



JYOTI STRUCTURES LIMITED

Registered & Corporate Office :

Valecha Chambers, 6th Floor, New Link Road,
Oshiwara, Andheri (West), Mumbai - 400 053
Corporate Identity No.: L45200MH1974PLC017494
Tel.: (91-22) 4091 5000 Fax : (91-22) 40915014 / 15
E-mail: contact@jsl.in Web site : www.jsl.in

Ref: JSL/2019-20/05

Date: March 14, 2020

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 513250	National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/I, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. NSE Scrip Symbol: JYOTISTRUC
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Dear Sir/Madam,

Sub: Outcome of Board Meeting held on March 14, 2020.

Reference: Original Board Meeting Intimation Letter dated 26th February, 2020 and Postponement of Board Meeting Letter dated 3rd March, 2020 having ref nos. JSL/2019-20/05

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors (Resolution Professional "RP") of the Company, at their meeting held today i.e. March 14, 2020 has inter alia considered and approved the Consolidated Audited Financial Results of the Company for the Quarter and Financial year ended 31st March, 2019.

Kindly acknowledge the receipt and update the same in your records.

Thanking You.

Yours Faithfully,

For Jyoti Structures Limited

Vandana Garg

Resolution Professional in the matter of Jyoti Structures Limited

IP Registration Number: IBBI/IPA-001/IP-P00025/2016-17/10058



STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2019

Sr. No.	Particulars	STANDALONE					CONSOLIDATED	
		Quarter Ended			Year Ended		Year Ended	
		31-03-2019	31-12-2018	31-03-2018	31-03-2019	31-03-2018	31-03-2019	31-03-2018
		(Un-Audited)	(Un-Audited)	(Un-Audited)	(Audited)	(Audited)	Audited	Audited
1	Income							
	(a) Revenue from operations	1,075	1,691	2,074	9,022	25,598	18,246	32,512
	(b) Other Income	6	(16)	77	594	452	600	333
	Total Revenue	1,081	1,675	2,151	10,416	26,050	18,845	32,845
2	Expenses							
	(a) Cost of materials consumed	(382)	190	(545)	4,123	4,788	7,558	8,165
	(b) Change in inventories of finished goods, work-in-progress and stock-in-trade	(3,156)	(3,304)	2,111	145	5,207	(722)	4,662
	(c) Excise duty paid	-	3,936	-	-	120	-	120
	(d) Erection and sub-contracting expenses	1,123	436	1,146	5,059	13,817	7,430	16,821
	(e) Employee benefit expenses	2,873	1,873	2,165	8,617	8,812	11,925	10,622
	(f) Finance cost	30,034	28,094	22,767	1,10,352	1,01,002	1,10,356	1,01,082
	(g) Depreciation and amortization expense	402	516	287	2,001	2,709	2,667	2,873
	(h) Other expenses	33,275	2,560	24,795	55,203	3,06,263	58,141	3,08,571
	Total Expenses	64,169	34,300	52,725	1,85,499	4,42,717	1,97,354	4,52,916
3	Profit / (Loss) before exceptional items and tax (1-2)	(63,088)	(32,625)	(50,574)	(1,75,083)	(4,16,667)	(1,78,509)	(4,20,070)
4	Exceptional items							
5	Profit / (Loss) before tax (3-4)	(63,088)	(32,625)	(5,05,734)	(1,75,083)	(4,16,667)	(1,78,509)	(4,20,070)
6	Tax expense							
	(i) Current Tax							
	(ii) Deferred Tax						(6)	(6)
7	Profit / (Loss) for the period (5-6)	(63,088)	(32,625)	(5,05,734)	(1,75,083)	(4,16,667)	(1,78,509)	(4,20,065)
8	Other Comprehensive Income							
	A. Items that will not be reclassified to profit or loss	251		701	251	310	(251)	(310)
	B. Items that will be reclassified to profit or loss	951	(420)	(241)	963	(294)	(1,512)	(2,327)
9	Total Comprehensive Income for the period comprising profit/(loss) and other comprehensive income for the period (7+8)	(61,887)	(33,045)	(50,113.96)	(1,73,869)	(4,16,651)	(1,79,765)	(4,22,083)
10	Net Profit Attributable							
	Total Comprehensive Income							
10	Details of equity share capital							
	Paid-up equity share capital, face value of Rs. 2/- each	2,191	2,191	2,191	2,191	2,191	2,191	2,191
	Face Value of Equity Share Capital	2	2	2	2	2	2	2
11	Earnings per share (of Rs. 2/- each)							
	(a) Basic earnings/ (loss) per share	(57.60)	(29.78)	(45.75)	(159.85)	(380.42)	(162.91)	(379.37)
	(b) Diluted earnings/ (loss) per share	(57.60)	(29.78)	(45.75)	(159.85)	(380.42)	(162.91)	(379.37)

