



30<sup>th</sup> June 2020

M/s. Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai - 400001  
Scrip Code: 504220

M/s. National Stock Exchange of India Ltd.  
Regd Office: "Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (East), Mumbai - 400051  
Symbol: WSI

Dear Sir,

Sub : Outcome of Board Meeting

We would like to inform you that a meeting of the Board of Directors of the company was held today to review the operations of the Company, general corporate matters and to consider and transact the following:

1. Standalone IND AS Audited Financial Statements for the quarter and year ended 31<sup>st</sup> March 2020 along with Auditor's Report and Statement on Impact of Audit Qualifications.
2. Consolidated IND AS Audited Financial Statements for the quarter and year ended 31<sup>st</sup> March 2020 along with Auditor's Report and Statement on Impact of Audit Qualifications.


The Board Meeting started at **4:45** pm and concluded at **5:17** pm.

We request you to take on record the above.

Thanking You,

Yours faithfully,

For W.S. Industries (India) Limited

  
B. SWAMINATHAN  
COMPANY SECRETARY



## W.S. Industries (India) Ltd.

108, Mount Poonamallee Road, Porur, Chennai - 600 116, India

Tel : (91) - 44 - 66500811

Dept. Tel : (91) - 44 - 66500784

Dept. Fax : (91) - 44 - 66500882

CIN : L29142TN1961PLC004568

Dept E-mail : accounts@wsinsulators.com

Website : www.wsinsulators.com

**W.S. INDUSTRIES (INDIA) LIMITED**
**CIN: L29142TN1961PLC004568**
**Registered Office: 108, Mount Poonamallee Road**
**Porur, Chennai 600 116**
**₹ in Lakhs**
**STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2020**
**(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

S. No.	PARTICULARS	QUARTER ENDED			12 Months ended 31st March 2020	12 Months ended 31st March 2019
		31st March 2020	31st Dec. 2019	31st March 2019		
		Audited	Unaudited	Audited	Audited	Audited
I	Revenue from operations	20.79		3.39	20.79	32.58
II	Other Income			(0.39)		934.15
III	Total Revenue (I + II)	20.79		3.00	20.79	966.73
IV	<b>Expenses</b>					0.79
	Cost of materials consumed					
	Purchase of Stock-in-trade					
	Changes in Inventories of Finished Goods and work in progress and stock-in-trade					
	Excise Duty					
	Employee benefits expense	7.19	7.19	7.20	29.35	30.32
	Finance Costs	**	0.17	(1318.49)	(0.19) **	486.63
	Depreciation and amortisation expense	0.02	0.02	230.63	421.14	922.52
	Other Expenses	5.74	8.66	37.89	65.60	97.81
	<b>Total expenses</b>	12.95	16.04	(1042.77)	515.90	1538.08
V	Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)	7.84	(16.04)	1045.77	(495.11)	(571.35)
VI	Exceptional items					
VII	Profit / (Loss) before extraordinary items and tax (V - VI)	7.84	(16.04)	1045.77	(495.11)	(571.35)
VIII	Extraordinary items					
IX	Profit before tax (VII - VIII)	7.84	(16.04)	1045.77	(495.11)	(571.35)
X	Tax Expense					
XI	Profit / (Loss) for the period from continuing operations (IX-X)	7.84	(16.04)	1045.77	(495.11)	(571.35)
XII	Profit / (Loss) for the period from discontinued operations (IX-X)	(320.23) **@	(4902.88)	(4999.21)	(5564.48) **@	(21888.62)
XIII	Tax expense of discontinuing operations					(45.22)
XIV	Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)	(320.23)	(4902.88)	(4999.21)	(5564.48)	(21843.40)
XV	Profit / (Loss) for the period (XI + XIV)	(312.39) **@	(4918.91)	(3953.44)	(6059.59) **@	(22414.75)
XVI	Other Comprehensive Income					
	A (i) Items that will not be reclassified to profit or loss					
	Other Comprehensive income / (loss) arising from discontinued operations					
	(a) Equity Instrument through Other Comprehensive Income	5.01 #	(5.01)		#	
	(ii) Income Tax relating to items that will not be reclassified to profit or loss					
	B (i) Items that will be reclassified to profit or loss					
	(ii) Income Tax relating to items that will be reclassified to profit or loss					
	Total other comprehensive income, net of Income Tax	5.01	(5.01)			
XVII	Total comprehensive income for the period (XV+XVI) (comprising Profit/(Loss) and other comprehensive income for the period)	(307.38) **@#	(4923.92)	(3953.44)	(6059.59) **@#	(22414.75)
XVIII	Earnings per equity share (for continuing operations)					
	1) Basic	(0.13)	(0.06)	3.87	(2.28)	(2.65)
	2) Diluted	(0.13)	(0.06)	3.87	(2.28)	(2.65)
XIX	Earnings per equity share (for discontinued operations)					
	1) Basic	(1.10)	(18.79)	(19.04)	(21.19)	(83.18)
	2) Diluted	(1.10)	(18.79)	(19.04)	(21.19)	(83.18)
XX	Earnings per equity share (for discontinued and continuing operations)					
	1) Basic	(1.23)	(18.85)	(15.17)	(23.47)	(85.83)
	2) Diluted	(1.23)	(18.85)	(15.17)	(23.47)	(85.83)

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- 1 The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Company adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the Quarter and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
- 3 The figures for the quarter ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the third quarter of the financial year.
- 4 The status of production and related activities remains unchanged as reported for the previous quarters.
- 5 \*\* The Interest treatment for the facilities availed from the banks/financial institutions remains unchanged as reported for the previous quarters.
- 6 The Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
- 7 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 31st 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 Jan 2020 claiming repayment of contractual dues as follows:  
(i) ₹ 427.41 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 Dec. 31, 2019.  
(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and  
(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.  
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.
- 8 @ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided 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 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made in the earlier Quarter stands reversed.
- 9 The company has subscribed to 50000 Equity Shares of ₹ 10/- each fully paid up in its subsidiary, viz., WS Insulators Private Limited, incorporated on 14th November 2019.
- 10 # Pursuant to approval of Shareholders through Postal Ballot Notice dated 26th April 2019 and the result dated 8th June 2019, sale of 50100 equity shares of Rs.10/- each for ₹ 5.01 Lakhs- held by the company in its erstwhile subsidiary W.S. T&D Limited was completed. The earlier provision of Fair Value Loss of ₹ 5.01 Lakhs stands reversed.
- 11 The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- 12 Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
- 13 The lockdown and restriction of activities due to Covid-19 does not have any significant impact in the Company's overall performance during the current period, but has impacted the functioning with shutdown of office. Due to this, the efforts of the Company on the resolution plan is getting delayed. The Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.
- 14 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.

Chennai  
30th June 2020

for W.S. INDUSTRIES (INDIA) LIMITED

DIRECTOR

For S B S B AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants  
CA.D. Sharath Kumar  
Partner  
M.No. 024568





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

CIN: L29142TN1961PLC004568

₹ in Lakhs

**Registered Office: 108, Mount Poonamallee Road  
Porur, Chennai 600 116**
**Standalone Segmentwise Revenue, Results and Capital employed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S.No.	PARTICULARS	QUARTER ENDED			12 Months ended 31st March 2020	12 Months ended 31st March 2019
		31st March 2020	31st Dec. 2019	31st March 2019		
		Audited	Unaudited	Audited	Audited	Audited
1	<b>Segment Revenue</b>					
	a) Electro-porcelain products			2.97		966.62
	b) Turnkey Projects	20.79		0.03	20.79	0.11
	Total	20.79		3.00	20.79	966.73
	<b>Less: Inter Segment Revenue</b>					
	<b>Net Sales/Income from Operations</b>	20.79		3.00	20.79	966.73
2	<b>Segment Results</b>					
	Profit(+)/Loss(-) before Tax and Interest from each segment					
	a) Electro-porcelain products	(282.07) @ #	(4885.94)	(6257.95)	(5945.65) @ #	(20499.46)
	b) Turnkey Projects	7.84	(15.86)	(15.29)	(41.76)	(57.06)
	Total	(274.23)	(4901.80)	(6273.24)	(5987.41)	(20556.52)
	Less : Interest	38.16 **	17.12	(2319.79)	72.18 **	1903.45
	<b>Total Earnings before Tax</b>	(312.39) **@#	(4918.91)	(3953.45)	(6059.59) **@#	(22459.97)
	<b>Segment Assets</b>					
	a) Electro-porcelain products	5648.96	5017.94	10188.62	5648.96	10188.62
	b) Turnkey Projects	622.63	597.88	614.59	622.63	614.59
	c) Unallocated	1070.58	814.11	1022.97	1070.58	1022.97
	Total	7342.18	6429.93	11826.18	7342.18	11826.18
	<b>Segment Liabilities</b>					
	a) Electro-porcelain products	2935.69	2800.67	2821.16	2935.69	2821.16
	b) Turnkey Projects	33.66	34.05	31.92	33.66	31.92
	c) Unallocated	11599.69	10514.67	10140.38	11599.69	10140.38
	Total	14569.04	13349.39	12993.46	14569.04	12993.46

- The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- The Company adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the Quarter and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
- The figures for the quarter ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the third quarter of the financial year.
- The status of production and related activities remains unchanged as reported for the previous quarters.
- \*\* The Interest treatment for the facilities availed from the banks/financial institutions remains unchanged as reported for the previous quarters.
- The Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
- 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 31st 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 received in Jan 2020 claimina repayment of contractual dues as follows:  
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- @ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided in the books of Vizag Insulator Division (considered as discontinued operations wef 01.10.2019) with reference to Land on unexpired Lease period (as on 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made in the earlier Quarter stands reversed.
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- The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
- The lockdown and restriction of activities due to Covid-19 does not have any significant impact in the Company's overall performance during the current period, but has impacted the functioning with shutdown of office. Due to this, the efforts of the Company on the resolution plan is getting delayed. The Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.
- Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.

