities	19		<b>82.52</b>		147.66
<b>Total Current Liabilities</b>			<b>1532.99</b>		<b>1456.95</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>726.20</b>		<b>733.94</b>
Significant Accounting Policies & Notes on Financial Statements	1 to 31				

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH 2021** in ₹ Million

PARTICULARS		Note No	31-MAR-21	31-MAR-20
	<b>INCOME:</b>			
I	Revenue from Operations	20		2.08
II	<b>Total Income ( I )</b>			2.08
	<b>EXPENSES:</b>			
III	Changes in inventories of finished goods, work-in-progress	21		
	Employee benefits expense	22	2.84	2.94
	Finance costs	23	0.00	0.16
	Depreciation	4,5	0.01	42.12
	Other expenses	24	63.16	8.04
	<b>Total Expenses (III)</b>		<b>66.01</b>	53.26
IV	Profit / (Loss) before exceptional items and tax (II - III )		<b>(66.01)</b>	(51.18)
V	Exceptional Items			
VI	<b>Profit / (Loss) before tax (IV-V)</b>		<b>(66.01)</b>	(51.18)
VII	<b>Tax expense</b>			
VIII	Profit / (Loss) for the year from Continuing Operations (VI-VII )		<b>(66.01)</b>	(51.18)
IX	Profit / (Loss) from discontinued Operations	25	<b>(17.77)</b>	(556.45)
X	Provision for Income Tax withdrawn			
XI	Profit / (Loss) from discontinued Operations after tax (IX-X)		<b>(17.77)</b>	(556.45)
XII	Profit / (Loss) for the period (VIII+XI)		<b>(83.78)</b>	(607.63)
XIII	<b>Other Comprehensive income</b>			
	A. (i) Items that will not be reclassified to Profit or loss			
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss			
	B. (i) Items that may be reclassified to profit or loss			
	(a) Profit on account of cessation of control in subsidiary			0.21
	B. (ii) Income tax relating to items that may be reclassified to profit or loss			
XIV	<b>Total other comprehensive income A(I+II)+B(I+II)</b>			0.21
XV	<b>Total comprehensive income for the period (XII+XIV)</b>		<b>(83.78)</b>	(607.42)
XVI	Withdrawn on account of cessation of control in subsidiary/Attributable to Non controlling Interests			(0.21)
XVII	<b>Total comprehensive income for the period (XV+XVI)</b>		<b>(83.78)</b>	(607.63)
	Earning per equity share (for continuing operation)			
	(i) Basic		<b>(2.91)</b>	(2.35)
	(ii) Diluted		<b>(2.91)</b>	(2.35)
	Earning per equity share (for discontinued operation)			
	(i) Basic		<b>(0.68)</b>	(21.19)
	(ii) Diluted		<b>(0.68)</b>	(21.19)
	Earning per equity share (for discontinued and continuing operation)			
	(i) Basic		<b>(3.59)</b>	(23.54)
	(ii) Diluted		<b>(3.59)</b>	(23.54)
	Significant Accounting Policies & Notes on Financial Statements	1 to 31		

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021

**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary

## STATEMENT OF CHANGES IN EQUITY

in ₹ Million

### A Equity Share Capital

Balance as at 1 <sup>st</sup> April 2020	Changes in equity share capital due to prior period errors	Restated balance at 1 <sup>st</sup> April 2020	Changes in equity share capital during the current year	Balance at 31 <sup>st</sup> March 2021
262.61				262.61
Balance as at 1 <sup>st</sup> April 2019	Changes in equity share capital due to prior period errors	Restated balance at 1 <sup>st</sup> April 2019	Changes in equity share capital during the previous year	Balance at 31 <sup>st</sup> March 2020
262.61				262.61

### B Other Equity

	Share Application Money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income	Money received against Share Warrants	Total
Balance at 1 <sup>st</sup> April 2020			3169.67	180.50	201.97	(4953.44)				288.19				(1113.11)
Changes in accounting policy on prior period errors														
Restated balance at 1 <sup>st</sup> April 2020														
Total comprehensive income for the current year						(83.78)								(83.78)
Dividends														
Transfer to Retained earnings														
Any other change														
<b>Balance at 31<sup>st</sup> March 2021</b>			<b>3169.67</b>	<b>180.50</b>	<b>201.97</b>	<b>(5037.22)</b>				<b>288.19</b>				<b>(1196.89)</b>



## B Other Equity (Contd.)

	Share Application Money pending allotment	Equity component of compound financial instruments	Capital Total Reserve	Securities Premium	Other Reserves	Retained Earnings	Debt instruments through other comprehensive Income	Equity instruments through other comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income	Money received against Share Warrants	Total
Balance at 1 <sup>st</sup> April 2019			3169.67	180.50	201.97	(4374.59)				288.19				(534.26)
Changes in accounting policy on prior period errors														
Restated balance at 1 <sup>st</sup> April 2019														
Total comprehensive income for the current year						(606.93)								(606.93)
Dividends														
Transfer to Retained earnings														
Any other change/Withdrawal on account of cessation of control in subsidiary														
Balance at 31 <sup>st</sup> March 2020			3169.67	180.50	201.97	(4953.44)				288.19				(1113.11)
						28.08								28.08