Sr. No.	Notes
1)	The above results have been approved by the board at their meetings held on March 14, 2020. The Statutory Auditors of the Company have carried out the audit for the year ended March 31, 2019.
2)	The above consolidated results includes one audited and three unaudited subsidiaries (including three step down subsidiaries) out of total six subsidiaries (including step down subsidiaries) and two joint ventures for the year ended March 31, 2018. Further, in the alignment of accounting policies of foreign subsidiary has not been done in the absence of appropriate information. In the absence of documentary supportings of the transactions, the subsidiary accounts are incorporated in the above statement based on the transactions available in the books of the subsidiaries maintained in the accounting package of the respective subsidiaries.
3)	Inter-company/Intra-group transactions are under reconciliation and hence, the same has been eliminated to the extent information available.
4)	The statement includes the unaudited figures / amounts for the year ended on date in respect of its eleven branches at Bangladesh, Bhutan I, Bhutan II, Kenya, Tanzania, Tajikistan, Georgia, Rwanda, Tunisia, South Africa and Uganda; unaudited figures for the period till December 31, 2017 in respect of its three branches at Dubai, Egypt & Kuwait. During 2017-18, the company had incorporated financial statements of five branches for the period till December 31, 2017. During the current year, unaudited financial statements for 2018-19 is available, however details w.r.t. intervening period from 01.01.2018 to 31.03.2018 is not available and hence net opening difference aggregating to Rs. 356.49 lacs have been debited to Reserves and Surplus. In the absence of documentary supportings of the transactions, the branch accounts are incorporated in the above statement based on the transactions available in the books of the branches maintained in the Tally accounting package of the respective branches.
5)	Hon'ble National Company Law Tribunal, Mumbai vide Order No. CP/1137/I&BP/INCLT/MAH/2017 dated July 04, 2017 appointed Insolvency Resolution Professional, ordering commencement of CIRP and Hon'ble National Company Law Tribunal, Mumbai vide Order No. MA 1129/2019 dated March 27, 2019 approved the Resolution Plan submitted by the Successful Resolution Applicant for the Company, effect of which shall be taken in the books upon fulfillment of conditions precedent as per the plan.
6)	The Company adopted Indian Accounting Standards ('Ind AS') from 1st April, 2016 and accordingly this financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued there under and other accounting principles generally accepted in India.
7)	The Company is in the business of execution of projects related to power transmission and as such there are no separate reportable operating segments as defined by Ind AS 108 - "Operating Segments".
8)	Cost of material consumed includes Bought-out materials purchased / return / adjusted for supplies to customers under the contracts.
9)	On account of loans being reclassified as Non-Performing Assets (NPA) by all lenders, interest has been provided for in the books of accounts based on Master Restructuring Agreement (MRA) entered into with the lenders on September 29, 2014.
10)	In view of uncertain nature of projects, complex situations, performance issues, deterioration in client relationship, delays in contracts, termination of contracts, probability of liquidation damages, unsettled or unaccepted claims, BG invocations, arbitration, disputes, non-availability of balance confirmation from clients, penalties etc., there may be a probability of substantial write down of the receivable on completion of reconciliations.
11)	The Statement includes the results for the Quarter ended March 31, 2019 being the balancing figure between figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year as previously published.
12)	Previous period figures have been re-arranged, re-grouped, re-calculated and re-classified, wherever necessary.

By Order of the Board of Directors
FOR JYOTI STRUCTURES LIMITED

Ms. Vandana Gag
Resolution Professional
IBBI/PA-001/IP-P00025/2016-17/10058

Place: Delhi
Dated: 14/03/2020



JYOTI STRUCTURES LIMITED

Regd. Office "Valecha Chambers", 6th Floor, New Link Road,

Oshiwara, Andheri (West) Mumbai - 400 053 Corporate Identity Number L45200MH1974PLC017494

Tel: 4091 5000 Fax: 40915014/15, e-mail: investor@jst.co.in

(Rs. In Lacs)

