



To, <b>Bombay Stock Exchange Limited (BSE)</b> Listing Department, P J Towers, Dalal Street, Mumbai - 400 001 Scrip Code: <b>500366</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Block G, C-1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: <b>ROLTA</b>
--	--

July 15, 2020

Dear Sir /Madam,

**Sub.- Outcome of Board Meeting of Rolta India Limited held on July 15, 2020**

In compliance with Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, this is to inform that the Board of Directors of Rolta India Limited ("Company") at their meeting held today i.e. July 15, 2020 has *inter-alia* among other matters, considered, approved and taken on record of the following:

- 1) Audited Consolidated Financial Results of the Company for the quarter and Financial Year ended March 31, 2020;
- 2) Independent Auditor's Report for the Audited Consolidated Financial Results for the quarter and Financial Year ended March 31, 2020 as submitted by M/s. N M Raiji & Co., Chartered Accountants, Statutory Auditors of the Company, which is a modified report;
- 3) Audited Standalone Financial Results of the Company for the quarter and Financial Year ended March 31, 2020;
- 4) Independent Auditor's Report for the Audited Standalone Financial Results for the quarter and Financial Year ended March 31, 2020 as submitted by M/s. N M Raiji & Co., Chartered Accountants, Statutory Auditors of the Company, which is a modified report;
- 5) Statement of Impact of Audit Qualifications (Annexure-I)

Accordingly, we enclose the above referred Results, Auditor's Report alongwith Statement of Impact of Audit Qualification.

The meeting of the Board of Directors commenced at 03:30 p.m. and concluded at 06:30 p.m. You are requested to kindly take the same on your record and oblige.

Thanking you,  
For **ROLTA INDIA LIMITED**

  
**Hetal Vichhi**  
Company Secretary & Compliance Officer

Encl.: As above

**ROLTA INDIA LIMITED**

Rolta Tower -A, Rolta Technology Park, MIDC - Marol, Andheri (East), Mumbai - 400 093. INDIA.

CIN : L74999MH1989PLC052384. Tel.: +91(22) 2926 6666/3087 6543, Fax : +91(22) 2836 5992, E-mail : indsales@rolta.com. www.rolta.com



# ROLTA INDIA LIMITED

Regd. Office: Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India

CIN : L74999MH1989PLC052384

Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

## STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

(In ₹ Crores)

Sr. No.	Particulars	Quarter Ended March 31, 2020	Quarter Ended December 31, 2019	Quarter Ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	<b>Income from Operations</b>					
	a. Revenue from operations	19.93	7.76	36.99	79.67	675.70
	b. Other Income	70.20	1.08	4.04	73.48	10.04
	<b>Total Income</b>	<b>90.13</b>	<b>8.84</b>	<b>41.03</b>	<b>153.15</b>	<b>685.74</b>
2	<b>Expenses</b>					
	a. Cost of materials & technical sub-contractors	4.69	0.30	40.23	44.08	209.27
	b. Employee benefits expense	8.75	14.03	11.84	54.77	83.83
	c. Finance costs	345.06	121.77	181.65	688.38	414.37
	d. Depreciation and amortization expenses	20.16	21.17	24.48	86.17	99.52
	e. Other expenses	9.76	9.78	15.08	38.28	64.35
	f. Exchange difference Loss	11.45	1.77	131.31	26.87	177.78
	<b>Total Expenses</b>	<b>399.87</b>	<b>168.82</b>	<b>404.59</b>	<b>938.55</b>	<b>1,049.12</b>
3	<b>Profit/(Loss) from operations before exceptional items and tax (1 - 2)</b>	<b>(309.74)</b>	<b>(159.98)</b>	<b>(363.56)</b>	<b>(785.40)</b>	<b>(363.38)</b>
4	<b>Exceptional Item (refer Note no 11)</b>	<b>(57.02)</b>	<b>-</b>	<b>2,020.48</b>	<b>(44.76)</b>	<b>3,026.10</b>
5	<b>Profit/(Loss) from ordinary activities before tax (3 - 4)</b>	<b>(252.72)</b>	<b>(159.98)</b>	<b>(2,384.04)</b>	<b>(740.64)</b>	<b>(3,389.48)</b>
6	<b>Tax (Expense)/ benefit</b>					
	Current Tax	-	-	26.75	-	-
	Deferred Tax	(6.50)	88.68	681.46	143.67	894.61
	Taxation of Earlier Year	0.12			0.12	
7	<b>Net Profit/(Loss) from continuing operations (5 + 6)</b>	<b>(259.10)</b>	<b>(71.30)</b>	<b>(1,675.83)</b>	<b>(596.85)</b>	<b>(2,494.87)</b>
8	<b>Other Comprehensive Income (Not to be considered for EPS)</b>	<b>1.13</b>	<b>(1.11)</b>	<b>(0.65)</b>	<b>(2.19)</b>	<b>0.31</b>
9	<b>Total Comprehensive income for the period (7 + 8)</b>	<b>(257.97)</b>	<b>(72.41)</b>	<b>(1,676.48)</b>	<b>(599.04)</b>	<b>(2,494.56)</b>
10	<b>Paid up Equity Share Capital ( F.V. ₹ 10/- each)</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>
11	<b>Other Equity</b>					<b>1,403.92</b>
12	<b>Earnings Per Share (EPS) (of ₹ 10/-each)</b>					
	Basic EPS (in ₹)	(15.6)	(4.3)	(101.0)	(36.0)	(150.5)
	Diluted EPS (in ₹)	(15.5)	(4.3)	(99.9)	(35.6)	(149.5)

