

MUKTA ARTS LIMITED

an entertainment company

Regd. Office : Mukta House, Behind Whistling Woods Institute, Filmcity Complex,
Goregaon (East), Mumbai - 400 065. TEL. : 91-22-3364 9400



Statement on Impact of Audit Qualifications (for Audit Report on Standalone Financial Statements with Modified Opinion) submitted along-with Annual Audited Financial Results for the Year ended March 31, 2018 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.

Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications) *
1.	Total Income	25,97,54,111	25,97,54,111
2.	Total Expenditure	24,22,34,089	24,22,34,089
3.	Net Profit/(Loss) before Tax	1,75,20,023	1,75,20,023
4.	Earnings Per Share	0.66	0.66
5.	Total Assets	2,06,43,16,409	2,06,43,16,409
6.	Total Liabilities	68,61,85,210	68,61,85,210
7.	Net Worth	1,37,81,31,199	1,37,81,31,199
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

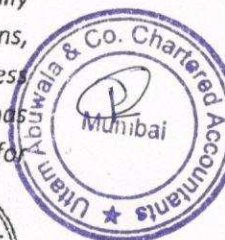
* No adjustments made as impact not quantifiable

II. Audit Qualifications:

1. Qualification 1:

a. Details of Audit Qualification:

As explained in Note 4 to the Statement of Standalone Audited financial results, remuneration paid to the erstwhile managing director (including as film director fees) for earlier financial years from 2005-06 to 2014-15 (total remuneration paid aggregates to Rs.13,19,06,897/-) is in excess of the limits prescribed under Schedule XIII to the Companies Act, 2013. During the year 2011-12, the Company had received approval for part of excess remuneration paid (approval received for remuneration aggregating to Rs. 2,52,00,000/- for the financial years 2005-06, 2006-07, 2007-08) and made applications to the authorities requesting consideration/approval for the balance excess remuneration and for recognition of the erstwhile managing director as professionally qualified person under the Companies Act, 1956. Through its various communications, the Ministry of Corporate Affairs has directed the Company to recover the excess remuneration paid during the financial years 2008-09 to 2011-12. The company has requested the authorities to reconsider their Orders in respect of the above and also for



his recognition as a professionally qualified person under this Act. Pending conclusion of this matter, no adjustment has been made in these standalone financial results.

- b. **Type of Audit Qualification:** Qualified Opinion
- c. **Frequency of Qualification:** Repetitive (continuing since 2009)
- d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** Not Applicable
- e. **For Audit Qualification where the impact is not quantified by the auditor:**

- (i) **Management's Estimation on the impact of Audit Qualification:**

Not Applicable

- (ii) **If management is unable to estimate the impact, reasons for the same:**

The company has requested the authorities to reconsider their Orders in respect of the above and also for his recognition as a professionally qualified person under this Act. Pending conclusion of this matter, no adjustment has been made in these standalone financial results.

Moreover, the shareholders of the Company have passed a special resolution at the 34th Annual General Meeting of the Company held on 9th September, 2016 according their consent for waiver of recovery of excess managerial remuneration and the professional fees subject to approval of the Central Government. Accordingly, the Company shall again approach the Central Government for waiver of recovery of the remuneration as mentioned above.

- (iii) **Auditors' Comments on (ii) above:**

As per the explanation provided by the Management in point (ii) above, it is not possible for us to determine the impact of the above qualification in the Standalone Financial Results.

2. Qualification 2:

- a. **Details of Audit Qualification:**

As at March 31, 2018, the company's investment in its subsidiary (including deemed investment), Whistling woods International Limited (WWIL) a joint venture between the



company and Maharashtra Film, Stage and Cultural Development Corporation Limited (MFSCDCL), aggregates to Rs.39,95,11,218/- and loans and advances, deposits and rent receivable aggregate to Rs.24,61,16,550/- recoverable from WWIL. As fully explained in Note 3 to the accompanying Audited financial statements, the Order of February 9, 2012 passed by the High Court of judicature at Bombay ('High Court'), had quashed the joint Venture Agreement ('JVA') between the company and Maharashtra Film Stage Cultural Development Corporation ('MFSCDCL'). Maharashtra Film Stage and Cultural Development Corporation ('MFSCDC') raised net demand of Rs. 59,19,66,210/- and asked WWIL to vacate the premises. WWIL's petition for special leave to appeal filed with the Supreme Court of India had also been dismissed. The Company and WWIL had filed application to review the said order with the High Court and an Interim stay was granted on July 30, 2014 which required deposit of Rs.10,00,38,000/- by January 2015 against payment of arrears of rent for the year 2000-01 to 2013-14 and payment of Rs.45,00,000/- per annum from Financial Year 2014-15 till the settlement of the case, to MFSCDCL. As per the terms of the said Order, till 31 March 2018 Rs 11,35,38,000/- has been paid by the Company and Rs 45,00,000/- has been paid by WWIL. The State Govt. of Maharashtra and MFSCDCL challenged the order of the High Court in the Supreme Court which was dismissed by the Supreme Court on September 22, 2014. The amounts so paid/ being paid by Mukta Arts Limited to MFSCDCL have been accounted under non-current other Financial Assets in the Standalone financial statements to be adjusted on the settlement of the case

Further, WWIL's net worth stands fully eroded as at March 31, 2018. Having regard to the circumstances explained above and pending final outcome of the matter under litigation, the Company has not made any adjustment to the carrying value of investment in and amounts due from WWIL and the deposit paid consequent to the High Court's Orders. Accordingly the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable.