## W.S. INDUSTRIES (INDIA) LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>A. OPERATING ACTIVITIES:</b>		
Profit before tax from continuing operations	(66.01)	(51.18)
Profit/(loss) before tax from discontinued operations	(17.77)	(556.45)
Profit before tax	(83.78)	(607.63)
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation and impairment of property, plant and equipment	0.01	42.12
Net foreign exchange differences		(0.05)
Loss on disposal of property, plant and equipment		0.03
Finance costs (including fair value change in financial instruments)		0.03
Non Current Asset held - Impairment/Discarded	4.89	466.99
Provision for Doubtful Debts	69.97	
<i>Working capital adjustments:</i>		
(Increase)/Decrease in trade and other receivables and prepayments	14.35	(1.18)
(Increase)/Decrease in inventories		11.43
Increase/(Decrease) in trade and other payables	(0.71)	11.63
(Increase)/Decrease in other Current Assets	(10.16)	(22.47)
Increase/(Decrease) in Liabilities and Provisions	(65.16)	(23.78)
<b>Net cash flows from operating activities</b>	<b>(70.59)</b>	<b>(122.88)</b>
<b>B. INVESTING ACTIVITIES:</b>		
Proceeds from sale of property, plant and equipment		0.00
Purchase of property, plant and equipment	(71.66)	(0.19)
On account of cessation of control in Subsidiary		1.33
<b>Net cash flows used in investing activities</b>	<b>(71.66)</b>	<b>1.14</b>

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021 (Contd.)** in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>C. FINANCING ACTIVITIES:</b>		
Interest paid	<b>0.00</b>	(0.03)
Increase / (Decrease) in borrowings & other financial liabilities	<b>141.90</b>	103.71
<b>Net cash flows from/(used in) financing activities</b>	<b>141.90</b>	103.68
Net increase in cash and cash equivalents	<b>(0.35)</b>	(18.06)
Net foreign exchange difference		0.05
Cash and cash equivalents at the beginning of the year	<b>2.81</b>	20.82
<b>Cash and cash equivalents at year end</b>	<b>2.46</b>	2.81

**Notes on Statement of Cash Flow:**

- Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received/Paid , Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid, which have been considered on the basis of actual movement of cash with necessary adjustments in corresponding assets and Liabilities.
- Purchase of Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between beginning and end of the year.
- Cash and cash equivalents

Cash and Bank Balances	<b>2.46</b>	2.81
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	<b>2.46</b>	2.81

As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021

**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary



# **W.S. INDUSTRIES (INDIA) LIMITED**

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## **Notes forming part of Accounts**

### **NOTE 1**

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **a Statement of Compliance**

The financials statements are prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act,2013, as amended from time to time.

##### **b Basis of presentation of Financial Statements**

The Consolidated financial statements relate to W.S. Industries (India) Limited (the Parent Company), and its Subsidiary Companies. The Parent Company with its subsidiaries constitute the Group.

The financial Statements of the Holding Company and the Subsidiary Companies' statements used are drawn for the Period April 2020 - March 2021.

The Group maintains its accounts on accrual basis following the historical cost convention, in accordance with the Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act 2013.

The preparation of financial statements in conformity with Ind AS requires that the respective managements of the companies makes estimates and assumptions that affect the reported amounts if income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements.

##### **c Principles of consolidation**

The financial statements of the Parent Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and unrealized profits resulting therefrom and are presented to the extent possible, in the same manner as the Company's independent financial statements.

The Financial Statements of the Parent Company and its Subsidiary Companies have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

The Subsidiary Companies considered in the consolidated financial statements are Vidagara Tech Park Private Limited and WS Insulators Private Limited, whose country of incorporation is India and the percentage of voting power by W.S. Industries (India) limited as on 31<sup>st</sup> March 2021 is 100% and 100% respectively.

##### **d Stock in Trade is valued at Cost or NRV, whichever is lower.**

### **NOTE 2**

- a. During the year under review, there was no production in the Chennai and Vizag plants of the Holding Company.



- b. No business activity was carried on during the year under review in both the subsidiaries of the Holding Company since kept as Special Purpose Vehicle (“SPV”) as a part of the resolution plan of the Holding Company with the secured lenders.
- c. In the previous year Chennai Insulator division and Visakhapatnam Insulator division (wef 01.10.2019- 6 Months) of the Holding Company were considered as “Discontinued Operations”. For the current full year under review, Chennai Insulator division and Visakhapatnam Insulator division of the Holding Company are being considered as “Discontinued Operations”. Hence previous period figures are not comparable. Turnkey Project Business Segment of the Holding Company is considered as “Continuing Operations” in both the years.
- d. (i) It is clarified that the Holding Company’s Project business vertical is currently functioning at a low scale because of inadequacy of funds.

However, the Holding Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit which potential and opportunity exists once the balance sheet is restructured.

As part of this exercise, the Holding Company has entered into a Memorandum of Understanding (MoU) with M/s. Vishnusurya Projects and Infra Private Limited, Chennai (“VSPIPL”) to identify and explore business opportunities in the Turnkey Project Segment more specifically in the areas of:

Electrical Projects for Substations and Transmission Lines, Rural Electrification, Industrial electrification etc. on Total turnkey basis and other Green Field Projects including Business Development, Planning, Design, Sourcing, Scheduling, Execution, Testing & Commissioning, Operation & Maintenance until Taking over by the Customer.