### Notes

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 15, 2020.
- The figures for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures up to the third quarter for the respective years.
- The Company has adopted Ind AS 116 "Leases" effective April 1, 2019, as modified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standards) Amendment Rules, 2019 using the modified retrospective method. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted. The effect of this adoption is not material on the loss for the period and earning per share.
- Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Steamcast Group on August 6, 2019, under the terms of which the Steamcast Group will assist Rolta India Ltd., its group companies and its subsidiaries in repayment and restructuring of its liabilities (including providing financial assistance), and the Company is also in the process of finalizing overseas orders, which is expected to materialize in the near future. The Company expects that this along with the valuable IPs that the Company and its subsidiaries possess, would also result in getting more orders. After restructuring of the business the management of the Company is confident that it will improve further. Under the circumstances, the Management of the Company is of the view that the Company continues to be a going concern.
- The Company, at the time of its transition to Ind AS effective April 1, 2015, had opted for and adopted the revaluation model, for its land and buildings, in accordance with Ind AS 16 - Property, Plant & Equipment. In terms of Para 34 of Ind AS 16, the revaluation was required to be carried as at March 31, 2020. However, due to the ongoing COVID 19 lockdown the Company was unable to undertake the revaluation.
- In February 2020, Tower C which is situated in the same complex as the Corporate Office and having a written down value of Rs. 162.59 crores caught fire due to a short circuit, causing substantial damage to the building and the assets housed therein. However, due to the ongoing COVID 19 lockdown, apart from the police panchanama, no further work could be undertaken for ascertaining the extent of damage and for initiating the process for lodging of the insurance claim under a reinstatement policy. Under the circumstances, Company has been compelled to retain the said written down value under the head Buildings.
- The Company has recognized deferred tax asset on the incremental tax losses during the period as the management is of the view that the Company will be able to generate enough taxable profits in the subsequent years for setting off the accumulated losses, in view of what is stated in note 4 above.



- 8 Unbilled receivable includes amount of Rs.274.83 crores receivable from a Government Department towards maintenance and support services provided by the Company, at the request of the user department, pending renewal of the contract. The Company is confident of recovering the amount as the process of obtaining approval is in an advanced stage.
- 9 Certain Bondholders had filed a Petition in the NCLT seeking relief under Section 7 of Insolvency and Bankruptcy Code. The NCLT admitted the case in November 2019. The said Petition was dismissed by the Hon'ble High Court on December 17, 2019. The Bondholders petition before the NCLT in view of High Court order will be heard a fresh, which is yet to be heard and admitted. The Petition filed by Union Bank of India, leader of the consortium banks, in NCLT seeking relief under Section 7 of the Insolvency and Bankruptcy Code 2016, was dismissed by the NCLT (Mumbai) on May 1, 2019 (with liberty to the applicant to file fresh petition) on the ground that it was not maintainable in view of the judgment delivered by the Supreme Court in the case of Dharani Sugars Ltd vs RBI. The Bank has filed a fresh petition on Jan 27, 2020 in NCLT for recovery of its dues from the Company. The said Petition is yet to be heard and admitted. The Union Bank of India have also given a notice to the Company under Sarfaesi Act against, which the Company is seeking legal steps. Central Bank of India had also issued a notice under Sarfaesi Act and no further development has taken place since last Board Meeting
- 10 The ongoing COVID-19 pandemic has impacted and continues to impact the operations of the Company. The Management of the Company believes that it has to the best of its knowledge accounted for the impact in respect of the quarter and financial year ended March 31, 2020. Further, due to the ongoing uncertainty as to when the situation will return to normalcy, it is presently not possible to ascertain the impact of the pandemic on the operations and the assets of the Company for the next financial year. The Company is monitoring the situation on an ongoing basis.

11 Exceptional item comprises of the following

(In ₹ Crores)

	Year ended March 31, 2020	Quarter Ended March 31, 2020
Provision cum Write off of Debtors	77.99	65.73
Reversal of FY 2018-19 adjustment for Realised Foreign Exchange Difference	(122.74)	(122.74)
<b>Net Total</b>	<b>(44.75)</b>	<b>(57.01)</b>

12 Other Comprehensive Income is not to be considered for the purpose of computation of earning per share as per Ind AS.

13 Segment information has been presented in the audited Consolidated Financial Results as per Ind AS 108.

14 Previous period figures are regrouped / rearranged wherever necessary.

15 The Statement of Assets and Liabilities is as under :

**STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES**

(In ₹ Crores)

Sr. No.	Particulars	March 31, 2020	March 31, 2019
<b>1</b>	<b>Non-current assets</b>		
(a)	(i) Property, plant and equipment	2,852.05	2,934.50
	(ii) Capital work-in-progress	-	-
	(iii) Intangible assets	0.00	0.11
(b)	Financial assets		
	(i) Non-current investments	244.30	254.92
	(ii) Other financial assets	3,537.79	2,511.08
(c)	Other non-current assets	1.11	2.57
(d)	Deferred tax assets (net)	701.68	558.57
(e)	Income tax assets (net)	98.42	96.96
		<b>7,435.35</b>	<b>6,358.71</b>
<b>2</b>	<b>Current Assets</b>		
(a)	Financial assets		
	(i) Trade receivables	119.77	78.83
	(ii) Cash and cash equivalents	0.67	1.11
	(iii) Other Bank Balances	2.46	10.13
	(iv) Other financial assets	374.37	409.79
(b)	Other current assets	24.84	23.48
		<b>522.11</b>	<b>523.34</b>
	<b>TOTAL ASSETS</b>	<b>7,957.46</b>	<b>6,882.05</b>
	<b>EQUITY AND LIABILITIES</b>		
<b>1</b>	<b>Equity</b>		
	(i) Equity Share Capital	165.89	165.89
	(ii) Other equity	794.75	1,403.92
		<b>960.64</b>	<b>1,569.81</b>



Sr. No.	Particulars	March 31, 2020	March 31, 2019
2	<b>LIABILITIES</b>		
(a)	Non-current liabilities		
(i)	Financial liabilities		
(a)	Secured Borrowings	-	-
(b)	Lease Liability	1.11	-
(b)	Others financial liabilities	-	-
(ii)	Provisions	10.00	7.95
(iii)	Deferred tax liability (Net)	-	-
(iv)	Other non-current liabilities	1,515.24	748.54
		<b>1,526.35</b>	<b>756.49</b>
(b)	Current liabilities		
(i)	Financial liabilities		
(a)	Secured Borrowings	4,308.27	3,694.58
(b)	Inter Corporate Deposit	560.53	539.14
(c)	Trade payables	199.20	65.58
(d)	Lease Liability	0.65	-
(e)	Others financial liabilities	235.10	129.01
(ii)	Other current liabilities	165.24	125.34
(iii)	Provisions	1.48	2.10
		<b>5,470.47</b>	<b>4,555.75</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>7,957.46</b>	<b>6,882.05</b>

**AUDITED STANDALONE STATEMENT OF CASH FLOW**

(In ₹ Crores)