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15	Breakup of Segment Results for Continuing and Discontinued Operations	QUARTER ENDED			12 Months ended 31st March 2020	12 Months ended 31st March 2019
		31st March 2020	31st Dec. 2019	31st March 2019		
		Audited	Unaudited	Audited	Audited	Audited
1	Profit(+)/Loss(-) before Tax and Interest from each segment from continuing operations					
	a) Electro-porcelain products			(257.44)	(453.55)	(27.66)
	b) Turnkey Projects	7.84	(15.86)	(15.29)	(41.76)	(57.06)
2	Profit(+)/Loss(-) before Tax and Interest from each segment from discontinued operations - Electro-porcelain Products	(282.07) @#	(4885.94)	(6000.51)	(5492.10) @#	(20471.80)
	Total	(274.23)	(4901.80)	(6273.24)	(5987.41)	(20556.52)
3	Less : Interest (i) + (ii) as below	38.16 **	17.12	(2319.79)	72.18 **	1903.45
	(i) from continuing operations					
	a) Electro-porcelain products			(1318.51)	(0.38)	486.60
	b) Turnkey Projects		0.17	0.01	0.19	0.03
	(ii) from discontinued operations -Electro-Porcelain Products	38.16	16.95	(1001.29)	72.38	1416.82
	(iii) from Continuing and discontinued operations	38.16	17.12	(2319.79)	72.18	1903.45
4	Total Earnings before Tax					
	(i) from continuing operations	7.84	(16.04)	1045.77	(495.12)	(571.35)
	(ii) from discontinued operations	(320.23)	(4902.87)	(4999.21)	(5564.47)	(21888.62)
	(iii) from Continuing and discontinued operations	(312.39)	(4918.91)	(3953.44)	(6059.59)	(22459.97)
for W. S. INDUSTRIES (INDIA) LIMITED						
Chennai 30th June 2020		DIRECTOR				

For S B S B AND ASSOCIATES (FRN: 0121026)  
Chartered Accountants

CA.D. Shafath Kumar  
Partner  
M.No. 024568



W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office: 108, Mount Poonamallee Road,

Porur, Chennai 600 116

Statement of Standalone Assets and Liabilities

[under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

₹ in Lakhs

Particulars		STANDALONE			
		As at 31 03 2020		As at 31 03 2019	
		Audited		Audited	
<b>A</b>	<b>ASSETS</b>				
1.	<b>Non-Current Assets :</b>				
(a)	Property, Plant and Equipment	2.16		7487.14	
(b)	Capital Work in Progress			70.37	
(c)	Financial Assets :				
	Investments	9.00		6.01	
(d)	Other Non- Current Assets	18.17		13.83	
	<b>Total Non -Current Assets</b>		29.33		7577.35
2.	<b>Current Assets :</b>				
(a)	Inventories			114.33	
(b)	Financial Assets :				
	i. Trade Receivables	858.94		847.15	
	ii. Cash and Cash Equivalents	22.16		201.87	
(c)	Current Tax Assets (Net)	317.15		317.86	
(d)	Other Current Assets	704.10		483.40	
	<b>Total Current Assets</b>		1902.35		1964.61
3.	<b>Non Current Assets held</b>		5410.49		2944.57
	<b>TOTAL ASSETS</b>		7342.17		12486.53
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
1.	<b>Equity:</b>				
(a)	Equity Share Capital	2626.06		2626.06	
(b)	Other Equity	(11127.93)		(5068.33)	
	<b>Total Equity</b>		(8501.87)		(2442.27)
2.	<b>Non Current Liabilities :</b>				
	Financial Liabilities				
	Preferece Share Capital	1275.00		1275.00	
	<b>Total Non Current Liabilities</b>		1275.00		1275.00
3.	<b>Current Liabilities :</b>				
(a)	Financial Liabilities				
	i. Borrowings	1570.50		546.00	
	ii. Trade Payables	2969.35		2853.08	
	iii. Other financial liabilities	8548.75		8536.14	
(b)	Provisions	4.34		4.34	
(c)	Current tax liabilities (Net)				
(d)	Other current liabilities	1476.10		1714.24	
	<b>Total Current Liabilities</b>		14569.04		13653.81
	<b>TOTAL EQUITY AND LIABILITIES</b>		7342.17		12486.53

Chennai  
30th June 2020  
For S B S B AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants

CA. D. Satharath Kumar  
Partner  
M.No. 024568

for W. S. INDUSTRIES (INDIA) LIMITED

DIRECTOR



# W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

**Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116**

## STATEMENT OF STANDALONE CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020

(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

in ₹ Lakhs

PARTICULARS	31-Mar-20	31-Mar-19
<b>A OPERATING ACTIVITIES:</b>		
Profit/(loss) before tax from continuing operations	(495.12)	(571.35)
Profit/(loss) before tax from discontinued operations	(5564.48)	(21888.62)
Profit/(loss) before tax	(6059.60)	(22459.97)
<u>Adjustments to reconcile profit before tax to net cash flows:</u>		
Depreciation and impairment of property, plant and equipment	421.14	922.52
Net foreign exchange differences	(0.49)	(2.35)
Loss on disposal of property, plant and equipment	0.26	
Finance costs (including fair value change in financial instruments)	0.29	488.98
Earlier Provision for Income Tax withdrawn		45.22
Non Current Asset held - Impairment/Discarded	4669.90	2.84
<u>Working capital adjustments:</u>		
Movements in provisions, gratuity and government grants		(4.52)
(Increase)/Decrease in trade and other receivables and prepayments	(11.78)	95.66
(Increase)/Decrease in inventories	114.33	0.73
Increase/(Decrease) in trade and other payables	116.27	37.18
(Increase)/Decrease in other Assets	(224.32)	14396.69
Increase/(Decrease) in Liabilities and Provisions	(238.14)	274.26
<b>Net cash flows from operating activities</b>	<b>(1212.14)</b>	<b>(6202.75)</b>
<b>B INVESTING ACTIVITIES:</b>		
Proceeds from sale of property, plant and equipment	0.03	
Purchase of property, plant and equipment	(1.91)	(1.78)
Disposal of property, plant and equipment		31597.16
Sale of Investments in subsidiary	5.01	
Acquisition/Investment in subsidiary	(8.00)	(1.00)
<b>Net cash flows used in investing activities</b>	<b>(4.87)</b>	<b>31594.38</b>
<b>C FINANCING ACTIVITIES:</b>		
Proceeds from exercise of share options		512.08
Interest paid	(0.29)	(488.98)
Increase / (Decrease) in borrowings	1037.10	(25358.93)
<b>Net cash flows from/(used in) financing activities</b>	<b>1036.81</b>	<b>(25335.83)</b>
Net increase in cash and cash equivalents	(180.20)	55.80
Net foreign exchange difference	0.49	2.35
Cash and cash equivalents at the beginning of the year	201.87	143.72
<b>Cash and cash equivalents at year end</b>	<b>22.16</b>	<b>201.87</b>

### 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	22.16	201.87
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	22.16	201.87

As per our Report of even date

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

Chartered Accountants

Firm No.: 0121925

**D. Sharath Kumar**  
Partner

Membership No.: 024568

for and on behalf of the Board

**J. SRIDHARAN**  
DIRECTOR

**R. KARTHIK**  
DIRECTOR

**B. SWAMINATHAN**  
CHIEF FINANCIAL OFFICER and  
COMPANY SECRETARY

Place : Chennai

Date : 30th June 2020



**Auditor's Report On Annual Standalone IND AS Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To Board of Directors of W.S.Industries (India) Limited,

We have audited the annual standalone IND AS financial results of W.S.Industries (India) Limited for the period 01/04/2019 to 31/03/2020 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

These annual standalone IND AS financial results have been prepared on the basis of the annual financial statements and reviewed quarterly standalone IND AS financial results upto the end of the third quarter, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these financial results based on our audit of such annual standalone IND AS financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

**Basis for Qualified Opinion**

The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.12 millions (Previous year Rs.4347.16 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.

Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others.

During the year under audit, there was no production in the Chennai and Vizag plants. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) 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 opinion.

**Emphasis of Matter**

**Impact of COVID-19:**

We draw attention to Note No: 2 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.

Our conclusion is modified in respect of the above matter.

In our opinion and to the best of our information and according to the explanations given to us these annual standalone IND AS financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net profit/ loss and other financial information for the period ended 31st March 2020 except for the possible effects of the qualification as described in the previous paragraphs.

Place: Chennai  
Date : 30<sup>th</sup> June 2020

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



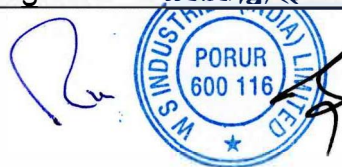
  
D. Sharath Kumar  
Partner

Membership No. :024568

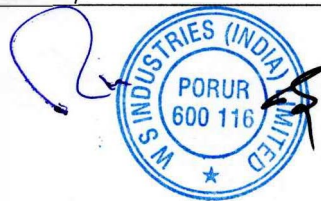
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**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Standalone IND AS Annual Audited Financial Results under Regulation 33 of the SEBI (LODR) Regulations 2015**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [see Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl No.	Particulars	Audited figures (as reported before adjusting for qualifications) Rs in Million	Adjusted figures (audited figures after adjusting for qualifications) Rs in Million
	1	<b>Continuing Operations -</b>		
		Turnover / Total Income	2.08	2.08
		Total Expenditure	51.59	51.59
		Net Profit/(Loss)	(49.51)	(49.51)
	2	<b>Discontinued Operations -</b>		
		Net Profit/(Loss)	(556.45)	(556.45)
	3	<b>Continuing and Discontinued Operations -</b>		
		Net Profit/(Loss)	(605.96)	(605.96)
	4	<b>Earnings Per Share</b>		
		Continuing Operations	(2.28)	(2.28)
		Discontinued Operations	(21.19)	(21.19)
		Both	(23.47)	(23.47)
	5	Total Assets	734.22	734.22
	6	Total Liabilities	734.22	734.22
	7	Net Worth	(722.68)	(722.68)
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
<b>II Audit Qualification (each audit qualification separately):</b>				
<b><u>Auditors' Qualified Opinion No.1</u></b>				
<p>a. Details of Audit Qualification: The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.12 millions (Previous year Rs.4347.16 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.</p> <p>Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others.</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) are being considered as discontinued operations. Turnkey Project Business Segment is being considered as</p>				

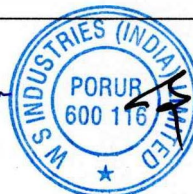


	<p>Continuing Operations.</p> <p>These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. The company is in the discussion of re-vitalization 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.</p> <p>We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p>
	b. Type of Audit Qualification : Qualified opinion
	c. Frequency of qualification : Appeared sixth time wrt Networth erosion and confirmation of balance. Appeared second time for the comment as per SA 570.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>Both Punjab National Bank &amp; the Indian Overseas Bank, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th 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 12th April 2018.</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 31st 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 received in Jan 2020 claiming repayment of contractual dues as follows:</p> <p>(i) ₹ 427.41 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 Dec. 31, 2019,</p>



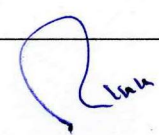
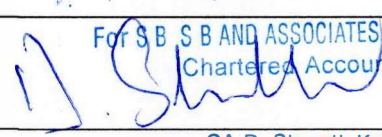