- b. **Type of Audit Qualification:** Qualified Opinion
- c. **Frequency of Qualification:** Repetitive (continuing since 2011)
- d. **For Audit Qualification(s) where the impact is quantified by the auditor,**
Management's Views: Not Applicable
- e. **For Audit Qualification where the impact is not quantified by the auditor:**
- (i) **Management's Estimation on the impact of Audit Qualification:**
Not Applicable



(ii) If management is unable to estimate the impact, reasons for the same:

Having regard to the circumstances and pending final outcome of the matter under litigation, the Company has not made any adjustment to the carrying value of investment in and amounts due from WWIL and the deposit paid consequent to the High Court's Orders. Accordingly the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable.

(iii) Auditors' Comments on (ii) above:

As per the explanation provided by the Management in point (ii) above, the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable.

For Mukta Arts Limited



Rahul Puri

Rahul Puri
Managing Director

Kewal Handa

Kewal Handa
Chairman – Audit Committee

Prabuddha Dasgupta

Prabuddha Dasgupta
Chief Financial Officer

Date: May 24, 2018

Place: Mumbai

For M/s Uttam Abuwala & Co.

Chartered Accountants

Firm No. 111184W

(Statutory Auditors)

Prerak



CA Prerak Agarwal
(Partner)

Membership No. 158844

Date: May 24, 2018

Place: Mumbai



Statement on Impact of Audit Qualifications (for Audit Report on Consolidated Financial Statements with Modified Opinion) submitted along-with Annual Audited Financial Results for the Year ended March 31, 2018 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.

Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications) *
1.	Total Income	1,35,20,30,493	1,35,20,30,493
2.	Total Expenditure	1,39,73,07,983	1,39,73,07,983
3.	Net Profit/(Loss) before Tax	(4,52,77,490)	(5,03,38,464)
4.	Earnings Per Share	(2.13)	(2.35)
5.	Total Assets	1,94,58,98,187	1,94,58,98,187
6.	Total Liabilities	1,60,67,18,726	1,61,17,79,700
7.	Net Worth (excluding Minority Interest)	33,91,79,461	33,41,18,487
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

* After adjusting for impact of Qualification 2

No adjustments made for Qualification 1 and 3 as impact not quantifiable

II. Audit Qualifications:

1. Qualification 1:

a. Details of Audit Qualification:

As explained in Note 4 to the accompanying Standalone financial statements, remuneration paid to the erstwhile managing director of the Holding Company (including as film director fees) for earlier financial years from 2005-06 to 2014-15 (total remuneration paid aggregates to Rs.13,19,06,897/- is in excess of the limits prescribed under Schedule XIII to the Companies Act, 2013. During the year 2011-12, the Holding Company had received approval for part of excess remuneration paid (approval received for remuneration aggregating to Rs. 2,52,00,000/- for the financial years 2005-06, 2006-07, 2007-08) and made applications to the authorities requesting consideration/approval for the balance excess remuneration and for recognition of the erstwhile managing director as professionally qualified person under the Companies Act, 1956. Through its various communications, the Ministry of Corporate Affairs has directed the Holding Company to recover the excess remuneration paid during the financial years 2008-09 to 2011-12. The Holding



Company has requested the authorities to reconsider their Orders in respect of the above and also for his recognition as a professionally qualified person under this Act. Pending conclusion of this matter, no adjustment has been made in these financial results.

- b. Type of Audit Qualification: Qualified Opinion
- c. Frequency of Qualification: Repetitive (continuing since 2009)
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable
- e. For Audit Qualification where the impact is not quantified by the auditor:

(i) Management's Estimation on the impact of Audit Qualification:

Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

The company has requested the authorities to reconsider their Orders in respect of the above and also for his recognition as a professionally qualified person under this Act. Pending conclusion of this matter, no adjustment has been made in these consolidated financial results.

Moreover, the shareholders of the Company have passed a special resolution at the 34th Annual General Meeting of the Company held on 9th September, 2016 according their consent for waiver of recovery of excess managerial remuneration and the professional fees subject to approval of the Central Government. Accordingly, the Company shall again approach the Central Government for waiver of recovery of the remuneration as mentioned above.

(iii) Auditors' Comments on (ii) above:

As per the explanation provided by the Management in point (ii) above, it is not possible for us to determine the impact of the above qualification in the Standalone Financial Results.

