



30<sup>th</sup> May 2022

M/s. BSE 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 2022 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 2022 along with Auditor's Report and Statement on Impact of Audit Qualifications.
3. Appointment of M/s.Lakshmmi Subramanian and Associates, Chennai as Secretarial Auditor of the Company for the financial year 2022-23.
4. Appointment of M/S.Vivekanandan Associates, Chartered Accountants, Chennai as Internal Auditors of the Company for the financial year 2022-23.

The Board Meeting started at 12.10 pm and concluded at 01.15 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 - 24354754

CIN : L29142TN1961PLC004568

Dept E-mail : accounts@wsinsulators.com

Website : wsindustries.in

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2022  
(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

| S. No. | PARTICULARS  | QUARTER ENDED   |                |                 | 12 Months ended<br>31st March 2022 | 12 Months<br>ended 31st<br>March 2021 |
|--------|--|-----------------|----------------|-----------------|------------------------------------|---------------------------------------|
|        |  | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 |                                    |                                       |
|        |  | Audited         | Unaudited      | Audited         | Audited                            | Audited                               |
| I      | Revenue from operations  |                 |                |                 |                                    |                                       |
| II     | Other Income   | 9.27            |                |                 | 9.27                               |                                       |
| III    | Total Revenue (I + II)   | 9.27            |                |                 | 9.27                               |                                       |
| IV     | Expenses   |                 |                |                 |                                    |                                       |
|        | Cost of materials consumed   |                 |                |                 |                                    |                                       |
|        | Purchase of Stock-in-trade   |                 |                |                 |                                    |                                       |
|        | Changes in Inventories of Finished Goods<br>and work in progress and stock-in-trade  |                 |                |                 |                                    |                                       |
|        | Excise Duty  |                 |                |                 |                                    |                                       |
|        | Employee benefits expense  | 7.32            | 7.23           | 7.15            | 28.77                              | 28.47                                 |
|        | Finance Costs  | (0.00) **       | 174.74         | 0.01            | 349.47 **                          | 0.03                                  |
|        | Depreciation and amortisation expense  | 0.03            | 0.03           | 0.02            | 0.12                               | 0.09                                  |
|        | Other Expenses   | 13.48           | 1.85           | 618.65          | 14.25                              | 629.40                                |
|        | Total expenses   | 20.83           | 183.85         | 625.83          | 392.61                             | 657.99                                |
| V      | Profit / (Loss) before exceptional and extraordinary items and<br>tax (III - IV)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| VI     | Exceptional items  |                 |                |                 |                                    |                                       |
| VII    | Profit / (Loss) before extraordinary items and tax (V - VI)  | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| VIII   | Extraordinary items  |                 |                |                 |                                    |                                       |
| IX     | Profit before tax (VII - VIII)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| X      | Tax Expense  |                 |                |                 |                                    |                                       |
| XI     | Profit / (Loss) for the period from continuing operations (IX-X)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| XII    | Profit / (Loss) for the period from discontinued operations (IX-X)   | 442.93 **@      | (4732.79)      | 86.38           | (5548.07) **@                      | (177.68)                              |
| XIII   | Tax expense of discontinuing operations  |                 |                |                 |                                    |                                       |
| XIV    | Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)   | 442.93 **@      | (4732.79)      | 86.38           | (5548.07) **@                      | (177.68)                              |
| XV     | Profit / (Loss) for the period (XI + XIV)  | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                      | (835.67)                              |
| XVI    | Other Comprehensive Income   |                 |                |                 |                                    |                                       |
|        | A (i) Items that will not be reclassified to profit or loss  |                 |                |                 |                                    |                                       |
|        | (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)<br>and other comprehensive income for the period) | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                      | (835.67)                              |
| XVIII  | Earnings per equity share (for continuing operations)  |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (1.44)          | (0.80)         | (2.48)          | (1.86)                             | (2.90)                                |
|        | 2) Diluted   | (1.44)          | (0.80)         | (2.48)          | (1.86)                             | (2.90)                                |
| XIX    | Earnings per equity share (for discontinued operations)  |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (20.12)         | (18.02)        | 0.33            | (21.13)                            | (0.68)                                |
|        | 2) Diluted   | (20.12)         | (18.02)        | 0.33            | (21.13)                            | (0.68)                                |
| XX     | Earnings per equity share (for discontinued and continuing operations)   |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (21.56)         | (18.82)        | (2.15)          | (22.99)                            | (3.58)                                |
|        | 2) Diluted   | (21.56)         | (18.82)        | (2.15)          | (22.99)                            | (3.58)                                |





- 1 The above audited results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th May 2022, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Company is adopting Indian Accounting Standards (Ind AS) and the financial results for the Quarter and year ended 31st March 2022 are 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 2022 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 \*\* Interest Expenses has been provided as per the definitive settlement agreements entered into with the secured lenders.
- 6 For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
- 7 @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) arising from the definitive agreements entered into by the Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
- 8 The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- 9 The Company clarifies that its Project Business vertical is currently functioning at a low scale because of inadequacy of funds. However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand. These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- 10 Details of this restructuring exercise:
  - (i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.
  - (ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.
  - (iii) Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.
  - (iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.
  - (v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.
  - (vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.
  - (vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.
  - (viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.
  - (ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.
- 11 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications and as per amended schedule iii to the Companies Act, 2013 vide Notification dated 24th March 2021.

Place: Chennai  
Date: 30th May 2022

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

for W.S. INDUSTRIES (INDIA) LIMITED

*R. S. Narayan*  
DIRECTOR





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

CIN: L29142TN1961PLC004568

₹ in Lakhs

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

Standalone Audited 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 | 12 Months ended       |
|-------|---|-----------------|----------------|-----------------|-----------------|-----------------------|
|       |   | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 | 31st March 2022 | ended 31st March 2021 |
|       |   | Audited         | Unaudited      | Audited         | Audited         | Audited               |
| 1     | Segment Revenue   |                 |                |                 |                 |                       |
|       | a) Electro-porcelain products                               |                 |                |                 |                 |                       |
|       | b) Turnkey Projects   | 9.27            |                |                 | 9.27            |                       |
|       | Total   | 9.27            |                |                 | 9.27            |                       |
|       | Less: Inter Segment Revenue                                 |                 |                |                 |                 |                       |
|       | Net Sales/Income from Operations                            | 9.27            |                |                 | 9.27            |                       |
| 2     | Segment Results   |                 |                |                 |                 |                       |
|       | Profit(+)/Loss(-) before Tax and Interest from each segment |                 |                |                 |                 |                       |
|       | a) Electro-porcelain products                               | 1077.67 @       | (266.54)       | 86.45           | 493.45 @        | (144.01)              |
|       | b) Turnkey Projects   | (11.56)         | (9.11)         | (625.82)        | (33.87)         | (657.96)              |
|       | Total   | 1066.11         | (275.65)       | (539.37)        | 459.58          | (801.97)              |
|       | Less: Interest  | 634.74 **       | 4640.99        | 0.08            | 6390.99 **      | 33.70                 |
|       | Total Earnings before Tax                                   | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@   | (835.67)              |
|       | Segment Assets  |                 |                |                 |                 |                       |
|       | a) Electro-porcelain products                               | 4510.97         | 6049.31        | 6093.91         | 4510.97         | 6093.91               |
|       | b) Turnkey Projects   | 1.95            | 1.98           | 2.07            | 1.95            | 2.07                  |
|       | c) Unallocated  | 3496.06         | 1093.10        | 1170.94         | 3496.06         | 1170.94               |
|       | Total   | 8008.99         | 7144.39        | 7266.92         | 8008.99         | 7266.92               |
|       | Segment Liabilities   |                 |                |                 |                 |                       |
|       | a) Electro-porcelain products                               | 863.84          | 2557.76        | 2927.29         | 863.84          | 2927.29               |
|       | b) Turnkey Projects   | 35.02           | 34.92          | 34.92           | 35.02           | 34.92                 |
|       | c) Unallocated  | 8146.48         | 18977.02       | 12367.24        | 8146.48         | 12367.24              |
|       | Total   | 9045.34         | 21569.70       | 15329.45        | 9045.34         | 15329.45              |

- The above audited results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th May 2022, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
  - The Company is adopting Indian Accounting Standards (Ind AS) and the financial results for the Quarter and year ended 31st March 2022 are 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 2022 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.
  - \*\* Interest Expenses has been provided as per the definitive settlement agreements entered into with the secured lenders.
  - For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
  - @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) arising from the definitive agreements entered into by the Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
  - The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
  - The Company clarifies that its Project Business vertical is currently functioning at a low scale because of inadequacy of funds.
- However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.
- These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- Details of this restructuring exercise:
    - The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.
    - Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.
    - Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.
    - The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.
    - The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.
    - Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.
    - After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.

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|  |   |                 |                |                 |                                 |
|--|---|-----------------|----------------|-----------------|---------------------------------|
| <p>(viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.</p> <p>(ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 &amp; 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.</p> <p>11 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications and as per amended schedule iii to the Companies Act, 2013 vide Notification dated 24th March 2021.</p> |   |                 |                |                 |                                 |
| 12   | Breakup of Segment Results for Continuing and Discontinued Operations   |                 |                |                 |                                 |
|  |   | QUARTER ENDED   |                |                 |                                 |
|  |   | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 | 12 Months ended 31st March 2022 |
|  |   | Audited         | Unaudited      | Audited         | Audited                         |
| 1  | Profit(+)/Loss(-) before Tax and Interest from each segment from continuing operations                                |                 |                |                 |                                 |
|  | a) Electro-porcelain products   |                 |                |                 |                                 |
|  | b) Turnkey Projects   | (11.56)         | (9.11)         | (625.82)        | (33.87)                         |
| 2  | Profit(+)/Loss(-) before Tax and Interest from each segment from discontinued operations - Electro-porcelain Products | 1077.67 @       | (266.54)       | 86.45           | 493.45 @                        |
|  | Total   | 1066.11         | (275.65)       | (539.37)        | 459.58                          |
| 3  | Less : Interest (i) + (ii) as below   | 634.74 **       | 4640.99        | 0.08            | 6390.99 **                      |
|  | (i) from continuing operations  |                 |                |                 |                                 |
|  | a) Electro-porcelain products   |                 |                |                 |                                 |
|  | b) Turnkey Projects   |                 | 174.74         | 0.01            | 349.47                          |
|  | (ii) from discontinued operations -Electro-Porcelain  | 634.74          | 4466.25        | 0.07            | 6041.52                         |
|  | (iii) from Continuing and discontinued operations   | 634.74          | 4640.99        | 0.08            | 6390.99                         |
| 4  | Total Earnings before Tax   |                 |                |                 |                                 |
|  | (i) from continuing operations  | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                     |
|  | (ii) from discontinued operations   | 442.93 @        | (4732.79)      | 86.38           | (5548.07) @                     |
|  | (iii) from Continuing and discontinued operations   | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                   |
| <p>Place: Chennai<br/>Date: 30th May 2022</p> <p>For S B S B AND ASSOCIATES (FRN: 012192S)<br/>Chartered Accountants<br/>CA. D. Sharath Kumar<br/>Partner<br/>M.No. 024568</p> <p>for W. S. INDUSTRIES (INDIA) LIMITED<br/>DIRECTOR</p>  |   |                 |                |                 |                                 |



W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office: 108, Mount Poonamallee Road,