However, the continuing disruption caused by the Covid pandemic on normal business activities has delayed the progress of such evaluation.

- (ii) The Holding Company is also in the process of exploring various options for effective usage of its industrial land in Chennai in compliance with various approvals and regulations based on its previous experience.

These steps are intended to set the foundation for the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a ‘going concern’ basis of accounting.

- e. Due to the reasons as explained above, the lockdown and restriction of activities due to Covid-19 did not have any significant impact in the Holding Company’s overall performance during the current period, but has impacted the functioning with shutdown of office.

Due to the above, the efforts of the Holding Company on the resolution plan has not made progress. The Holding Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.

- f. Regarding the subsidiaries, the effects of COVID-19 pandemic did not have any significant impact on their respective operations and compliances, during the year under review.

### **NOTE 3**

#### **REGROUPING OF FIGURES**

Figures have been regrouped/reclassified wherever necessary, to conform to this year’s classifications and as per amended schedule iii to the Companies Act,2013 vide Notification dated 24<sup>th</sup> March 2021.

# W.S. INDUSTRIES (INDIA) LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

### NOTE 04

### FY 2020 -2021

### Property, Plant and Equipment

	Gross Block						Accumulated Depreciation						NET BLOCK		
	Balance as at 1st April 2020	Additions	Deletions	Transfers Discontinued Operations	Impairment #	with-drawn on account of cessation of control in subsidiary	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation charge for the year \$	Deletions	Transfers Discontinued Operations	with-drawn on account of cessation of control in subsidiary	Balance as at 31st March 2021	WDV as on 31st March 2021	WDV as on 31st March 2020
<b>1. Property, Plant and Equipment</b>															
Land															
Buildings															
Plant and Machinery including Electrical Installations	0.01						0.01	0.01				0.01	0.00		
Furniture, Fixtures	0.19						0.19	0.09	0.01			0.10	0.09	0.10	
Office Equipments	0.09						0.09	0.01	0.00			0.01	0.08	0.08	
Vehicles	0.80						0.80	0.76	0.00			0.76	0.04	0.04	
<b>Total</b>	<b>1.09</b>						<b>1.09</b>	<b>0.87</b>	<b>0.01</b>			<b>0.88</b>	<b>0.21</b>	<b>0.22</b>	
<b>2. Capital Work In Progress</b>															
<b>3. Non Current Assets held *</b>	<b>1359.38</b>	<b>71.66</b>			<b>(4.89) #</b>		<b>1426.15</b>	<b>818.33</b>				<b>818.33</b>	<b>607.82</b>	<b>541.05</b>	
<b>Grand Total</b>	<b>1360.47</b>	<b>71.66</b>			<b>(4.89)</b>		<b>1427.24</b>	<b>819.20</b>	<b>0.01</b>			<b>819.21</b>	<b>608.03</b>	<b>541.27</b>	

\* Non Current Assets held pertains to Chennai and Vizag Insulator Divisions of the Holding Company which are being considered as discontinued operation.

# Impairment pertains to Visakhapatnam Insulator Division of the Holding Company on Land on unexpired lease period as on 31.03.2021, Building on card rate and other fixed assets on respective WDV basis.

\$ Depreciation of Turnkey Project Business Unit for 12 Months of the Holding Company.

### FY 2019-2020

### Property, Plant and Equipment

	Gross Block						Accumulated Depreciation						NET BLOCK		
	Balance as at 1st April 2019	Additions	Deletions	Transfers Discontinued Operations **	Impairment # / Write off @	with-drawn on account of cessation of control in subsidiary ##	Balance as at 31st March 2020	Balance as at 1st April 2019	Depreciation charge for the year \$	Deletions	Transfers Discontinued Operations **	with-drawn on account of cessation of control in subsidiary ##	Balance as at 31st March 2020	WDV as on 31st March 2020	WDV as on 31st March 2019
<b>1. Property, Plant and Equipment</b>															
Land	3555.61			48.01		3507.60	14.55	0.73		15.28					3541.06
Buildings	439.27			439.27			153.09	6.30		159.39					286.18
Plant and Machinery including Electrical Installations	1010.70			1010.66		0.03	0.01	585.11	34.35	619.43	0.02	0.01	0.00	0.00	425.59
Furniture, Fixtures	9.68			9.49			0.19	8.73	0.35	8.99		0.09	0.10	0.10	0.95
Office Equipments	16.74			16.65			0.09	14.30	0.34	14.63		0.01	0.08	0.08	2.44
Vehicles	1.07			0.27			0.80	0.97	0.05	0.26		0.76	0.04	0.10	0.10
<b>Total</b>	<b>5033.07</b>			<b>1524.35</b>		<b>3507.63</b>	<b>1.09</b>	<b>776.75</b>	<b>42.12</b>	<b>817.98</b>	<b>0.02</b>	<b>0.87</b>	<b>0.22</b>	<b>0.22</b>	<b>4256.32</b>
<b>2 - Capital Work In Progress</b>	<b>7.04</b>				<b>7.04 @</b>										<b>7.04</b>
	<b>7.04</b>				<b>7.04</b>										<b>7.04</b>
<b>3. Non Current Assets held *</b>	<b>302.47</b>	<b>0.19</b>	<b>10.63</b>	<b>1524.35</b>	<b>457.00#</b>		<b>1359.38</b>	<b>8.01</b>		<b>7.65</b>	<b>817.98</b>		<b>818.33</b>	<b>541.05</b>	<b>294.46</b>
<b>Grand Total</b>	<b>5342.58</b>	<b>0.19</b>	<b>10.63</b>	<b>0.00</b>	<b>464.04</b>	<b>3507.63</b>	<b>1360.47</b>	<b>784.76</b>	<b>42.12</b>	<b>7.65</b>	<b>0.00</b>	<b>0.02</b>	<b>819.20</b>	<b>541.27</b>	<b>4557.82</b>