	<p>(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and</p> <p>(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.</p> <p>The claim amounts include interest up to the said period and other charges 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> <p>The Company has salvaged whatever documents and records that could be retrieved from the damages caused during the last bout of rains and floods within the limited financial and man power resources available.</p> <p>The Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit. This includes the expansion of competency and scope in provision of integrated projection solutions.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>
	<b>Auditors' Emphasis of Matter No.1</b>
	<p>a. Details of Emphasis of Matter:</p> <p><b>Impact of COVID-19:</b></p> <p>We draw attention to Note No: 2 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.</p> <p>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.</p>
	b. Type of Qualification : Emphasis of Matter
	c. Frequency of qualification : Appeared first time.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>The lockdown and restriction of activities due to Covid-19 does 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.</p>





	<p>Due to the above, our efforts on the resolution plan is getting delayed. We will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>	
<b>III</b>	<b>Signatories:</b>	
f	<b>Board Meeting Chairman</b>	
	<b>CFO</b>	
	<b>Audit Committee Chairman</b>	
	<b>Statutory Auditor</b>	 For S B S B AND ASSOCIATES (FRN: 012192S) Chartered Accountants
		CA.D. Sharath Kumar Partner
	<b>Place:</b>	<b>Chennai</b>
	<b>Date:</b>	<b>30<sup>th</sup> June 2020</b>



**W.S. INDUSTRIES (INDIA) LIMITED**
**CIN: L29142TN1961PLC004568**
**Registered Office: 108, Mount Poonamallee Road**
**Porur, Chennai 600 116**
**₹ in Lakhs**
**STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2020**  
**(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

Sl. No.	PARTICULARS	QUARTER ENDED			12 Months ended 31st March 2020	12 Months ended 31st March 2019
		31st March 2020	31st Dec. 2019	31st March 2019		
		Audited	Unaudited	Audited	Audited	
I	Revenue from operations	20.79		3.39	20.79	32.58
II	Other Income			(0.39)		934.15
III	Total Revenue ( I + II )	20.79		3.00	20.79	966.73
IV	Expenses					
	a) Cost of materials consumed					0.79
	b) Purchase of Stock-in-trade					
	c) Change in Inventories of Finished Goods and work in progress and stock-in-trade					
	d) Employee benefits expense	7.19	7.19	7.20	29.35	30.32
	e) Finance Costs	0.01 **	0.17	(1318.19)	1.64 **	486.96
	f) Depreciation and amortisation expense	0.01	0.02	230.65	421.15	922.67
	g) Other Expenses	6.99	9.16	42.97	80.43	103.99
	Total expenses	14.20	16.54	(1037.37)	532.57	1544.73
V	Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)	6.59	(16.54)	1040.37	(511.78)	(578.00)
VI	Exceptional Items					
VII	Profit / (Loss) before extraordinary items and tax (V - VI)	6.59	(16.54)	1040.37	(511.78)	(578.00)
VIII	Extraordinary items					
IX	Profit before tax (VII - VIII)	6.59	(16.54)	1040.37	(511.78)	(578.00)
X	Tax Expense					
XI	Profit / (Loss) for the period from continuing operations (IX-X)	6.59	(16.54)	1040.37	(511.78)	(578.00)
XII	Profit / (Loss) from discontinued operations (IX-X)	(320.23) **@	(4902.88)	(4999.21)	(5564.48) **@	(21888.62)
XIII	Tax expense of discontinuing operations					(45.22)
XIV	Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)	(320.23)	(4902.88)	(4999.21)	(5564.48)	(21843.40)
XV	Profit / (Loss) for the period (XI + XIV)	(313.64) **@	(4919.41)	(3958.84)	(6076.26) **@	(22421.40)
XVI	Other Comprehensive Income					
	A (i) Items that will not be reclassified to profit or loss					
	(a) Other Comprehensive income / (loss) arising from discontinued operations					
	(b) Equity Instrument through other comprehensive Income	5.01 #	(5.01)		#	
	(ii) Income Tax relating to items that will not be reclassified to profit or loss					
	B (i) Items that will be reclassified to profit or loss					
	(a) Profit on account of cessation of control in subsidiary	(7.17)			2.11	
	(ii) Income Tax relating to items that will be reclassified to profit or loss					
XVII	Total other comprehensive income, net of Income TaxA(i+ii)+B(i+ii)	(2.16)	(5.01)		2.11	
XVIII	Withdrawal on account of cessation of Subsidiary/ Attributable to Non Controlling interest	(6.89)		(0.03)	(2.11)	(0.03)
XIX	Total comprehensive income for the period	(322.69) **@#	(4924.42)	(3958.87)	(6076.26) **@#	(22421.43)
XX	Earnings per Share (for continuing operations)					
	a) Basic	(0.14)	(0.06)	3.84	(2.35)	(2.68)
	b) Diluted	(0.14)	(0.06)	3.84	(2.35)	(2.68)
	Earnings per Share (for discontinued operations)					
	a) Basic	(1.13)	(18.81)	(19.04)	(21.19)	(83.18)
	b) Diluted	(1.13)	(18.81)	(19.04)	(21.19)	(83.18)
	Earnings per Share (for discontinued and continuing operations)					
	a) Basic	(1.27)	(18.87)	(15.20)	(23.54)	(85.86)
	b) Diluted	(1.27)	(18.87)	(15.20)	(23.54)	(85.86)

.... 2



1	The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
2	The Group adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the quarter and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
3	The status of production and related activities of the Holding Company remains unchanged as reported for the previous quarters.
4	** The Interest treatment for the facilities availed from the banks/financial institutions by the Holding Company remains unchanged as reported for the previous quarters.
5	The Holding Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
6	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 31st March 2019 but the 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 in Jan 2020 claiming repayment of contractual dues as follows: (i) ₹ 427.41 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 Dec. 31, 2019, (ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and (iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019. 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.
7	@ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided in the books of Vizag Insulator Division of the Holding Company (considered as discontinued operations w.e.f. 01.10.2019) with reference to Land on unexpired Lease period (as on 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made in the earlier Quarter stands reversed.
8	The Holding company has subscribed to 50000 Equity Shares of ₹ 10/- each fully paid up in its subsidiary, viz., W S Insulators Private Limited, incorporated on 14th November 2019.
9	# Pursuant to approval of Shareholders of the Holding Company through Postal Ballot Notice dated 26th April 2019 and the result dated 8th June 2019, sale of 50100 equity shares of Rs.10/- each for ₹ 5.01 Lakhs held by the Holding Company in its erstwhile subsidiary W.S. T&D Limited was completed. The earlier provision of Fair Value Loss of ₹ 5.01 Lakhs stands reversed.
10	In terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the Holding Company has disclosed Consolidated Quarterly Results from the quarter ended June 30, 2019.
11	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.
12	The Subsidiary Companies considered in the consolidated financial statements are Vidagara Tech Park Private Limited, W S Insulators Private Limited (incorporated on 14th November 2019) and W.S. T & D Limited (till 09th June 2019), whose country of incorporation are in India and the percentage of voting power by W.S. Industries (India) limited as on 31st March 2020 is 100%, 100%, nil respectively.
13	The Group is not required to provide Segment Reporting under the criteria specified in IND AS 108.
14	Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division in the Holding Company have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
15	The lockdown and restriction of activities due to Covid-19 does 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 this, the efforts of the Holding Company on the resolution plan is getting delayed. 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 does not have any significant impact on their respective operations and compliances, during the current period.
16	Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.
17	The figures for the quarter ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the third quarter of the financial year.

Chennai  
30th June 2020

for W. S. INDUSTRIES (INDIA) LIMITED

DIRECTOR

For S B S B AND ASSOCIATES (FRN: 012192S)

Chartered Accountants

C.A.D. Sharath Kumar  
Partner  
M.No. 024568



**W.S. INDUSTRIES (INDIA) LIMITED**
**CIN: L29142TN1961PLC004568**
**Registered Office: 108, Mount Poonamallee Road,**
**Porur, Chennai 600 116**
**Statement of Consolidated Assets and Liabilities**
**[under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]**
**₹ in Lakhs**

Particulars		CONSOLIDATED			
		As at 31 03 2020		As at 31 03 2019	
		Audited		Audited	
<b>A</b>	<b>ASSETS</b>				
<b>1.</b>	<b>Non-Current Assets :</b>				
(a)	Property, Plant and Equipment	2.16		42563.16	
(b)	Capital Work in Progress			70.37	
(c)	Other Intangible Assets			0.13	
(d)	Financial Assets :				
	Investments				
(e)	Other Non- Current Assets	18.17		13.83	
	<b>Total Non -Current Assets</b>		20.33		42647.49
<b>2.</b>	<b>Current Assets :</b>				
(a)	Inventories			114.33	
(b)	Financial Assets :				
	i. Trade Receivables	858.94		847.15	
	ii. Cash and Cash Equivalents	28.12		208.22	
(c)	Current Tax Assets (Net)	317.15		318.08	
(d)	Other Current Assets	704.45		483.41	
	<b>Total Current Assets</b>		1908.66		1971.19
<b>3.</b>	<b>Non Current Assets held</b>		5410.49		2944.57
	<b>TOTAL ASSETS</b>		7339.48		47563.25
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1.</b>	<b>Equity:</b>				
(a)	Equity Share Capital	2626.06		2626.06	
(b)	Other Equity	(11131.15)		(10678.59)	
(c)	Non controlling Interest			4.78	
	<b>Total Equity</b>		(8505.09)		(8047.75)
<b>2.</b>	<b>Non Current Liabilities :</b>				
	Financial Liabilities				
	i. Prefeference Share Capital	1275.00		1275.00	
	ii. Debentures			9433.45	
	iii. Borrowings			31246.69	
	<b>Total Non Current Liabilities</b>		1275.00		41955.14
<b>3.</b>	<b>Current Liabilities :</b>				
(a)	Financial Liabilities				
	i. Borrowings	1570.50		546.00	
	ii. Trade Payables	2969.35		2853.08	
	iii. Other financial liabilities	8548.75		8536.14	
(b)	Provisions	4.34		4.34	
(c)	Current tax liabilities (Net)				
(d)	Other current liabilities	1476.63		1716.29	
	<b>Total Current Liabilities</b>		14569.57		13655.85
	<b>TOTAL EQUITY AND LIABILITIES</b>		7339.48		47563.25

Chennai

30th June 2020

For S B S B AND ASSOCIATES (FRA-012192S)

Chartered Accountants

for W. S. INDUSTRIES ( INDIA) LIMITED

CA.D. Sharath Kumar

Partner

M.No. 024568

DIRECTOR





# W.S. INDUSTRIES (INDIA) LIMITED

**Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116**  
**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020**