Porur, Chennai 600 116

Statement of Audited 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 2022 |           | As at 31 03 2021 |           |
|                                      |           | Audited          |           | Audited          |           |
| <b>A ASSETS</b>                      |           |                  |           |                  |           |
| 1. Non-Current Assets :              |           |                  |           |                  |           |
| (a) Property, Plant and Equipment    | 1.95      |                  |           | 2.07             |           |
| (b) Capital Work in Progress         |           |                  |           |                  |           |
| (c) Financial Assets :               |           |                  |           |                  |           |
| Investments                          | 5.00      |                  |           | 12.00            |           |
| (d) Other Non- Current Assets        | 1.33      |                  |           | 9.83             |           |
| <b>Total Non -Current Assets</b>     |           |                  | 8.28      |                  | 23.90     |
| 2. Current Assets :                  |           |                  |           |                  |           |
| (a) Financial Assets :               |           |                  |           |                  |           |
| i. Trade Receivables                 | 14.73     |                  |           | 15.74            |           |
| ii. Cash and Cash Equivalents        | 2257.21   |                  |           | 18.39            |           |
| (b) Current Tax Assets (Net)         | 142.75    |                  |           | 0.23             |           |
| (c) Other Current Assets             | 1089.77   |                  |           | 1130.48          |           |
| <b>Total Current Assets</b>          |           |                  | 3504.46   |                  | 1164.85   |
| 3. Non Current Assets held           |           |                  | 4496.24   |                  | 6078.16   |
| <b>TOTAL ASSETS</b>                  |           |                  | 8008.98   |                  | 7266.91   |
| <b>B EQUITY AND LIABILITIES</b>      |           |                  |           |                  |           |
| 1. Equity:                           |           |                  |           |                  |           |
| (a) Equity Share Capital             | 2626.06   |                  |           | 2626.06          |           |
| (b) Other Equity                     | (4937.42) |                  |           | (11963.60)       |           |
| <b>Total Equity</b>                  |           |                  | (2311.36) |                  | (9337.54) |
| 2. Non Current Liabilities :         |           |                  |           |                  |           |
| Financial Liabilities                |           |                  |           |                  |           |
| i. Prefeference Share Capital        | 1275.00   |                  |           | 1275.00          |           |
| ii. Borrowings                       | 3550.00   |                  |           |                  |           |
| iii. Other Financial liabilities     | 2.10      |                  |           |                  |           |
| <b>Total Non Current Liabilities</b> |           |                  | 4827.10   |                  | 1275.00   |
| 3. Current Liabilities :             |           |                  |           |                  |           |
| (a) Financial Liabilities            |           |                  |           |                  |           |
| i. Borrowings                        | 3911.40   |                  |           | 11494.76         |           |
| ii. Trade Payables                   | 898.86    |                  |           | 2962.21          |           |
| iii. Other financial liabilities     | 131.85    |                  |           | 43.44            |           |
| (b) Provisions                       |           |                  |           | 4.34             |           |
| (c) Other current liabilities        | 551.13    |                  |           | 824.70           |           |
| <b>Total Current Liabilities</b>     |           |                  | 5493.24   |                  | 15329.45  |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |           |                  | 8008.98   |                  | 7266.91   |

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

Chartered Accountants

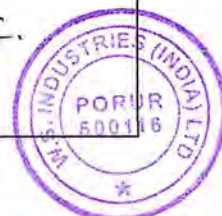
for W. S. INDUSTRIES ( INDIA) LIMITED

Place: Chennai

Date : 30th May 2022

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

DIRECTOR





# W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

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

## STATEMENT OF AUDITED STANDALONE CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022

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

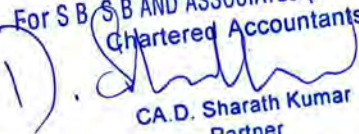
in ₹ Lakhs

| PARTICULARS  | 31-Mar-22         | 31-Mar-21       |
|--|-------------------|-----------------|
| <b>A OPERATING ACTIVITIES:</b>                                       |                   |                 |
| Profit/(loss) before tax from continuing operations                  | (383.32)          | (657.98)        |
| Profit/(loss) before tax from discontinued operations                | (5548.08)         | (177.69)        |
| Profit/(loss) before tax   | (5931.40)         | (835.67)        |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i> |                   |                 |
| Depreciation and impairment of property, plant and equipment         | 0.12              | 0.09            |
| Net foreign exchange differences                                     | 7.27              |                 |
| Finance costs (including fair value change in financial instruments) | 6392.08           | 0.03            |
| Non Current Asset held - Impairment/Discarded                        | 360.91            | 48.92           |
| Provision for Doubtful Debts   | (10.15)           | 699.73          |
| Interest received (finance income)                                   | (8.36)            |                 |
| <i>Working capital adjustments:</i>                                  |                   |                 |
| Movements in provisions, gratuity and government grants              | (4.34)            |                 |
| (Increase)/Decrease in trade and other receivables and prepayments   | 11.17             | 143.47          |
| Increase/(Decrease) in trade and other payables                      | (2063.34)         | (7.15)          |
| (Increase)/Decrease in other Assets                                  | (93.31)           | (101.12)        |
| Increase/(Decrease) in Liabilities and Provisions                    | (273.58)          | (651.39)        |
| <b>Net cash flows from operating activities</b>                      | <b>(1612.93)</b>  | <b>(703.09)</b> |
| <b>B INVESTING ACTIVITIES:</b>                                       |                   |                 |
| Proceeds from sale of property, plant and equipment                  | 14179.90          |                 |
| Purchase of property, plant and equipment                            | (1.31)            | (716.59)        |
| Interest received (finance income)                                   | 8.36              |                 |
| Sale of Investments in subsidiary                                    | 7.00              |                 |
| Acquisition/Investment in subsidiary                                 |                   | (3.00)          |
| <b>Net cash flows used in investing activities</b>                   | <b>14193.95</b>   | <b>(719.59)</b> |
| <b>C FINANCING ACTIVITIES:</b>                                       |                   |                 |
| Proceeds from exercise of Debenture options                          | 3550.00           |                 |
| Interest paid  | (6392.08)         | (0.03)          |
| Increase / (Decrease) in borrowings & other financial liabilities    | (7492.86)         | 1418.94         |
| <b>Net cash flows from/(used in) financing activities</b>            | <b>(10334.94)</b> | <b>1418.91</b>  |
| Net increase in cash and cash equivalents                            | 2246.08           | (3.77)          |
| Net foreign exchange difference                                      | (7.27)            |                 |
| Cash and cash equivalents at the beginning of the year               | 18.39             | 22.16           |
| <b>Cash and cash equivalents at year end</b>                         | <b>2257.21</b>    | <b>18.39</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                   | 2257.21 | 18.39 |
| Unrealised (Gain) / Loss                 |         |       |
| Cash and Bank Balances restated as above | 2257.21 | 18.39 |

For S B S B AND ASSOCIATES (FRN: 0121925)  
Chartered Accountants  
  
CA.D. Sharath Kumar  
Partner  
M.No. 024568

for W. S. INDUSTRIES (INDIA) LIMITED

  
DIRECTOR

Place : Chennai  
Date : 30th May 2022







**INDEPENDENT AUDITOR'S REPORT ON AUDITED STANDALONE QUARTERLY FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF THE COMPANY, PURSUANT TO REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

**Opinion**

We have audited the accompanying Standalone quarterly financial results of W.S.Industries (India) Limited ("the Company"), for the quarter ended March 31, 2022 and the year to date results for the period from April 01, 2021 to March 31, 2022, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

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

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive income and other financial information for the quarter ended March 31, 2022 as well as the year to date results for the period from April 01, 2021 to March 31, 2022.

**Basis for Qualified Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion as below:

The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5629.83 millions (Previous year Rs.5036.68 millions). Further the company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs.10.15 millions (previous year Rs.15.64 millions) as per the books of accounts maintained.

We refer to note no.41, in the absence of external confirmation of balance in respect of suppliers, customers, depositors and others, we are unable to comment on it. With regard to Banks/Financial Institutions, the Company has completed the final settlement agreements entered into with them.

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

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





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

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. However, the Company has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the company to continue as a going concern as per SA 570.

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

#### **Emphasis of Matter**

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

We draw attention to Note No: 2 (e) 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 period under review.

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

Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

Our conclusion is modified in respect of the above matter.

#### **Management's Responsibilities for the Standalone Financial Results**

These quarterly standalone financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



A handwritten signature in blue ink, appearing to be a stylized representation of the letters "SB" or similar, located to the right of the circular stamp.



**Auditor's Responsibilities for the Audit of the Standalone Financial Results for the quarter and year ended March 31, 2022**

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

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


- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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> May 2022

UDIN: 22024568AJUSCR2863



**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<br>March 31, 2022<br>[see Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]   |        |   |  |  |
|--|--------|---|--|--|
| I.   | Sl No. | Particulars   | Audited figures<br>(as reported<br>before<br>adjusting for<br>qualifications)<br>Rs in Million | Adjusted<br>figures (audited<br>figures after<br>adjusting for<br>qualifications)<br>Rs in Million |
|  | 1      | <b>Continuing Operations -</b>                                      |  |  |
|  |        | Turnover / Total Income   | 0.93   | 0.93   |
|  |        | Total Expenditure   | 39.26  | 39.26  |
|  |        | Net Profit/(Loss)   | (38.33)  | (38.33)  |
|  | 2      | <b>Discontinued Operations -</b>                                    |  |  |
|  |        | Net Profit/(Loss)   | (554.81)   | (554.81)   |
|  | 3      | <b>Continuing and Discontinued Operations -</b>                     |  |  |
|  |        | Net Profit/(Loss)   | (593.14)   | (593.14)   |
|  | 4      | <b>Earnings Per Share</b>   |  |  |
|  |        | Continuing Operations   | (1.86)   | (1.86)   |
|  |        | Discontinued Operations   | (21.13)  | (21.13)  |
|  |        | Both  | (22.99)  | (22.99)  |
|  | 5      | Total Assets  | 800.90   | 800.90   |
|  | 6      | Total Liabilities   | 800.90   | 800.90   |
|  | 7      | Net Worth   | (103.63)   | (103.63)   |
|  | 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:</p> <p>The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5629.83 millions (Previous year Rs.5036.68 millions). Further the company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs.10.15 millions (previous year Rs.15.64 millions) as per the books of accounts maintained.</p> <p>We refer to note no.41, in the absence of external confirmation of balance in respect of suppliers, customers, depositors and others, we are unable to comment on it. With regard to Banks/Financial Institutions, the Company has completed the final settlement agreements entered into with them.</p> <p><b>Material Uncertainty related to 'Going Concern'</b></p> <p>We draw attention to the following note to the financial statements:</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants and are being considered as discontinued operations. Turnkey Project Business Segment is being considered as Continuing Operations.</p> |        |   |  |  |





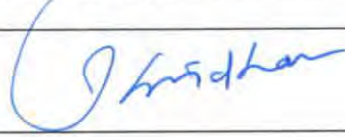

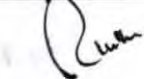


|  |   |
|--|---|
|  | <p>These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. However, the Company has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, 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 qualified opinion.</p>  |
|  | b. Type of Audit Qualification : Qualified opinion  |
|  | c. Frequency of qualification : Appeared eighth time wrt Net worth erosion and confirmation of balance except bank/financial institutions. Appeared fourth 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><br>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>Management's response:</p> <p>(i) It is clarified that the company's Project Business vertical is continuing to function at a low scale because of inadequacy of funds.</p> <p>However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.</p> <p>These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.</p> <p>Details of this restructuring exercise:</p> <p>(i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.</p> <p>(ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.</p> <p>(iii) The sale of the shareholding in the Subsidiary M/s. Vidagara Tech Park</p> |






|  |  |
|--|--|
|  | <p>Private Limited resulted in the cessation of control w.e.f. 4th March 2022.</p> <p>(iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.</p> <p>(v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.</p> <p>(vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.</p> <p>(vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.</p> <p>(viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.</p> <p>(ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 &amp; 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p> |
|  | <b><u>Auditors' Emphasis of Matter No.1</u></b>  |
|  | <p>a. Details of Emphasis of Matter:<br/><b>Impact of COVID-19:</b></p> <p>We draw attention to Note No: 2 (e) 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 period under review.</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>Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.</p>  |
|  | b. Type of Qualification : Emphasis of Matter  |
|  | c. Frequency of qualification : Appeared third time wrt Covid-19 and second time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.   |




|            |   |
|------------|---|
|            | d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b><br>Management's Views: <b>Not applicable</b>   |
|            | e. For Audit qualification(s) where the impact is not quantified by the auditor:<br>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b><br>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b><br><br><u>Management's response:</u><br><br>The effects of COVID-19 pandemic did not have any significant impact on the Company's operations and compliances, during the period under review.<br><br>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts. |
| <b>III</b> | <b>Signatories:</b>   |
|            | Board Meeting Chairman    |
|            | CFO   |
|            | Audit Committee Chairman    |
|            | Statutory Auditor    |
|            | Place: Chennai  |
|            | Date: 30 <sup>th</sup> May 2022   |





