

November 14, 2019

The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Ltd,
Exchange Plaza, 5th floor,
Plot No. cm, 'G' Block, Bandra-Kurla Complex,
Bandra (E).
Mumbai - 400 051

Dear Sirs,

Sub: Outcome of the Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (SEBI (LODR)), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. 14th November, 2019, has considered and approved the Unaudited Financial Results for the quarter and half year ended 30th September, 2019. A Copy of the approved results including the disclosures under Regulation 52(4) of SEBI (LODR) alongwith Limited Review Report is enclosed herewith.

Further to our announcement for the Board Meeting dated 24th October, 2019 regarding approval for issuance of secured, unrated, unlisted, redeemable, Non-Convertible Debentures for a tenor of not exceeding 24 (twenty four) months from the deemed date of allotment for an aggregate consideration not exceeding INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crores) on Private Placement basis, now the Board at its meeting held today on 14th November, 2019 has revised the terms of the issue with respect to rating, listing and tenor. Hence, the issue shall now be read as issuance of secured, rated, listed, redeemable, Non-Convertible Debentures for a tenor of not exceeding 36 (thirty six) months from the deemed date of allotment for an aggregate consideration not exceeding INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crores) on Private Placement basis.

The meeting commenced at 3.30 P.M. and concluded at 4:40 P.M..

Thanking You,

Yours Faithfully,

For Zuari Global Limited



Sachin Patil
Asst. Company Secretary

Encl : As above

ZUARI GLOBAL LIMITED

(Formerly known as Zuari Industries Limited)

CIN No.: L65921GA1967PLC000157

Registered Office: Jaikisaan Bhawan, Zuarinagar, Goa - 403726, India

Tel: +0832 259 2180, 259 2181 Fax: +0832 255 5279

www.adventz.com

Zuari Global Limited

Regd. Office : Jai Kisaan Bhawan, Zuarinagar, Goa - 403726. CIN-L65921GA1967PLC000157

Statement of unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 2019

(INR in lakhs except per share data)

S.No.	Particulars	Standalone					
		Quarter ended		Half year ended		Year ended	
		30 September 2019 (Unaudited)	30 June 2019 (Unaudited)	30 September 2018 (Unaudited)	30 September 2019 (Unaudited)	30 September 2018 (Unaudited)	31 March 2019 (Audited)
1	Income from operations :						
	(a) Revenue from operations	79.69	649.70	60.06	729.39	130.12	247.69
	(b) Other income	2,469.80	678.22	1,927.48	3,148.02	2,277.97	4,812.01
	Total income	2,549.49	1,327.92	1,987.54	3,877.41	2,398.09	5,059.70
2	Expenses:						
	(a) Project expenses	483.13	342.87	362.85	826.00	555.44	1,170.53
	(b) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(483.13)	(175.02)	(362.85)	(658.15)	(355.44)	(1,170.53)
	(c) Employee benefits expense	152.82	138.28	129.62	291.10	265.61	523.51
	(d) Finance costs	932.34	337.84	91.16	1,270.18	139.49	805.65
	(e) Depreciation and amortisation expense	5.32	4.05	3.99	9.37	7.95	13.92
	(f) Other expenses	79.00	90.75	163.88	169.75	220.13	446.45
	Total expenses	1,169.48	738.77	388.65	1,908.25	633.18	1,791.53
3	Profit before tax (1-2)	1,380.01	589.15	1,598.89	1,969.16	1,764.91	3,268.17
4	Tax expense						
	- Current tax expense/(reversals) (including earlier years)	23.70	148.12	(1,492.40)	171.82	(1,462.28)	(837.95)
	- Deferred tax expense/(credit)	7.22	22.63	66.80	29.85	84.90	78.42
	Total tax expense/(credit)	30.92	170.75	(1,425.60)	201.67	(1,377.38)	(759.53)
5	Profit for the period/year (3-4)	1,349.09	418.40	3,024.49	1,767.49	3,142.29	4,027.70
6	Other comprehensive income						
	(A) (i) Items that will not be reclassified to profit or loss	(19,225.54)	(320.01)	(13,182.74)	(19,545.55)	(30,762.61)	(25,873.87)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	1.04	(0.61)	(2.40)	0.43	(1.85)	(2.41)
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total other comprehensive loss	(19,224.50)	(320.62)	(13,185.14)	(19,545.12)	(30,764.46)	(25,876.28)
7	Total comprehensive income/(loss) for the period/year (5+6)	(17,875.41)	97.78	(10,160.65)	(17,777.63)	(27,622.17)	(21,848.58)
8	Paid-up equity share capital (face value of INR 10/- each)	2,944.11	2,944.11	2,944.11	2,944.11	2,944.11	2,944.11
9	Other equity	-	-	-	-	-	181,093.57
10	Earnings per share (of INR 10/- each) (not annualised)						
	(a) Basic (INR)	4.58	1.42	10.27	6.00	10.67	13.68
	(b) Diluted (INR)	4.58	1.42	10.27	6.00	10.67	13.68