\* Non Current Assets held pertains to Chennai (12 Months) and Vizag (wef 01.10.2019- 6 Months) Insulator Division of the Holding Company which are being considered as discontinued operation.

\*\* Transfers pertain to Visakhapatnam Insulator Division of the Holding Company.

@ Capital WIP have been fully written off in the books of Visakhapatnam Insulator Division of the Holding Company because of "Discontinued Operations".

# Impairment pertains to Visakhapatnam Insulator Division of the Holding Company on Land on unexpired lease period as on 31.03.2020, Building on card rate and other fixed assets on respective WDV basis.

\$ Depreciation of Visakhapatnam Plant till 30th Sept. 2019 due to discontinued operation w.e.f. 1st Oct. 2019 and Turnkey Project Business Unit for 12 Months of the Holding Company.

## Withdrawal on account of cessation of control in Subsidiary w.e.f.10th June 2019



**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

**NOTE 05**

**OTHER INTANGIBLE ASSETS**

**FY 2020 -2021**

Particulars	Gross Block					Accumulated Depreciation					NET BLOCK	
	Balance as at April 1, 2020	Additions	Deletions	withdrawn on account of cessation of control in subsidiary	Balance as at Mar 31st, 2021	Balance as at April 1, 2020	Depreciation charge for the year	Deletions	withdrawn on account of cessation of control in subsidiary	Balance as at Mar 31st, 2021	Balance as at Mar 31st, 2021	Balance as at April 1, 2020
Total												

**NOTE 05**

**FY 2019-20**

Particulars	Gross Block					Accumulated Depreciation					NET BLOCK	
	Balance as at April 1, 2019	Additions	Deletions	with-drawn on account of cessation of control in subsidiary ##	Balance as at Mar 31st, 2020	Balance as at April 1, 2019	Depreciation charge for the year \$	Deletions	with-drawn on account of cessation of control in subsidiary ##	Balance as at Mar 31st, 2020	Balance as at Mar 31st, 2020	Balance as at April 1, 2019
Computer software	0.04			0.04	-	0.03	0.00		0.03			0.01
Total	0.04			0.04	-	0.03	0.00		0.03			0.01

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 6</b>		
<b>OTHER NON CURRENT ASSETS</b>		
(1) Advances Other than Capital Advances		
Deposits	<b>0.98</b>	0.99
(2) Others (Specify nature)		
Prepaid Expenses		0.83
<b>Total</b>	<b>0.98</b>	<b>1.82</b>
<b>CURRENT ASSETS</b>		
<b>NOTE 7</b>		
<b>TRADE RECEIVABLES</b>		
<i>Current</i>		
<b>Trade Receivables</b>		
i) Considered Good - Secured		
ii) Considered Good -Unsecured		85.89
iii) Which have significant increase in Credit Risk	<b>71.55</b>	
iv) Credit impaired		
Less: Provision for doubtful debts	<b>69.97</b>	
<b>Total</b>	<b>1.58</b>	<b>85.89</b>

## Trade Receivables ageing schedule

Particulars	Outstanding for following periods from the date of Transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good						
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	2.52	0.89	1.61	0.20	62.65	67.86
(iii) Undisputed Trade Receivables - credit impaired						
(iv) Disputed Trade Receivables considered good						
(v) Disputed Trade Receivables - which have significant increase in credit risk					3.68	3.68
(vi) Disputed Trade Receivables - credit impaired						
	2.52	0.89	1.61	0.20	66.33	71.55
Less: Provision for doubtful debts	2.41		1.61	0.20	65.75	69.97
<b>Total</b>	<b>0.11</b>	<b>0.89</b>			<b>0.58</b>	<b>1.58</b>


**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 8</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
(a) Balances with Banks	2.44	2.71
(b) Cash on hand	0.02	0.10
<b>Total</b>	<b>2.46</b>	2.81
<b>NOTE 9</b>		
<b>CURRENT TAX ASSETS AND LIABILITIES</b>		
<i>Current Tax Assets</i>		
Tax deducted at source	0.02	31.71
<b>Total</b>	<b>0.02</b>	31.71
<b>NOTE 10</b>		
<b>OTHER CURRENT ASSETS</b>		
a. Advances Other than Capital Advances		
Deposits	77.50	35.75
b. Others (Specify nature)		
(i) Prepaid Expenses	1.32	0.48
(ii) Others	34.31	34.22
<b>Total</b>	<b>113.13</b>	70.45