Sr No	Particulars	March 31, 2020	March 31, 2019
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Loss before tax	(740.65)	(3,389.49)
	Adjustments for :		
	Depreciation and Amortization Expenses	86.17	99.52
	Finance Costs	688.38	414.37
	Interest Income	(69.23)	(2.90)
	License fees	(3.82)	(4.01)
	Exceptional Item	77.99	3,298.10
	(Profit)/Loss on Sale of Asset (net)	0.06	(2.93)
	Employee Stock Option Scheme	0.54	(4.25)
	Exchange difference adjustment (net)	(98.97)	223.98
	<b>OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>(59.53)</b>	<b>632.39</b>
	Adjustments for :		
	Trade Receivables, Loans & Advances and Other Assets	(108.44)	29.24
	Trade Payables, Other Liabilities and Provisions, Short Term Borrowings	1,577.31	(1,514.76)
	<b>CASH GENERATED FROM OPERATIONS</b>	<b>1,409.34</b>	<b>(853.13)</b>
	Direct taxes paid (net of refunds)	(1.34)	(3.44)
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>1,408.00</b>	<b>(856.57)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets (including CWIP)	(5.97)	(4.76)
	Sale of Fixed Assets	0.14	5.00
	Loans & Advances to Subsidiaries	(1,026.72)	(366.85)
	Interest received	69.34	4.28
	License fees	3.82	4.01
	Deposits having original maturity over three months	6.96	75.88
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(952.43)</b>	<b>(282.44)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Exchange Difference of Short Term Borrowings	123.36	1,179.43
	Proceeds / (Repayments) of Long-term borrowings	-	(40.42)
	Interest paid	(579.32)	(0.97)
	Proceeds / (Refunds) from issue of Share Capital (includes security premium)	(0.05)	0.48
	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(456.01)</b>	<b>1,138.52</b>
	<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(0.44)</b>	<b>(0.49)</b>
	<b>CASH &amp; CASH EQUIVALENTS (OPENING BALANCE)</b>	<b>1.11</b>	<b>1.60</b>
	<b>CASH &amp; CASH EQUIVALENTS (CLOSING BALANCE)</b>	<b>0.67</b>	<b>1.11</b>

Place : Mumbai  
Date : July 15, 2020



On Behalf of Board of Directors  
For Rolta India Limited

*Kamal K Singh*  
Chairman & Managing Director



**Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of Rolta India Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To the Board of Directors of  
Rolta India Limited**

**Qualified Opinion**

We have audited the accompanying statement of standalone financial results of Rolta India Limited ("the Company") for the quarter and year ended March 31, 2020 ("the Statement"), 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').

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- a. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- b. except for the possible effects of the matters described in the basis for qualified opinion paragraph below, gives a true and fair view in conformity with the applicable Indian Accounting Standards (IndAS) and other accounting principles generally accepted in India, of the net loss, total comprehensive loss and other financial information of the Company for the quarter and for the year ended March 31, 2020.

**Basis for Qualified Opinion**

- a) The Company, at the time of its transition to Ind AS effective April 1, 2015, had opted for and adopted the revaluation model, for its land and buildings, in accordance with Ind AS 16 – Property, Plant & Equipment. As per Para 34 of Ind AS 16, the Company ought to have, as at March 31, 2020, carried out a revaluation of the land and buildings that it had revalued at the time of transition to Ind AS. The Management has represented that due to the continuing COVID 19 lockdown, it has not been able to get the revaluation done. Consequently, we are unable to ascertain the impact on the financial statements for the year ended and as at March 31, 2020, on account of the revaluation not having been carried out (refer note no. 5 of the Statement).



- b) In February 2020, Tower C which is situated in the same complex as the Corporate Office caught fire causing substantial damage to the building and the assets housed therein (refer note 6 of the Statement). We are informed that due to the continuing COVID 19 lockdown situation, except for the police panchanama, no further progress has taken place for assessment of the extent of damage (repairs v/s reconstruction of Tower C) and that the insurance company has also deferred the survey of the property. The written down value of Tower C, as on March 31, 2020, is Rs.162.59 crores, which comprises of the historical cost component of Rs.12.69crores and revalued component of Rs.149.90 crores. Since it has not been possible to assess the extent of damage to Tower C, the Company has continued to retain its written down value of Rs.162.59 crores under the head Buildings. As such, we are presently unable to ascertain the extent to which the value of Tower C ought to have been written down in the books.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section143 (10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the "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 financial statements under the provisions of the Act, 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 qualified opinion on the standalone financial results.

#### **Material Uncertainty Related to Going Concern**

We draw attention to Note 4 of the Statement which indicates that the Company has incurred a net loss of Rs. 252.72 crores and Rs. 740.64 crores for the quarter and year ended March 31, 2020, respectively. While the continuing liquidity crunch, proceedings initiated against the Company in NCLT and the significant fall in revenues coupled with the continuing COVID 19 lockdown indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, the management of the Company has represented that with the Restructuring Services Agreement (RSA) entered into with the Streamcast Group, continuing to be effective, and the Streamcast Group continuing to work on the implementation of the RSA, the Company continues to be a going concern.

Our opinion is not modified in respect of this matter.

#### **Emphasis of Matter**

- a. We draw attention to Note 7 of the Statement as per which, during the year ended March 31, 2020, the Company has incurred a business loss of Rs. 740.64 crores respectively, on which it has recognized an incremental Deferred Tax Asset of Rs. 143.11 crores. The net Deferred Tax Asset attributable to unabsorbed business loss as at March 31, 2020 recognized by the Company amounts to Rs.701.68 crores. The Management of the Company is of the view that for the reasons mentioned in the said Note 7, the Company will be able to generate taxable profits in the future for setting off the accumulated business losses.



- b. We draw attention to Note 8 of the Statement in which the Management of the Company has represented that in respect of long outstanding amounts aggregating Rs. 274.83 crores receivable from a Government department, the process towards recovering the said amount continues to be at advanced stage.
- c. We draw attention to Note 10 of the Statement, as regards the Management's evaluation to the extent to which COVID-19 pandemic will impact the performance of the Company dependent on the future developments, which are highly uncertain.

Our opinion is not modified in respect of the above matters.

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

The Statement has been prepared on the basis of the standalone financial statements.