**CIN: L29142TN1961PLC004568**

(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

		in ₹ Lakhs	
PARTICULARS	Working Notes a	31-Mar-20	31-Mar-19
<b>A OPERATING ACTIVITIES:</b>			
Profit before tax from continuing operations		(511.79)	(578.00)
Profit/(loss) before tax from discontinued operations		(5564.48)	(21888.62)
Profit before tax		(6076.27)	(22466.62)
<u>Adjustments to reconcile profit before tax to net cash flows:</u>			
Depreciation and impairment of property, plant and equipment		421.15	922.67
Net foreign exchange differences		(0.49)	(2.35)
Loss on disposal of property, plant and equipment		0.26	
Finance costs (including fair value change in financial instruments)		0.32	489.07
Earlier Provision for Income Tax withdrawn			45.22
Non Current Asset held - Impairment/Discarded		4669.90	
<u>Working capital adjustments:</u>			
Movements in provisions, gratuity and government grants			(4.52)
(Increase)/Decrease in trade and other receivables and prepayments		(11.79)	95.66
(Increase)/Decrease in inventories		114.33	0.73
Increase/(Decrease) in trade and other payables		116.27	37.18
(Increase)/Decrease in other Current Assets	a.4	(224.66)	9192.54
Increase/(Decrease) in Liabilities and Provisions	a.5	(237.80)	(123.81)
<b>Net cash flows from operating activities</b>		<b>(1228.78)</b>	<b>(11814.23)</b>
<b>B INVESTING ACTIVITIES:</b>			
Proceeds from sale of property, plant and equipment		0.03	
Purchase of property, plant and equipment		(1.91)	(3477.79)
On account of cessation of control in Subsidiary	a.1 to a.10	13.27	
<b>Net cash flows used in investing activities</b>		<b>11.39</b>	<b>(3477.79)</b>
<b>C FINANCING ACTIVITIES:</b>			
Proceeds from exercise of share options			516.90
Proceeds from exercise of Debenture options	a.7		9433.45
Interest paid		(0.32)	(489.07)
Increase / (Decrease) in borrowings		1037.11	5887.76
<b>Net cash flows from/(used in) financing activities</b>		<b>1036.79</b>	<b>15349.04</b>
Net increase in cash and cash equivalents		(180.60)	57.02
Net foreign exchange difference		0.49	2.35
Cash and cash equivalents at the beginning of the year		208.22	148.85
<b>Cash and cash equivalents at year end</b>		<b>28.11</b>	<b>208.22</b>
Notes to Cash Flow	a		

## 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	28.11	208.22
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	28.11	208.22

As per our Report of even date  
**For M/s. S B S B and Associates**

Chartered Accountants

Firm No.: 0121825

**D.Sharath Kumar**

Partner

Membership No.: 024568



for and on behalf of the Board

**J.SRIDHARAN**  
DIRECTOR

**R.KARTHIK**  
DIRECTOR

**B.SWAMINATHAN**  
CHIEF FINANCIAL OFFICER and  
COMPANY SECRETARY

Place : Chennai

Date : 30th June 2020.

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

Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116

CIN: L29142TN1961PLC004568

**a WORKING NOTES TO CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020**

(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

PARTICULARS	in ₹ Lakhs	in ₹ Lakhs	in ₹ Lakhs
	On account of cessation of control in Subsidiary	Others	Total
	31-Mar-20	31-Mar-20	31-Mar-20
<b>A OPERATING ACTIVITIES:</b>			
a.1 Withdrawal of Reserves for equity instruments through OCI	5335.96		5335.96
a.2 Withdrawal of Retained Earnings	280.85		280.85
a.3 Withdrawal of non controlling Interest	2.11		2.11
<u>Working capital adjustments:</u>			
a.4 (Increase)/Decrease in other Current Assets	0.22	(224.66)	(224.44)
a.5 Increase/(Decrease) in Liabilities and Provisions	(1.86)	(237.80)	(239.66)
<b>Net cash flows from operating activities</b>	<b>5617.28</b>	<b>(462.46)</b>	<b>5154.82</b>
<b>B INVESTING ACTIVITIES:</b>			
a.6 Withdrawal in Property, Plant and Equipment	35076.13		35076.13
<b>Net cash flows used in investing activities</b>	<b>35076.13</b>		<b>35076.13</b>
<b>C FINANCING ACTIVITIES:</b>			
a.7 Proceeds from exercise of Debenture options/(Withdrawal)	(9433.45)		(9433.45)
a.8 Investment in subsidiary - W.S.T&D Limited	(5.01)		(5.01)
a.9 Sale of Investments in subsidiary - W.S.T&D Limited	5.01		5.01
a.10 Proceeds from Non Current borrowings/(Withdrawal)	(31246.69)		(31246.69)
<b>Net cash flows from/(used in) financing activities</b>	<b>(40680.14)</b>		<b>(40680.14)</b>
<b>Net Withdrawal on account of cessation of control in subsidiary</b>	<b>13.27</b>	<b>(462.46)</b>	<b>(449.19)</b>



**Auditor's Report On Annual Consolidated IND AS Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To Board of Directors of W.S.Industries (India) Limited,

We have audited the annual consolidated IND AS financial results 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**") for the period 01/04/2019 to 31/03/2020 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

These annual consolidated IND AS financial results have been prepared on the basis of the annual consolidated financial statements, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these annual consolidated financial results based on our audit of such annual consolidated IND AS financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

**Basis for Qualified Opinion**

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.44 millions (Previous year Rs.4374.59 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.

Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others of the Holding Company.

During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) of the Holding Company 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 revitalization 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 opinion.

#### **Emphasis of Matter**

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

We draw attention to Note No: 2 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.

Our conclusion is modified in respect of the above matter.

In our opinion and to the best of our information and according to the explanations given to us these consolidated Ind AS annual financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the consolidated net profit/ loss and other financial information for the period ended 31st March 2020 except for the possible effects of the qualification as described in the previous paragraphs.

For M/s. **S B S B AND ASSOCIATES**

Chartered Accountants

Firm Registration No: 012192S



  
D. Sharath Kumar

Partner

Membership No. :024568

Place: Chennai

Date : 30<sup>th</sup> June 2020

UDIN: 20024568AAAAAM6242



**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Consolidated IND AS Annual Audited Financial Results under Regulation 33 of the SEBI (LODR) Regulations 2015**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [see Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl No.	Particulars	Audited figures (as reported before adjusting for qualifications) Rs in Million	Adjusted figures (audited figures after adjusting for qualifications) Rs in Million
	1	<b>Continuing Operations -</b>		
		Turnover / Total Income	2.08	2.08
		Total Expenditure	53.26	53.26
		Net Profit/(Loss)	(51.18)	(51.18)
	2	<b>Discontinued Operations -</b>		
		Net Profit/(Loss)	(556.45)	(556.45)
	3	<b>Continuing and Discontinued Operations -</b>		
		Net Profit/(Loss)	(607.63)	(607.63)
	4	<b>Earnings Per Share</b>		
		Continuing Operations	(2.35)	(2.35)
		Discontinued Operations	(21.19)	(21.19)
		Both	(23.54)	(23.54)
	5	Total Assets	733.94	733.94
	6	Total Liabilities	733.94	733.94
	7	Net Worth	(723.01)	(723.01)
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
<b>II Audit Qualification (each audit qualification separately):</b>				
<b><u>Auditors' Qualified Opinion No.1</u></b>				
<p>a. Details of Audit Qualification: The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.44 millions (Previous year Rs.4374.59 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.</p> <p>Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others of the Holding Company.</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) of the Holding</p>				



	<p>Company are being considered as discontinued operations. Turnkey Project Business Segment of the Holding Company is being considered as Continuing Operations.</p> <p>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.</p> <p>We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p>
	b. Type of Audit Qualification : Qualified opinion
	c. Frequency of qualification : Appeared fifth time wrt Networth erosion and confirmation of balance. Appeared second time for the comment as per SA 570.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>Both Punjab National Bank &amp; the Indian Overseas Bank of the Holding Company, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th 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 12th April 2018.</p> <p>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 31st 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 Jan 2020</p>

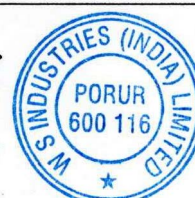


	<p>claiming repayment of contractual dues as follows:</p> <p>(i) ₹ 427.41 cr., from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Dec. 31, 2019,</p> <p>(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and</p> <p>(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.</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 Holding Company. The Holding Company is in discussions with the secured lenders for its resolution.</p> <p>The Holding Company has salvaged whatever documents and records that could be retrieved from the damages caused during the last bout of rains and floods within the limited financial and man power resources available.</p> <p>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. This includes the expansion of competency and scope in provision of integrated projection solutions.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>
	<b>Auditors' Emphasis of Matter No.1</b>
	<p>a. Details of Emphasis of Matter:</p> <p><b>Impact of COVID-19:</b></p> <p>We draw attention to Note No: 2 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.</p> <p>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.</p>
	b. Type of Qualification : Emphasis of Matter
	c. Frequency of qualification : Appeared first time.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>The lockdown and restriction of activities due to Covid-19 does not have</p>



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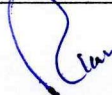


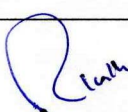





any significant impact in the Holding Company's overall performance during the current period, but has impacted the functioning with shutdown of office. Due to this, the efforts of the Holding Company on the resolution plan is getting delayed. The Holding Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored. Regarding the subsidiaries, the effects of COVID-19 pandemic does not have any significant impact on their respective operations and compliances, during the current period.