**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 2022**  
**(under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

| Sl. No. | PARTICULARS  | QUARTER ENDED   |                |                 | 12 Months ended 31st March 2022 | 12 Months ended 31st March 2021 |
|---------|--|-----------------|----------------|-----------------|---------------------------------|---------------------------------|
|         |  | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 |                                 |                                 |
|         |  | Audited         | Unaudited      | Audited         | Audited                         |                                 |
| I       | Revenue from operations  |                 |                |                 |                                 |                                 |
| II      | Other Income   | 9.67            |                |                 | 9.67                            |                                 |
| III     | Total Revenue ( I + II )   | 9.67            |                |                 | 9.67                            |                                 |
| IV      | Expenses   |                 |                |                 |                                 |                                 |
|         | a) Cost of materials consumed  |                 |                |                 |                                 |                                 |
|         | 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   | 7.32            | 7.23           | 7.15            | 28.77                           | 28.47                           |
|         | e) Finance Costs   | 0.00 **         | 174.73         | 0.01            | 349.47 **                       | 0.03                            |
|         | f) Depreciation and amortisation expense   | 0.03            | 0.03           | 0.02            | 0.12                            | 0.09                            |
|         | g) Other Expenses  | 17.04           | 7.74           | 619.31          | 24.70                           | 631.55                          |
|         | Total expenses   | 24.39           | 189.73         | 626.49          | 403.06                          | 660.14                          |
| V       | Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)              | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| VI      | Exceptional Items  |                 |                |                 |                                 |                                 |
| VII     | Profit / (Loss) before extraordinary items and tax (V - VI)                                | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| VIII    | Extraordinary items  |                 |                |                 |                                 |                                 |
| IX      | Profit before tax (VII - VIII)   | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| X       | Tax Expense  |                 |                |                 |                                 |                                 |
| XI      | Profit / (Loss) for the period from continuing operations (IX-X)                           | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| XII     | Profit / (Loss) from discontinued operations (IX-X)  | 442.92 **@      | (4732.79)      | 86.36           | (5548.08) **@                   | (177.69)                        |
| XIII    | Tax expense of discontinuing operations  |                 |                |                 |                                 |                                 |
| XIV     | Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)                     | 442.92          | (4732.79)      | 86.36           | (5548.08)                       | (177.69)                        |
| XV      | Profit / (Loss) for the period (XI + XIV)  | 428.20 **@      | (4922.52)      | (540.13)        | (5941.47) **@                   | (837.83)                        |
| XVI     | Other Comprehensive Income   |                 |                |                 |                                 |                                 |
|         | A (i) Items that will not be reclassified to profit or loss                                |                 |                |                 |                                 |                                 |
|         | (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/(Loss) on account of cessation of control in subsidiary                         | (4.14)          |                |                 | (4.14)                          |                                 |
|         | (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)                         | (4.14)          |                |                 | (4.14)                          |                                 |
| XVIII   | Withdrawal on account of cessation of Subsidiary/ Attributable to Non Controlling interest | 15.28           |                |                 | 15.28                           |                                 |
| XIX     | Total comprehensive income for the period  | 439.34 **@      | (4922.52)      | (540.13)        | (5930.33) **@                   | (837.83)                        |
| XX      | Earnings per Share (for continuing operations)   |                 |                |                 |                                 |                                 |
|         | a) Basic   | (0.11)          | (0.82)         | (2.48)          | (1.85)                          | (2.91)                          |
|         | b) Diluted   | (0.11)          | (0.82)         | (2.48)          | (1.85)                          | (2.91)                          |
|         | Earnings per Share (for discontinued operations)   |                 |                |                 |                                 |                                 |
|         | a) Basic   | 1.68            | (18.02)        | 0.33            | (21.13)                         | (0.68)                          |
|         | b) Diluted   | 1.68            | (18.02)        | 0.33            | (21.13)                         | (0.68)                          |
|         | Earnings per Share (for discontinued and continuing operations)                            |                 |                |                 |                                 |                                 |
|         | a) Basic   | 1.57            | (18.84)        | (2.15)          | (22.98)                         | (3.59)                          |
|         | b) Diluted   | 1.57            | (18.84)        | (2.15)          | (22.98)                         | (3.59)                          |

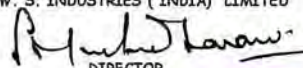
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- 1 The above results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th May 2022, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Group is adopting Indian Accounting Standards (Ind AS) and the financial results for the quarter and year ended 31st March 2022 are 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 \*\* Interest Expenses has been provided in the Holding Company as per the definitive settlement agreements entered into with the secured lenders.
- 5 For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division of the Holding Company are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
- 6 @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) of the Holding Company arising from the definitive agreements entered into by the Holding Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
- 7 The Holding Company clarifies that its Project business vertical is currently functioning at a low scale because of inadequacy of funds. However, the Holding Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand. These first steps will lead to the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- 8 Details of the restructuring exercise of the Holding Company:
  - (i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.
  - (ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.
  - (iii) Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.
  - (iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.
  - (v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.
  - (vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.
  - (vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.
  - (viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.
  - (ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.
- 9 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.
- 10 The Subsidiary Companies considered in the consolidated financial statements are Vidagara Tech Park Private Limited (100% WOS upto 4th March 2022) and WS Insulators Private Limited, whose country of incorporation are in India and the percentage of voting power by W.S. Industries (India) limited as on 31st March 2022 is Nil and 100% respectively.
- 11 The Group is not required to provide Segment Reporting under the criteria specified in IND AS 108.
- 12 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications and as per amended schedule iii to the Companies Act,2013 vide Notification dated 24th March 2021.
- 13 The figures for the quarter ended 31st March 2022 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.

Place: Chennai  
Date : 30th May 2022

For S B S B AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants  
  
C.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

Statement of Audited 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 2022 |           | As at 31 03 2021 |           |
|             |                                      | Audited          |           | Audited          |           |
| <b>A</b>    | <b>ASSETS</b>                        |                  |           |                  |           |
| 1.          | <b>Non-Current Assets :</b>          |                  |           |                  |           |
| (a)         | Property, Plant and Equipment        | 1.95             |           | 2.07             |           |
| (b)         | Capital Work in Progress             |                  |           |                  |           |
| (c)         | Other Intangible Assets              |                  |           |                  |           |
| (d)         | Financial Assets :                   |                  |           |                  |           |
|             | Investments                          |                  |           |                  |           |
| (e)         | Other Non- Current Assets            | 1.33             |           | 9.83             |           |
|             | <b>Total Non -Current Assets</b>     |                  | 3.28      |                  | 11.90     |
| 2.          | <b>Current Assets :</b>              |                  |           |                  |           |
| (a)         | Financial Assets :                   |                  |           |                  |           |
|             | i. Trade Receivables                 | 14.73            |           | 15.75            |           |
|             | ii. Cash and Cash Equivalents        | 2257.59          |           | 24.59            |           |
| (b)         | Current Tax Assets (Net)             | 142.75           |           | 0.23             |           |
| (c)         | Other Current Assets                 | 1,090.26         |           | 1131.33          |           |
|             | <b>Total Current Assets</b>          |                  | 3505.33   |                  | 1171.90   |
| 3.          | <b>Non Current Assets held</b>       |                  | 4496.24   |                  | 6078.16   |
|             | <b>TOTAL ASSETS</b>                  |                  | 8004.85   |                  | 7261.96   |
| <b>B</b>    | <b>EQUITY AND LIABILITIES</b>        |                  |           |                  |           |
| 1.          | <b>Equity:</b>                       |                  |           |                  |           |
| (a)         | Equity Share Capital                 | 2626.06          |           | 2626.06          |           |
| (b)         | Other Equity                         | (4941.73)        |           | (11968.98)       |           |
| (c)         | Non controlling Interest             |                  |           |                  |           |
|             | <b>Total Equity</b>                  |                  | (2315.67) |                  | (9342.92) |
| 2.          | <b>Non Current Liabilities :</b>     |                  |           |                  |           |
|             | Financial Liabilities                |                  |           |                  |           |
|             | i. Prefeference Share Capital        | 1275.00          |           | 1275.00          |           |
|             | ii. Borrowings                       | 3550.00          |           |                  |           |
|             | iii. Other Financial liabilities     | 2.10             |           |                  |           |
|             | <b>Total Non Current Liabilities</b> |                  | 4827.10   |                  | 1275.00   |
| 3.          | <b>Current Liabilities :</b>         |                  |           |                  |           |
| (a)         | Financial Liabilities                |                  |           |                  |           |
|             | i. Borrowings                        | 3911.40          |           | 11494.76         |           |
|             | ii. Trade Payables                   | 898.86           |           | 2962.21          |           |
|             | iii. Other financial liabilities     | 131.85           |           | 43.44            |           |
| (b)         | Provisions                           |                  |           | 4.34             |           |
| (c)         | Other current liabilities            | 551.31           |           | 825.13           |           |
|             | <b>Total Current Liabilities</b>     |                  | 5493.42   |                  | 15329.88  |
|             | <b>TOTAL EQUITY AND LIABILITIES</b>  |                  | 8004.85   |                  | 7261.96   |

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

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

Place: Chennai

Date : 30th May 2022

W. S. INDUSTRIES ( INDIA) LIMITED

*[Signature]*

DIRECTOR



# W.S. INDUSTRIES (INDIA) LIMITED

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

CONSOLIDATED AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022

CIN: L29142TN1961PLC004568

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

| PARTICULARS  | Working Notes<br>a | in ₹ Lakhs        |                 |
|--|--------------------|-------------------|-----------------|
|  |                    | 31-Mar-22         | 31-Mar-21       |
| <b>A OPERATING ACTIVITIES:</b>                                       |                    |                   |                 |
| Profit before tax from continuing operations                         |                    | (393.39)          | (660.14)        |
| Profit/(loss) before tax from discontinued operations                |                    | (5548.08)         | (177.69)        |
| Profit before tax  |                    | (5941.47)         | (837.83)        |
| <u>Adjustments to reconcile profit before tax to net cash flows:</u> |                    |                   |                 |
| Depreciation and impairment of property, plant and equipment         |                    | 0.12              | 0.09            |
| Net foreign exchange differences                                     |                    | 7.27              |                 |
| Finance costs (including fair value change in financial instruments) |                    | 6392.08           | 0.03            |
| Non Current Asset held - Impairment/Discarded                        |                    | 360.91            | 48.92           |
| Provision for Doubtful Debts   |                    | (10.15)           | 699.73          |
| Interst received (finance Income)                                    |                    | (8.36)            |                 |
| <u>Working capital adjustments:</u>                                  |                    |                   |                 |
| Movements in provisions, gratuity and government grants              |                    | (4.34)            |                 |
| (Increase)/Decrease in trade and other receivables and prepayments   |                    | 11.17             | 143.47          |
| Increase/(Decrease) in trade and other payables                      |                    | (2063.34)         | (7.15)          |
| (Increase)/Decrease in other Current Assets                          | a.2                | (93.75)           | (101.63)        |
| Increase/(Decrease) in Liabilities and Provisions                    | a.3                | (273.57)          | (651.49)        |
| <b>Net cash flows from operating activities</b>                      |                    | <b>(1623.43)</b>  | <b>(705.86)</b> |
| <b>B INVESTING ACTIVITIES:</b>                                       |                    |                   |                 |
| Proceeds from sale of property, plant and equipment                  |                    | 14179.90          |                 |
| Purchase of property, plant and equipment                            |                    | (1.31)            | (716.59)        |
| Interst received (finance Income)                                    |                    | 8.36              |                 |
| On account of cessation of control in Subsidiary                     | a.6                | 11.69             |                 |
| <b>Net cash flows used in investing activities</b>                   |                    | <b>14198.64</b>   | <b>(716.59)</b> |
| <b>C FINANCING ACTIVITIES:</b>                                       |                    |                   |                 |
| Proceeds from exercise of Debenture Option                           |                    | 3550.00           |                 |
| Interest paid  |                    | (6392.08)         | (0.03)          |
| Increase / (Decrease) in borrowings & other financial liabilities    |                    | (7492.86)         | 1418.96         |
| <b>Net cash flows from/(used in) financing activities</b>            |                    | <b>(10334.94)</b> | <b>1418.93</b>  |
| Net increase in cash and cash equivalents                            |                    | 2240.27           | (3.52)          |
| Net foreign exchange difference                                      |                    | (7.27)            |                 |
| Cash and cash equivalents at the beginning of the year               |                    | 24.59             | 28.11           |
| <b>Cash and cash equivalents at year end</b>                         |                    | <b>2257.59</b>    | <b>24.59</b>    |

