

winsome

Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L7115CH1990PLC010566, 4612000, 4613000
Fax : +91-172-4614000
e-mail : exports@winsomegroup.com
website : www.winsomegroup.com



WYL/SECT/
13.11.2020

BSE Limited
Dept. of Corporate Service
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, **MUMBAI-400001**

Script Code : 514348

National Stock Exchange of India Ltd
Listing Department
"Exchange Plaza" Bandra-Kurla Complex
Bandra (E), **MUMBAI – 400051**

Symbol : WINSOME

**Sub : Outcome of Board Meeting under Regulation 30 of SEBI (LODR).
(Unaudited Financial Results for the quarter & half year ended September, 2020)**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith following documents/ information duly approved by the Board of Directors of the Company in their meeting held on November 13, 2020.

1. Unaudited Financial Results of the Company for the Quarter and half year ended September 30, 2020.
2. Statement of Assets and Liabilities for the half year ended September 30, 2020.
3. Cash flow statement on standalone and consolidated basis, pursuant to Regulation 33(3)(g) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Limited Review Report of the Auditors of the Company, as required under Regulation 30 of the Listing Regulations.

The meeting of the Board of Directors of the Company commenced at 12.15 P.M. and concluded at 3.50 P.M.

This is for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED


(RAJPAL S RATHORE)
Dy. Manager (Legal & Secretarial)
Mobile No. 9855601267
Email : cshare@winsomegroup.com



Works : Village Kurawala, Barwala Road, Derabassi-140507, Distt. Mohali (Pb.) Phones : 01762-280236, 280936, 280638 Fax : 01762-280237
Ludhiana : Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana - 141008, e-mail : ludhiana@winsomegroup.com
Delhi : # 3, Ground Floor, Rajendra Bhawan, Rajendra Place, New Delhi - 110 008, e-mail : delhi@winsomegroup.com
Tirupur : D, No. 3 (1) / 4 A, Mullai Nagar, Karumaramplayam, Mannarai, Triupur- 641607, e-mail : tirupur@winsomegroup.com

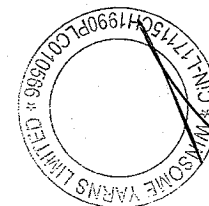
WINSOME YARNS LIMITED

Regd. Office: SCO # 191-192, Sector 34-A, Chandigarh - 160022

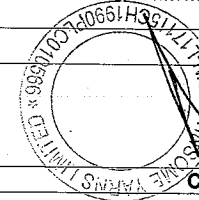
CIN : L17115CH1990PLC010566, Email – cshare@winsomegroup.com, Website – www.winsomegroup.com Phone No.91-172-4613000, Fax No.91-172-4614000