**NOTE 11**
**EQUITY SHARE CAPITAL**
**Note A:**

Particulars	As on 31 <sup>st</sup> March 2021		As on 31 <sup>st</sup> March 2020	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised</b>				
Equity Shares of ₹ 10 each	35000000	350.00	35000000	350.00
Cumulative Redeemable Preference Shares of ₹ 100 each	1500000	150.00	1500000	150.00
<b>Issued</b>				
Equity Shares of ₹ 10 each	26260607	262.61	26260607	262.61
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50
<b>Subscribed &amp; Paid Up</b>				
Equity Shares of ₹ 10 each	26260607	262.61	26260607	262.61
Cumulative Redeemable Preference Shares of ₹ 100 each	1275000	127.50	1275000	127.50

# W.S. INDUSTRIES (INDIA) LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

### Terms / Rights attached to Equity Shares

The holding company has only one class of equity shares having a par value of ₹ 10/- Per share. Each Holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to the number of equity shares held by the shareholders.

### Note B: Reconciliation of No. of shares outstanding

During the year the holding company has neither issued any shares nor bought back any shares.

### Note C: Shareholders holding more than 5% of the shares

Name of Shareholders	As on 31 <sup>st</sup> March 2021		As on 31 <sup>st</sup> March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
W.S. International (P) Ltd.	1874657	7.14%	1874657	7.14%
Blue Chip Investments (P) Ltd.	4096138	15.60%	4096138	15.60%
EARC SAF 1 Trust	2434358	9.27%	2434358	9.27%
Edelweiss Asset Reconstruction Company Limited	1901268	7.24%	1901268	7.24%

### Shares held by Promoters at the end of the year

S. No	Promoter Name	As on 31 <sup>st</sup> March 2021		As on 31 <sup>st</sup> March 2020		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	% Change during the year
1	Bluechip Investments Private Limited	4096138	15.60%	4096138	15.60%	-
2	Murali Consultancy Services Private Limited	163188	0.62%	82131	0.31%	99%
3	Trala Electromech Systems Pvt Ltd	262470	1.00%	262470	1.00%	-
4	Vensunar Holdings Private Limited	1234609	4.70%	1234609	4.70%	-
5	Vensunar Private Limited	365000	1.39%	365000	1.39%	-
6	W S International Private Limited	1874657	7.14%	1874657	7.14%	-
7	Galaxy Investments Private Limited	889178	3.39%	889178	3.39%	-
8	W S Test Systems Private Limited			81057	0.31%	-100%
9	Narayan Sethuramon	460051	1.75%	291701	1.11%	58%
10	V Srinivasan	296303	1.13%	446453	1.70%	-34%
11	Vidya Srinivasan	7550	0.03%	25750	0.10%	-71%
12	Suchitra Murali Balakrishnan	249341	0.95%	249341	0.95%	-
	Total	9898485	37.69%	9898485	37.69%	-


**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 12</b>		
<b>OTHER EQUITIES</b>		
<b>RESERVES AND SURPLUS</b>		
a) Capital Reserve	<b>3169.67</b>	3169.67
b) Share Premium	<b>180.50</b>	180.50
c) Revaluation Reserve	<b>290.21</b>	290.21
d) Revaluation Reserve - IND AS	<b>(2.02)</b>	(2.02)
e) Capital Redemption Reserve	<b>176.16</b>	176.16
f) Special General Reserve	<b>25.81</b>	25.81
g) Retained earnings	<b>(5037.22)</b>	(4953.44)
<b>Total</b>	<b>(1196.89)</b>	(1113.11)
<b>RESERVES FOR EQUITY INSTRUMENTS THROUGH OTHER COMPREHENSIVE INCOME</b>		
Balance at beginning of Year		(533.60)
Withdrawal on account of cessation of control in subsidiary		533.60
<b>Balance at end of Year</b>		
<b>RETAINED EARNINGS</b>		
Balance at beginning of Year	<b>(4953.44)</b>	(4374.59)
Profit for the Year	<b>(83.78)</b>	(606.93)
Withdrawal on account of cessation of control in subsidiary		28.08
<b>Balance at end of Year</b>	<b>(5037.22)</b>	<b>(4953.44)</b>

**Description of nature and purpose of Reserve:**

- (i) Capital Reserve represents gain of a capital nature. It can be used in writing off the capital losses from sale of fixed assets, shares & debentures and issue of fully paid up bonus shares to existing shareholders. Capital Reserve is not available for distribution to shareholders as dividend.
- (ii) Share Premium records the premium component on issue of shares and can be utilised only in accordance with the provisions of Companies Act, 2013.
- (iii) Revaluation Reserve is the reserve which is created when any Fixed Asset / Non Current Asset (As per Ind AS) is revalued. It cannot be utilised for the purpose of issue of fully paid up bonus shares or write off of capital losses, unless the revalued fixed assets have been disposed off.
- (iv) Capital redemption reserve is transferred from undistributed profits i.e. general reserves, profit or loss account. It can be utilized for the purpose of buy back of shares, incremental effect of fresh equity shares or preference shares issued to redeem the old preference shares, issuing fully paid bonus shares and not available for distribution to shareholders as dividend.