## Notes on Statement of Cash Flow:

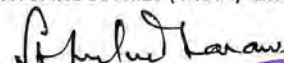
- Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received/Paid , Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid , which have been considered on the basis of actual movement of cash with necessary adjustments in 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                   | 2257.59 | 24.59 |
| Unrealised (Gain) / Loss                 |         |       |
| Cash and Bank Balances restated as above | 2257.59 | 24.59 |

Place : Chennai  
Date : 30th May 2022

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

for W. S. INDUSTRIES ( INDIA) LIMITED

  
DIRECTOR





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

108, Mount Poonamallee Road, Porur, Chennai-600116

**a WORKING NOTES TO CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022**

| PARTICULARS  | in ₹ Lakhs   | in ₹ Lakhs      | in ₹ Lakhs      |
|--|--|-----------------|-----------------|
|  | On account of<br>cessation of control<br>in Subsidiary | Others          | Total           |
|  | 31-Mar-22  | 31-Mar-22       | 31-Mar-22       |
| <b>A OPERATING ACTIVITIES:</b>   |  |                 |                 |
| a.1 Withdrawal of Retained Earnings  | 11.14  |                 | 11.14           |
| <u>Working capital adjustments:</u>  |  |                 |                 |
| a.2 (Increase)/Decrease in other Current Assets                            | 0.80   | (93.75)         | (92.95)         |
| a.3 Increase/(Decrease) in Liabilities and Provisions                      | (0.25)   | (273.57)        | (273.82)        |
| <b>Net cash flows from operating activities</b>                            | <b>11.69</b>   | <b>(367.32)</b> | <b>(355.63)</b> |
| <b>B INVESTING ACTIVITIES:</b>   |  |                 |                 |
| <b>Net cash flows used in investing activities</b>                         |  |                 |                 |
| <b>C FINANCING ACTIVITIES:</b>   |  |                 |                 |
| a.4 Investment in subsidiary - Vidagara Tech Park Private Limited          | (7.00)   |                 | (7.00)          |
| a.5 Sale of Investments in subsidiary - Vidagara Tech Park Private Limited | 7.00   |                 | 7.00            |
| <b>Net cash flows from/(used in) financing activities</b>                  | <b>0.00</b>  |                 | <b>0.00</b>     |
| <b>a.6 Net Withdrawal on account of cessation of control in subsidiary</b> | <b>11.69</b>   | <b>(367.32)</b> | <b>(355.63)</b> |

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

*[Signature]*



**INDEPENDENT AUDITOR'S REPORT ON THE ANNUAL CONSOLIDATED FINANCIAL RESULTS PURSUANT TO REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

**Report on the Audit of Consolidated Financial Results****Opinion**

We have audited the accompanying consolidated annual financial results of W.S.Industries (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") for the year ended March 31, 2022, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial results:

(i) include the annual financial results of the following entities:

Holding Company  
W.S.Industries (India) Limited

**Subsidiary Companies**

1. Vidagara Tech Park Private Limited (till 4<sup>th</sup> March 2022)
2. WS Insulators Private Limited

(ii) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(iii). gives a true and fair view in conformity with the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive income and other financial information of the Group for the year ended March 31, 2022.

**Basis for Qualified Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained by us is sufficient and appropriate to provide a basis for our opinion as below:

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.5630.26 millions (Previous year Rs. 5037.22 millions). Further the Holding Company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs. 10.15 millions (previous year Rs. 15.64 millions) as per the books of accounts maintained.





In the absence of external confirmation of balance as at 31st March 2022 in respect of suppliers, customers, depositors and others of the Holding Company, we are unable to comment on it. With regard to Banks/Financial Institutions, the Holding Company has completed the final settlement agreements entered into with them.

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

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

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

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty in the Holding Company that may cause significant doubt about the Holding Company's ability to continue as a going concern. However, the Holding Company in their Standalone financial statements has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the Holding Company to continue as a going concern as per SA 570.

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

### **Emphasis of Matter**

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

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

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

Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

Our conclusion is modified in respect of the above matter.

### **Board of Directors' Responsibilities for the Consolidated Financial Results**

These consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net loss and other comprehensive income and other financial information of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and





completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation and consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditors,





such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

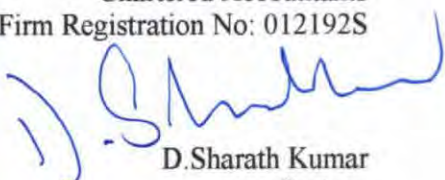

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

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

The financial results include the results for the quarter ended March 31, 2022 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the current financial year which were subject to limited review by us.

Place: Chennai  
Date : 30<sup>th</sup> May 2022

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



D. Sharath Kumar  
Partner  
Membership No. :024568

UDIN : 22024568AJUSPKS318

**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<br>March 31, 2022<br>[see Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016] |   |   |  |  |
|--|---|---|--|--|
| I.   | Sl No.  | Particulars   | Audited figures<br>(as reported<br>before<br>adjusting for<br>qualifications)<br>Rs in Million | Adjusted<br>figures (audited<br>figures after<br>adjusting for<br>qualifications)<br>Rs in Million |
|  | 1   | <b>Continuing Operations -</b>                                      |  |  |
|  |   | Turnover / Total Income   | 0.97   | 0.97   |
|  |   | Total Expenditure   | 40.30  | 40.30  |
|  |   | Net Profit/(Loss)   | (39.33)  | (39.33)  |
|  | 2   | <b>Discontinued Operations -</b>                                    |  |  |
|  |   | Net Profit/(Loss)   | (554.81)   | (554.81)   |
|  | 3   | <b>Continuing and Discontinued Operations -</b>                     |  |  |
|  |   | Net Profit/(Loss)   | (594.14)   | (594.14)   |
|  | 4   | <b>Earnings Per Share</b>   |  |  |
|  |   | Continuing Operations   | (1.85)   | (1.85)   |
|  |   | Discontinued Operations   | (21.13)  | (21.13)  |
|  |   | Both  | (22.98)  | (22.98)  |
|  | 5   | Total Assets  | 800.48   | 800.48   |
|  | 6   | Total Liabilities   | 800.48   | 800.48   |
|  | 7   | Net Worth   | (104.06)   | (104.06)   |
|  | 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:</p> <p>The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.5630.26 millions (Previous year Rs. 5037.22 millions). Further the Holding Company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs. 10.15 millions (previous year Rs. 15.64 millions) as per the books of accounts maintained.</p> <p>In the absence of external confirmation of balance as at 31st March 2022 in respect of suppliers, customers, depositors and others of the Holding Company, we are unable to comment on it. With regard to Banks/Financial Institutions, the Holding Company has completed the final settlement agreements entered into with them.</p> <p><b>Material Uncertainty related to 'Going Concern'</b></p> <p>We draw attention to the following note to the financial statements:</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company and are being considered as discontinued operations.</p> |   |  |  |






|  |  |
|--|--|
|  | <p>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. However, the Holding Company in their Standalone financial statements has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, 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 qualified opinion.</p>  |
|  | b. Type of Audit Qualification : Qualified opinion   |
|  | c. Frequency of qualification : Appeared seventh time wrt Net worth erosion and confirmation of balance except bank/financial institutions. Appeared fourth 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><br>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>Management's response:</p> <p>It is clarified that the Holding Company's Project business vertical is continuing to function at a low scale because of inadequacy of funds.</p> <p>However, the Holding Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.</p> <p>These first steps will lead to the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.</p> <p>Details of this restructuring exercise of the Holding Company:</p> <p>(i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.</p> <p>(ii) Completed the transfer and other related actions pertaining to the</p> |



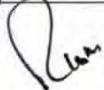






|  |   |
|--|---|
|  | <p>Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.</p> <p>(iii) The sale of the shareholding in the Subsidiary M/s. Vidagara Tech Park Private Limited resulted in the cessation of control w.e.f. 4th March 2022.</p> <p>(iv) The outstanding loan payable to M/s. Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.</p> <p>(v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.</p> <p>(iv) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.</p> <p>(vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.</p> <p>(viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.</p> <p>(ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 &amp; 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.</p> |
|  | Auditor's Comments on (i) or (ii) above: Statement of facts.  |
|  | <b><u>Auditors' Emphasis of Matter No.1</u></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 (f) of the consolidated financial statements, which describes the effects of COVID-19 pandemic on the group's operations and compliances, which does not have any significant impact in the group's overall performance during the current period.</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> <p>Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.</p>   |
|  | b. Type of Qualification : Emphasis of Matter   |
|  | c. Frequency of qualification : Appeared third time wrt Covid-19 and second time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.  |
|  | d. For Audit qualification(s) where the impact is quantified by the auditor: <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>Management's response:<br/>The effects of COVID-19 pandemic did not have any significant impact on the Group's operations and compliances, during the period under review.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p> |   |
| <b>Signatories:</b>  |   |
| Board Meeting Chairman   |   |
| CFO  |    |
| Audit Committee Chairman   |    |
| Statutory Auditor  |  |
| Place:   | Chennai   |
| Date:  | 30 <sup>th</sup> May 2022   |



STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH 2022  
(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

| S. No. | PARTICULARS  | QUARTER ENDED   |                |                 | 12 Months ended<br>31st March 2022 | 12 Months<br>ended 31st<br>March 2021 |
|--------|--|-----------------|----------------|-----------------|------------------------------------|---------------------------------------|
|        |  | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 |                                    |                                       |
|        |  | Audited         | Unaudited      | Audited         | Audited                            | Audited                               |
| I      | Revenue from operations  |                 |                |                 |                                    |                                       |
| II     | Other Income   | 9.27            |                |                 | 9.27                               |                                       |
| III    | Total Revenue (I + II)   | 9.27            |                |                 | 9.27                               |                                       |
| IV     | Expenses   |                 |                |                 |                                    |                                       |
|        | Cost of materials consumed   |                 |                |                 |                                    |                                       |
|        | Purchase of Stock-in-trade   |                 |                |                 |                                    |                                       |
|        | Changes in Inventories of Finished Goods<br>and work in progress and stock-in-trade  |                 |                |                 |                                    |                                       |
|        | Excise Duty  |                 |                |                 |                                    |                                       |
|        | Employee benefits expense  | 7.32            | 7.23           | 7.15            | 28.77                              | 28.47                                 |
|        | Finance Costs  | (0.00) **       | 174.74         | 0.01            | 349.47 **                          | 0.03                                  |
|        | Depreciation and amortisation expense  | 0.03            | 0.03           | 0.02            | 0.12                               | 0.09                                  |
|        | Other Expenses   | 13.48           | 1.85           | 618.65          | 14.25                              | 629.40                                |
|        | Total expenses   | 20.83           | 183.85         | 625.83          | 392.61                             | 657.99                                |
| V      | Profit / (Loss) before exceptional and extraordinary items and<br>tax (III - IV)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| VI     | Exceptional items  |                 |                |                 |                                    |                                       |
| VII    | Profit / (Loss) before extraordinary items and tax (V - VI)  | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| VIII   | Extraordinary items  |                 |                |                 |                                    |                                       |
| IX     | Profit before tax (VII - VIII)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| X      | Tax Expense  |                 |                |                 |                                    |                                       |
| XI     | Profit / (Loss) for the period from continuing operations (IX-X)   | (11.56) **      | (183.85)       | (625.83)        | (383.34) **                        | (657.99)                              |
| XII    | Profit / (Loss) for the period from discontinued operations (IX-X)   | 442.93 **@      | (4732.79)      | 86.38           | (5548.07) **@                      | (177.68)                              |
| XIII   | Tax expense of discontinuing operations  |                 |                |                 |                                    |                                       |
| XIV    | Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)   | 442.93 **@      | (4732.79)      | 86.38           | (5548.07) **@                      | (177.68)                              |
| XV     | Profit / (Loss) for the period (XI + XIV)  | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                      | (835.67)                              |
| XVI    | Other Comprehensive Income   |                 |                |                 |                                    |                                       |
|        | A (i) Items that will not be reclassified to profit or loss  |                 |                |                 |                                    |                                       |
|        | (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)<br>and other comprehensive income for the period) | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                      | (835.67)                              |
| XVIII  | Paid - up equity share capital (Face Value - ₹ 10/- per share)   | 2626.06         | 2626.06        | 2626.06         | 2626.06                            | 2626.06                               |
| XIX    | Paid - up Debt Capital   | 3750.00         | 200.00         | 200.00          | 3750.00                            | 200.00                                |
| XX     | Reserves excluding Revaluation reserves as per Balance Sheet of previous<br>accounting year                                    |                 |                |                 |                                    | (14845.50)                            |
| XXI    | Debt Redemption Reserve  |                 |                |                 |                                    |                                       |
| XXII   | Earnings per equity share (for continuing operations)  |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (1.44)          | (0.80)         | (2.48)          | (1.86)                             | (2.90)                                |
|        | 2) Diluted   | (1.44)          | (0.80)         | (2.48)          | (1.86)                             | (2.90)                                |
| XXIII  | Earnings per equity share (for discontinued operations)  |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (20.12)         | (18.02)        | 0.33            | (21.13)                            | (0.68)                                |
|        | 2) Diluted   | (20.12)         | (18.02)        | 0.33            | (21.13)                            | (0.68)                                |
| XXIV   | Earnings per equity share (for discontinued and continuing operations)   |                 |                |                 |                                    |                                       |
|        | 1) Basic   | (21.56)         | (18.82)        | (2.15)          | (22.99)                            | (3.58)                                |
|        | 2) Diluted   | (21.56)         | (18.82)        | (2.15)          | (22.99)                            | (3.58)                                |
| XXV    | Debt Equity Ratio  | (3.29)          | (1.03)         | (1.23)          | (3.29)                             | (1.23)                                |
| XXVI   | Debt Service Coverage Ratio  | **              | **             | **              | **                                 | **                                    |
| XXVII  | Interest Service Coverage Ratio  | **              | **             | **              | **                                 | **                                    |