Statement of Assets and Liabilities Particular	STANDALONE		CONSOLIDATED	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
A ASSETS				
1 Non-Current Assets				
(a) Property, Plant & Equipment	5,836	8,406	6,168	8,990
(b) Capital work in progress			12	11
(c) Goodwill				
(d) other intangible assets				
(e) Investment in subsidiaries/joint venture	667	667		
(f) Investment accounted for using equity method				
(G) Financial Assets				
(i) Investments	48	46	48	46
(ii) Loans				
(iii) Trade Receivable				
(iv) Other Financial Assets	528	522	528	522
Sub-Total - Non-Current Assets	7,079	9,641	6,756	9,569
2 Current Assets				
(a) Inventories	4,163	5,004	5,667	5,641
(b) Financial Assets				
(i) Trade receivables	2,10,554	2,35,932	2,14,145	2,43,498
(ii) Cash and cash equivalents	1,613	2,549	1,852	2,704
(iii) Bank Balances other than (ii) above	888	892	888	892
(iv) Loans				
(v) Others (Advances)	5,635	5,491	3,230	3,756
(c) Current Tax Assets				
(d) Other current assets	11,683	12,741	11,881	12,964
Sub-Total - Current Assets	2,34,536	2,62,609	2,37,663	2,69,456
TOTAL - ASSETS	2,41,615	2,72,250	2,44,419	2,79,025
B EQUITY AND LIABILITIES				
1 EQUITY				
(a) Equity Share Capital	2,191	2,191	2,191	2,191
(b) Other equity	(7,31,487)	(5,57,228)	(7,34,800)	(5,58,364)
(c) Minority Interest			(129)	(214)
Sub-Total - Shareholders Funds	(7,29,297)	(5,55,037)	(7,32,739)	(5,56,387)
2 LIABILITIES				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings			3,349	3,349
(ii) Other financial liabilities				
(b) Provisions	2,103	1,476	2,103	1,476
(c) Deferred tax liabilities (Net)	33	33	15	10
Sub-Total - Non-Current Liabilities	2,136	1,509	5,466	4,835
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	3,93,512	3,49,458	3,93,512	3,49,458
(ii) Trade Payables	50,963	48,946	53,711	51,484
(iii) Other Financial Liabilities	2,72,529	2,56,500	2,72,655	2,58,693
(b) Other Current Liabilities	2,50,015	1,68,685	2,50,017	1,68,685
(c) Provisions	1,757	2,189	1,796	2,256
Sub-Total - Current Liabilities	9,68,776	8,25,777	9,71,691	8,30,577
TOTAL - EQUITY AND LIABILITIES	2,41,615	2,72,250	2,44,419	2,79,025

By Order of the Board of Directors
FOR JYOTI STRUCTURES LIMITED

Ms. Vandana Gag

Resolution Professional

IBBI/IPA-001/IP-P00025/2016-17/10058

Place: Delhi

Date: 14/03/2020



Independent Auditor's Report on Consolidated Financial Results of JYOTI STRUCTURES LIMITED for the Year ended on March 31, 2019 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Jyoti Structures Limited

1. We were engaged to audit the accompanying Statement of Consolidated Ind AS Financial Results of **Jyoti Structures Limited** ("the Holding Company") for the year ended 31st March, 2019 ("the Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by circular no. CIR/CFD/FAC/62/2016 dated 5th July, 2016.

The Statement includes the results of the Holding Company, its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"; the subsidiaries and Joint Ventures collectively referred to as "the components" and individually "the Component"), . This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared from the related consolidated financial statements which are not in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated Ind AS financial statements.

2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

Because of the matter described in the "Basis for Disclaimer of Opinion" paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

3. Basis for Disclaimer of Opinion

- A) *In the absence of the audited financial statements or management certified accounts, for the year ended 31st March, 2019, of three wholly-owned subsidiaries namely Jyoti International Inc, Jyoti Americas LLC and Jyoti Structures Canada Ltd., and one Joint Venture viz. Gulf Jyoti International LLC., transactions and balances in respect of these have not been incorporated in the Consolidated Financial Results, which is not in compliance with the requirements of Ind AS - 110 issued by ICAI. Further, the details w.r.t. Joint Ventures as required under Ind AS 110 and SEBI (LODR)*

Regulations, 2015 have not been disclosed.