2. Qualification 2:

a. Details of Audit Qualification:

As more fully explained in Note 28(b) to the standalone Ind AS financial statements, Whistling Woods International Limited(WWIL), a subsidiary company, has disputed



the demand from Income-tax authorities aggregating to Rs 50,60,974 (March 31, 2017: Rs 50,60,974 (including interest Rs 19,02,995 (March 31, 2015: Rs 19,02,995) for the financial year ended March 31, 2004 (assessment year 2004-05) and March 31, 2005 (assessment year 2005-06). No provision has been made in the financial statements in this regard. Had the Company accrued for this liability, the profit for the year in the standalone Ind AS financial statements at March 31, 2018 would have been lower by Rs 50,60,764 (March 31, 2017: Rs 50,60,974).

- b. **Type of Audit Qualification:** Qualified Opinion
- c. **Frequency of Qualification:** Repetitive (continuing since 2011)
- d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**

We are in agreement with the quantification.

- e. **For Audit Qualification where the impact is not quantified by the auditor:**

Not Applicable

3. Qualification 3:

- a. **Details of Audit Qualification:**

As at March 31, 2018, the Holding Company's investment in its subsidiary (including deemed investment), Whistling woods International Limited (WWIL) a joint venture between the company and Maharashtra Film, Stage and Cultural Development Corporation Limited (MFSCDCL), aggregates to Rs.39,95,44,218/- and loans and advances, deposits and rent receivable include Rs.24,61,16,550/- recoverable from WWIL. As more fully explained in Note 3 to the financial statements, through its Order of 9 February 2012, the Hon'ble High Court of Judicature at Bombay ('High Court') had quashed the Joint Venture Agreement ('JVA') between the WWILs' shareholders and had passed consequential orders. The petition for Special Leave to Appeal had been dismissed by the Supreme Court of India in April 2012.

Pursuant to the High Court's aforesaid Order, the allotment of land to the WWIL, pursuant to the JVA (in lieu of which equity shares of corresponding value were issued to Maharashtra Film, Stage and Cultural Development Corporation Limited ('MFSCDCL')), recorded in the books of the Company as land rights at a cost of Rs 3,00,00,000, had been cancelled and WWIL had been ordered to return the land to MFSCDCL (of the total land admeasuring 20 acres, 14.5 acres vacant unused land had been handed over to MFSCDCL on April 18, 2012 and the balance was to be handed over on or before July 31, 2014). Pending discussion and/or agreement with MFSCDCL and/or clarifications to be sought from the concerned parties, no



adjustments have been made to the share capital structure of the WWIL and the carrying value of the land rights in the books of account.

Further, MFSCDCL had demanded net Rs 59,19,66,210/- towards arrears of rent and interest thereon by letter dated December 3, 2012.

The holding company, and WWI had filed applications to review the said Order with the High Court and an interim stay was granted on July 30, 2014 which required deposit by Mukta Arts Limited of Rs 10,00,38,000 by January 2015 against payment of arrears of rent for the years 2000-01 to 2013-14 and payment of Rs 45,00,000 per annum from financial year 2014-15 till the settlement of the case to MFSCDCL. The State Government of Maharashtra and MFSCDCL challenged the Order of the High Court in the Supreme Court, which special leave petition was dismissed by the Supreme Court on September 22, 2014. As per the terms of this order, till 31st March 2018 Rs. 11,35,38,000/- has been paid by the Company and Rs. 45,00,000/- has been paid by WWIL. The amounts so paid/ being paid by Mukta Arts Limited to MFSCDCL have been accounted under non-current other Financial Assets in the Standalone financial statements to be adjusted on the settlement of the case.

Additionally, without giving effect to the matter stated above, the WWIL's net worth stands fully eroded as at March 31, 2018. Having regard to the circumstances explained above and pending final outcome of the matter under litigation, the Company has not made any adjustments to the carrying value of Investment in and amounts due from WWIL and the deposit paid consequent to the High court's orders. Accordingly, the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable.

- b. Type of Audit Qualification: Qualified Opinion
- c. Frequency of Qualification: Repetitive (continuing since 2012)
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable
- e. For Audit Qualification where the impact is not quantified by the auditor:

(i) Management's Estimation on the impact of Audit Qualification:

Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:
Having regard to the circumstances and pending final outcome of the matter under litigation, the Company has not made any adjustment to the carrying



value of investment in and amounts due from WWIL and the deposit paid consequent to the High Court's Orders. Accordingly the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable. Further, the management of WWIL believes that it is appropriate to prepare the financial statements on a going-concern basis based on its assessment of the merits of the case, plans for the future and support provided by its holding company.

(iii) **Auditors' Comments on (ii) above:**

As per the explanation provided by the Management in point (ii) above, the impact on the carrying value of investments, recoverability of loans and advances and consequential impact on loss for the year and reserves is not determinable.

For Mukta Arts Limited



Rahul Puri

Rahul Puri
Managing Director

Kewal Handa

Kewal Handa
Chairman – Audit Committee

Prabuddha Dasgupta

Prabuddha Dasgupta
Chief Financial Officer

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For M/s Uttam Abuwala & Co
Chartered Accountants

Firm No. 111184W (Statutory Auditors)

Prerak Agarwal



CA. Prerak Agarwal
(Partner)

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