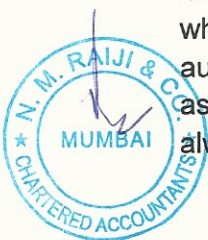
The Board of Directors are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income and other financial information, in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement, that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, 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 is responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Statement, as a whole, is 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 the Statement.

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 Statement, 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 through a separate report on the complete set of financial statements 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 appropriateness of this assumption. 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 standalone 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 Statement, including the disclosures, and whether the Statement represents 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.





**N. M. RAIJI & CO.**

**Other Matter**

- i. Due to the COVID 19 pandemic and the resultant lockdown and other restrictions imposed by the Government and local authorities, the audit processes were carried out based on the remote access to the records and documents which were made available by the management through digital medium.

Our opinion is not modified in respect of this matter.

- ii. In the Statement, the figures of the financial results as reported for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year, which figures were subjected to a limited review by us.



**For N.M.Raiji & Co.**  
**Chartered Accountants**  
**Firm Registration No.:108296W**

  
**Vinay D. Balse**  
**Partner**  
**Membership No.: 039434**  
**UDIN: 20039434AAAACC2363**

**Place: Mumbai**

**Date: July 15, 2020**



# ROLTA INDIA LIMITED

Regd. Office : Rolta Tower A, Rolta Technology Park, MIDC, Andheri (East), Mumbai - 400 093 Maharashtra, India.

CIN : L74999MH1989PLC052384

Tel. Nos. 91-22-29266666 Fax No. 91-22-28365992 email id: investor@rolta.com, website: www.rolta.com

## STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

(In ₹ Crores)

Sr. No.	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended	Year Ended
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	<b>Income from Operations</b>					
	a. Revenue from operations	394.97	359.53	389.03	1,492.67	2,161.29
	b. Other Income	7.59	1.07	4.39	10.98	10.74
	<b>Total Income</b>	<b>402.56</b>	<b>360.60</b>	<b>393.42</b>	<b>1,503.65</b>	<b>2,172.03</b>
2	<b>Expenses</b>					
	a. Cost of materials & technical sub-contractors	268.36	233.92	292.33	1,005.32	1,104.45
	b. Employee benefits expense	104.50	108.19	99.31	429.21	537.90
	c. Finance Costs	181.28	177.75	346.26	773.56	846.57
	d. Depreciation and amortization expenses	60.38	61.57	62.87	247.67	253.17
	e. Other expenses	37.52	35.12	79.01	139.38	264.69
	f. Exchange Difference Loss	30.43	(24.03)	136.92	44.16	172.81
	<b>Total Expenses</b>	<b>682.47</b>	<b>592.52</b>	<b>1,016.70</b>	<b>2,639.30</b>	<b>3,179.59</b>
3	<b>Profit/(Loss) From Operations Before Exceptional Items and Tax (1 - 2)</b>	<b>(279.91)</b>	<b>(231.92)</b>	<b>(623.28)</b>	<b>(1,135.65)</b>	<b>(1,007.56)</b>
4	<b>Exceptional Item (refer Note no 12)</b>	<b>(57.02)</b>	<b>-</b>	<b>2,830.75</b>	<b>(44.76)</b>	<b>3,836.37</b>
5	<b>Profit/(Loss) from ordinary activities before tax (3 - 4)</b>	<b>(222.89)</b>	<b>(231.92)</b>	<b>(3,454.03)</b>	<b>(1,090.89)</b>	<b>(4,843.93)</b>
6	<b>Tax (Expense) / benefit</b>					
	a. Current Tax	(0.54)	(0.40)	26.25	(2.19)	(2.06)
	b. Deferred Tax	(16.82)	0.68	928.36	178.05	1,188.57
	c. Taxation of Earlier Year	0.12	-	-	0.12	-
7	<b>Net Profit/(Loss) from continuing operations (5 + 6)</b>	<b>(240.13)</b>	<b>(231.64)</b>	<b>(2,499.42)</b>	<b>(914.91)</b>	<b>(3,657.42)</b>
	<b>Attributable to:</b>					
	Shareholders of the Company	(240.13)	(231.64)	(2,499.42)	(914.91)	(3,657.42)
	Non controlling Interest	-	-	-	-	-
8	<b>Other Comprehensive Income (Not to be considered for EPS)</b>	<b>(303.76)</b>	<b>(59.56)</b>	<b>177.09</b>	<b>(413.67)</b>	<b>(128.97)</b>
9	<b>Total Comprehensive income for the period (7 + 8)</b>	<b>(543.89)</b>	<b>(291.20)</b>	<b>(2,322.33)</b>	<b>(1,328.58)</b>	<b>(3,786.39)</b>
	<b>Attributable to:</b>					
	Shareholders of the Company	(543.89)	(291.20)	(2,322.33)	(1,328.58)	(3,786.39)
	Non controlling Interest	-	-	-	-	-
10	<b>Paid-up Equity Share Capital (F.V. ₹10/- each)</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>	<b>165.89</b>
11	<b>Other Equity</b>					<b>(1,464.27)</b>
12	<b>Earnings Per Share (EPS) (of ₹ 10/- each)</b>					
	Basic EPS (in ₹) (not annualised)	(14.5)	(14.0)	(150.7)	(55.2)	(220.7)
	Diluted EPS (in ₹) (not annualised)	(14.3)	(13.8)	(149.0)	(54.6)	(219.2)

## SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

(In ₹ Crores)