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

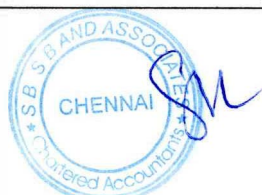
**Signatories:**

<b>f Board Meeting Chairman</b>		
<b>CFO</b>		
<b>Audit Committee Chairman</b>		
<b>Statutory Auditor</b>	 For S B S B AND ASSOCIATES (FRN: 012192S) Chartered Accountants	
<b>Place:</b>	<b>Chennai</b>	CA D. Sharath Kumar Partner
<b>Date:</b>	<b>30<sup>th</sup> June 2020</b>	M.No. 024568



**W.S. INDUSTRIES (INDIA) LIMITED**
**CIN: L29142TN1961PLC004568**
**Registered Office: 108, Mount Poonamallee Road**
**Porur, Chennai 600 116**
**Format for submitting the half yearly financial results by companies other than banks and NBFCs**
**STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE HALF YEAR AND YEAR ENDED 31ST MARCH 2020**
**(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**
**₹ in Lakhs**

Particulars		6 months ended 31st March 2020	Corresponding 6 months ended 31st March 2019	Year to date figures for current period ended 31st March 2020	Previous year ended 31st March 2019
		Audited			
I	Revenue from operations	20.79	3.39	20.79	32.58
II	Other Income		0.06		934.15
III	Total Revenue (I + II)	20.79	3.45	20.79	966.73
IV	<b>Expenses</b>				
	Cost of materials consumed				0.79
	Purchase of Stock-in-trade				
	Changes in Inventories of Finished Goods and work in progress and stock-in-trade				
	Excise Duty				
	Employee benefits expense	14.38	15.66	29.35	30.32
	Finance Costs	0.18	(1312.32)	(0.19)	486.63
	Depreciation and amortisation expense	0.04	461.26	421.14	922.52
	Other Expenses	14.39	56.06	65.60	97.81
	<b>Total expenses</b>	<b>28.99</b>	<b>(779.34)</b>	<b>515.90</b>	<b>1538.08</b>
V	Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)	(8.20)	782.79	(495.11)	(571.35)
VI	Exceptional items				
VII	Profit / (Loss) before extraordinary items and tax (V - VI)	(8.20)	782.79	(495.11)	(571.35)
VIII	Extraordinary items				
IX	Profit before tax (VII - VIII)	(8.20)	782.79	(495.11)	(571.35)
X	Tax Expense				
XI	Profit / (Loss) for the period from continuing operations (IX-X)	(8.20)	782.79	(495.11)	(571.35)
XII	Profit / (Loss) from discontinuing operations	(5223.11)	(5134.14)	(5564.48)	(21888.62)
XIII	Tax expense of discontinuing operations		(45.22)		(45.22)
XIV	Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)	(5223.11)	(5088.92)	(5564.48)	(21843.40)
XV	Profit / (Loss) for the period (XI + XIV)	(5231.31)	(4306.13)	(6059.59)	(22414.75)
	Other comprehensive income				
XVI	A (i) Items that will not be reclassified to profit or loss				
	Other Comprehensive income / (loss) arising from discontinued operations				
	(a) Equity Instrument through Other Comprehensive Income	#		#	
	(ii) Income Tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(ii) Income Tax relating to items that will be reclassified to profit or loss				
	Total other comprehensive income, net of Income Tax				
XVII	Total comprehensive income for the period (XV+XVI) (comprising Profit/(Loss) and other comprehensive income for the period)	(5231.31)	(4306.13)	(6059.59)	(22414.75)
XVIII	Paid - up equity share capital (Face Value - ₹ 10/- per share)	2626.06	2626.06	2626.06	2626.06
XIX	Paid - up Debt Capital	200.00	200.00	200.00	200.00
XX	Reserves excluding Revaluation reserves as per Balance Sheet of previous accounting year				(7950.24)
XXI	Debt Redemption Reserve				
	Earnings per equity share (for continuing operations)				
	1) Basic	(0.19)	2.75	(2.28)	(2.65)
	2) Diluted	(0.19)	2.75	(2.28)	(2.65)
XXII	Earnings per equity share (for discontinued operations)				
	1) Basic	(19.89)	(19.38)	(21.19)	(83.18)
	2) Diluted	(19.89)	(19.38)	(21.19)	(83.18)
XXIII	Earnings per equity share (for discontinued and continuing operations)				
	1) Basic	(20.08)	(16.63)	(23.47)	(85.83)
	2) Diluted	(20.08)	(16.63)	(23.47)	(85.83)
XXIV	Debt Equity Ratio	(0.03)	(0.17)	(0.03)	(0.17)
XXV	Debt Service Coverage Ratio	**	**	**	**
XXVI	Interest Service Coverage Ratio	**	**	**	**



- 1 The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Company adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the Half Year and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules thereunder in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
- 3 The figures for the Half Year ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the First Half year of the financial year.
- 4 The status of production and related activities remains unchanged as reported for the previous half year.
- 5 \*\* The Interest treatment for the facilities availed from the banks/financial institutions remains unchanged as reported for the previous half year.
- 6 The Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
- 7 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 31st 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 Jan 2020 claiming repayment of contractual dues as follows:  
(i) ₹ 427.41 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 Dec. 31, 2019,  
(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and  
(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.  
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.
- 8 @ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided 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 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made at the end of the 3rd quarter of the current year stands reversed.
- 9 The company has subscribed to 50000 Equity Shares of ₹ 10/- each fully paid up in its subsidiary, viz., WS Insulators Private Limited, incorporated on 14th November 2019.
- 10 # Pursuant to approval of Shareholders through Postal Ballot Notice dated 26th April 2019 and the result dated 8th June 2019, sale of 50100 equity shares of Rs.10/- each for ₹ 5.01 Lakhs held by the company in its erstwhile subsidiary W.S. T&D Limited was completed. The earlier provision of Fair Value Loss of ₹ 5.01 Lakhs stands reversed.
- 11 The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- 12 Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
- 13 The lockdown and restriction of activities due to Covid-19 does not have any significant impact in the Company's overall performance during the current period, but has impacted the functioning with shutdown of office. Due to this, the efforts of the Company on the resolution plan is getting delayed. The Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.
- 14 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.

Chennai  
30th June 2020

For S B S B AND ASSOCIATES (FRN: 012192S)

Chartered Accountants

S.A.D. Sharath Kumar  
Partner  
M.No. 024568

for W. S. INDUSTRIES (INDIA) LIMITED

DIRECTOR



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

CIN: L29142TN1961PLC004568

**Registered Office: 108, Mount Poonamallee Road  
Porur, Chennai 600 116**
**₹ in Lakhs**
**Standalone Segmentwise Revenue, Results and Capital employed under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S.No.	PARTICULARS	6 months ended 31st March 2020	Corresponding 6 months ended 31st March 2019	Year to date figures for current period ended 31st March 2020	Previous year ended 31st March 2019
		<b>Audited</b>			
1	<b>Segment Revenue</b>				
	a) Electro-porcelain products		3.39		966.62
	b) Turnkey Projects	20.79	0.06	20.79	0.11
	Total	20.79	3.45	20.79	966.73
	<b>Less: Inter Segment Revenue</b>				
	<b>Net Sales/Income from Operations</b>	20.79	3.45	20.79	966.73
2	<b>Segment Results</b>				
	Profit(+)/Loss(-) before Tax and Interest from each segment				
	a) Electro-porcelain products	(5168.01) @ #	(6653.09)	(5945.65) @ #	(20499.46)
	b) Turnkey Projects	(8.03)	(29.66)	(41.76)	(57.06)
	Total	(5176.03)	(6682.75)	(5987.41)	(20556.52)
	<b>Less : Interest</b>	55.28 **	(2331.38)	72.18 **	1903.45
	<b>Total Earnings before Tax</b>	(5231.31) **@#	(4351.37)	(6059.59) **@#	(22459.97)
	<b>Segment Assets</b>				
	a) Electro-porcelain products	5648.96	10188.62	5648.96	10188.62
	b) Turnkey Projects	622.63	614.59	622.63	614.59
	c) Unallocated	1070.58	1022.97	1070.58	1022.97
	Total	7342.17	11826.18	7342.17	11826.18
	<b>Segment Liabilities</b>				
	a) Electro-porcelain products	2935.69	2821.16	2935.69	2821.16
	b) Turnkey Projects	33.66	31.92	33.66	31.92
	c) Unallocated	11599.69	10140.38	11599.69	10140.38
	Total	14569.04	12993.46	14569.04	12993.46

- The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- The Company adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the Half Year and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules thereunder in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
- The figures for the Half Year ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the First Half year of the financial year.
- The status of production and related activities remains unchanged as reported for the previous half year.
- \*\* The Interest treatment for the facilities availed from the banks/financial institutions remains unchanged as reported for the previous half year.
- The Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
- 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 31st 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 Jan 2020 claiming repayment of contractual dues as follows:  
(i) ₹ 427.41 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 Dec. 31, 2019.  
(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and  
(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.  
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.
- @ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided 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 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made at the end of the 3rd quarter of the current year stands reversed.
- The company has subscribed to 50000 Equity Shares of ₹ 10/- each fully paid up in its subsidiary, viz., WS Insulators Private Limited, incorporated on 14th November 2019.
- # Pursuant to approval of Shareholders through Postal Ballot Notice dated 26th April 2019 and the result dated 8th June 2019, sale of 50100 equity shares of Rs.10/- each for ₹ 5.01 Lakhs held by the company in its erstwhile subsidiary W.S. T&D Limited was completed. The earlier provision of Fair Value Loss of ₹ 5.01 Lakhs stands reversed.
- The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
- The lockdown and restriction of activities due to Covid-19 does not have any significant impact in the Company's overall performance during the current period, but has impacted the functioning with shutdown of office. Due to this, the efforts of the Company on the resolution plan is getting delayed. The Company will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.
- Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.





15 Breakup of Segment Results for Continuing and Discontinued Operations					
	6 months ended 31st March 2020	Corresponding 6 months ended 31st March 2019	Year to date figures for current period ended 31st March 2020		Previous year ended 31st March 2019
1 Profit(+)/Loss(-) before Tax and Interest from each segment from continuing operations					
a) Electro-porcelain products		(499.88)	(453.55)		(27.66)
b) Turnkey Projects	(8.03)	(29.66)	(41.76)		(57.06)
2 Profit(+)/Loss(-) before Tax and Interest from each segment from discontinued operations - Electro-porcelain Products	(5168.00) @#	(6153.21)	(5492.10) @#		(20471.80)
Total	(5176.03)	(6682.75)	(5987.41)		(20556.52)
3 Less : Interest (i) + (ii) as below	55.28 **	(2331.38)	72.18 **		1903.45
(i) from continuing operations					
a) Electro-porcelain products		(1312.34)	(0.38)		486.60
b) Turnkey Projects	0.18	0.02	0.19		0.03
(ii) from discontinued operations - Electro-Porcelain Products	55.10	(1019.06)	72.38		1416.82
(iii) from Continuing and discontinued operations	55.28	(2331.38)	72.18		1903.45
4 Total Earnings before Tax					
(i) from continuing operations	(8.21)	782.78	(495.12)		(571.35)
(ii) from discontinued operations	(5223.11)	(5134.15)	(5564.47)		(21888.62)
(iii) from Continuing and discontinued operations	(5231.31)	(4351.37)	(6059.59)		(22459.97)
for W. S. INDUSTRIES (INDIA) LIMITED					
Chennai 30th June 2020				DIRECTOR	

For S B S B AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants  
CA. D. Sharath Kumar  
Partner  
M.No. 024568





W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office: 108, Mount Poonamallee Road,