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON 30TH SEPTEMBER 2020

PART-I		Rs.in Lakhs											
Sr. No.	Particulars	Standalone						Consolidated					
		Unaudited			Audited			Unaudited			Audited		
		Quarter Ended		Half Year ended	Year Ended		Quarter Ended		Half Year ended		Year Ended		
		30.09.2020	30.06.2020	30.09.2019	30.09.2020	30.09.2019	31.03.2020	30.09.2020	30.06.2020	30.09.2019	30.09.2020	30.09.2019	31.03.2020
	Revenue												
1	Income from operations	747	600	2554	1347	6674	10,686	747	600	2554	1347	6674	10686
2	Other Income	0	34	44	10	55	119	0	34	44	10	55	119
3	Total Revenue(1+2)	747	634	2,598	1357	6729	10,805	747	634	2,598	1357	6729	10,805
4	Expenses												
	(a) Cost of Material consumed	291	43	1394	334	3369	4208	291	43	1394	334	3369	4208
	(b) Purchase of stock-in-trade	-	-	-	0	-	285	-	0	-	0	-	285
	(c) Excise Duty	-	-	-	0	-	-	-	-	-	0	-	-
	(d) Changes in Inventories of finished goods, Work in progress & stock in trade	(35)	(93)	45	(128)	242	1,268	(35)	(93)	45	(128)	242	1268
	(e) Employee Benefit expense	423	347	710	770	1451	2,594	423	347	710	770	1451	2594
	(f) Finance cost	0	-	1	0	3	6	0	0	1	0	3	6
	(g) Depreciation & Amortisation expenses	372	374	380	746	763	1,525	372	374	380	746	763	1525
	(h) Other expenses	305	386	971	667	2491	4,327	306	388	972	670	2494	4333
	Total Expenses	1,356	1,057	3,501	2389	8319	14,213	1,357	1,059	3,502	2,392	8,322	14,219
5	Profit/(Loss) from Operations before Exceptional Items and tax.(3-4)	(609)	(423)	(903)	(1,032)	(1,590)	(3,408)	(610)	(425)	(904)	(1,035)	(1,593)	(3,414)
6	Exceptional Items	-	-	-	-	-	(1,414)	-	-	-	-	-	(1,414)
7	Profit/(Loss) before Tax (5+6)	(609)	(423)	(903)	(1,032)	(1,590)	(4,822)	(610)	(425)	(904)	(1,035)	(1,593)	(4,828)
8	Tax Expense												
	- Current Tax	-	-	-	-	-	-	-	-	-	-	-	-
	- Earlier years Tax	-	-	-	-	-	-	-	-	-	-	-	-
	- Deferred Tax Liability/(Asset)	-	-	-	-	-	44	-	-	-	-	-	44
9	Profit/(Loss) after tax (7-8)	(609)	(423)	(903)	(1,032)	(1,590)	(4,866)	(610)	(425)	(904)	(1,035)	(1,593)	(4,872)
10	Other Comprehensive income	-	-	-	-	-	65	0	-	-	-	-	65
11	Total Comprehensive income(9+10)	(609)	(423)	(903)	(1,032)	(1,590)	(4,801)	(610)	(425)	(904)	(1,035)	(1,593)	(4,807)
12	Paid - up Equity Capital (Face Value – Rs. 10/- each)	7,071	7,071	7,071	7,071	7,071	7,071	7,071	7,071	7,071	7,071	7,071	7,071
13	Reserve excluding revaluation reserve as per Balance Sheet of Previous accounting year						(41,807)						(41,798)
14	Earnings Per Share of Rs 10/- each (Not Annualised) - Basic & Diluted (Rs.)	(0.86)	(0.60)	(1.28)	(1.46)	(2.25)	(6.79)	(0.86)	(0.60)	(1.28)	(1.46)	(2.25)	(6.80)



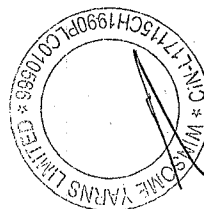
Notes:	
1	The above unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on November 13, 2020.
2	The Statutory Auditors of the Company have carried out the unaudit of the aforesaid financial results for the quarter and half year ended on September 30, 2020 in accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015,
3	In line with the provisions of Ind AS-108 'Operating Segments' as notified under the Companies (Ind AS) Rules, 2015, and as provided in section 133 of the Companies Act, 2013, the operations of the Company fall under one line of business activity namely, Textiles (Yarn, Knitwear & related revenue), which is considered to be the only reportable segment by the management.
4	COVID-19 pandemic has caused serious disruptions on the global economic and business environment and there is a huge uncertainty with respect to its severity, which cannot be reasonably ascertained. However, the Company has evaluated and factored the possible effects in its working to the extent possible, including likely impact that may result from the COVID-19 pandemic as well as all events and circumstances upto the date of approval of these financial results on the carrying value of its assets and liabilities as at 30 th September 2020. The operations of the Company are running at substantially below optimal levels. The operations are expected to remain impacted until customer orders return to normal levels, and supply chain stabilises, and the availability of manpower is consistent. The impact of any event and developments occurring after the financial results for the quarter and half year ended september 30, 2020 may differ from that estimated as at the date of approval of these financial results and will be recognised prospectively.
5	Auditors remarks on accounts for the quarter and half year ended september 30, 2020: (a) Regarding preparation of accounts on going concern basis despite accumulated losses of the Company being substantially in excess of its net worth: Management Response: Consolidated response as part of Note No. 6 hereinbelow; (b) Regarding non-provision for interest and penalty on Borrowings: Management response: Consolidated response as part of Note No. 6 hereinbelow; (c) Regarding pending receipt of part money of GDR invested in money market instrument outside India, non accounting of the same at fair value and non-recognition of exchange fluctuation in respect thereto: Management response: Consolidated response as part of Note No. 7 hereinbelow; (d) Regarding provisions made in books of account in case of investments in subsidiaries, amounts to be written off/written back and adjustment/set off of payment of receivables/payable from/to overseas parties/suppliers, which are pending necessary approval of the competent authority: Management Response: The Company has filed upto date returns, and approvals for adjustments will be effected in due course; (e) Regarding pending confirmation/reconciliation of balances of certain receivables, bank balances, payables, secured loans, contingent and other liabilities, loans and advances - impact unascertainable): Management response: Confirmation and reconciliation of balances is carried out on an ongoing basis and adjustments, if any, arising therefrom are accounted from time to time. The interest on borrowings of the Company to the extent not accounted in books of account of the Company will be considered on settlement / restructuring of borrowings.
6	Edelweiss Assets Reconstruction Company Limited (EARC), an Asset Reconstruction Company, is an assignee of debt payable by the Company to certain banks. The Company had been in discussions with EARC for restructuring of debts. The restructuring offer of the Company to EARC is for an amount lower than the amount accounted in its books of account, and the Company without accounting any further liability for payment on this account, will give effect to adjustments arising thereto on execution of agreement for restructuring. The Management expects that its cash flows of the Company in the near future will be sufficient to meet the resulting payment and repayment obligations as may arise as a result of restructuring agreement, and the accounts of the Company have therefore, been prepared on 'Going Concern' basis. The Financial Commissioner of the State of Punjab has since determined that the Agreements for Assignment of debt by lenders of the Company to EARC are insufficiently stamped, and therefore, defective. EARC had filed a Petition to initiate insolvency proceedings against the Company, which was been dismissed by the Hon'ble NCLT vide its order dated 14th March 2020. An appeal has been filed by EARC against this order. Indian Overseas Bank has initiated insolvency proceedings against the Company before NCLT which is being contested by the Company.
7	GDR issued earlier by the Company, listed on Luxemburg Stock Exchange, were delisted. USD 48,19,980 (Rs. 2568.41 Lakhs without exchange adjustment) is invested in money market instruments outside India to use the amount for earmarked purposes, i.e., setting up a Yarn Dying Plant. The Plant could not be implemented as requisite support was not extended by the lenders. The final effect of exchange rate fluctuation will be accounted at the time when the amount is repatriated.
8	The NSE and BSE had suspended trading of the Equity shares of the company due to delay in payment of certain amounts to the NSE and BSE. The delay occurred due to a technical glitch in the banking network wherefrom the payment was initiated by the Company. The Company has represented to the Stock Exchanges for review and revocation of their decision to suspend trading, and has also filed an appeal against the decision of the Stock Exchanges before SAT.
9	The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year.
10	The figures for the previous quarter and year have been regrouped / rearranged, wherever necessary, to confirm to the current period's classification.
Place:	Chandigarh
Date :	Nov 13, 2020.