- 1 The above audited results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th May 2022, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Company is adopting Indian Accounting Standards (Ind AS) and the financial results for the Quarter and year ended 31st March 2022 are 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 2022 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 \*\* Interest Expenses has been provided as per the definitive settlement agreements entered into with the secured lenders.
- 6 For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
- 7 @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) arising from the definitive agreements entered into by the Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
- 8 The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- 9 The Company clarifies that its Project Business vertical is currently functioning at a low scale because of inadequacy of funds. However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand. These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- 10 Details of this restructuring exercise:
  - (i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.
  - (ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.
  - (iii) Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.
  - (iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.
  - (v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.
  - (vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.
  - (vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.
  - (viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.
  - (ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on 13th April 2022 followed by the necessary consequential actions under the regulations.
- 11 Figures have been regrouped/reclassified wherever necessary in conformity to this year's classifications and as per amended schedule iii to the Companies Act, 2013 vide Notification dated 24th March 2021.

Place: Chennai  
Date : 30th May 2022

For S B S B AND ASSOCIATES (FIR: 0121025)  
Chartered Accountants  
CA D. Sharan 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 Audited Segmentwise Revenue, Results and Capital employed under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



| S.No. | PARTICULARS   | QUARTER ENDED   |                |                 | 12 Months ended<br>31st March 2022 | 12 Months<br>ended 31st<br>March 2021 |
|-------|---|-----------------|----------------|-----------------|------------------------------------|---------------------------------------|
|       |   | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 |                                    |                                       |
|       |   | Audited         | Unaudited      | Audited         | Audited                            | Audited                               |
| 1     | Segment Revenue   |                 |                |                 |                                    |                                       |
|       | a) Electro-porcelain products                               |                 |                |                 |                                    |                                       |
|       | b) Turnkey Projects   | 9.27            |                |                 | 9.27                               |                                       |
|       | Total   | 9.27            |                |                 | 9.27                               |                                       |
|       | Less: Inter Segment Revenue                                 |                 |                |                 |                                    |                                       |
|       | Net Sales/Income from Operations                            | 9.27            |                |                 | 9.27                               |                                       |
| 2     | Segment Results   |                 |                |                 |                                    |                                       |
|       | Profit(+)/Loss(-) before Tax and Interest from each segment |                 |                |                 |                                    |                                       |
|       | a) Electro-porcelain products                               | 1077.67 @       | (266.54)       | 86.45           | 493.45 @                           | (144.01)                              |
|       | b) Turnkey Projects   | (11.56)         | (9.11)         | (625.82)        | (33.87)                            | (657.96)                              |
|       | Total   | 1066.11         | (275.65)       | (539.37)        | 459.58                             | (801.97)                              |
|       | Less : Interest   | 634.74 **       | 4640.99        | 0.08            | 6390.99 **                         | 33.70                                 |
|       | Total Earnings before Tax                                   | 431.37 **@      | (4916.64)      | (539.45)        | (5931.41) **@                      | (835.67)                              |
|       | Segment Assets  |                 |                |                 |                                    |                                       |
|       | a) Electro-porcelain products                               | 4510.97         | 6049.31        | 6093.91         | 4510.97                            | 6093.91                               |
|       | b) Turnkey Projects   | 1.95            | 1.98           | 2.07            | 1.95                               | 2.07                                  |
|       | c) Unallocated  | 3496.06         | 1093.10        | 1170.94         | 3496.06                            | 1170.94                               |
|       | Total   | 8008.99         | 7144.39        | 7266.92         | 8008.99                            | 7266.92                               |
|       | Segment Liabilities   |                 |                |                 |                                    |                                       |
|       | a) Electro-porcelain products                               | 863.84          | 2557.76        | 2927.29         | 863.84                             | 2927.29                               |
|       | b) Turnkey Projects   | 35.02           | 34.92          | 34.92           | 35.02                              | 34.92                                 |
|       | c) Unallocated  | 8146.48         | 18977.02       | 12367.24        | 8146.48                            | 12367.24                              |
|       | Total   | 9045.34         | 21569.70       | 15329.45        | 9045.34                            | 15329.45                              |

- The above audited results were reviewed by the Audit Committee, approved and taken on record by the Board at its meeting held on 30th May 2022, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- The Company is adopting Indian Accounting Standards (Ind AS) and the financial results for the Quarter and year ended 31st March 2022 are 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 2022 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.
- \*\* Interest Expenses has been provided as per the definitive settlement agreements entered into with the secured lenders.
- For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
- @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) arising from the definitive agreements entered into by the Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
- The Company has considered Electro-porcelain products and Turnkey Projects business segment as the primary segment for disclosure.
- The Company clarifies that its Project Business vertical is currently functioning at a low scale because of inadequacy of funds.  
However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.  
These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- Details of this restructuring exercise:  
(i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.  
(ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.  
(iii) Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.  
(iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.  
(v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.  
(vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.  
(vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.

2





|  |  |  |                |                 |                                 |
|--|--|--|----------------|-----------------|---------------------------------|
| (viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.   |  |  |                |                 |                                 |
| (ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations. |  |  |                |                 |                                 |
| 11   | Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications and as per amended schedule iii to the Companies Act, 2013 vide Notification dated 24th March 2021. |  |                |                 |                                 |
| 12   | Breakup of Segment Results for Continuing and Discontinued Operations  |  |                |                 |                                 |
|  |  | QUARTER ENDED  |                |                 |                                 |
|  |  | 31st March 2022  | 31st Dec. 2021 | 31st March 2021 | 12 Months ended 31st March 2022 |
|  |  | Audited  | Unaudited      | Audited         | Audited                         |
| 1  | Profit(+)/Loss(-) before Tax and Interest from each segment from continuing operations   |  |                |                 |                                 |
|  | a) Electro-porcelain products  |  |                |                 |                                 |
|  | b) Turnkey Projects  | (11.56)  | (9.11)         | (625.82)        | (33.87)                         |
| 2  | Profit(+)/Loss(-) before Tax and Interest from segment from discontinued operations - Electro-porcelain Products   | 1077.67 @  | (266.54)       | 86.45           | 493.45 @                        |
|  | Total  | 1066.11  | (275.65)       | (539.37)        | 459.58                          |
| 3  | Less : Interest (i) + (ii) as below  | 634.74 **  | 4640.99        | 0.08            | 6390.99 **                      |
|  | (i) from continuing operations   |  |                |                 |                                 |
|  | a) Electro-porcelain products  |  |                |                 |                                 |
|  | b) Turnkey Projects  |  | 174.74         | 0.01            | 349.47                          |
|  | (ii) from discontinued operations -Electro-Porcelain   | 634.74   | 4466.25        | 0.07            | 6041.52                         |
|  | (iii) from Continuing and discontinued operations  | 634.74   | 4640.99        | 0.08            | 6390.99                         |
| 4  | Total Earnings before Tax  |  |                |                 |                                 |
|  | (i) from continuing operations   | (11.56) **   | (183.85)       | (625.83)        | (383.34) **                     |
|  | (ii) from discontinued operations  | 442.93 @   | (4732.79)      | 86.38           | (5548.07) @                     |
|  | (iii) from Continuing and discontinued operations  | 431.37 **@   | (4916.64)      | (539.45)        | (5931.41) **@                   |
|  |  | For S B S B AND ASSOCIATES (FRN: 012192S)<br>Chartered Accountants<br><br>CA.D. Sharath Kumar<br>Partner<br>M.No. 024568 |                |                 |                                 |
| Place: Chennai<br>Date : 30th May 2022   |  | for W. S. INDUSTRIES (INDIA) LIMITED<br><br>DIRECTOR   |                |                 |                                 |



W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office: 108, Mount Poonamallee Road,

Porur, Chennai 600 116

Statement of Audited 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 2022 |           | As at 31 03 2021 |           |
|             |                                      | Audited          |           | Audited          |           |
| <b>A</b>    | <b>ASSETS</b>                        |                  |           |                  |           |
| 1.          | <b>Non-Current Assets :</b>          |                  |           |                  |           |
| (a)         | Property, Plant and Equipment        | 1.95             |           | 2.07             |           |
| (b)         | Capital Work in Progress             |                  |           |                  |           |
| (c)         | Financial Assets :                   |                  |           |                  |           |
|             | Investments                          | 5.00             |           | 12.00            |           |
| (d)         | Other Non- Current Assets            | 1.33             |           | 9.83             |           |
|             | <b>Total Non -Current Assets</b>     |                  | 8.28      |                  | 23.90     |
| 2.          | <b>Current Assets :</b>              |                  |           |                  |           |
| (a)         | Financial Assets :                   |                  |           |                  |           |
|             | i. Trade Receivables                 | 14.73            |           | 15.74            |           |
|             | ii. Cash and Cash Equivalents        | 2257.21          |           | 18.39            |           |
| (b)         | Current Tax Assets (Net)             | 142.75           |           | 0.23             |           |
| (c)         | Other Current Assets                 | 1089.77          |           | 1130.48          |           |
|             | <b>Total Current Assets</b>          |                  | 3504.46   |                  | 1164.85   |
| 3.          | <b>Non Current Assets held</b>       |                  | 4496.24   |                  | 6078.16   |
|             | <b>TOTAL ASSETS</b>                  |                  | 8008.98   |                  | 7266.91   |
| <b>B</b>    | <b>EQUITY AND LIABILITIES</b>        |                  |           |                  |           |
| 1.          | <b>Equity:</b>                       |                  |           |                  |           |
| (a)         | Equity Share Capital                 | 2626.06          |           | 2626.06          |           |
| (b)         | Other Equity                         | (4937.42)        |           | (11963.60)       |           |
|             |                                      |                  | (2311.36) |                  | (9337.54) |
| 2.          | <b>Non Current Liabilities :</b>     |                  |           |                  |           |
|             | Financial Liabilities                |                  |           |                  |           |
|             | i) Prefeference Share Capital        | 1275.00          |           | 1275.00          |           |
|             | ii) Borrowings                       | 3550.00          |           |                  |           |
|             | iii) Other non current liabilities   | 2.10             |           |                  |           |
|             | <b>Total Non Current Liabilities</b> |                  | 4827.10   |                  | 1275.00   |
| 3.          | <b>Current Liabilities :</b>         |                  |           |                  |           |
| (a)         | Financial Liabilities                |                  |           |                  |           |
|             | i. Borrowings                        | 3911.40          |           | 11494.76         |           |
|             | ii. Trade Payables                   | 898.86           |           | 2962.21          |           |
|             | iii. Other financial liabilities     | 131.85           |           | 43.44            |           |
| (b)         | Provisions                           |                  |           | 4.34             |           |
| (c)         | Other current liabilities            | 551.13           |           | 824.70           |           |
|             | <b>Total Current Liabilities</b>     |                  | 5493.24   |                  | 15329.45  |
|             | <b>TOTAL EQUITY AND LIABILITIES</b>  |                  | 8008.98   |                  | 7266.91   |