## W.S. INDUSTRIES (INDIA) LIMITED

### NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

- (v) Special General reserve is created for specific purposes. It can be utilized only for the purpose for which it has been created and cannot be utilized for other purposes and not available for distribution to shareholders as dividend.
- (vi) Reserves for equity instruments through other comprehensive income is created with value changes recognised in profit or loss on account of measurement at fair value of all equity investments, except for those investments for which the entity has irrevocably elected to present value changes in other comprehensive income (OCI) and not available for distribution to shareholders as dividend.

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 13</b>		
<b>NON CONTROLLING INTEREST</b>		
Balance at beginning of Year		0.48
Profit for the Year		(0.69)
Withdrawal on account of cessation of control in subsidiary		0.21
<b>NON CURRENT LIABILITIES</b>		
<b>NOTE 14</b>		
<b>PREFERENCE SHARE CAPITAL</b>		
<i>Non Current</i>		
<b>Unsecured</b>		
1275000 (1275000) Non-Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each fully paid - up	127.50	127.50
<b>Total</b>	127.50	127.50

**Note: Shareholders holding more than 5% of the shares**

Name of Shareholders	Preference Shares			
	As at 31 <sup>st</sup> March 2021		As at 31 <sup>st</sup> March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vensunar Holdings (P) Ltd.	925000	72.55%	925000	72.55%
Vensunar (P) Ltd.	350000	27.45%	350000	27.45%

The 925000 Non-convertible, Redeemable and cumulative Preference Shares of ₹ 100/- each fully paid up with coupon rate of 5% / 7.5% subscribed by Vensunar Holdings (P) Ltd. and due for redemption on 30<sup>th</sup> Sept. 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 30<sup>th</sup> Sept. 2021.

350000 Non-convertible, Redeemable and cumulative Preference Shares ₹ 100/- each fully paid up with a coupon rate of 10% subscribed by Vensunar (P) Ltd. which are due for redemption on 31<sup>st</sup> Aug. 2020 has been extended by the above shareholder for a further period of 12 months, i.e., upto 31<sup>st</sup> Aug. 2021.

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 15</b>		
<b>BORROWINGS</b>		
<b>CURRENT LIABILITIES</b>		
<b>Secured</b>		
Current Maturities of Long-term borrowings *	<b>719.13</b>	719.13
Interest accrued and due on loans @	<b>132.70</b>	132.70
<b>Unsecured</b>		
Loan from Others **	<b>297.65</b>	157.05
<b>Total</b>	<b>1149.48</b>	1008.88

**Secured:**

\* Period and amount of dues: ₹ 719.13 Million has fallen due on or before 31<sup>st</sup> March 2016

@ Period and amount of dues: ₹ 132.70 Million has fallen due on or before 31<sup>st</sup> March 2016

The above Long Term Loans are secured by the :

First charge on the Holding Company's immovable and movable fixed assets, present and future, as set out hereunder:

- i) Security has been created on NCD of ₹ 20 million in favour of IDBI Trusteeship Services Limited on behalf of the Debentureholders and in favour of Allium Finance Ltd. and Edelweiss Asset Reconstruction Company Ltd. acting in its capacity as trustee of the EARC SAF-1 Trust for the Term Loans aggregating to ₹ 147.64 million on the block assets of the Holding Company situated at the Vizag Plant and on 2.91 acres of land situated at Porur, Chennai and in respect of vacant land of the Holding Company admeasuring 2.214 acres situated at Sedarpet Village, Pondicherry on pari passu basis among these lenders and pledge of 29,70,000 equity shares of the Promoters. EARC SAF 1 Trust is also secured by block assets of the Holding Company situated at Chennai to the extent of 10.80 acres of land.
- ii) Security Receipts of ₹ 59.48 million classified as Term Loan from other than Banks are secured by Block Assets of the company situated at Chennai to the extent of 13.71 acres of land and 2.214 acres of land situated at Pondicherry, and also secured by block assets of the company situated at Vizag.
- iii) For the facilities assigned by Punjab National Bank and Indian Overseas Bank, for ₹ 492.01 million in favour of Edelweiss Asset Reconstruction Company Ltd acting in its capacity as trustees of the EARC Trust -SC 168 and EARC Trust - SC 209 respectively., Term Loans are secured by the first charge on the Block Assets of the Holding Company situated at the Chennai Plant to the extent of 10.80 Acres of land on paripassu basis and in respect of vacant land of the Holding Company situated at Sedarpet Village, Pondicherry and Working Capital loans are secured primarily by a first charge on the current assets of the Holding Company and further secured by a second charge on the Fixed Assets of the Holding Company excluding specific charges and in respect of vacant land of the Holding Company situated at Sedarpet Village, Pondicherry on paripassu basis.

# W.S. INDUSTRIES (INDIA) LIMITED

NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021

in ₹ Million

## Terms of Repayment

The facilities extended to the Holding Company have been declared as Non-performing Assets with the respective Banks/ Financial Institutions.