Manish Bagrodia
Chairman and Managing Director

Winsome Yarns Limited
SCO -191,192 Sector 34-A, Chandigarh -160022
Statement of Asset and Liabilities as on 30.09.2020

Particulars	(Rs. In Lakhs)			
	Standalone		Consolidated	
	Unaudited 30.09.2020	Auidted 31.03.2020	Unaudited 30.09.2020	Auidted 31.03.2020
ASSETS				
(1) Non- current assets				
(a) Property, plant and equipment	18,418	19,162	18,418	19,162
(b) Capital Work In Progress	-	-	-	-
(c) Other Intangibles Assets	20	22	20	22
(d) Financial assets	-	-	-	-
(e) Investments	-	-	-	-
(f) Loans	2	2	2	2
(g) Deferred tax assets (net)	-	-	-	-
(h) Other Non- Current assets	2,732	2,905	2,732	2,905
Sub Total - non current assets	21,172	22,091	21,172	22,091
(2) Current assets				
(a) Inventories	1,284	1,159	1,284	1,159
(b) Financial assets				
(i) Loans	39	38	39	38
(ii) Investment	2,568	2,568	2,568	2,568
(iii) Trade receivables	1,194	1,519	1,241	1,564
(iv) Cash and cash equivalents	184	186	191	192
(v) Other bank Balance	31	31	31	31
(vi) Other financial assets	-	-	-	-
(vii) Current Tax Assets	112	122	112	122
(viii) Other current assets	762	671	762	671
Sub Total - current assets	6,174	6,294	6,228	6,345
Total of assets (1+2)	27,346	28,385	27,400	28,436
B. EQUITY AND LIABILITIES				
1. Equity				
(a) Equity share capital	7,071	7,071	7,071	7,071
(b) Other equity	(42,840)	(41,808)	(42,833)	(41,798)
Sub total - Total equity	(35,769)	(34,737)	(35,762)	(34,727)
LIABILITIES				
2. Non- current liabilities				
(a) Deferred grant income	69	69	69	69
(b) Provisions	189	164	189	164
Sub total - Non current liabilities	258	233	258	233
(3) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	55,658	55,658	55,658	55,658
(ii) Trade Payables				
(a) Total outstanding dues of Micro and small enterprises	109	124	109	124
(b) Total outstanding dues of creditors other than Micro and small enterprises	3,285	3,483	3,298	3,492
(iii) Other financial liabilities	3,523	3,391	3,557	3,423
(iv) Deferred grant income	9	9	9	9
(v) Other current liabilities	252	203	252	203
(b) Provisions	21	21	21	21
Sub Total - current liabilities	62,857	62,889	62,904	62,930
(4) Total of liabilities (2+3)	63,115	63,122	63,162	63,163
Total of equity and liabilities (1+4)	27,346	28,385	27,400	28,436