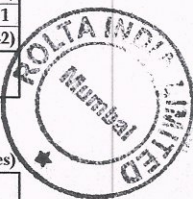
Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended	Year Ended
	March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		(Audited)	(Unaudited)	(Audited)	(Audited)
<b>Segment Revenue</b>					
Enterprise Geospatial & Engineering Solutions	110.97	93.81	55.12	404.09	553.68
System Integration & Enterprise IT Solutions	284.00	265.72	333.91	1,088.58	1,607.61
<b>TOTAL</b>	<b>394.97</b>	<b>359.53</b>	<b>389.03</b>	<b>1,492.67</b>	<b>2,161.29</b>
<b>Net sales/Income From Operations</b>	<b>394.97</b>	<b>359.53</b>	<b>389.03</b>	<b>1,492.67</b>	<b>2,161.29</b>
<b>Segment Results Profit/(Loss) before tax and interest from each segment</b>					
Enterprise Geospatial & Engineering Solutions	125.91	5.67	(23.49)	135.26	285.90
System Integration & Enterprise IT Solutions	(141.31)	(23.38)	(58.13)	(216.50)	(31.65)
<b>TOTAL</b>	<b>(15.40)</b>	<b>(17.71)</b>	<b>(81.62)</b>	<b>(81.24)</b>	<b>254.25</b>
<b>Unallocated</b>					
Less: Finance costs	181.28	177.75	346.26	773.56	846.57
Less/(Add): Exchange difference gain/(loss)	30.43	(24.03)	136.92	44.16	172.81
Less: Depreciation and amortization expense	60.38	61.57	62.87	247.67	253.17
Add: Un-allocable income	7.59	1.07	4.39	10.98	10.74
<b>Total Profit / (Loss) Before Tax</b>	<b>(279.91)</b>	<b>(231.92)</b>	<b>(623.28)</b>	<b>(1,135.65)</b>	<b>(1,007.56)</b>
<b>Exceptional Item</b>	<b>(57.02)</b>	<b>-</b>	<b>2,830.75</b>	<b>(44.76)</b>	<b>3,836.37</b>
<b>Profit/(Loss) after exceptional item before tax</b>	<b>(222.89)</b>	<b>(231.92)</b>	<b>(3,454.03)</b>	<b>(1,090.89)</b>	<b>(4,843.93)</b>
<b>Tax (Expense) / benefit</b>	<b>(17.24)</b>	<b>0.28</b>	<b>954.61</b>	<b>175.98</b>	<b>1,186.51</b>
<b>Net Profit / (Loss)</b>	<b>(240.13)</b>	<b>(231.64)</b>	<b>(2,499.42)</b>	<b>(914.91)</b>	<b>(3,657.42)</b>

Notes on segment information: Segmental Capital employed: Fixed assets used in the Company's business or liabilities contracted have not been identified to any particular reportable segment. The Company believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities.

## STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES

(In ₹ Crores)

Sr.No.	Particulars	March	March
		31,2020	31,2019
1	<b>ASSETS</b>		
	<b>Non-current assets</b>		
a	Property, plant and equipment	2,894.14	2,958.97
b	Capital work-in-progress	-	-
c	Intangible assets	2,218.27	2,363.16
d	Goodwill on Consolidation	559.85	513.70
e	Non-current investments	4.39	3.02

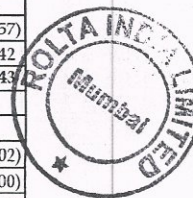


	f	Other financial asset	23.98	19.26
	g	Other Non current asset	1.11	2.57
	h	Deferred tax assets (net)	1,522.98	1,298.50
	i	Income tax assets (net)	108.76	106.08
			7,333.48	7,265.26
2		<b>Current assets</b>		
	a	Financial assets		
	i)	Trade receivables	311.11	315.48
	ii)	Cash and Cash Equivalent	30.31	16.30
	iii)	Other Bank Balances	3.69	10.31
	iv)	Other financial asset	359.41	454.87
	v)	Other current assets	37.23	32.51
			741.75	829.47
		<b>TOTAL ASSETS</b>	<b>8,075.23</b>	<b>8,094.73</b>
		<b>EQUITY AND LIABILITIES</b>		
1		<b>Equity</b>		
	a	Equity Share Capital	165.89	165.89
	b	Other equity	(2,790.96)	(1,464.27)
		<b>Equity attributable to shareholders of the Company</b>	<b>(2,625.07)</b>	<b>(1,298.38)</b>
	c	Non Controlling Interest	(0.04)	(0.04)
			(2,625.11)	(1,298.42)
2		<b>Non-current liabilities</b>		
	a	Financial liabilities - Long term borrowings		
	i)	Lease Liabilities	13.21	-
	ii)	Other Financial Liabilities	-	0.26
	b	Long term provisions	11.39	11.44
	c	Deferred tax liability (Net)	21.10	14.64
			45.70	26.34
3		<b>Current liabilities</b>		
	a	Financial liabilities		
	i)	Secured borrowings	4,308.27	3,748.30
	ii)	Inter corporate deposit	560.53	539.14
	iii)	Senior notes	3,761.90	3,448.56
	iv)	Trade payables	348.80	268.56
	v)	Lease Liabilities	11.47	-
	vi)	Other financial liabilities	1,356.93	1,082.26
	b	Other current liabilities	304.39	276.39
	c	Short term provisions	2.35	3.60
			10,654.64	9,366.81
		<b>TOTAL EQUITY AND LIABILITIES</b>	<b>8,075.23</b>	<b>8,094.73</b>

**AUDITED CONSOLIDATED STATEMENT OF CASH FLOW**

(In ₹ Crores)

Sr.No.	Particulars	March 31,2020	March 31,2019
1.	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Loss before tax	(1,090.90)	(4,843.94)
	<b>Adjustments for :</b>		
a	Depreciation and Amortisation Expenses	247.67	253.17
b	Finance Costs	773.56	846.57
c	Interest income	(0.27)	(3.23)
d	License Fees	(3.82)	-
e	Exceptional Item	(44.76)	3,836.37
f	Bad debts & Provision for Doubtful Debts	14.26	13.41
g	(Profit)/Loss on Sale of Asset (net)	(0.04)	(2.93)
h	Employee Stock Option Scheme	1.93	(2.45)
i	Exchange difference adjustment(net)	(457.68)	143.46
	<b>OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>(560.05)</b>	<b>240.44</b>
	<b>Adjustments for :</b>		
a	Trade Receivables, Loans & Advances and Other Assets	122.24	(391.15)
b	Trade Payables, Other Liabilities and Provisions	1,024.04	269.09
	<b>CASH GENERATED FROM OPERATIONS</b>	<b>586.23</b>	<b>118.38</b>
a	Direct taxes paid (net of refunds)	(44.26)	(28.36)
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>541.97</b>	<b>90.02</b>
2.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
a	Purchase of Fixed Assets (including CWIP & Intangible)	(40.19)	(5.15)
b	Sale of Fixed Assets	0.10	6.13
c	Sale / purchase of Investment (net)	(1.37)	-
d	Interest received	0.38	4.60
e	License Fees	3.82	-
f	Consideration towards Acquisition of Intangibles	(0.86)	(0.57)
g	Fixed deposits with banks -matured having original maturity over twelve months	5.92	120.42
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(32.20)</b>	<b>125.43</b>
3.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
a	Proceeds/(Repayments) of long-term borrowings	-	(136.02)
b	Interest paid	(495.71)	(85.00)
c	Proceeds/(Refund) from issue of Share Capital (includes security premium)	(0.05)	0.48
	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(495.76)</b>	<b>(220.54)</b>
	<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>14.01</b>	<b>(5.11)</b>