## Unsecured:

\*\* based on the request made by the Holding Company the lender has agreed not to charge interest on the Loan.

PARTICULARS	31-MAR-21	31-MAR-20
<b>CURRENT LIABILITIES</b>		
<b>NOTE 16</b>		
<b>TRADE PAYABLES</b>		
<i>Current</i>		
Trade Payables		
a) Total outstanding dues of Micro and Small enterprises		
b) Total outstanding dues of Creditors other than the above	<b>296.22</b>	296.94
<b>Total</b>	<b>296.22</b>	296.94

## Trade Payables aging schedule

Particulars	Outstanding for following periods from the date of Transaction				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME					
(ii) Others	4.06	7.54	2.01	282.61	296.22
(iii) Disputed dues - MSME					
(iii) Disputed dues - Others					
<b>Total</b>	4.06	7.54	2.01	282.61	296.22

## NOTE 17

### OTHER FINANCIAL LIABILITIES

Interest accrued but not due

**Total**

<b>4.34</b>	3.04
<b>4.34</b>	3.04

## NOTE 18

### PROVISIONS

*Current*

#### Employee Benefits

Provision for Employee Benefits

**Total**

<b>0.43</b>	0.43
<b>0.43</b>	0.43

**NOTES FORMING PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 19</b>		
<b>OTHER CURRENT LIABILITIES</b>		
<b>Other Payables</b>		
a) Liabilities-Expenses	<b>28.19</b>	26.36
b) Other Liabilities	<b>10.04</b>	62.90
c) Advance from Customers	<b>34.29</b>	48.40
d) Refundable Deposit	<b>10.00</b>	10.00
<b>Total</b>	<b>82.52</b>	147.66

**NOTES TO STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2021****NOTE 20****REVENUE FROM OPERATION****(a) Sales of Products**

Insulator Products

Turnkey Products

2.08

**Total (a)**

2.08

**(b) Other Operating Revenues**

Sale of Scrap and others

**Total (b)****Total (a+b)**

2.08

**NOTE 21****CHANGES IN INVENTORIES OF FINISHED GOODS,  
WORK-IN-PROGRESS****Opening Stock :**

Work-in-Process

5.50

Finished Goods

0.75

**Sub Total**

6.25

**Closing Stock :**

Work-in-Process

Finished Goods

**Sub Total****Total (Increase)/Decrease in stock**

## W.S. INDUSTRIES (INDIA) LIMITED

NOTES TO STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2021

in ₹ Million

PARTICULARS	31-MAR-21	31-MAR-20
<b>NOTE 22</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus and Settlement	2.80	2.80
Contribution to PF, ESI, Gratuity, etc.,	0.02	0.02
Welfare Expenses	0.02	0.12
<b>Total</b>	<b>2.84</b>	<b>2.94</b>
<b>NOTE 23</b>		
<b>FINANCE COSTS</b>		
Interest Expense	0.00	0.01
Bank Charges	0.00	0.02
Net (gain) / loss on foreign currency transactions		(0.05)
Interest on Debentures		0.18
<b>Total</b>	<b>0.00</b>	<b>0.16</b>
<b>NOTE 24</b>		
<b>OTHER EXPENSES</b>		
Consumption of Stores and Spares		0.02
Power and Fuel		0.42
Rates and Taxes		1.83
Insurance		0.36
Repairs and Maintenance:		
Building		0.01
Plant & Machinery		0.03
Other Assets	0.06	0.08
Travelling and Conveyance	0.06	0.72
Security Services		0.96
Subcontract Charges	0.40	0.78
Recovery Supply Bills	0.15	
Provision for Doubtdul Debts	60.77	
Rent Office	0.54	0.52
Consultants Fees	0.88	1.80
Pooja Expenses	0.00	0.26
Statutory Audit Fees	0.02	0.02
Others	0.28	0.23
<b>Total</b>	<b>63.16</b>	<b>8.04</b>


**NOTES TO STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2021**

in ₹ Million

<b>PARTICULARS</b>	<b>31-MAR-21</b>	<b>31-MAR-20</b>
<b>NOTE 25</b>		
<b>DISCONTINUED OPERATIONS</b>		
Revenue *	<b>18.32</b>	14.42
Expenses *	<b>(32.72)</b>	(563.63)
Finance Cost *	<b>(3.37)</b>	(7.24)
Profit / (Loss) before tax from a discontinued operation	<b>(17.77)</b>	(556.45)
* Chennai and Vizag Insulator Divisions of the Holding Company are being considered as "discontinued operations".		
<b>NOTE 26</b>		
<b>CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR</b>		
<u>Contingent Liabilities</u>		
(a) Guarantees	<b>15.48</b>	15.48
(b) Corporate Guarantees issued	<b>1.26</b>	1.26
(c) Arrears of dividend on Non Convertible Cumulative Redeemable Preference Shares **	<b>117.98</b>	107.54
(d) Labour Disputes	<b>14.91</b>	14.91
(e) Liability on account of Negative Net Foreign Exchange	<b>3.01</b>	
(f) Provident Fund Penal Damages and interest thereon for delayed contribution for earlier periods	<b>6.91</b>	6.91
(g) Penalty and Interest towards delayed remittances of Sales Tax for earlier periods	<b>0.37</b>	0.37
** The decision on the redemption of preference shares and the arrears of dividend will be taken once the resolution plan is finalised including the secured financial creditors i.e., Banks/financial institutions.		
<b>NOTE 27</b>		
<b>PAYMENT TO AUDITOR</b>		
<u>As auditor:</u>		
Audit Fee	<b>0.32</b>	0.32
Tax Audit Fee	<b>0.02</b>	0.02
Limited Review	<b>0.05</b>	0.03
<u>In other capacity:</u>		
Other services (Certification Fees)	<b>0.01</b>	0.01
	<b>0.40</b>	0.38