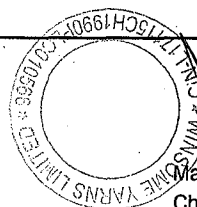


Winsome Yarns Limited
Regd. Office: SCO 191-192, Sector 34-A, Chandigarh -160022
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON SEPTEMBER 30, 2020

Particulars	Year Ended September 30, 2020	Year Ended March 31, 2020
A. CASH FLOW FROM OPERATIONS		
Loss before tax	(1,035.43)	(4,762.84)
Adjustment for:		
Depreciation	745.92	1,525.26
Amortisation of lease hold land	1.66	3.31
Prorata capital subsidy	-	(9.23)
(Profit)/Loss on sale of fixed assets	-	-
Interest expense	0.42	5.95
Interest income	(5.35)	(27.03)
Operating profit before working capital changes	(292.80)	(3,264.58)
Adjustment for working capital changes:		
Increase/(Decrease) in financial liabilities		
Trade payables	(208.90)	(696.69)
Revenue received in advance	-	(123.92)
Other payables	133.11	591.81
Increase/(Decrease) in other current liabilities	49.28	130.82
Increase/(Decrease) in provisions	25.21	(47.13)
(Increase)/Decrease in financial assets		
Trade and other receivables	322.85	213.72
Loans	(0.64)	(13.39)
Investment	-	-
Interest accrued but not due	-	-
Other loan	-	1,012.34
(Increase)/Decrease in other current assets	(90.70)	254.43
(Increase)/Decrease in other non current assets	171.27	251.75
(Increase)/Decrease in inventories	(125.55)	1,710.08
	(16.84)	19.24
Current tax liabilities (Net)	9.89	(12.06)
Net cash flow from operating activities (A)	(6.95)	7.18
B. CASH FLOW FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	-	(13.80)
Reductions to property, plant and equipment	-	-
Interest receipts	5.35	27.03
Net cash used in investing activities (B)	5.35	13.23
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(0.42)	(5.95)
Increase/(Decrease) in financial liabilities		
Proceeds from borrowings	-	-
Repayment of borrowings	-	-
Net cash used in financing activities (C)	(0.42)	(5.95)
D. CHANGE IN CURRENCY TRANSLATION RESERVE ARISING ON CONSOLIDATION		
Effect of currency translation on bank balance (D)	0.25	0.62
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)	(1.78)	15.08
Cash and cash equivalents - Opening balance	223.49	208.41
Cash and cash equivalents - Closing balance	221.71	223.49

(Figures in bracket represents cash outflow)

As per our report of event date.


 Manish Bagrodia
 Chairman & Managing Director
 DIN 00046944

Independent Auditor's Review Report on Standalone Financial Result of the Winsome Yarn Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Director of Winsome Yarn Limited

1. We have reviewed the accompanying statement of standalone unaudited financial result ("the statement") of WINSOME YARN LIMITED ("the company"), for the quarter and six months ended 30th September, 2020, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. This statement which is the responsibility of company's management and approved by company's board of directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim financial reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountant of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with standards on auditing specified under section 143(10) of the companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that



might be identified in an audit. Accordingly, we do not express an audit opinion.