- B) *We were unable to communicate with the auditors of all the components since the communication details were not provided to us. We had shared our requirements with auditors of four components of which communication details were provided to us on 11-Mar-2020 on which revert is awaited. Further, in the absence of full details / records in respect of all the components being available, we are unable to carry out additional procedures in respect to the same. Hence, we were unable to communicate with the component auditors.*
- C) *In the absence of details of transactions and balances outstanding with components within the group, the elimination of transactions and balances outstanding within the group done in the consolidated financial results could not be verified by us. Further, the transactions / balances within the group in the books of the holding company have also not been fully eliminated in the absence of relevant details. The same is not in compliance with the requirements of Ind AS 110 issued by ICAI. In the absence of the details being made available, the impact of the same is not ascertainable. The details in respect of amounts appearing under Other Comprehensive Income w.r.t. components is not available due to which we are unable to comment on the same.*
- D) *The requirements of Ind AS - 110 issued by ICAI such as alignment of accounting policies of all component and holding company have not been complied with. Impact, whereof, if any, is not ascertainable in the absence of relevant details being made available.*
- E) *The company has considered the management certified accounts of two foreign subsidiary (including three step-down subsidiaries) for the purpose of consolidation. These financial statements / accounts have been consolidated on a line by line basis without giving effect, if any, of the differences in the GAAP / accounting framework applicable for the respective foreign countries and India.*
- F) *The consolidated financial results include the financial and other information in respect of four subsidiaries (including two foreign subsidiaries referred above) based on unaudited financial statements.
The consolidated financial results includes Assets and Liabilities of Rs. 7,704.51 Lacs and Rs. 2,797.08 Lacs respectively as at March 31, 2019 & Total Comprehensive Income of Rs. 8,429.11 Lacs & Rs. -5,895.87 Lacs respectively for the year ended March 31, 2019 in respect of these unaudited foreign subsidiaries. In the absence of the audited accounts w.r.t. these, we are unable to comment on the amounts of these components considered in the consolidated financial results.*
- G) *The amount of Non-Controlling Interest as at March 31, 2017 in respect of the foreign subsidiaries was without considering the amount of "Other Comprehensive Income (OCI)" which should have been considered as per Ind AS 110 issued by ICAI. Necessary impact w.r.t. current year's share of OCI in respect of one such subsidiary have been considered. However, in the absence of details the corresponding amounts of previous year(s) have not been restated, which, in our opinion, is not compliance with the requirements of Ind AS 8 and Ind AS 1 issued by ICAI. The impact of the same, in the absence of details, is not ascertainable.*
- H) *The management has prepared these Consolidated Financial Results on a going concern basis in spite of following facts and circumstances:*
- a) The Group has reported loss after tax (including OCI) of INR 179,764.92 Lacs during the year;*
 - b) The net-worth of the Group has been fully eroded and is (-) INR 732,330.52*



Lacs as at 31 Mar 2019;

- c) There are minimal operations at plants at Nashik and Raipur during the current financial year and revenue activities have also stopped on the same, except for a few sites;
- d) The financial statements / details in respect of all the subsidiaries are not available and investments in some of the subsidiaries have been fully impaired in earlier years owing to erosion of net-worth of the entity(ies);
- e) Legal proceedings are pending before various Judicial Authorities seeking claims / compensations;
- f) Claims for default of requirements of various statutes, listing agreement / SEBI LODR have been made by the regulators / exchanges.

The above mentioned conditions cast significant doubt about the Group's ability to continue as a going concern. The Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realized other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheet.

- I) The holding company has considered closing rate for translation of assets and liabilities of foreign components and average of buying and selling rate of the last working day of the financial year for translation of items appearing in statement of profit and loss of foreign components, which is not in line with requirements of Ind AS 21.
- J) Opening Reserves in respect of one of the component is not in agreement with the amount as per last year's closing. Pending reconciliation of such difference, we are unable to comment on the same.
- K) **In respect of the holding company:**
 - i) The Hon'ble NCLT pursuant to application filed under CIRP had passed order dated March 27, 2019 approving a plan for resolution of the holding company, which shall, amongst others, require giving effect to changes in the reported amount of assets and liabilities, the effect of which shall be taken in the books upon fulfilment of conditions precedent as per the plan. Accordingly, the consolidated financial results do not include any adjustment which may arise from giving effect to the approved plan. Further, the effect of the process of claims reconciliation has not been fully taken in the financial results, which have been further stated at Note No. 5 of the consolidated financial results. Due to these conditions at the date of this report, we are unable to ascertain the impacts of the same on the consolidated financial results.
 - ii) Upto December 2017 the company was using SAP and thereafter due to non-availability of access and other factors, the company has migrated the entire data from April 2017 on standalone Tally software. The same is not integrated with other modules such as Inventory, HR, Production, Sales etc. which is a serious control lapse in our view considering the size and nature of business of the company. Further, the data have been migrated from SAP dump to Tally of which no independent migration / system audit have been carried out. In view of these control issues, we are unable to comment on the impact, if any, these may have on these consolidated financial results.
 - iii) There was "disclaimer of opinion" in the audit report for the financial year ended 31.03.2018 and no details/ documents provided to us with respect to opening balances, for which disclaimer were issued and hence we are unable to verify the same during current year as well.
 - iv) There are debits and credits aggregating to Rs.16.98 lacs and Rs.1.60 lacs respectively in bank statements, no details w.r.t the said entries in bank statement was made



available to us and effect of the same in books of accounts has not been taken. In the absence of details, we are unable to comment on the effect of such entries in the consolidated financial results.