## W.S. INDUSTRIES (INDIA) LIMITED

### NOTE 28

The Group is not required to provide Segment Reporting under the criteria specified in IND AS 108.

### NOTE 29

Statement containing the salient features of the Financial Statement of the Subsidiaries pursuant to Sub-section (3) of Sec. 129 of the Companies Act 2013 read with Rule 5 of Companies (Accounts) Rules, 2014:

	in ₹ Million	
Particulars	VIDAGARA TECH PARK PVT LTD 31-MAR-2021	WS INSULATORS PVT. LTD. 31-MAR-2021
a Share Capital	0.70	0.50
b Reserves	(0.43)	(0.11)
c Total Assets (including Preliminary and Pre-operative expenses)	0.30	0.41
d Total Liabilities	0.30	0.41
e Investments		
f Turnover		
g Profit before Taxation	(0.18)	(0.04)
h Provision for Taxation		
i Profit after Tax	(0.18)	(0.04)
j Equity instrument through OCI		
k Total Comprehensive Income	(0.18)	(0.04)
l Proposed Dividend		
m % of Shareholding	100%	100%

### NOTE 30

The holding company has additionally subscribed to 30000 Equity Shares of ₹ 10/- each fully paid up in the Subsidiary, viz., Vidagara Tech Park Private Limited during the year under review.



## NOTE 31

### RATIOS

		31-Mar-21	31-Mar-20	Explanation for any change in the ratio by more than 25% as compared to the preceding year
a)	Current Ratio (Current Assets / Current Liabilities)	<b>0.08</b>	0.13	Provision for Doubtful Debts provided during the year under review.
b)	Debt Equity Ratio (Total Debt / Total Equity)	<b>(1.23)</b>	(1.19)	
c)	Debt Service Coverage Ratio (Net Profit after Tax + Non Cash Expenditure + Interest + other Abnormal Adjustment / (Interest + Principal i.e., Instalments of debt))	*	*	
d)	Return on Equity Ratio (Profit after tax / Net worth)	<b>0.10</b>	0.84	The ratio in the Holding Company for the year ending March 2020 is skewed by the impairment of assets and inventories write off charged in the previous year.
e)	Inventory Turnover Ratio (Cost of Goods sold / Average Inventory)	*	*	
f)	Trade Receivables Turnover Ratio (Trade Receivables / Net Sales)	*	*	
g)	Trade Payables Turnover Ratio (Trade Payables / Net Sales)	*	*	
h)	Net Capital Turnover Ratio (Net Sales / Average Working Capital)	*	*	
i)	Net Profit Ratio (Net Profit / Net Sales)	*	*	
j)	Return on Capital employed (EBIT / Capital employed i.e. Total Assets - Current Liabilities)	<b>0.10</b>	0.83	The ratio in the Holding Company for the year ending March 2020 is skewed by the impairment of assets and inventories write off charged in the previous year.
k)	Return on Investment ((Investment Gains - Investment Cost) / Investment Cost)	*	*	

\* Not applicable.



## **W.S. INDUSTRIES (INDIA) LIMITED**

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### Debt Service Coverage Ratio -

- (i) No Interest has been provided on the financial facilities availed from the banks/financial institutions since the Holding Company will be seeking reliefs as part of the resolution plan eventually to be finalised.
- (ii) There were no debt in the subsidiaries during the year under review  
Inventory Turnover Ratio - There were no inventories in the group during the year under review

### Trade Receivables Turnover Ratio -

- (i) No core business activity was carried on during the year under review except scrap sales in the Holding Company
- (ii) No business activity was carried on during the year under review in the subsidiaries.

### Trade Payables Turnover Ratio -

- (i) No core business activity was carried on during the year under review except scrap sales in the Holding Company
- (ii) No business activity was carried on during the year under review in the subsidiaries.

### Net Capital Turnover Ratio -

- (i) No core business activity was carried on during the year under review except scrap sales in the Holding Company
- (ii) No business activity was carried on during the year under review in the subsidiaries.

### Net Profit Ratio -

- (i) No core business activity was carried on during the year under review except scrap sales in the Holding Company
- (ii) No business activity was carried on during the year under review in the subsidiaries.

Return on Investment - There were no investment in the group during the year under review.

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As per our Report of even date

for **M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 012192S

**S.MURALEEDHARAN**

Director

**K.RAJASEKAR**

Wholetime Director

**D.SHARATH KUMAR**

Partner

Membership No.: 024568

Chennai

13<sup>th</sup> July 2021

**B.SWAMINATHAN**

Chief Financial Officer and Company Secretary