4. We draw attention to qualified conclusion

- I. In view of accumulated losses of the Company as at the end of quarter and six month ended September 30th, 2020, the net worth of the Company as at that date being negative, continuous losses, negative cash flows and due to financial constraints, material uncertainty exists about the company ability to continue as going concern. The decision of management of the Company to prepare the accounts of the Company on going concern basis for reasons that, (a) proposed rehabilitation plan of the Company is under discussions with majority of lenders, and (b) future business plans of the Company and expected cash flows therefrom will suffice to service restructured debts of the Company, there would arise a need to adjust the realizable value of assets and liabilities in the event of failure of assumptions as to going concern, and in the absence of impact of aforesaid assumptions having been un-ascertained, we are unable to comment thereon.
- II. The unaudited standalone financial result for the quarter and six months ended on September 30th, 2020 are understated due to:
 - a. Non provisioning of interest expenses, on borrowings, of Rs. 7185.70 Lakhs for the quarter and six months ended on September 30th, 2020 (Rs. 6207.26 Lakhs for the quarter and six months ended on September 30th, 2019), and further amount towards penal interest, penalty, etc. as may be charged by the lenders. (In the absence of statement of account, the above amount has been arrived at as per estimates of the Company, and the aggregate unprovided amount in books of account of the Company is not ascertainable with accuracy).
 - b. Non provisioning against long outstanding receivables of Rs 521.57 lakhs including of overseas overdue trade receivables. Further the accounting for exchange fluctuation in respect of overseas trade receivables and export advances is not in line with Ind AS 21 "The effects of change in foreign exchange rates" and accordingly unable to comment its impact on financial result.



- III. In reference to note no.7 of unaudited standalone financial result, investment in USD 48,19,980 in Arise Money Market fund. As per information given to us, the balance above is as per rate of exchange prevailing at the time of investment, and is subject to adjustment in rate of foreign exchange and accruals on money market investments. In respect of its realisability/receipt, we are unable to comment. The non-accounting of investment at fair value and non-recognition of exchange fluctuation in respect thereto is not in line with Ind AS 109 "Financial Instruments" and Ind AS-21 "The Effects of Changes in Foreign Exchange Rates" respectively, which has the effect of understatement of investment by Rs. 945.36 as at September 30th, 2020 (Rs. 877.37lakhs as at September 30th, 2019) understatement of losses by Rs. 133.03lakhs for the quarter and six month ended September 30th, 2020 (understatement of loss by Rs. 83.62 lakhs as at quarter and six months ended September 30th, 2019).
- IV. Regarding provisions in case of investments in subsidiaries, written off/written back and adjustment/ set off of payment of receivables/payables from/to overseas parties/suppliers, which is pending necessary approval of the competent authority.
- V. The Internal Control Systems need to be further strengthened in order that they are commensurate with the size of the Company and the nature of its business, more particularly in areas of, purchases and consumption of materials, charging of expenses, set-off of balances, and invoicing of sale of goods and services.
- VI. Confirmation of balances and reconciliation thereof with respective parties are pending, which include balances pertaining to, accounts receivable and payable (including related parties), bank balances, secured loans, other liabilities, loans and advances recoverable, and contingent liabilities. All balances have been certified by the management of the Company. In the absence of the Company having aforementioned details, the impact thereof is unascertainable, and therefore, not being commented. Further strengthening of internal controls by the Company will provide greater reliability.
5. We would like to draw attention to the following matters as stated in the unaudited standalone financial result:



- i) In reference to Note no.6 in the standalone financial result, as per information given to us, the company has made advance payment of Rs. 2268.50 Lakhs to Edelweiss Assets Reconstruction Company during the financial year 2018-19 for advance against restructuring of loan. Loan outstanding from Edelweiss Assets Reconstruction Company amounting of Rs. 47049.46 Lakhs.
- ii) The company has not made provision for the demand raised by various authorities are pending before various appellate forum. We are unable to comment upon possible impact in the standalone financial statements for the half year ended September 30th, 2020.

For Khandelia& Sharma
Chartered Accountants
Firm Registration No: 510525C




CA. Arun Khandelia
Partner
Membership No.: 089125
UDIN No. 20089125AAAACS4098

Place: New Delhi
Date : 13-November-2020

Independent Auditor's Review Report on Consolidated Financial Result of the Winsome Yarn Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Director of Winsome Yarn Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial result("the statement")of WINSOME YARN LIMITED("the parent"), and its subsidiaries (the parent and its subsidiaries together referred to as "the group"),for the quarter and six months ended 30thSeptember,2020, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. This statement which is the responsibility of parent's management and approved by parent's board of directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "*Interim financial reporting*" ("Ind AS 34"),prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountant of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with standards on auditing specified under section 143(10) of the companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