Porur, Chennai 600 116

Statement of Standalone Assets and Liabilities

[under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

₹ in Lakhs

Particulars		STANDALONE			
		As at 31 03 2020		As at 31 03 2019	
		Audited		Audited	
<b>A</b>	<b>ASSETS</b>				
1.	<b>Non-Current Assets :</b>				
(a)	Property, Plant and Equipment	2.16		7487.14	
(b)	Capital Work in Progress			70.37	
(c)	Financial Assets :				
	Investments	9.00		6.01	
(d)	Other Non- Current Assets	18.17		13.83	
	<b>Total Non -Current Assets</b>		29.33		7577.35
2.	<b>Current Assets :</b>				
(a)	Inventories			114.33	
(b)	Financial Assets :				
	i. Trade Receivables	858.94		847.15	
	ii. Cash and Cash Equivalents	22.16		201.87	
(c)	Current Tax Assets (Net)	317.15		317.86	
(d)	Other Current Assets	704.10		483.40	
	<b>Total Current Assets</b>		1902.35		1964.60
3.	<b>Non Current Assets held for sale</b>		5410.49		2944.57
	<b>TOTAL ASSETS</b>		7342.17		12486.53
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
1.	<b>Equity:</b>				
(a)	Equity Share Capital	2626.06		2626.06	
(b)	Other Equity	(11127.93)		(5068.33)	
			(8501.87)		(2442.27)
2.	<b>Non Current Liabilities :</b>				
	Financial Liabilities				
	Preferece Share Capital	1275.00		1275.00	
	<b>Total Non Current Liabilities</b>		1275.00		1275.00
3.	<b>Current Liabilities :</b>				
(a)	Financial Liabilities				
	i. Borrowings	1570.50		546.00	
	ii. Trade Payables	2969.35		2853.08	
	iii. Other financial liabilities	8548.75		8536.14	
(b)	Provisions	4.34		4.34	
(c)	Current tax liabilities (Net)				
(d)	Other current liabilities	1476.10		1714.24	
	<b>Total Current Liabilities</b>		14569.04		13653.81
	<b>TOTAL EQUITY AND LIABILITIES</b>		7342.17		12486.53

for W. S. INDUSTRIES ( INDIA) LIMITED

Chennai

30th June 2020

For S B S B AND ASSOCIATES (FIRMS 012192S)  
Chartered Accountants

DIRECTOR

CA.D. Sharath Kumar  
Partner  
M.No. 024568



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

CIN: L29142TN1961PLC004568

**Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116****STATEMENT OF STANDALONE CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020**

(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

In ₹ Lakhs

PARTICULARS	31-Mar-20	31-Mar-19
<b>A OPERATING ACTIVITIES:</b>		
Profit/(loss) before tax from continuing operations	(495.12)	(571.35)
Profit/(loss) before tax from discontinued operations	(5564.48)	(21888.62)
Profit/(loss) before tax	(6059.60)	(22459.97)
<u>Adjustments to reconcile profit before tax to net cash flows:</u>		
Depreciation and impairment of property, plant and equipment	421.14	922.52
Net foreign exchange differences	(0.49)	(2.35)
Loss on disposal of property, plant and equipment	0.26	
Finance costs (including fair value change in financial instruments)	0.29	488.98
Earlier Provision for Income Tax withdrawn		45.22
Non Current Asset held - Impairment/Discarded	4669.90	2.84
<u>Working capital adjustments:</u>		
Movements in provisions, gratuity and government grants		(4.52)
(Increase)/Decrease in trade and other receivables and prepayments	(11.78)	95.66
(Increase)/Decrease in inventories	114.33	0.73
Increase/(Decrease) in trade and other payables	116.27	37.18
(Increase)/Decrease in other Assets	(224.32)	14396.69
Increase/(Decrease) in Liabilities and Provisions	(238.14)	274.26
<b>Net cash flows from operating activities</b>	<b>(1212.14)</b>	<b>(6202.75)</b>
<b>B INVESTING ACTIVITIES:</b>		
Proceeds from sale of property, plant and equipment	0.03	
Purchase of property, plant and equipment	(1.91)	(1.78)
Disposal of property, plant and equipment		31597.16
Sale of Investments in subsidiary	5.01	
Acquisition/Investment in subsidiary	(8.00)	(1.00)
<b>Net cash flows used in investing activities</b>	<b>(4.87)</b>	<b>31594.38</b>
<b>C FINANCING ACTIVITIES:</b>		
Proceeds from exercise of share options		512.08
Interest paid	(0.29)	(488.98)
Increase / (Decrease) in borrowings	1037.10	(25358.93)
<b>Net cash flows from/(used in) financing activities</b>	<b>1036.81</b>	<b>(25335.83)</b>
Net increase in cash and cash equivalents	(180.20)	55.80
Net foreign exchange difference	0.49	2.35
Cash and cash equivalents at the beginning of the year	201.87	143.72
<b>Cash and cash equivalents at year end</b>	<b>22.16</b>	<b>201.87</b>

**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	22.16	201.87
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	22.16	201.87

As per our Report of even date  
**For M/s. S B S B and Associates**  
 Chartered Accountants  
 Firm No.: 0121925

**D.Sharath Kumar**  
 Partner  
 Membership No.: 024568

for and on behalf of the Board

**J.SRIDHARAN**  
 DIRECTOR

**R.KARTHIK**  
 DIRECTOR

**B.SWAMINATHAN**  
 CHIEF FINANCIAL OFFICER and  
 COMPANY SECRETARY

Place : Chennai  
 Date : 30th June 2020

**Auditor's Report On Annual Standalone IND AS Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To Board of Directors of W.S.Industries (India) Limited,

We have audited the annual standalone IND AS financial results of W.S.Industries (India) Limited for the period 01/04/2019 to 31/03/2020 attached herewith, being submitted by the company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

These annual standalone IND AS financial results have been prepared on the basis of the annual financial statements and reviewed half yearly standalone IND AS financial results upto the end of the first half year, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these financial results based on our audit of such annual standalone IND AS financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

**Basis for Qualified Opinion**

The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.12 millions (Previous year Rs.4347.16 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.

Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others.

During the year under audit, there was no production in the Chennai and Vizag plants. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) 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 opinion.

**Emphasis of Matter**

**Impact of COVID-19:**

We draw attention to Note No: 2 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.

Our conclusion is modified in respect of the above matter.


In our opinion and to the best of our information and according to the explanations given to us these annual standalone IND AS financial results:

- (i) are presented in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net profit/ loss and other financial information for the period ended 31st March 2020 except for the possible effects of the qualification as described in the previous paragraphs.

Place: Chennai  
Date : 30<sup>th</sup> June 2020

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



  
D. Sharath Kumar  
Partner  
Membership No. :024568

UDIN: 20024568AAAAAN5320



**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Standalone IND AS Annual Audited Financial Results under Regulation 52 of the SEBI (LODR) Regulations 2015**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [see Regulation 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl No.	Particulars	Audited figures (as reported before adjusting for qualifications) Rs in Million	Adjusted figures (audited figures after adjusting for qualifications) Rs in Million
	1	<b>Continuing Operations -</b>		
		Turnover / Total Income	2.08	2.08
		Total Expenditure	51.59	51.59
		Net Profit/(Loss)	(49.51)	(49.51)
	2	<b>Discontinued Operations -</b>		
		Net Profit/(Loss)	(556.45)	(556.45)
	3	<b>Continuing and Discontinued Operations -</b>		
		Net Profit/(Loss)	(605.96)	(605.96)
	4	<b>Earnings Per Share</b>		
		Continuing Operations	(2.28)	(2.28)
		Discontinued Operations	(21.19)	(21.19)
		Both	(23.47)	(23.47)
	5	Total Assets	734.22	734.22
	6	Total Liabilities	734.22	734.22
	7	Net Worth	(722.68)	(722.68)
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II	<b>Audit Qualification (each audit qualification separately):</b>			
	<b><u>Auditors' Qualified Opinion No.1</u></b>			
	<p>a. Details of Audit Qualification: The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.12 millions (Previous year Rs.4347.16 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.</p> <p>Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others.</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) are being considered as discontinued operations. Turnkey Project Business Segment is being considered as</p>			



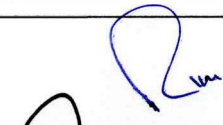
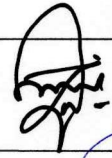
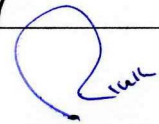

	<p>Continuing Operations.</p> <p>These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. The company is in the discussion of re-vitalization 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.</p> <p>We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p>
	b. Type of Audit Qualification : Qualified opinion
	c. Frequency of qualification : Appeared sixth time wrt Networth erosion and confirmation of balance. Appeared second time for the comment as per SA 570.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>Both Punjab National Bank &amp; the Indian Overseas Bank, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th 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 12th April 2018.</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 31st 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 received in Jan 2020 claiming repayment of contractual dues as follows:</p> <p>(i) ₹ 427.41 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 Dec. 31, 2019,</p>

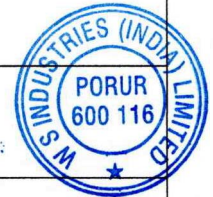


	<p>(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and</p> <p>(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.</p> <p>The claim amounts include interest up to the said period and other charges 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> <p>The Company has salvaged whatever documents and records that could be retrieved from the damages caused during the last bout of rains and floods within the limited financial and man power resources available.</p> <p>The Company is evaluating various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit. This includes the expansion of competency and scope in provision of integrated projection solutions.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>
	<p><b>Auditors' Emphasis of Matter No.1</b></p>
	<p>a. Details of Emphasis of Matter:</p> <p><b>Impact of COVID-19:</b></p> <p>We draw attention to Note No: 2 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.</p> <p>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.</p>
	<p>b. Type of Qualification : Emphasis of Matter</p>
	<p>c. Frequency of qualification : Appeared first time.</p>
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>The lockdown and restriction of activities due to Covid-19 does 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.</p>





	<p>Due to the above, our efforts on the resolution plan is getting delayed. We will be able to get a better clarity only after the lockdown is lifted and reasonable normalcy is restored.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>	
<b>III</b>	<b>Signatories:</b>	
	<b>Board Meeting Chairman</b>	
	<b>CFO</b>	
	<b>Audit Committee Chairman</b>	
	<b>Statutory Auditor</b>	 For SBI S B AND ASSOCIATES (FRN: 012192S) Chartered Accountants
	<b>Place:</b>	Chennai
	<b>Date:</b>	30 <sup>th</sup> June 2020