For S.B. S.B. AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants

for W. S. INDUSTRIES (INDIA) LIMITED

Place: Chennai  
Date : 30th May 2022

CA.D. Sharath Kumar  
Partner

M.No. 024568

DIRECTOR





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

CIN: L29142TN1961PLC004568

**Registered Office: 108, Mount Poonamallee Road, Porur, Chennai-600116****STATEMENT OF AUDITED STANDALONE CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022**

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

in ₹ Lakhs

| PARTICULARS  | 31-Mar-22         | 31-Mar-21       |
|--|-------------------|-----------------|
| <b>A OPERATING ACTIVITIES:</b>                                       |                   |                 |
| Profit/(loss) before tax from continuing operations                  | (383.32)          | (657.98)        |
| Profit/(loss) before tax from discontinued operations                | (5548.08)         | (177.69)        |
| Profit/(loss) before tax   | (5931.40)         | (835.67)        |
| <u>Adjustments to reconcile profit before tax to net cash flows:</u> |                   |                 |
| Depreciation and impairment of property, plant and equipment         | 0.12              | 0.09            |
| Net foreign exchange differences                                     | 7.27              |                 |
| Finance costs (including fair value change in financial instruments) | 6392.08           | 0.03            |
| Non Current Asset held - Impairment/Discarded                        | 360.91            | 48.92           |
| Provision for Doubtful Debts   | (10.15)           | 699.73          |
| Interest received (finance income)                                   | (8.36)            |                 |
| <u>Working capital adjustments:</u>                                  |                   |                 |
| Movements in provisions, gratuity and government grants              | (4.34)            |                 |
| (Increase)/Decrease in trade and other receivables and prepayments   | 11.17             | 143.47          |
| Increase/(Decrease) in trade and other payables                      | (2063.34)         | (7.15)          |
| (Increase)/Decrease in other Assets                                  | (93.31)           | (101.12)        |
| Increase/(Decrease) in Liabilities and Provisions                    | (273.58)          | (651.39)        |
| <b>Net cash flows from operating activities</b>                      | <b>(1612.93)</b>  | <b>(703.09)</b> |
| <b>B INVESTING ACTIVITIES:</b>                                       |                   |                 |
| Proceeds from sale of property, plant and equipment                  | 14179.90          |                 |
| Purchase of property, plant and equipment                            | (1.31)            | (716.59)        |
| Interest received (finance income)                                   | 8.36              |                 |
| Sale of Investments in subsidiary                                    | 7.00              |                 |
| Acquisition/Investment in subsidiary                                 |                   | (3.00)          |
| <b>Net cash flows used in investing activities</b>                   | <b>14193.95</b>   | <b>(719.59)</b> |
| <b>C FINANCING ACTIVITIES:</b>                                       |                   |                 |
| Proceeds from exercise of Debenture Option                           | 3550.00           |                 |
| Interest paid  | (6392.08)         | (0.03)          |
| Increase / (Decrease) in borrowings & other financial liabilities    | (7492.86)         | 1418.94         |
| <b>Net cash flows from/(used in) financing activities</b>            | <b>(10334.94)</b> | <b>1418.91</b>  |
| Net increase in cash and cash equivalents                            | 2246.08           | (3.77)          |
| Net foreign exchange difference                                      | (7.27)            |                 |
| Cash and cash equivalents at the beginning of the year               | 18.39             | 22.16           |
| <b>Cash and cash equivalents at year end</b>                         | <b>2257.21</b>    | <b>18.39</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                   | 2257.21 | 18.39 |
| Unrealised (Gain) / Loss                 |         |       |
| Cash and Bank Balances restated as above | 2257.21 | 18.39 |

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

Place : Chennai  
Date : 30th May 2022

for W. S. INDUSTRIES (INDIA) LIMITED

*[Signature]*  
DIRECTOR







**INDEPENDENT AUDITOR'S REPORT ON AUDITED STANDALONE QUARTERLY FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF THE COMPANY, PURSUANT TO REGULATION 52 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

**Opinion**

We have audited the accompanying Standalone quarterly financial results of W.S.Industries (India) Limited ("the Company"), for the quarter ended March 31, 2022 and the year to date results for the period from April 01, 2021 to March 31, 2022, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

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

- i. are presented in accordance with the requirements of Regulation 52 of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive income and other financial information for the quarter ended March 31, 2022 as well as the year to date results for the period from April 01, 2021 to March 31, 2022.

**Basis for Qualified Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion as below:

The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5629.83 millions (Previous year Rs.5036.68 millions). Further the company had overduel loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs.10.15 millions (previous year Rs.15.64 millions) as per the books of accounts maintained.

We refer to note no.41, in the absence of external confirmation of balance in respect of suppliers, customers, depositors and others, we are unable to comment on it. With regard to Banks/Financial Institutions, the Company has completed the final settlement agreements entered into with them.

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

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





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

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern. However, the Company has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the company to continue as a going concern as per SA 570.

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

### **Emphasis of Matter**

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

We draw attention to Note No: 2 (e) 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 period under review.

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

Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

Our conclusion is modified in respect of the above matter.

### **Management's Responsibilities for the Standalone Financial Results**

These quarterly standalone financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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





## **Auditor's Responsibilities for the Audit of the Standalone Financial Results for the quarter and year ended March 31, 2022**

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

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

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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> May 2022

UDIN: 22024568AJVRXP4228



**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<br>March 31, 2022<br>[see Regulation 52 of the SEBI (LODR) (Amendment) Regulations, 2016] |  |   |  |  |
|--|--|---|--|--|
| I.   | Sl No.   | Particulars   | Audited figures<br>(as reported<br>before<br>adjusting for<br>qualifications)<br>Rs in Million | Adjusted<br>figures (audited<br>figures after<br>adjusting for<br>qualifications)<br>Rs in Million |
|  | 1  | <b>Continuing Operations -</b>                                      |  |  |
|  |  | Turnover / Total Income   | 0.93   | 0.93   |
|  |  | Total Expenditure   | 39.26  | 39.26  |
|  |  | Net Profit/(Loss)   | (38.33)  | (38.33)  |
|  | 2  | <b>Discontinued Operations -</b>                                    |  |  |
|  |  | Net Profit/(Loss)   | (554.81)   | (554.81)   |
|  | 3  | <b>Continuing and Discontinued Operations -</b>                     |  |  |
|  |  | Net Profit/(Loss)   | (593.14)   | (593.14)   |
|  | 4  | <b>Earnings Per Share</b>   |  |  |
|  |  | Continuing Operations   | (1.86)   | (1.86)   |
|  |  | Discontinued Operations   | (21.13)  | (21.13)  |
|  |  | Both  | (22.99)  | (22.99)  |
|  | 5  | Total Assets  | 800.90   | 800.90   |
|  | 6  | Total Liabilities   | 800.90   | 800.90   |
|  | 7  | Net Worth   | (103.63)   | (103.63)   |
|  | 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:</p> <p>The company's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs. 5629.83 millions (Previous year Rs.5036.68 millions). Further the company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs.10.15 millions (previous year Rs.15.64 millions) as per the books of accounts maintained.</p> <p>We refer to note no.41, in the absence of external confirmation of balance in respect of suppliers, customers, depositors and others, we are unable to comment on it. With regard to Banks/Financial Institutions, the Company has completed the final settlement agreements entered into with them.</p> <p><b>Material Uncertainty related to 'Going Concern'</b></p> <p>We draw attention to the following note to the financial statements:</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants and are being considered as discontinued operations. Turnkey Project Business Segment is being considered as Continuing Operations.</p> |   |  |  |



*[Handwritten signature]*

*[Handwritten signature]*





|  |   |
|--|---|
|  | <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. However, the Company has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, 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 qualified opinion.</p>  |
|  | b. Type of Audit Qualification : Qualified opinion  |
|  | c. Frequency of qualification : Appeared eighth time wrt Net worth erosion and confirmation of balance except bank/financial institutions. Appeared fourth 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><br>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>Management's response:</p> <p>(i) It is clarified that the company's Project Business vertical is continuing to function at a low scale because of inadequacy of funds.</p> <p>However, the Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.</p> <p>These first steps will lead to the revival of activities of the company. Hence, the company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.</p> <p>Details of this restructuring exercise:</p> <p>(i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.</p> <p>(ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.</p> <p>(iii) The sale of the shareholding in the Subsidiary M/s. Vidagara Tech Park</p> |



*[Signature]*

*[Signature]*





|  |  |
|--|--|
|  | <p>Private Limited resulted in the cessation of control w.e.f. 4th March 2022.</p> <p>(iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.</p> <p>(v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.</p> <p>(vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.</p> <p>(vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.</p> <p>(viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.</p> <p>(ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 &amp; 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p> |
|  | <b><u>Auditors' Emphasis of Matter No.1</u></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 (e) 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 period under review.</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>Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.</p>   |
|  | b. Type of Qualification : Emphasis of Matter  |
|  | c. Frequency of qualification : Appeared third time wrt Covid-19 and second time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.   |




|     |   |
|-----|---|
|     | d. For Audit qualification(s) where the impact is quantified by the auditor: <b>Not applicable</b><br>Management's Views: <b>Not applicable</b>   |
|     | e. For Audit qualification(s) where the impact is not quantified by the auditor:<br>(i) Management's estimation on the impact of audit qualification: <b>Not relevant</b><br>(ii) If management is unable to estimate the impact, reasons for the same: <b>Not applicable</b><br><br><u>Management's response:</u><br><br>The effects of COVID-19 pandemic did not have any significant impact on the Company's operations and compliances, during the period under review.<br><br>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts. |
| III | <b>Signatories:</b>   |
|     | Board Meeting Chairman  |
|     | CFO   |
|     | Audit Committee Chairman  |
|     | Statutory Auditor   |
|     | Place: Chennai  |
|     | Date: 30 <sup>th</sup> May 2022   |





**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 2022**  
**(under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