- v) *The financial statements and other details in respect of various subsidiaries, associates and joint ventures of the company are not available due to which we are unable to comment on the impact it may have on the carrying amount and the impairment, if any, in respect of investments, loans, advances, receivables and payable, the requirement of provisioning for guarantees provided, disclosures for liabilities crystalized or contingent.*
- vi) *Revenue from operations of Rs. 9,822.49 lacs includes Revenue from operations pertaining to foreign branches of Rs.9,097.86 lacs, which is as provided by the management and no details are made available w.r.t the same.*
- vii)
 - a) *There are no inventory records / stock ledger (being part of books of accounts) available due to which we are unable to trace / reconcile the movement in the same through purchase, sales, consumption etc. and comment on the provision, if any, required based on the condition and usability of the stocks. Further, the physical verification of inventories was not carried out during the year under audit. In view of these, we are unable to comment on the impact, if any, on the consolidated financial results.*
 - b) *In one case of free supplies against shortage quantity to one of its customer, the company has accounted for materials supplied amounting to Rs. 1466.43 Lacs, against which material amounting to Rs. 1131.43 Lacs has been acknowledged by customer. However, corresponding approvals from management is for Rs. 658 Lacs only. In the absence of reconciliation / requisite approval, we are unable to comment in respect of the transaction.*
- vii) ***In respect of its expenses:***
 - a) *The details for cross checking the employee costs, such as employee wise HR data, grade, scale, attendance records, payroll details etc. are not available due to which we are unable to check the amount of Employee Costs debited to statement of profit and loss for the year ended March 31, 2019 amounting to Rs. 8,616.65 lacs.*
 - b) *Similarly, the liability for statutory payments pertaining to employees such as Provident fund, Bonus, ESI, etc could not be checked.*
 - c) *The details, break up, working papers in respect of most of the amount of assets, liability income and expenses for the amount stated therein pertaining to the period prior to the initiation of CIRP are not available and hence we are unable to comment in respect of such balances / amounts appearing in the statements.*
 - d) *In the absence of party wise details/ contracts of foreign receivables/ payables (including of foreign branches), we are unable to verify the foreign exchange gain (nett of loss) of Rs.4401.33 lacs.*
 - e) *During the year Bank Guarantees encashed amounting to Rs. 21,302.12 Lacs have been charged off and Rs. 4,474.23 Lacs have been debited to receivables for which the supporting documents / details were not made available and hence could not be verified.*

In view of these details not being available, we are unable to comment, of the impact



on the statements.

viii) Statutory Dues / Compliances

- a) *The working / reconciliation of returns filed for various statutory dues such as Excise, VAT, GST, TDS, Service tax, EPF, ESI, various taxes for foreign branches, etc. are not available due to which we are unable to comment on the statutory compliances and whether the amounts are in agreement with the books or not and the consequential impact it may have on the statements.*
- b) *There have been regular default w.r.t. payment of interest to its lenders, payment of statutory dues to govt. authorities (GST, VAT, TDS, PF, ESI, Service Tax, Employee liabilities etc.), delay in workers' dues etc., which may entail interest / penalty etc. which is not ascertainable and hence not provided for.*
Further, in respect of periodic returns of GST to be filed, the company is filing Nil returns in few cases instead of taking the actual figures of sales, purchase etc. and determining the amount of tax due and payable, which may invite penal consequences, impact whereof we are unable to comment.
- c) *In respect of balances available with statutory authorities and input credits are subject to reconciliation, filing of return and admission by the respective statutory authorities and no provision has been made thus, we are unable to comment whether any provision for impairment in the value of such receivables is required.*

ix) Revenue & Contracts and Trade Receivables

- a) *In the absence of any documentary evidence from the parties / customers for the continuation of live contracts, we are unable to comment on the status of the contracts and adjustment, if any, required for the same in the statement. Further, the details of work in progress with the age, stage of completion, acceptability to customers, progress billing etc. are not available due to which we are unable to comment on the requirements of provision, if any, for WIP and income accrued but not due.*
- b) *No detailed workings are available for the calculation of liquidated damages contractually leviable for delay in completion of contracts and the costs for Defect Liability Period (DLP) which are contractually required to be incurred for specified periods. In the absence of the working, we are unable to comment on provision, if any, required for the same.*
- c) *During the year, no provision has been made for loss on future cost to complete ongoing work-in-progress. No supporting working for such estimate of cost to completion was provided to us for our verification. In absence of sufficient appropriate audit evidence of provision of loss on future cost to complete work-in-progress, we are unable to comment, if any provision for loss on future cost is required for the completion of the contract.*

x) Identified non compliances of Companies Act

We are unable to comment on the impact, if any, of these identified non-compliances of the provisions of Companies Act, 2013 on the statement:

- a) *The Company has not appointed Internal Auditors as required by Section 138 of the Companies Act 2013;*
- b) *The company has provided for an amount of Rs. 71.24 Lacs as at March 31,*



- 2019 in respect to the interest payable to Micro and Small Enterprises for which no working/ basis are available;
- c) Annual Return in DPT - 3 has not been filed in respect of Public Deposits accepted by the company as required under the Companies Act, 2013;
 - d) The compliances w.r.t various filings with the Ministry of Corporate Affairs and entries / up-dation of various registers / forms as required under the Companies Act, 2013 have not been done;
 - e) There have been default in conduct of general meeting in a timely manner.

xi) Related Party

- a) As at the year end, outstanding advances / loans / ICD to parties (including related parties) for which the required documents providing the detail terms and conditions are not available due to which we are unable to comment on the recoverability and other aspects, including whether the same are prejudicial to the interest of the Company or not, of such loans / advances.
- b) Outstanding loans and advances to related parties including subsidiaries and joint ventures against which the aggregate amount receivable as on 31 Mar 2019 amounted to Rs. 345.36 Crore. In the absence of the documents pertaining to such advances, confirmation of balances, financial statements / other information of these companies and independent evaluation of recoverability of these amounts, we are unable to comment on the adequacy of the adhoc provision of Rs. 302.35 Crore made against such advances.
- c) The basis / premise for determining the amount at which the transactions are being entered into with related parties till the period 4-July-2017 are not available and hence we are unable to comment on the reasonableness / genuineness of the same and the corresponding compliances of the Companies Act, 2013 in respect thereto.

xii) Details not available either fully or partially

- a) In respect of the following items the same status is continued as was existing on March 31, 2017 or December 31, 2017 for which no details / documents are available, in the absence of which we are unable to comment on the impact on the same:
 - a. Provision made for Impairment of Investments of Rs. 1642.77 Lacs; Advances to Related parties of Rs. 30,235 Lacs as at December 31, 2017 are continuing without any up-dation / reassessment thereto. In the absence of related working papers, we are unable to comment on the adequacy of such provisions;
 - b. Provision for Onerous contracts - same provision continuing as on December 31, 2017 - Rs. 17 Crore; for which no details / basis is available;
 - c. Unbilled Revenue of Rs. 48.45 Crore is continuing as such since 1-Apr-2017, the amount has slightly reduced from Rs. 52.42 Crore as on 1 Apr 2017. However, no details as to the party wise details, basis, work wise details etc. are available;
 - d. Retainership Charges payable - Rs. 8.11 Crore;
 - e. Director remuneration- Rs.163.13 lacs;
 - f. Dividend payable- Rs.17.70 lacs;
- b) The statement includes assets, liabilities, income and expenditure in respect of 11 branches out of total 14 branches for the year ended March 31, 2019 and in respect of 3 branches, balances are as on December 31, 2017. These statements have been included based on management accounts of these 14 branches. The same are subject to changes on completion of audit. Further, in the absence of



underlying details, we are unable to comment on the impact, it may have on the statement.

Amount w.r.t unaudited branches which are incorporated in financial statements are Total assets and liabilities as on March 31, 2019 of Rs. 8738.77 Lacs & Rs. 8538.66 Lacs respectively, Total Income of Rs. 9105.66 Lacs and Total Profit (Nett of losses) including Other Comprehensive Income of Rs. 200.10 Lacs for the year then ended.

Further, the foreign currency exchange rates considered for translating the items in statement of profit and loss account is simple average of opening and closing during the year to date of reporting period, however daily moving average should have been considered for conversion of the same.

- c) During 2017-18, the company had incorporated financial statements of five branches for the period till December 31, 2017. During current year, unaudited financial statements for 2018-19 is available, however details w.r.t intervening period from 01.01.2018 to 31.03.2018 is not available and hence nett opening difference aggregating to Rs. 390.58 lacs have been debited to Reserves and Surplus. This has also resulted in the corresponding period figures not being comparable.*
- d) We understand that the company had been subject to forensic audit, the report of which is not available for our perusal. In the absence of the same, we are unable to comment on the impact of the same, if any, on the statement.*
- e) In view of pending confirmations/reconciliation from certain banks and financial institutions for different types of accounts and loans including non-fund based limits, we are unable to comment on the impact, if any, on the statement arising out of such pending confirmations / reconciliation.*
- f) The Company is carrying Rs.834.33 lacs as prepaid expenses as on 31.03.2019 (PY Rs.1051.32 lacs). No details w.r.t the same made available and hence we are unable to check whether there the same has been adequately charged off or being carried forward.*

xiii) Others:

- a) The statement / confirmation for certain WCDL, Overdraft, External Commercial Borrowing, Term Loan, Bills, Hire Purchase, LC Devolvement are not available and hence we are unable to cross check / verify the outstanding amount as reported in the statement.*
- b) The internal controls in the company needs to be significantly strengthened considering the following, the impact of which, if any, cannot be commented upon:
 - i) The company does not have an Internal Audit system for the period under audit despite the same being a mandatory requirement under section 138 of the Companies Act, 2013;*
 - ii) The accounting software used is Tally which is an independent standalone accounting system with no integration with various other operational aspects such as Inventory, HR, Production, Sales etc. which in our view is a serious control deficiencies having regard to the fact that sufficient details for the same manually are also not available;*
 - iii) There is no system of Risk Control Matrix / Process Controls in place to check the adherence to guidelines, wherever framed by company and to monitor deviations, if any, with respect to prior to CIRP period;*
 - iv) The underlying records for monitoring the progress of work for billing such as Measurement book and reconciliation of the same with Invoices raised /**



WIP are not available, which is an important control documents for revenue from such activities.

- v) There are instances observed during pre CIRP period, where the expenses are not supported by Purchase orders, invoices are processed without PO and / or invoices and other back up documents due to which we are unable to ascertain the adherence of the process framed for such expenses.
- c) With respect to disclosure requirements of Schedule – III to the Companies Act, 2013, identified non-compliances or non-availability of details are as under:
 - i) Bifurcation of interest payable on loan is not being done properly, in view of some part of it being included with principal and part of it being disclosed under Interest Payable.
 - ii) the entire amount of trade receivables have been classified as current notwithstanding the contracted terms with the respective customers;
 - iii) The additional disclosures as required under schedule – III as reported are as compiled by the management and have been provided to the extent details are available with the management. In the absence of underlying details, we are unable to verify and comment in respect of the same;
 - iv) Classification as current and non-current for various items of assets and liabilities has not been done as per contracted terms as required under Ind AS;

4. Basis for Qualified Opinion

- A) The Group has not disclosed the information pursuant to the requirement of Ind AS - 108 on Segment Reporting in respect of its geographical segments (viz. within India & Outside India), the same is also not in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) In August 2013, Jyoti International Inc., a subsidiary company, has issued subordinated debt of USD 1,30,00,000 and preferred stock Series A of USD 1,00,00,000. In April 2014, the company issued additional 47 shares of Series A preferred stock, at USD 4,00,000 per share, for additional gross proceeds of USD 1,88,00,000. Cumulative dividend accrues on these preferred stocks of Series A, on a daily basis at the rate of 0.01% per year on the original purchase price, per share. The said subsidiary company has a contingent liability of USD 3,47,00,000 for above mentioned preferred stock variable return along with its accretion of USD 1,14,53,076 for the year ended 31st March, 2016. As per preferred stock agreement, that Company and the Holding company, planned to settle the variable return due on 28th August, 2016 through the issuance of common stock of the Holding company. However, no details are available whether the parties have exercised the right, hence we are unable to comment on the same.
- C) In respect of its holding company :
 - i) **In respect of its Fixed Assets**
 - a) Fixed assets register providing inter-alia details of the assets, location, identification number, useful life etc. is not available, in the absence of which we are unable to comment on the maintenance of adequate records w.r.t. fixed assets. Further, the assets have not been physically verified during the year under audit.
 - ii) **In respect of its Investments:**
 - a) The original share certificates / holding statement (viz. from DP / other sources) to substantiate the ownership of the company towards equity and other Investments in subsidiaries / associates / others amounting to aggregate carrying value Rs. 672.04 Lacs are not available due to which are unable to comment on the existence, title and carrying amount of such investments under Non-current assets.