CA.D. Sharath Kumar  
Partner

M.No. 024568



STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE HALF YEAR AND YEAR ENDED 31st MARCH 2020  
(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Sl. No.	PARTICULARS	6 months ended 31st March 2020	Corresponding 6 months ended 31st March 2019	Year to date figures for current period ended 31st March 2020	Previous year ended 31st March 2019
		Audited	Audited	Audited	Audited
I	Revenue from operations	20.79	3.39	20.79	32.58
II	Other Income		0.07		934.15
III	Total Revenue (I + II)	20.79	3.46	20.79	966.73
IV	<b>Expenses</b>				
	a) Cost of materials consumed				0.79
	b) Purchase of Stock-in-trade				
	c) Change in Inventories of Finished Goods and work in progress and stock-in-trade				
	d) Employee benefits expense	14.38	15.66	29.35	30.32
	e) Finance Costs	0.18 **	(1312.01)	1.64 **	486.96
	f) Depreciation and amortisation expense	0.04	461.33	421.15	922.67
	g) Other Expenses	16.14	61.92	80.43	103.99
	<b>Total expenses</b>	<b>30.74</b>	<b>(773.10)</b>	<b>532.57</b>	<b>1544.73</b>
V	Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)	(9.95)	776.54	(511.78)	(578.00)
VI	Exceptional Items				
VII	Profit / (Loss) before extraordinary items and tax (V - VI)	(9.95)	776.54	(511.78)	(578.00)
VIII	Extraordinary items				
IX	Profit before tax (VII - VIII)	(9.95)	776.54	(511.78)	(578.00)
X	Tax Expense				
XI	Profit / (Loss) for the period from continuing operations (IX - X)	(9.95)	776.54	(511.78)	(578.00)
XII	Profit / (Loss) from discontinued operations (IX - X)	(5223.11) **@	(5134.14)	(5564.48) **@	(21888.62)
XIII	Tax expense of discontinuing operations		(45.22)		(45.22)
XIV	Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)	(5223.11)	(5088.92)	(5564.48)	(21843.40)
XV	Profit / (Loss) for the period (XI + XIV)	(5233.06) **@	(4312.38)	(6076.26) **@	(22421.40)
XVI	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss				
	(a) Other Comprehensive income / (loss) arising from discontinued operations				
	(b) Equity Instrument through other comprehensive Income	#		#	
	(ii) Income Tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(a) Profit on account of cessation of control in subsidiary	(7.17)		2.11	
	(ii) Income Tax relating to items that will be reclassified to profit or loss				
XVII	Total other comprehensive income, net of Income Tax A(i+ii)+B(i+ii)	(7.17)		2.11	
XVIII	Withdrawal on account of cessation of Subsidiary/ Attributable to Non Controlling interest	(6.89)	(0.03)	(2.11)	(0.03)
XIX	Total comprehensive income for the period	(5247.13) **@#	(4312.41)	(6076.26) **@#	(22421.43)
XX	Earnings per Share (for continuing operations)				
	a) Basic	(0.20)	2.72	(2.35)	(2.68)
	b) Diluted	(0.20)	2.72	(2.35)	(2.68)
	Earnings per Share (for discontinued operations)				
	a) Basic	(19.94)	(19.38)	(21.19)	(83.18)
	b) Diluted	(19.94)	(19.38)	(21.19)	(83.18)
	Earnings per Share (for discontinued and continuing operations)				
	a) Basic	(20.14)	(16.66)	(23.54)	(85.86)
	b) Diluted	(20.14)	(16.66)	(23.54)	(85.86)



- 1 The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th June 2020, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Group adopted Indian Accounting Standards (Ind AS) from the financial year beginning on 1st April 2017 and this financial results for the half year and year ended 31st March 2020 is prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the companies Act, 2013 read with relevant Rules issued thereunder and in terms of SEBI circular no.CIR/CFD/FAC/62/2016 dated 5th July 2016.
- 3 The status of production and related activities of the Holding Company remains unchanged as reported for the previous half year.
- 4 \*\* The Interest treatment for the facilities availed from the banks/financial institutions by the Holding Company remains unchanged as reported for the previous half year.
- 5 The Holding Company has identified its Chennai Insulator Division (12 months) and Vizag Insulator Division (wef 01.10.2019 for 6 months) under Ind AS 105 and accordingly adjustments are shown separately in the statement of profit and loss. Hence previous period figures are not comparable.
- 6 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 31st March 2019 but the 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 in Jan 2020 claiming repayment of contractual dues as follows:  
(i) ₹ 427.41 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 Dec. 31, 2019.  
(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and  
(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.  
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.
- 7 @ As required under Ind AS 36 Impairment amounting to ₹ 4570 Lakhs has been provided in the books of Vizag Insulator Division of the Holding Company (considered as discontinued operations w.e.f. 01.10.2019) with reference to Land on unexpired Lease period (as on 31st Mar. 2020), Buildings on Card Rate and other fixed assets on the respective WDV basis. The provision made at the end of the 3rd quarter of the current year stands reversed.
- 8 The Holding company has subscribed to 50000 Equity Shares of ₹ 10/- each fully paid up in its subsidiary, viz., WS Insulators Private Limited, incorporated on 14th November 2019.
- 9 # Pursuant to approval of Shareholders of the Holding Company through Postal Ballot Notice dated 26th April 2019 and the result dated 8th June 2019, sale of 50100 equity shares of Rs.10/- each for ₹ 5.01 Lakhs held by the Holding Company in its erstwhile subsidiary W.S. T&D Limited was completed. The earlier provision of Fair Value Loss of ₹ 5.01 Lakhs stands reversed.
- 10 In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the Holding Company has disclosed Consolidated Quarterly Results from the quarter ended June 30, 2019.
- 11 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.
- 12 The Subsidiary Companies considered in the consolidated financial statements are Vidagara Tech Park Private Limited, WS Insulators Private Limited (incorporated on 14th November 2019) and W.S. T & D Limited (till 09th June 2019), whose country of incorporation are in India and the percentage of voting power by W.S. Industries (India) limited as on 31st March 2020 is 100%, 100%, nil respectively.
- 13 The Group is not required to provide Segment Reporting under the criteria specified in IND AS 108.
- 14 Inventories comprising of Raw Materials, Work-in-progress, Finished Goods and Stores and Spares to the extent of ₹ 41.19 Lakhs in Chennai division, ₹ 73.17 Lakhs in Visakhapatnam division and Capital Work in Progress to the extent of ₹ 70.37 Lakhs in Visakhapatnam division in the Holding Company have been fully written off at the end of the 3rd quarter of the current year because of "Discontinued Operations".
- 15 The lockdown and restriction of activities due to Covid-19 does 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 this, the efforts of the Holding Company on the resolution plan is getting delayed. 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 does not have any significant impact on their respective operations and compliances, during the current period.
- 16 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications.
- 17 The figures for the half year ended 31st March 2020 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the first half year of the financial year.

Chennai  
30th June 2020

for W.S. INDUSTRIES (INDIA) LIMITED

DIRECTOR

For S B S B AND ASSOCIATES (FRN:012192S)

Chartered Accountants

CA D. Sharath Kumar  
Partner  
M.No. 024568



**W S INDUSTRIES (INDIA) LIMITED**
**CIN: L29142TN1961PLC004568**
**Registered Office: 108, Mount Poonamallee Road,**
**Porur, Chennai 600 116**
**Statement of Consolidated Assets and Liabilities**
**[under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]**
**₹ in Lakhs**

Particulars		CONSOLIDATED			
		As at 31 03 2020		As at 31 03 2019	
		Audited		Audited	
<b>A</b>	<b>ASSETS</b>				
1.	<b>Non-Current Assets :</b>				
(a)	Property, Plant and Equipment	2.16		42563.16	
(b)	Capital Work in Progress			70.37	
(c)	Other Intangible Assets			0.13	
(d)	Financial Assets :				
	Investments				
(e)	Other Non- Current Assets	18.17		13.83	
	<b>Total Non -Current Assets</b>		20.33		42647.49
2.	<b>Current Assets :</b>				
(a)	Inventories			114.33	
(b)	Financial Assets :				
	i. Trade Receivables	858.94		847.15	
	ii. Cash and Cash Equivalents	28.12		208.22	
(c)	Current Tax Assets (Net)	317.15		318.08	
(d)	Other Current Assets	704.45		483.41	
	<b>Total Current Assets</b>		1908.66		1971.19
3.	<b>Non Current Assets held</b>		5410.49		2944.57
	<b>TOTAL ASSETS</b>		7339.48		47563.25
<b>B</b>	<b>EQUITY AND LIABILITIES</b>				
1.	<b>Equity:</b>				
(a)	Equity Share Capital	2626.06		2626.06	
(b)	Other Equity	(11131.15)		(10678.59)	
(c)	Non controlling Interest			4.78	
	<b>Total Equity</b>		(8505.09)		(8047.75)
2.	<b>Non Current Liabilities :</b>				
	Financial Liabilities				
	i. Preference Share Capital	1275.00		1275.00	
	ii. Debentures			9433.45	
	iii. Borrowings			31246.69	
	<b>Total Non Current Liabilities</b>		1275.00		41955.14
3.	<b>Current Liabilities :</b>				
(a)	Financial Liabilities				
	i. Borrowings	1570.50		546.00	
	ii. Trade Payables	2969.35		2853.08	
	iii. Other financial liabilities	8548.75		8536.14	
(b)	Provisions	4.34		4.34	
(c)	Current tax liabilities (Net)				
(d)	Other current liabilities	1476.63		1716.29	
	<b>Total Current Liabilities</b>		14569.57		13655.85
	<b>TOTAL EQUITY AND LIABILITIES</b>		7339.48		47563.25

Chennai

30th June 2020

**For S B S AND ASSOCIATES (FIR: 0121925)**  
Chartered Accountants

**C.A. D. Sharath Kumar**  
Partner  
M.No. 024568

for W S INDUSTRIES ( INDIA ) LIMITED

DIRECTOR





# W.S. INDUSTRIES (INDIA) LIMITED

**Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116**  
**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020**