| Sl. No. | PARTICULARS  | QUARTER ENDED   |                |                 | 12 Months ended 31st March 2022 | 12 Months ended 31st March 2021 |
|---------|--|-----------------|----------------|-----------------|---------------------------------|---------------------------------|
|         |  | 31st March 2022 | 31st Dec. 2021 | 31st March 2021 |                                 |                                 |
|         |  | Audited         | Unaudited      | Audited         | Audited                         |                                 |
| I       | Revenue from operations  |                 |                |                 |                                 |                                 |
| II      | Other Income   | 9.67            |                |                 | 9.67                            |                                 |
| III     | Total Revenue ( I + II )   | 9.67            |                |                 | 9.67                            |                                 |
| IV      | Expenses   |                 |                |                 |                                 |                                 |
|         | a) Cost of materials consumed  |                 |                |                 |                                 |                                 |
|         | 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   | 7.32            | 7.23           | 7.15            | 28.77                           | 28.47                           |
|         | e) Finance Costs   | 0.00 **         | 174.73         | 0.01            | 349.47 **                       | 0.03                            |
|         | f) Depreciation and amortisation expense   | 0.03            | 0.03           | 0.02            | 0.12                            | 0.09                            |
|         | g) Other Expenses  | 17.04           | 7.74           | 619.31          | 24.70                           | 631.55                          |
|         | Total expenses   | 24.39           | 189.73         | 626.49          | 403.06                          | 660.14                          |
| V       | Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)              | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| VI      | Exceptional Items  |                 |                |                 |                                 |                                 |
| VII     | Profit / (Loss) before extraordinary items and tax ( V - VI )                              | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| VIII    | Extraordinary items  |                 |                |                 |                                 |                                 |
| IX      | Profit before tax (VII - VIII)   | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| X       | Tax Expense  |                 |                |                 |                                 |                                 |
| XI      | Profit / (Loss) for the period from continuing operations (IX-X)                           | (14.72) **      | (189.73)       | (626.49)        | (393.39) **                     | (660.14)                        |
| XII     | Profit / (Loss) from discontinued operations (IX-X)  | 442.92 **@      | (4732.79)      | 86.36           | (5548.08) **@                   | (177.69)                        |
| XIII    | Tax expense of discontinuing operations  |                 |                |                 |                                 |                                 |
| XIV     | Profit / (Loss) from discontinued operations (after tax) (XII - XIII)                      | 442.92          | (4732.79)      | 86.36           | (5548.08)                       | (177.69)                        |
| XV      | Profit / (Loss)for the period (XI + XIV)   | 428.20 **@      | (4922.52)      | (540.13)        | (5941.47) **@                   | (837.83)                        |
| XVI     | Other Comprehensive Income   |                 |                |                 |                                 |                                 |
|         | A (i) Items that will not be reclassified to profit or loss                                |                 |                |                 |                                 |                                 |
|         | (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/(Loss) on account of cessation of control in subsidiary                         | (4.14)          |                |                 | (4.14)                          |                                 |
|         | (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)                         | (4.14)          |                |                 | (4.14)                          |                                 |
| XVIII   | Withdrawal on account of cessation of Subsidiary/ Attributable to Non Controlling interest | 15.28           |                |                 | 15.28                           |                                 |
| XIX     | Total comprehensive income for the period  | 439.34 **@      | (4922.52)      | (540.13)        | (5930.33) **@                   | (837.83)                        |
| XX      | Paid - up equity share capital (Face Value - ₹ 10/- per share                              | 2626.06         | 2626.06        | 2626.06         | 2626.06                         | 2626.06                         |
| XXI     | Paid - up Debt Capital   | 3750.00         | 200.00         | 200.00          | 3750.00                         | 200.00                          |
| XXII    | Reserves excluding Revaluation reserves as per Balance Sheet of previous accountinmg year  |                 |                |                 |                                 | (14850.89)                      |
| XXIII   | Debenture Redemption Reserve   |                 |                |                 |                                 |                                 |
| XXIV    | Earnings per Share (for continuing operations)   |                 |                |                 |                                 |                                 |
|         | a) Basic   | (0.11)          | (0.82)         | (2.48)          | (1.85)                          | (2.91)                          |
|         | b) Diluted   | (0.11)          | (0.82)         | (2.48)          | (1.85)                          | (2.91)                          |
|         | Earnings per Share (for discontinued operations)   |                 |                |                 |                                 |                                 |
|         | a) Basic   | 1.68            | (18.02)        | 0.33            | (21.13)                         | (0.68)                          |
|         | b) Diluted   | 1.68            | (18.02)        | 0.33            | (21.13)                         | (0.68)                          |
|         | Earnings per Share (for discontinued and continuing operations)                            |                 |                |                 |                                 |                                 |
|         | a) Basic   | 1.57            | (18.84)        | (2.15)          | (22.98)                         | (3.59)                          |
|         | b) Diluted   | 1.57            | (18.84)        | (2.15)          | (22.98)                         | (3.59)                          |
| XXV     | Debt Equity Ratio  | (3.28)          | (1.03)         | (1.23)          | (3.28)                          | (1.23)                          |
| XXVI    | Debt Service Coverage Ratio  | **              | **             | **              | **                              | **                              |
| XXVII   | Interest Service Coverage Ratio  | **              | **             | **              | **                              | **                              |

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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 May 2022, in terms of Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- 2 The Group is adopting Indian Accounting Standards (Ind AS) and the financial results for the quarter and year ended 31st March 2022 are 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 \*\* Interest Expenses has been provided in the Holding Company as per the definitive settlement agreements entered into with the secured lenders.
- 5 For the current year under review, Chennai Insulator division and Visakhapatnam Insulator division of the Holding Company are being considered as "Discontinued Operations". Turnkey Project Business Segment is considered as "Continuing Operations". Accordingly adjustments are shown separately in the statement of profit and loss under Ind AS 105.
- 6 @As required under Ind AS 36 Impairment amounting to ₹ 4979.84 lakhs has been provided for the year ended 31st March 2022 in the books of Vizag Insulator Division (considered as discontinued operations w.e.f. 01.10.2019) of the Holding Company arising from the definitive agreements entered into by the Holding Company with M/s. Winwin Speciality Insulators Limited for the transfer of Vizag Unit/Plant/Undertaking. The provision made earlier in the year ended 31st March 2021 amounting to ₹ 4618.93 lakhs stands reversed.
- 7 The Holding Company clarifies that its Project business vertical is currently functioning at a low scale because of inadequacy of funds. However, the Holding Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand. These first steps will lead to the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.
- 8 Details of the restructuring exercise of the Holding Company:
  - (i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.
  - (ii) Completed the transfer and other related actions pertaining to the Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.
  - (iii) Cessation of control in the Subsidiary M/s. Vidagara Tech Park Private Limited took place w.e.f. 4th March 2022.
  - (iv) The outstanding loan payable to M/s.Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.
  - (v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.
  - (vi) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.
  - (vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.
  - (viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.
  - (ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.
- 9 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.
- 10 The Subsidiary Companies considered in the consolidated financial statements are Vidagara Tech Park Private Limited (100% WOS upto 4th March 2022) and WS Insulators Private Limited, whose country of incorporation are in India and the percentage of voting power by W.S. Industries (India) limited as on 31st March 2022 is Nil and 100% respectively.
- 11 The Group is not required to provide Segment Reporting under the criteria specified in IND AS 108.
- 12 Figures have been regrouped/reclassified wherever necessary, to conform to this year's classifications and as per amended schedule iii to the Companies Act,2013 vide Notification dated 24th March 2021.
- 13 The figures for the quarter ended 31st March 2022 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.

Place: Chennai  
Date : 30th May 2022

For S B S B AND ASSOCIATES (FRN: 012192S)  
Chartered Accountants  
CA.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

Statement of Audited 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 2022 |           | As at 31 03 2021 |           |
|             |                                      | Audited          |           | Audited          |           |
| <b>A</b>    | <b>ASSETS</b>                        |                  |           |                  |           |
| 1.          | <b>Non-Current Assets :</b>          |                  |           |                  |           |
| (a)         | Property, Plant and Equipment        | 1.95             |           | 2.07             |           |
| (b)         | Capital Work in Progress             |                  |           |                  |           |
| (c)         | Other Intangible Assets              |                  |           |                  |           |
| (d)         | Financial Assets :                   |                  |           |                  |           |
|             | Investments                          |                  |           |                  |           |
| (e)         | Other Non- Current Assets            | 1.33             |           | 9.83             |           |
|             | <b>Total Non -Current Assets</b>     |                  | 3.28      |                  | 11.90     |
| 2.          | <b>Current Assets :</b>              |                  |           |                  |           |
| (a)         | Financial Assets :                   |                  |           |                  |           |
|             | i. Trade Receivables                 | 14.73            |           | 15.75            |           |
|             | ii. Cash and Cash Equivalents        | 2257.59          |           | 24.59            |           |
| (b)         | Current Tax Assets (Net)             | 142.75           |           | 0.23             |           |
| (c)         | Other Current Assets                 | 1090.26          |           | 1131.33          |           |
|             | <b>Total Current Assets</b>          |                  | 3505.33   |                  | 1171.90   |
| 3.          | <b>Non Current Assets held</b>       |                  | 4496.24   |                  | 6078.16   |
|             | <b>TOTAL ASSETS</b>                  |                  | 8004.85   |                  | 7261.96   |
| <b>B</b>    | <b>EQUITY AND LIABILITIES</b>        |                  |           |                  |           |
| 1.          | <b>Equity:</b>                       |                  |           |                  |           |
| (a)         | Equity Share Capital                 | 2626.06          |           | 2626.06          |           |
| (b)         | Other Equity                         | (4941.73)        |           | (11968.98)       |           |
| (c)         | Non controlling Interest             |                  |           |                  |           |
|             | <b>Total Equity</b>                  |                  | (2315.67) |                  | (9342.92) |
| 2.          | <b>Non Current Liabilities :</b>     |                  |           |                  |           |
|             | Financial Liabilities                |                  |           |                  |           |
|             | i) Prefeference Share Capital        | 1275.00          |           | 1275.00          |           |
|             | ii) Borrowings                       | 3550.00          |           |                  |           |
|             | iii) Other non current liabilities   | 2.10             |           |                  |           |
|             | <b>Total Non Current Liabilities</b> |                  | 4827.10   |                  | 1275.00   |
| 3.          | <b>Current Liabilities :</b>         |                  |           |                  |           |
| (a)         | Financial Liabilities                |                  |           |                  |           |
|             | i. Borrowings                        | 3911.40          |           | 11494.76         |           |
|             | ii. Trade Payables                   | 898.86           |           | 2962.21          |           |
|             | iii. Other financial liabilities     | 131.85           |           | 43.44            |           |
| (b)         | Provisions                           |                  |           | 4.34             |           |
| (d)         | Other current liabilities            | 551.31           |           | 825.13           |           |
|             | <b>Total Current Liabilities</b>     |                  | 5493.42   |                  | 15329.88  |
|             | <b>TOTAL EQUITY AND LIABILITIES</b>  |                  | 8004.85   |                  | 7261.96   |

For S B S AND ASSOCIATES (FRN. 012192G)  
Chartered Accountants

Place: Chennai  
Date : 30th May 2022

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

DIRECTOR



# W.S. INDUSTRIES (INDIA) LIMITED

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

CONSOLIDATED AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022

CIN: L29142TN1961PLC004568

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

|  |                        | in ₹ Lakhs        |                 |
|--|------------------------|-------------------|-----------------|
| PARTICULARS  | Workin<br>g Notes<br>a | 31-Mar-22         | 31-Mar-21       |
| <b>A OPERATING ACTIVITIES:</b>                                       |                        |                   |                 |
| Profit before tax from continuing operations                         |                        | (393.39)          | (660.14)        |
| Profit/(loss) before tax from discontinued operations                |                        | (5548.08)         | (177.69)        |
| Profit before tax  |                        | (5941.47)         | (837.83)        |
| <u>Adjustments to reconcile profit before tax to net cash flows:</u> |                        |                   |                 |
| Depreciation and impairment of property, plant and equipment         |                        | 0.12              | 0.09            |
| Net foreign exchange differences                                     |                        | 7.27              |                 |
| Finance costs (including fair value change in financial instruments) |                        | 6392.08           | 0.03            |
| Non Current Asset held - Impairment/Discarded                        |                        | 360.91            | 48.92           |
| Provision for Doubtful Debts   |                        | (10.15)           | 699.73          |
| Interest received (finance income)                                   |                        | (8.36)            |                 |
| <u>Working capital adjustments:</u>                                  |                        |                   |                 |
| Movements in provisions, gratuity and government grants              |                        | (4.34)            |                 |
| (Increase)/Decrease in trade and other receivables and prepayments   |                        | 11.17             | 143.47          |
| Increase/(Decrease) in trade and other payables                      |                        | (2063.34)         | (7.15)          |
| (Increase)/Decrease in other Current Assets                          | a.2                    | (93.75)           | (101.63)        |
| Increase/(Decrease) in Liabilities and Provisions                    | a.3                    | (273.57)          | (651.49)        |
| <b>Net cash flows from operating activities</b>                      |                        | <b>(1623.43)</b>  | <b>(705.86)</b> |
| <b>B INVESTING ACTIVITIES:</b>                                       |                        |                   |                 |
| Proceeds from sale of property, plant and equipment                  |                        | 14179.90          |                 |
| Purchase of property, plant and equipment                            |                        | (1.31)            | (716.59)        |
| Interest received (finance income)                                   |                        | 8.36              |                 |
| On account of cessation of control in Subsidiary                     | a.6                    | 11.69             |                 |
| <b>Net cash flows used in investing activities</b>                   |                        | <b>14198.64</b>   | <b>(716.59)</b> |
| <b>C FINANCING ACTIVITIES:</b>                                       |                        |                   |                 |
| Proceeds from exercise of Debenture options                          |                        | 3550.00           |                 |
| Interest paid  |                        | (6392.08)         | (0.03)          |
| Increase / (Decrease) in borrowings & other financial liabilities    |                        | (7492.86)         | 1418.96         |
| <b>Net cash flows from/(used in) financing activities</b>            |                        | <b>(10334.94)</b> | <b>1418.93</b>  |
| Net increase in cash and cash equivalents                            |                        | 2240.27           | (3.52)          |
| Net foreign exchange difference                                      |                        | (7.27)            |                 |
| Cash and cash equivalents at the beginning of the year               |                        | 24.59             | 28.11           |
| <b>Cash and cash equivalents at year end</b>                         |                        | <b>2257.59</b>    | <b>24.59</b>    |