	CASH & CASH EQUIVALENTS(OPENING BALANCE)	16.30	21.41
	CASH & CASH EQUIVALENTS(CLOSING BALANCE)	30.31	16.30

Notes

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 15, 2020.
- The figures for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures in respect of the full financial year and the year to date figures up to the third quarter for the respective years.
- The Company has adopted Ind AS 116 "Leases" effective April 1, 2019, as modified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standards) Amendment Rules, 2019 using the modified retrospective method. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted. The effect of this adoption is not material on the loss for the period and earning per share.
- The Company, at the time of its transition to Ind AS effective April 1, 2015, had opted for and adopted the revaluation model, for its land and buildings, in accordance with Ind AS 16 - Property, Plant & Equipment. In terms of Para 34 of Ind AS 16, the revaluation was required to be carried as at March 31, 2020. However, due to the ongoing COVID 19 lockdown the Company was unable to undertake the revaluation.
- In February 2020, Tower C which is situated in the same complex as the Corporate Office and having a written down value of Rs. 162.59 crores caught fire due to a short circuit, causing substantial damage to the building and the assets housed therein. However, due to the ongoing COVID 19 lockdown, apart from the police panchanama, no further work could be undertaken for ascertaining the extent of damage and for initiating the process for lodging of the insurance claim under a reinstatement policy. Under the circumstances, Company has been compelled to retain the said written down value under the head Buildings.
- In respect of Senior Notes 2013 of \$ 127 Mn, along with the overdue interest, which matured on May 16, 2018 and Senior Notes 2014 of \$ 372 Mn, along with overdue interest which matured on July 24, 2019, the Company has not made any provision for interest for the period beyond the date of maturity, as there is no specific provision in the Indenture on payment of interest beyond the date of maturity.
- Pursuant to the execution of a definitive Restructuring Services Agreement (RSA) entered with the Steamcast Group on August 6, 2019, under the terms of which the Steamcast Group will assist Rolta India Ltd., its group companies and its subsidiaries in repayment and restructuring of its liabilities (including providing financial assistance), and the Company is also in the process of finalizing overseas orders, which is expected to materialize in the near future. The Company expects that this along with the valuable IPs that the Company and its subsidiaries possess, would also result in getting more orders. After restructuring of the business the management of the Company is confident that it will improve further. Under the circumstances, the Management of the Company is of the view that the Company continues to be a going concern.
- The Company has recognized deferred tax asset on the incremental tax losses during the period as the management is of the view that the Company will be able to generate enough taxable profits in the subsequent years for setting off the accumulated losses, in view of what is stated in note 7 above.
- Certain Bondholders had filed a Petition in the NCLT seeking relief under Section 7 of Insolvency and Bankruptcy Code. The NCLT admitted the case in November 2019. The said Petition was dismissed by the Hon'ble High Court on December 17, 2019. The Bondholders petition before the NCLT in view of High Court order will be heard a fresh, which is yet to be heard and admitted. The Petition filed by Union Bank of India, leader of the consortium banks, in NCLT seeking relief under Section 7 of the Insolvency and Bankruptcy Code 2016, was dismissed by the NCLT (Mumbai) on May 1, 2019 (with liberty to the applicant to file fresh petition) on the ground that it was not maintainable in view of the judgment delivered by the Supreme Court in the case of Dharani Sugars Ltd vs RBL The Bank has filed a fresh petition on Jan 27, 2020 in NCLT for recovery of its dues from the Company. The said Petition is yet to be heard and admitted. The Union Bank of India have also given a notice to the Company under Sarfaesi Act against, which the Company is seeking legal steps. Central Bank of India had also issued a notice under Sarfaesi Act and no further development has taken place since last Board Meeting
- The ongoing COVID-19 pandemic has impacted and continues to impact the operations of the Company. The Management of the Company believes that it has to the best of its knowledge accounted for the impact in respect of the quarter and financial year ended March 31, 2020. Further, due to the ongoing uncertainty as to when the situation will return to normalcy, it is presently not possible to ascertain the impact of the pandemic on the operations and the assets of the Company for the next financial year. The Company is monitoring the situation on an ongoing basis.
- Unbilled receivable includes amount of Rs.274.83 crores receivable from a Government Department towards maintenance and support services provided by the Company, at the request of the user department, pending renewal of the contract. The Company is confident of recovering the amount as the process of obtaining approval is in an advanced stage.
- Exceptional item comprises of the following

Particulare	(In ₹ Crores)	
	Year ended March 31, 2020	Quarter Ended March 31, 2020
Provision cum Write off of Debtors	77.99	65.73
Reversal of FY 2018-19 adjustment for Realised Foreign Exchange Difference	(122.74)	(122.74)
<b>Net Total</b>	<b>(44.75)</b>	<b>(57.02)</b>

- Other Comprehensive Income is not to be considered for the purpose of computation of earning per share as per Ind AS.
- Previous period figures are regrouped/rearranged wherever necessary.

Place: Mumbai  
Date: July 15, 2020

On Behalf of Board of Directors  
For Rolta India Limited

  
ATK Kamal K. Singh  
Chairman & Managing Director



**Independent Auditor's Report on the Quarterly and Year to Date Audited Consolidated Financial Results of Rolta India Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To the Board of Directors of  
Rolta India Limited**

**Qualified Opinion**

We have audited the accompanying Statement of Consolidated Financial Results of Rolta India Limited ("the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") for the quarter and year ended March 31, 2020 ("the Statement"), 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 and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries, the Statement:

- a. includes the results of the following subsidiaries

Rolta International Inc.	Subsidiary of Rolta India Limited
Rolta Canada Limited	Subsidiary of Rolta International Inc.
Rolta LLC	Subsidiary of Rolta International Inc.
Rolta America LLC	Subsidiary of Rolta International Inc.
Rolta Hungary KFT	Subsidiary of Rolta International Inc.
RoltaAdvizex Technologies LLC	Subsidiary of Rolta International Inc.
Rolta Global BV	Subsidiary of Rolta India Limited
Rolta UK Limited	Subsidiary of Rolta Global BV
Rolta Middle East FZ – LLC	Subsidiary of Rolta Global BV
Rolta Saudi Arabia Limited	Subsidiary of Rolta Middle East FZ – LLC
Rolta Muscat LLC	Subsidiary of Rolta Middle East FZ – LLC



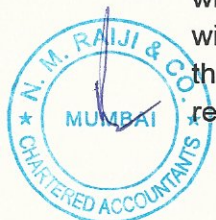
Rolta Defense Technology Systems Pvt. Ltd.	Subsidiary of Rolta India Limited
Rolta Thales Limited	Subsidiary of Rolta India Limited
Rolta BI and Big Data Analytics Pvt. Ltd,	Subsidiary of Rolta India Limited

- b. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- c. except for the possible effects of the matters described in the basis for qualified opinion paragraph below, gives a true and fair view in conformity with the applicable Indian Accounting Standards (IndAS) and other accounting principles generally accepted in India, of the net loss, total comprehensive income and other financial information of the Group for the quarter and for the year ended March 31, 2020.

**Basis for Qualified Opinion**

- a) The Holding Company, at the time of its transition to Ind AS effective April 1, 2015, had opted for and adopted the revaluation model, for its land and buildings, in accordance with Ind AS 16 – Property, Plant & Equipment. As per Para 34 of Ind AS 16, the Holding Company ought to have, as at March 31, 2020, carried out a revaluation of the land and buildings that it had revalued at the time of transition to Ind AS. The Management of the Holding Company has represented that due to the continuing COVID 19 lockdown, it has not been able to get the revaluation done. Consequently, we are unable to ascertain the impact on the financial statements for the year ended and as at March 31, 2020, on account of the revaluation not having been carried out (refer note 4 of the Statement)
- b) In February 2020, Tower C which is situated in the same complex as the Corporate Office of the Holding Company caught fire causing substantial damage to the building and the assets housed therein (refer note 5 of the Statement). We are informed that due to the continuing COVID 19 lockdown situation, except for the police panchanama, no further progress has taken place for assessment of the extent of damage (repairs v/s reconstruction of Tower C) and that the insurance company has also deferred the survey of the property. The written down value of Tower C, as on March 31, 2020, is Rs.162.59 crores, which comprises of the historical cost component of Rs.12.69 crores and revalued component of Rs.149.90 crores. Since it has not been possible to assess the extent of damage to Tower C, the Holding Company has continued to retain its written down value of Rs.162.59 crores under the head Buildings. As such, we are presently unable to ascertain the extent to which the value of Tower C ought to have been written down in the books.

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 SAs are further described in the “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 financial statements under the provisions of the Act, 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 qualified opinion on the consolidated financial results.

#### **Material Uncertainty Related to Going Concern**

We draw attention to Note 7 of the Statement which indicates that the Holding Company has incurred a net loss of Rs. 252.72 crores and Rs. 740.64 crores for the quarter and year ended March 31, 2020, respectively. While the continuing liquidity crunch, proceedings initiated against the Holding Company in NCLT and the significant fall in revenues coupled with the continuing COVID 19 lockdown indicate that presently a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, the management of the Holding Company has represented that with the Restructuring Services Agreement (RSA) entered into with the Streamcast Group, continuing to be effective, and the Streamcast Group continuing to work on the implementation of the RSA, the Holding Company continues to be a going concern.

Our opinion is not modified in respect of this matter.

#### **Emphasis of Matter**

- a. We draw attention to Note 8 of the Statement as per which, during the year ended March 31, 2020, the Holding Company has incurred a business loss of Rs. 740.64 crores on which it has recognized an incremental Deferred Tax Asset of Rs.143.11crores. The net Deferred Tax Asset attributable to unabsorbed business loss as at March 31, 2020 recognized by the Holding Company amounts to Rs.701.68 crores. The Management of the Holding Company is of the view that for the reasons mentioned in the said Note 8, the Holding Company will be able to generate taxable profits in the future for setting off the accumulated business losses.
- b. We draw attention to Note 11 of the Statement in which the Management of the Holding Company has represented that in respect of long outstanding amounts aggregating Rs. 274.83 crores receivable from a Government department, the process towards recovering the said amount is at an advanced stage.
- c. We draw attention to Note 6 of the Statement which indicates that in respect of the international subsidiaries wherein the 'Senior Notes 2013' (Bond 1) amounting to USD 126.65 million which was due for repayment on May 16, 2018 & 'Senior Notes 2014' (Bond 2) amounting to USD 372.36 million which was due for repayment on July 24, 2019, both of which continue to be outstanding, the international subsidiaries have not made any further provision for interest for the period from May 17, 2018 to March 31, 2020 on Bond 1 and from July 25, 2019 to March 31, 2020 on Bond 2, on the grounds that the respective Bond indentures are not specific on payment of interest on the outstanding loan amount beyond the date of their maturity.
- d. We draw attention to Note 10 of the Statement, as regards the Management's evaluation to the extent to which COVID-19 pandemic will impact the performance of the Company dependent on the future developments, which are highly uncertain.

Our opinion is not modified in respect of the above matters.



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

The Statement has been prepared on the basis of the consolidated financial statements.

The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act 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 of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement, that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, 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 also responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Statement, as a whole, is 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 the Statement.

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 Statement, 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 through a separate report on the complete set of financial statements 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 appropriateness of this assumption. 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, 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.

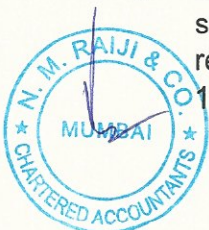
We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies 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.

We also performed procedures in accordance with the Circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

#### **Other Matters**

- i. The Statement includes the audited financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs. 2,523.37 crores as at March 31, 2020 and total revenue of Rs Nil and Rs 0.87 crores, total net loss after tax of Rs. 29.60 crores and Rs. 108.21 crores and total comprehensive income of Rs.(29.47) crores and Rs.(108.31) crores,



for the quarter ended March 31, 2020 and for the year ended March 31, 2020, respectively, and cash flows (net) of Rs. 0.32 Crores for the year ended March 31, 2020, as considered in the Statement, which have been audited by their respective independent auditors. The independent auditors report on the financial statements of these subsidiaries have been furnished to us and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of such auditors and the procedures performed by us as are stated in the paragraph above.