- b) *There are no documents / working available for assessment of carrying value of these investments in the absence of which we are unable to comment on the adequacy of impairment loss of Rs. 1647.77 Lacs for the year and carrying amount of investments as at 31-Mar-2019.*
- iii) *Inventories as on 31-Mar-2019 of Rs. 4163.14 Lacs includes stocks (including WIP) with third parties for which neither confirmation from third parties are available nor have they been physically verified. The impact on verification/ confirmation, if any, is not presently ascertainable.*
- iv) *As against the total amount of Trade Receivables of Rs. 436,848.25 Lacs as at March 31, 2019, Provision for Rs. 226,294.01 Lacs (including Rs. 36,074.62 lacs provided during current year) has been made till March 31, 2019. In the absence of basis for such provisions, we are unable to comment on the adequacy of the existing provision, which may be required to be modified based on updated status.*
- v) *The Company could not provide us the contact details of the debtors/ creditors/ loan and advances given/ taken etc. and in the absence of contact details, we could not seek confirmations from them as required under SA-505 issued by ICAI.*
- vi) *The company has booked income and expenses pertaining to earlier year(s) during the current year instead of restating the reported figures of the preceding year(s) and presenting a third balance sheet as required under Ind AS 1 and Ind AS 8 issued by ICAI. In the absence of full details being available considering the Disclaimer of Opinion issued in the current as well as previous financial year(s), the impact of the same is not ascertainable.*
- vii) *The company has not disclosed the information pursuant to the requirement of Ind AS - 108 on Segment Reporting in respect of its geographical segments (viz. within India & Outside India), the same is also not in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

viii) Contingent Liabilities

- a) *The company has Rs.54,181.18 lacs under contingent liabilities for Bank Guarantees. However, as per details shared with us, Bank Guarantees of Rs.29,548.25 lacs are live, bank guarantees of Rs.14,058.08 lacs has been expired and Rs.10,574.85 lacs have been cancelled. The same has been confirmed by banks also. However, the Company is continuing to show the expired and cancelled Bank Guarantees aggregating to Rs. 24,632.93 lacs as Contingent Liability.*

Further, no provision for BG commission has been booked against the aforesaid expired/ cancelled bank guarantee, despite the same being considered as outstanding bank guarantees.

- b) *The company had in the past given corporate guarantees of Rs. 32,401.03 lacs for its subsidiary / associate company for loans and other matters. The financial statements and other operating details in respect of these companies are not available. The liability of these corporate guarantee, if invoked by lender has not been ascertained in the absence of which we are unable to comment whether any provision in respect of the same is required or not.*

- ix) *Balances with banks, trade and other receivables, advances, TDS and other*



deposits and various payables are subject to confirmation and reconciliation and consequential adjustments, if any. In absence of alternative corroborative evidence, we are unable to comment on the extent to which such balances are recoverable. Impact whereof on the statement, if any is not presently ascertainable.

- x) The company had issued preference shares of face value of Rs.2500 Lacs which were repayable along with 69% redemption premium i.e., Rs.1725 lacs on 14.03.2018, the company was not able to redeem the same and liability of Rs.4225 lacs is in books of accounts.
- xi) Bank statements / confirmation directly from banks in respect of borrowings as well as current and deposit accounts are not available in many cases. In the absence of which, it is not possible to confirm the balances as reported in the financials and as per bank. Bank wise details for statements available and period for which available have been shared separately.
- xii) In connection with the existence of material uncertainties over the realizability of bank guarantees encashed by customers, unbilled revenue, trade receivables and withheld amount included in financial and other assets which are past due/ subject matters of various disputes /arbitration proceedings/ negotiations with the customers and contractors due to termination / foreclosure of contracts and other disputes. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such assets. Pending such determination, the impact on statement cannot be ascertained.
- xiii) Notwithstanding the legal / arbitral steps being initiated by the company, performance guarantees invoked by the banks aggregating to Rs. 21,302.12 lacs have been charged off during the year. Necessary impact on recovery of the same shall be accounted for in the year the amount is received. Impact whereof is not presently ascertainable.

5.

5. Disclaimer of Opinion

Because of the significance of the matters described in paragraphs 3 above, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion as to whether this Statement:

- a) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and, Disclosure Requirements) Regulations, 2015, as modified; and
- b) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and Total comprehensive loss and other financial information of the Group for the year March 31, 2019

6. The Consolidated financial results includes the results of the following entities:

Sr. No.	Name of the entity
A	Subsidiaries
1	Jyoti Energy Limited\$
2	JSL Corporate Services Limited\$
3	Jyoti Structures Africa(Pty) Limited \$
4	Jyoti Structures FZE*



\$ As per unaudited financial statements

* As per the unaudited Consolidated Financial Statements, including its subsidiaries Jyoti Structures Namibia (Pty) Ltd.; Jyoti Structures Nigeria Ltd.; and Jyoti Structures Kenya Ltd., which are indirect Subsidiary of the Holding Company.

**For MKPS & Associates
Chartered Accountants
Firm's Regn. No. 302014E**



**CA Narendra Khandal
Partner**

M. No. 065025

UDIN : 20065025AAAACC4550

Mumbai, March 14, 2020