4. We draw attention to qualified conclusion:

- I. In view of accumulated losses of the Group as at the end of quarter and six months ended September 30th, 2020, the net worth of the Group as at that date being negative, continuous losses, negative cash flows and due to financial constraints, material uncertainty exists about the Group ability to continue as going concern. The decision of management of the Group to prepare the accounts of the Company on going concern basis for reasons that, (a) proposed rehabilitation plan of the Holding Company is under discussions with majority of lenders, and (b) future business plans of the Group and expected cash flows there from will suffice to service restructured debts of the Holding Company, there would arise a need to adjust the realizable value of assets and liabilities in the event of failure of assumptions as to going concern, and in the absence of impact of aforesaid assumptions having been un-ascertained, we are unable to comment thereon.
- II. The unaudited consolidated financial result for the quarter and six months ended on September 30th, 2020 are understated due to:
 - a. Non provisioning of interest expenses, on borrowings, of Rs. 7185.70 Lakhs for the quarter and six months ended on September 30th, 2020 (Rs. 6207.26 Lakhs for the quarter and six months ended on September 30th, 2019), and further amount towards penal interest, penalty, etc. as may be charged by the lenders. (In the absence of statement of account, the above amount has been arrived at as per estimates of the Holding Company, and the aggregate unprovoked amount in books of account of the Holding Company is not ascertainable with accuracy).
 - b. Non provisioning against long outstanding receivables of Rs 521.57 lakhs including of overseas overdue trade receivables. Further the accounting for exchange fluctuation in respect of overseas trade receivables and export advances is not in line with Ind AS 21 "The effects of change in foreign exchange rates" and accordingly unable to comment its impact on financial result.
- III. In reference to note no.7 of unaudited consolidated financial result, the holding company have investment in money market of 48,19,980 in Arise Money Market fund. As per information given



to us, the balance above is as per rate of exchange prevailing at the time of investment, and is subject to adjustment in rate of foreign exchange and accruals on money market investments. In respect of its realisability/receipt, we are unable to comment. The non-accounting of investment at fair value and non-recognition of exchange fluctuation in respect thereto is not in line with Ind AS 109 "Financial Instruments" and Ind AS-21 "The Effects of Changes in Foreign Exchange Rates" respectively, which has the effect of understatement of investment by Rs. 945.36 lakhs as at September 30th, 2020 (Rs. 877.37 lakhs as at September 30th, 2019) understatement of losses by Rs. 133.03 lakhs for the quarter and six months ended September 30th, 2020 (understatement of loss by Rs. 83.62 lakhs as at quarter and six months ended September 30th, 2019).

- IV. Regarding written off/written back and adjustment/ set off of payment of receivables/payables from/to overseas parties/suppliers, which is pending necessary approval of the competent authority.
- V. The Internal Control Systems need to be further strengthened in order that they are commensurate with the size of the Group and the nature of its business, more particularly in areas of, purchases and consumption of materials, charging of expenses, set-off of balances, and invoicing of sale of goods and services.
- VI. Confirmation of balances and reconciliation thereof with respective parties are pending, which include balances pertaining to, accounts receivable and payable (including related parties), bank balances, secured loans, other liabilities, loans and advances recoverable, and contingent liabilities. All balances have been certified by the management of the Holding Company. In the absence of having aforementioned details, the impact thereof is unascertainable, and therefore, not being commented. Further strengthening of internal controls by the Holding Company will provide greater liability.
- VII. We have not been provided the financial statement/financial information of subsidiary companies (1) Winsome Yarns (Cyprus) Ltd., (2) Winsome Yarns FZE, (3) S.C. Winsome Romania s.r.l., (4) I.M.M Winsome Italia s.r.l., (5) S.C. Textile s.r.l. . Therefore, we are unable to comment about any possible effect on financial

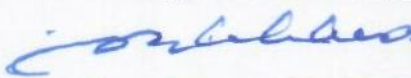



statement/result/ performance of these subsidiary companies in consolidated unaudited financial result for the period ending September 30th, 2020.

5. We would like to draw attention to the following matters as stated in the unaudited consolidated financial result:

- i) In reference to Note no. 6 in the unaudited consolidated financial result, as per information given to us, the holding company has made advance payment of Rs. 2268.50 Lakhs to Edelweiss Assets Reconstruction Company during the financial year 2018-19 for advance against restructuring of loan. Loan outstanding from Edelweiss Assets Reconstruction Company amounting of Rs. 47049.46 Lakhs.
- ii) The company has not made provision for the demand raised by various authorities are pending before various appellate forum. We are unable to comment upon possible impact in the standalone financial statements for the year September 30th, 2020.

For Khandelia& Sharma
Chartered Accountants
Firm Registration No: 510525C

CA. Arun Khandelia
Partner
Membership No.: 089125
UDIN No. 20089125AAAACR4868

Place: New Delhi
Date : 13-November-2020