- ii. The Statement includes the unaudited financial statements of 4 subsidiaries, whose financial results reflect total assets of Rs. 1,217.30 crores as at March 31, 2020 and total revenue of Rs 40.76 crores and Rs 114.40 crores, total net loss after tax of Rs. 53.89 crores and Rs. 181.30 crores and total comprehensive income of Rs.(103.99) crores and Rs. (273.12) crores, for the quarter ended March 31, 2020 and for the year ended March 31, 2020, respectively, and cash flows (net) of Rs.1.41 crores for the year ended March 31, 2020, as considered in the Statement. These Unaudited Financial Results have been furnished to us by the management and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors these unaudited financial statements are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Board of Directors.


- iii. Due to the COVID- 19 pandemic and the resultant lockdown and other restrictions imposed by the Government and local authorities, the audit processes were carried out based on the remote access to the records and documents which were made available by the management through digital medium.

Our opinion is not modified in respect of this matter.

- iv. In the Statement, the figures of the financial results as reported for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year, which figures were subjected to a limited review by us.



**For N.M. Raiji & Co.**  
**Chartered Accountants**  
**Firm Registration No.:108296W**

  
**Vinay D. Balse**  
**Partner**  
**Membership No.: 039434**  
**UDIN: 20039434AAAACD6140**

**Place: Mumbai**

**Date: July 15, 2020**

**ANNEXURE I**

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted alongwith Annual Audited Financial Results – (Standalone and Consolidated separately).

Statement on Impact of Audit Qualifications for the Financial year ended March 31, 2020  
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

Sr. No.	Particulars	Standalone (Rs. in Crores)		Consolidated (Rs. In Crores)	
		Audited Figures (as reported before adjusting for qualifications)	Audited Figures (audited figures after adjusting for qualification)	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total income	153.15	153.15	1,503.65	1,503.65
2.	Total Expenditure	938.55	938.55	2,639.30	2,639.30
3.	Net Profit / (Loss)	596.85	596.85	914.91	914.91
4.	Earnings Per Share (in Rs.)	(36.0)	(36.0)	(55.2)	(55.2)
5.	Total Assets	7,957.46	7,957.46	8,075.23	8,075.23
6.	Total Liabilities	6,996.82	6,996.82	10,700.34	10,700.34
7.	Net Worth	960.64	960.64	(2,625.11)	(2,625.11)
8.	Any other financial item(s) (as felt appropriate by the management)	None	None	None	None

II.	Audit Qualification :
	<b>For Standalone Financial Statement</b>
(a)	<b>Details of Audit Qualification :</b>
1.	We draw your attention to the following :
	<p>a) The Company, at the time of its transition to Ind AS effective April 1, 2015, had opted for and adopted the revaluation model, for its land and buildings, in accordance with Ind AS 16 – Property, Plant &amp; Equipment. As per Para 34 of Ind AS 16, the Company ought to have, as at March 31, 2020, carried out a revaluation of the land and buildings that it had revalued at the time of transition to Ind AS. The Management has represented that due to the continuing COVID 19 lockdown, it has not been able to get the revaluation done. Consequently, we are unable to ascertain the impact on the financial statements for year ended March 31, 2020, on account of the revaluation not having been carried out (refer Note No. 5 of the statement).</p>
	<p>b) In February 2020, Tower C which is situated in the same complex as the Corporate Office caught fire causing substantial damage to the building and the assets housed therein (refer note No. 6 of the statement). We are informed that due to the continuing COVID 19 lockdown situation, except for the police panchanama, no further progress has taken place for assessment of the extent of damage (repairs v/s reconstruction of Tower C) and that the insurance company has also deferred the survey of the property. The written down value of Tower C, as on March 31, 2020, is Rs.162.59 crores, which comprises of the historical cost component of Rs.12.69 crores and revalued component of Rs.149.90 crores. since it has not been possible to assess the extent of damage to tower C, the Company has continued to retain its written down value of Rs. 162.59 Cr. under the head Building. As such, we are presently unable to ascertain the extent to which the value of the building ought to have been written down in the books.</p>



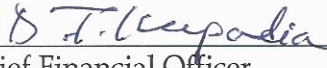
	<b>Qualified Opinion</b>
	In our opinion and to the best of our information and according to the explanations given to us, the Statement: a. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and b. except for the possible effects of the matters described in the basis for qualified opinion paragraph below, gives a true and fair view in conformity with the applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, of the net loss, total comprehensive loss and other financial information of the Company for the quarter and for the year ended March 31, 2020.
(b)	Type of Audit Qualification : Qualified Opinion
(c)	Frequency Qualification: 1 <sup>st</sup> Time
(d)	For Audit Qualification(s) where the impact is quantified by the auditor, Management's views :
	<p>a. Due to continued COVID-19 lockdown situation the company is unable to undertake revaluation of its land and buildings in accordance with the requirement of IND-AS 16 - Property, Plant and Equipments. The company will take suitable steps to comply with the requirements of IND-AS 16 during the current financial year as soon as the lockdown situation improves.</p> <p>b. In February, 2020, Tower C which is situated in the same complex as the Corporate Office and having a written down value of Rs.162.59 crores caught fire due to a short circuit, causing substantial damage to the building and the assets housed therein. However, due to the ongoing COVID 19 lockdown, apart from the police panchnama, no further work could be undertaken for ascertaining the extent of damage and for initiating the process for lodging of the insurance claim under a reinstatement policy. Under the circumstances, Company has been compelled to retain the said written down value under the head Buildings.</p> <p>At present the entire damaged building is covered with plastic sheet as per advice of surveyor and the fresh survey process can be started after the monsoon season.</p>


**(a) For Audit Qualification(s) where the impact is not quantified by the auditor.**

(i)	Management's estimation on the impact of audit qualification :	Not quantifiable
(ii)	If management is unable to estimate the impact, reasons for the same :	Not quantifiable
(iii)	Auditor's Comments on (i) or (ii) above	None

  
CEO/Managing Director

  
Audit Committee Chairperson

  
Chief Financial Officer

  
Statutory Auditors

Place : Mumbai  
Date : 15<sup>th</sup> July 2020