**CIN: L29142TN1961PLC004568**

(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

		in ₹ Lakhs	
PARTICULARS	Working Notes a	31-Mar-20	31-Mar-19
<b>A OPERATING ACTIVITIES:</b>			
Profit before tax from continuing operations		(511.79)	(578.00)
Profit/(loss) before tax from discontinued operations		(5564.48)	(21888.62)
Profit before tax		(6076.27)	(22466.62)
<u>Adjustments to reconcile profit before tax to net cash flows:</u>			
Depreciation and impairment of property, plant and equipment		421.15	922.67
Net foreign exchange differences		(0.49)	(2.35)
Loss on disposal of property, plant and equipment		0.26	
Finance costs (including fair value change in financial instruments)		0.32	489.07
Earlier Provision for Income Tax withdrawn			45.22
Non Current Asset held - Impairment/Discarded		4669.90	
<u>Working capital adjustments:</u>			
Movements in provisions, gratuity and government grants			(4.52)
(Increase)/Decrease in trade and other receivables and prepayments		(11.79)	95.66
(Increase)/Decrease in inventories		114.33	0.73
Increase/(Decrease) in trade and other payables		116.27	37.18
(Increase)/Decrease in other Current Assets	a.4	(224.66)	9192.54
Increase/(Decrease) in Liabilities and Provisions	a.5	(237.80)	(123.81)
<b>Net cash flows from operating activities</b>		<b>(1228.78)</b>	<b>(11814.23)</b>
<b>B INVESTING ACTIVITIES:</b>			
Proceeds from sale of property, plant and equipment		0.03	
Purchase of property, plant and equipment		(1.91)	(3477.79)
On account of cessation of control in Subsidiary	a.1 to a.10	13.27	
<b>Net cash flows used in investing activities</b>		<b>11.39</b>	<b>(3477.79)</b>
<b>C FINANCING ACTIVITIES:</b>			
Proceeds from exercise of share options			516.90
Proceeds from exercise of Debenture options			9433.45
Interest paid	a.7	(0.32)	(489.07)
Increase / (Decrease) in borrowings		1037.11	5887.76
<b>Net cash flows from/(used in) financing activities</b>		<b>1036.79</b>	<b>15349.04</b>
Net increase in cash and cash equivalents		(180.60)	57.02
Net foreign exchange difference		0.49	2.35
Cash and cash equivalents at the beginning of the year		208.22	148.85
<b>Cash and cash equivalents at year end</b>		<b>28.11</b>	<b>208.22</b>

Notes to Cash Flow

a

## 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	28.11	208.22
Unrealised (Gain) / Loss		
Cash and Bank Balances restated as above	28.11	208.22

As per our Report of even date  
**For M/s. S B S B and Associates**  
 Chartered Accountants  
 Firm No.: 0121925

**D.Sharath Kumar**  
 Partner  
 Membership No.: 024568



for and on behalf of the Board

**J.SRIDHARAN**  
 DIRECTOR

**R.KARTHIK**  
 DIRECTOR

**B.SWAMINATHAN**  
 CHIEF FINANCIAL OFFICER and  
 COMPANY SECRETARY

Place : Chennai  
 Date : 30th June 2020.

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

Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116

CIN: L29142TN1961PLC004568

**a WORKING NOTES TO CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2020**

(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

PARTICULARS	in ₹ Lakhs	in ₹ Lakhs	in ₹ Lakhs
	On account of cessation of control in Subsidiary	Others	Total
	31-Mar-20	31-Mar-20	31-Mar-20
<b>A OPERATING ACTIVITIES:</b>			
a.1 Withdrawal of Reserves for equity instruments through OCI	5335.96		5335.96
a.2 Withdrawal of Retained Earnings	280.85		280.85
a.3 Withdrawal of non controlling Interest	2.11		2.11
<u>Working capital adjustments:</u>			
a.4 (Increase)/Decrease in other Current Assets	0.22	(224.66)	(224.44)
a.5 Increase/(Decrease) in Liabilities and Provisions	(1.86)	(237.80)	(239.66)
<b>Net cash flows from operating activities</b>	<b>5617.28</b>	<b>(462.46)</b>	<b>5154.82</b>
<b>B INVESTING ACTIVITIES:</b>			
a.6 Withdrawal in Property, Plant and Equipment	35076.13		35076.13
<b>Net cash flows used in investing activities</b>	<b>35076.13</b>		<b>35076.13</b>
<b>C FINANCING ACTIVITIES:</b>			
a.7 Proceeds from exercise of Debenture options/(Withdrawal)	(9433.45)		(9433.45)
a.8 Investment in subsidiary - W.S.T&D Limited	(5.01)		(5.01)
a.9 Sale of Investments in subsidiary - W.S.T&D Limited	5.01		5.01
a.10 Proceeds from Non Current borrowings/(Withdrawal)	(31246.69)		(31246.69)
<b>Net cash flows from/(used in) financing activities</b>	<b>(40680.14)</b>		<b>(40680.14)</b>
<b>Net Withdrawal on account of cessation of control in subsidiary</b>	<b>13.27</b>	<b>(462.46)</b>	<b>(449.19)</b>



**Auditor's Report On Annual Consolidated IND AS Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To Board of Directors of W.S.Industries (India) Limited,

We have audited the annual consolidated IND AS financial results 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**”) for the period 01/04/2019 to 31/03/2020 attached herewith, being submitted by the company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

These annual consolidated IND AS financial results have been prepared on the basis of the annual consolidated financial statements, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these annual consolidated financial results based on our audit of such annual consolidated IND AS financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

**Basis for Qualified Opinion**

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.44 millions (Previous year Rs.4374.59 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.

Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others of the Holding Company.

During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) of the Holding Company 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 revitalization 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 opinion.

**Emphasis of Matter**

**Impact of COVID-19:**

We draw attention to Note No: 2 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.

Our conclusion is modified in respect of the above matter.

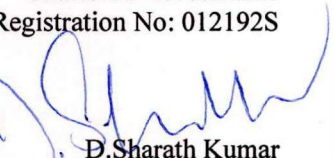
In our opinion and to the best of our information and according to the explanations given to us these consolidated Ind AS annual financial results:

- (i) are presented in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the consolidated net profit/ loss and other financial information for the period ended 31st March 2020 except for the possible effects of the qualification as described in the previous paragraphs.

Place: Chennai  
Date : 30<sup>th</sup> June 2020

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

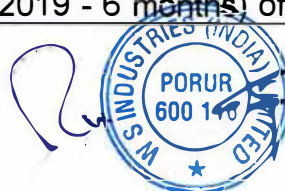


  
D. Sharath Kumar  
Partner  
Membership No. :024568

UDIN : 20024568 AAAA02847

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Consolidated IND AS Annual Audited Financial Results under Regulation 52 of the SEBI (LODR) Regulations 2015**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [see Regulation 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl No.	Particulars	Audited figures (as reported before adjusting for qualifications) Rs in Million	Adjusted figures (audited figures after adjusting for qualifications) Rs in Million
	1	<b>Continuing Operations -</b>		
		Turnover / Total Income	2.08	2.08
		Total Expenditure	53.26	53.26
		Net Profit/(Loss)	(51.18)	(51.18)
	2	<b>Discontinued Operations -</b>		
		Net Profit/(Loss)	(556.45)	(556.45)
	3	<b>Continuing and Discontinued Operations -</b>		
		Net Profit/(Loss)	(607.63)	(607.63)
	4	<b>Earnings Per Share</b>		
		Continuing Operations	(2.35)	(2.35)
		Discontinued Operations	(21.19)	(21.19)
		Both	(23.54)	(23.54)
	5	Total Assets	733.94	733.94
	6	Total Liabilities	733.94	733.94
	7	Net Worth	(723.01)	(723.01)
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
<b>II Audit Qualification (each audit qualification separately):</b>				
<b><u>Auditors' Qualified Opinion No.1</u></b>				
<p>a. Details of Audit Qualification: The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.4953.44 millions (Previous year Rs.4374.59 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 31st March, 2020 is Rs.16.44 millions (previous year Rs.7.26 millions) as per the books of accounts maintained.</p> <p>Confirmation of Balances as at 31st March 2020, were not available for our verification in respect of the financial institutions, debtors, creditors and others of the Holding Company.</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company. Chennai Insulator division (12 months) and Visakhapatnam Insulator division (w.e.f 01.10.2019 - 6 months) of the Holding</p>				



	<p>Company are being considered as discontinued operations. Turnkey Project Business Segment of the Holding Company is being considered as Continuing Operations.</p> <p>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.</p> <p>We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.</p>
	b. Type of Audit Qualification : Qualified opinion
	c. Frequency of qualification : Appeared fifth time wrt Networth erosion and confirmation of balance. Appeared second time for the comment as per SA 570.
	d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b> Management's Views: <b>Not applicable</b>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u> Both Punjab National Bank &amp; the Indian Overseas Bank of the Holding Company, have assigned their facilities to Edelweiss Asset Reconstruction Company Ltd, as on 10th 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 12th April 2018.</p> <p>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 31st 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 Jan 2020</p>

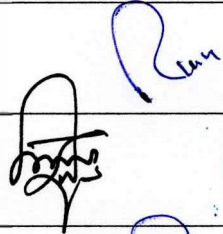


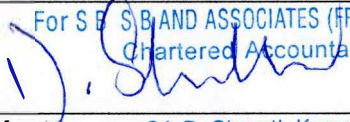


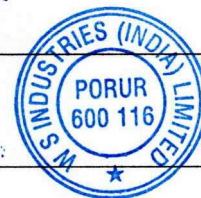


	<p>claiming repayment of contractual dues as follows:</p> <p>(i) ₹ 427.41 cr., from Edelweiss Asset Reconstruction Company Limited (in its capacity as Trustee of EARC SAF 1 Trust, EARC Trust SC 168, EARC Trust SC 209) as on Dec. 31, 2019,</p> <p>(ii) ₹ 84.09 cr., from IDBI Trusteeship Service Limited (as a debenture trustee on behalf of debenture holders) as on Dec. 31, 2019 and</p> <p>(iii) ₹ 133.67 cr., from Allium Finance Private Limited as on Dec 31, 2019.</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 Holding Company. The Holding Company is in discussions with the secured lenders for its resolution.</p> <p>The Holding Company has salvaged whatever documents and records that could be retrieved from the damages caused during the last bout of rains and floods within the limited financial and man power resources available.</p> <p>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. This includes the expansion of competency and scope in provision of integrated projection solutions.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>
	<b>Auditors' Emphasis of Matter No.1</b>
	<p>a. Details of Emphasis of Matter:</p> <p><b>Impact of COVID-19:</b></p> <p>We draw attention to Note No: 2 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.</p> <p>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.</p>
	b. Type of Qualification : Emphasis of Matter
	c. Frequency of qualification : Appeared first time.
	<p>d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b></p> <p>Management's Views: <b>Not applicable</b></p>
	<p>e. For Audit qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b></p> <p>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b></p> <p><u>Observation :</u></p> <p>The lockdown and restriction of activities due to Covid-19 does not have</p>



	<p>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 this, the efforts of the Holding Company on the resolution plan is getting delayed. 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 does not have any significant impact on their respective operations and compliances, during the current period.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p>
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<b>Signatories:</b>	
<b>Board Meeting Chairman</b>	
<b>CFO</b>	
<b>Audit Committee Chairman</b>	
<b>Statutory Auditor</b>	<p>For S B S B AND ASSOCIATES (FRN: 012192S) Chartered Accountants</p> 
<b>Place:</b>	<b>Chennai</b>
<b>Date:</b>	<b>30<sup>th</sup> June 2020</b>



CA.D. Sharath Kumar  
Partner  
M No. 024568