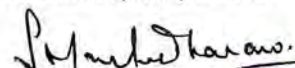
## Notes on Statement of Cash Flow:

- 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                   | 2257.59 | 24.59 |
| Unrealised (Gain) / Loss                 |         |       |
| Cash and Bank Balances restated as above | 2257.59 | 24.59 |

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

for W S INDUSTRIES ( INDIA) LIMITED

  
**DIRECTOR**



Place : Chennai  
Date : 30th May 2022



**W.S. INDUSTRIES (INDIA) LIMITED****108, Mount Poonamallee Road, Porur, Chennai-600116****a WORKING NOTES TO CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2022**

| PARTICULARS  | in ₹ Lakhs   | in ₹ Lakhs      | in ₹ Lakhs      |
|--|--|-----------------|-----------------|
|  | On account of<br>cessation of control<br>in Subsidiary | Others          | Total           |
|  | 31-Mar-22  | 31-Mar-22       | 31-Mar-22       |
| <b>A OPERATING ACTIVITIES:</b>   |  |                 |                 |
| a.1 Withdrawal of Retained Earnings  | 11.14  |                 | 11.14           |
| <u>Working capital adjustments:</u>  |  |                 |                 |
| a.2 (Increase)/Decrease in other Current Assets                            | 0.80   | (93.75)         | (92.95)         |
| a.3 Increase/(Decrease) in Liabilities and Provisions                      | (0.25)   | (273.57)        | (273.82)        |
| <b>Net cash flows from operating activities</b>                            | <b>11.69</b>   | <b>(367.32)</b> | <b>(355.63)</b> |
| <b>B INVESTING ACTIVITIES:</b>   |  |                 |                 |
| <b>Net cash flows used in investing activities</b>                         |  |                 |                 |
| <b>C FINANCING ACTIVITIES:</b>   |  |                 |                 |
| a.4 Investment in subsidiary - Vidagara Tech Park Private Limited          | (7.00)   |                 | (7.00)          |
| a.5 Sale of Investments in subsidiary - Vidagara Tech Park Private Limited | 7.00   |                 | 7.00            |
| <b>Net cash flows from/(used in) financing activities</b>                  | <b>0.00</b>  |                 | <b>0.00</b>     |
| a.6 Net Withdrawal on account of cessation of control in subsidiary        | <b>11.69</b>   | <b>(367.32)</b> | <b>(355.63)</b> |




**INDEPENDENT AUDITOR'S REPORT ON THE ANNUAL CONSOLIDATED FINANCIAL RESULTS PURSUANT TO REGULATION 52 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

**Report on the Audit of Consolidated Financial Results****Opinion**

We have audited the accompanying consolidated annual financial results of W.S.Industries (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") for the year ended March 31, 2022, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial results:

(i) include the annual financial results of the following entities:

Holding Company  
W.S.Industries (India) Limited

Subsidiary Companies

1. Vidagara Tech Park Private Limited (till 4<sup>th</sup> March 2022)
2. WS Insulators Private Limited

(ii) are presented in accordance with the requirements of Regulation 52 of the Listing Regulations in this regard; and

(iii). gives a true and fair view in conformity with the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive income and other financial information of the Group for the year ended March 31, 2022.

**Basis for Qualified Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained by us is sufficient and appropriate to provide a basis for our opinion as below:

The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.5630.26 millions (Previous year Rs. 5037.22 millions). Further the Holding Company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs. 10.15 millions (previous year Rs. 15.64 millions) as per the books of accounts maintained.





In the absence of external confirmation of balance as at 31st March 2022 in respect of suppliers, customers, depositors and others of the Holding Company, we are unable to comment on it. With regard to Banks/Financial Institutions, the Holding Company has completed the final settlement agreements entered into with them.

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

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

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

These factors along with other matters as set forth in the said notes, which indicates the existence of a material uncertainty in the Holding Company that may cause significant doubt about the Holding Company's ability to continue as a going concern. However, the Holding Company in their Standalone financial statements has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, the financial statements have been prepared on a going concern basis. However in view of the above mentioned matter, we are unable to comment on the ability of the Holding Company to continue as a going concern as per SA 570.

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

### **Emphasis of Matter**

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

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

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

Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.

Our conclusion is modified in respect of the above matter.

### **Board of Directors' Responsibilities for the Consolidated Financial Results**

These consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net loss and other comprehensive income and other financial information of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and





completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation and consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditors,





such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

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

The financial results include the results for the quarter ended March 31, 2022 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures upto the third quarter of the current financial year which were subject to limited review by us.

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> May 2022

UDIN: 22024568AJVSHA5288

**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<br>March 31, 2022<br>[see Regulation 52 of the SEBI (LODR) (Amendment) Regulations, 2016] |   |   |  |  |
|--|---|---|--|--|
| I.   | Sl No.  | Particulars   | Audited figures<br>(as reported<br>before<br>adjusting for<br>qualifications)<br>Rs in Million | Adjusted<br>figures (audited<br>figures after<br>adjusting for<br>qualifications)<br>Rs in Million |
|  | 1   | <b>Continuing Operations -</b>                                      |  |  |
|  |   | Turnover / Total Income   | 0.97   | 0.97   |
|  |   | Total Expenditure   | 40.30  | 40.30  |
|  |   | Net Profit/(Loss)   | (39.33)  | (39.33)  |
|  | 2   | <b>Discontinued Operations -</b>                                    |  |  |
|  |   | Net Profit/(Loss)   | (554.81)   | (554.81)   |
|  | 3   | <b>Continuing and Discontinued Operations -</b>                     |  |  |
|  |   | Net Profit/(Loss)   | (594.14)   | (594.14)   |
|  | 4   | <b>Earnings Per Share</b>   |  |  |
|  |   | Continuing Operations   | (1.85)   | (1.85)   |
|  |   | Discontinued Operations   | (21.13)  | (21.13)  |
|  |   | Both  | (22.98)  | (22.98)  |
|  | 5   | Total Assets  | 800.48   | 800.48   |
|  | 6   | Total Liabilities   | 800.48   | 800.48   |
|  | 7   | Net Worth   | (104.06)   | (104.06)   |
|  | 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:</p> <p>The group's net worth has been completely eroded. The accumulated losses in the reporting year, amounts to Rs.5630.26 millions (Previous year Rs. 5037.22 millions). Further the Holding Company had overdue loans to various financial institutions amounting to Rs.369.00 millions and interest accrued and due there on of Rs.35.32 millions which has been subsequently fully settled as on the date of this report and the turnover during the period ended 31st March, 2022 is Rs. 10.15 millions (previous year Rs. 15.64 millions) as per the books of accounts maintained.</p> <p>In the absence of external confirmation of balance as at 31st March 2022 in respect of suppliers, customers, depositors and others of the Holding Company, we are unable to comment on it. With regard to Banks/Financial Institutions, the Holding Company has completed the final settlement agreements entered into with them.</p> <p><b>Material Uncertainty related to 'Going Concern'</b></p> <p>We draw attention to the following note to the financial statements:</p> <p>During the year under audit, there was no production in the Chennai and Vizag plants of the Holding Company and are being considered as discontinued operations.</p> |   |  |  |



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|  |  |
|--|--|
|  | <p>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. However, the Holding Company in their Standalone financial statements has explained its measures taken so far in note no.2 (c) and note no.2(d). In light of the aforesaid, 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 qualified opinion.</p>  |
|  | b. Type of Audit Qualification : Qualified opinion   |
|  | c. Frequency of qualification : Appeared seventh time wrt Net worth erosion and confirmation of balance except bank/financial institutions. Appeared fourth 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><br>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>Management's response:</p> <p>It is clarified that the Holding Company's Project business vertical is continuing to function at a low scale because of inadequacy of funds.</p> <p>However, the Holding Company has initiated various steps in connection with the re-vitalization and long term stability and growth of its Turnkey Project Business Unit for which the potential and opportunity exists after the balance sheet is restructured. In Turnkey Project Business Unit, necessary steps have been taken from the last quarter of the period under review for the procurement of further materials and site related activities have been reactivated to execute and complete the various projects on hand.</p> <p>These first steps will lead to the revival of activities of the Holding Company. Hence, the Holding Company continues to prepare its Accounts and the Statement of audited financial results on a 'going concern' basis of accounting.</p> <p>Details of this restructuring exercise of the Holding Company:</p> <p>(i) The Company has made the final payment on 4th January 2022 under settlement agreements entered into with the secured lenders viz, Edelweiss Asset Reconstruction Company Limited, Allium Finance Private Limited and IDBI Trusteeship Services Limited (acting in its capacity as trustee for and on behalf of the debenture holders of the Company) (jointly "Edelweiss Group"). With the above settlements, all the necessary charges with respect to the Chennai Property were released.</p> <p>(ii) Completed the transfer and other related actions pertaining to the</p> |



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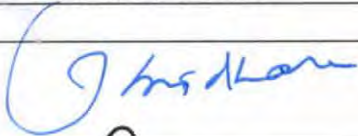

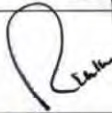





|  |   |
|--|---|
|  | <p>Immovable Property admeasuring 6.58 acres of land at Porur to its wholly owned subsidiary M/s. Vidagara Tech Park Private Limited for a consideration of Rs. 141,79,90,000/-.</p> <p>(iii) The sale of the shareholding in the Subsidiary M/s. Vidagara Tech Park Private Limited resulted in the cessation of control w.e.f. 4th March 2022.</p> <p>(iv) The outstanding loan payable to M/s. Trala Electromech Systems Private Limited was restructured into 3,55,00,000 fully paid up, unlisted, secured, redeemable Non Convertible Debentures, having a face value of Rs. 10/-.</p> <p>(v) The Company has settled the Remaining Debt outstanding with respect to Visakhapatnam Unit with the Edelweiss Group on 13th April 2022 as full and final settlement with release of all claims outstanding against the Company. With the above Settlements, all the necessary charges with respect to the Vizag Unit were released.</p> <p>(iv) Completed the transfer of Vizag Unit/Plant/Undertaking to M/s. Winwin Speciality Insulators Ltd. on 27th April 2022 for a consideration of Rs. 20,85,00,000/-.</p> <p>(vii) After completing the financial restructuring of the Company, the Company is raising funds by way of preferential issue (intimated to the stock exchanges on 30th April 2022) to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space and turn key project segments.</p> <p>(viii) A Share Purchase Agreement ("SPA") has been executed for the sale of the promoter group holding which will result in the change of management control and correspondingly, the acquirers becoming the new promoters of the Company.</p> <p>(ix) The SPA and the Preferential Issue have triggered open offer under Regulations 3 &amp; 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the acquirers have made Public Announcement on April 30, 2022 followed by the necessary consequential actions under the regulations.</p> |
|  | Auditor's Comments on (i) or (ii) above: Statement of facts.  |
|  | <b><u>Auditors' Emphasis of Matter No.1</u></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 (f) of the consolidated financial statements, which describes the effects of COVID-19 pandemic on the group's operations and compliances, which does not have any significant impact in the group's overall performance during the current period.</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> <p>Note no.27 in respect of payment of dividend on Non Convertible Cumulative Redeemable Preference Shares of the Holding Company is contingent on various factors as mentioned in the said note, which is currently uncertain and hence the amount payable has been treated as contingent liability.</p>   |
|  | b. Type of Qualification : Emphasis of Matter   |
|  | c. Frequency of qualification : Appeared third time wrt Covid-19 and second time wrt payment of dividend on Non Convertible Cumulative Redeemable Preference Shares.  |
|  | d. For Audit qualification(s) where the impact is quantified by the auditor: <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>Management's response:<br/>The effects of COVID-19 pandemic did not have any significant impact on the Group's operations and compliances, during the period under review.</p> <p>(iii) Auditor's Comments on (i) or (ii) above: Statement of facts.</p> |  |
| <b>Signatories:</b>  |  |
| Board Meeting Chairman   |  |
| CFO  |  |
| Audit Committee Chairman   |   |
| Statutory Auditor  |  |
| Place:   | Chennai  |
| Date:  | 30 <sup>th</sup> May 2022  |