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S.No.	Particulars	Consolidated					
		Quarter ended			Half year ended		Year ended
		30 September 2019 (Unaudited)	30 June 2019 (Unaudited)	30 September 2018 (Refer note 6)	30 September 2019 (Unaudited)	30 September 2018 (Refer note 6)	31 March 2019 (Audited)
1	Income from operations :						
	(a) Revenue from operations	14,224.84	15,194.13	15,409.76	29,418.97	32,535.21	77,418.90
	(b) Other income	2,948.29	2,026.51	3,455.96	4,974.80	4,255.51	9,983.03
	Total income from operations	17,173.13	17,220.64	18,865.72	34,393.77	36,790.72	87,401.93
2	Expenses:						
	(a) Cost of materials consumed	21.67	12,528.67	23.58	12,550.34	8,938.01	43,279.27
	(b) Purchase of stock in trade	136.43	81.33	415.64	217.76	647.10	1,492.76
	(c) Project expenses	5,507.46	5,241.79	8,058.57	10,749.25	14,249.02	36,857.81
	(d) Changes in inventories of finished goods, stock-in-trade and work-in-progress	8,809.67	(7,248.75)	6,017.89	1,560.92	1,906.05	(21,658.76)
	(e) Employee benefits expense	2,114.44	2,099.06	1,803.18	4,213.50	3,615.40	7,868.83
	(f) Finance costs	3,593.72	3,181.95	2,422.35	6,775.67	4,871.83	11,318.49
	(g) Depreciation and amortisation expense	585.28	578.90	537.25	1,164.18	971.21	2,092.28
	(h) Other expenses	1,390.93	1,900.57	2,425.39	3,291.50	4,524.52	11,418.46
	Total expenses	22,159.60	18,363.52	21,703.85	40,523.12	39,723.14	92,669.14
3	Loss before share of profit/(loss) of associates and joint ventures and tax (1 - 2)	(4,986.47)	(1,142.88)	(2,838.13)	(6,129.35)	(2,932.42)	(5,267.21)
	Share of loss of associates and joint ventures	(7,878.78)	(4,200.49)	(720.50)	(12,079.27)	(2,278.42)	(7,462.03)
4	Loss before tax	(12,865.25)	(5,343.37)	(3,558.63)	(18,208.62)	(5,210.84)	(12,729.24)
5	Tax expense						
	- Current tax expense/(reversals) (including earlier years)	50.51	165.51	(1,484.87)	216.02	(1,447.50)	(828.58)
	- Deferred tax credit	(1,506.30)	(58.37)	(1,022.85)	(1,564.67)	(1,520.87)	(913.29)
	Total tax expense/(credit)	(1,455.79)	107.14	(2,507.72)	(1,348.65)	(2,968.37)	(1,741.87)
6	Loss for the period/year (4 - 5)	(11,409.46)	(5,450.51)	(1,050.91)	(16,859.97)	(2,242.47)	(10,987.37)
7	Other comprehensive income						
	(A) (i) Items that will not be reclassified to profit or loss	(22,854.85)	1,870.73	(6,620.80)	(20,984.12)	(18,459.45)	(8,875.65)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	5.62	(5.66)	(232.91)	(0.04)	(1.85)	522.71
	(B) (i) Items that will be reclassified to profit or loss	50.96	41.67	(354.64)	92.63	(142.38)	179.07
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	39.82	-	-	(47.81)
	Total other comprehensive income/(loss)	(22,798.27)	1,906.74	(7,168.53)	(20,891.53)	(18,603.68)	(8,221.68)
8	Total comprehensive loss for the period/year (6+7)	(34,207.73)	(3,543.77)	(8,219.44)	(37,751.50)	(20,846.15)	(19,209.05)
	Net loss attributed to :						
	Owners of the holding Company	(10,449.44)	(5,459.33)	(95.33)	(13,908.77)	(1,196.61)	(9,063.97)
	Non controlling interests	(960.02)	8.82	(955.58)	(951.20)	(1,045.86)	(1,923.40)
	Other comprehensive income/(loss) attributed to :						
	Owners of the holding Company	(22,800.84)	1,904.55	(7,167.64)	(20,896.29)	(18,601.90)	(8,216.47)
	Non controlling interests	2.57	2.19	(0.89)	4.76	(1.78)	(5.21)
9	Paid - up equity share capital (face value of INR 10/- each)	2,944.11	2,944.11	2,944.11	2,944.11	2,944.11	2,944.11
10	Other equity	-	-	-	-	-	219,019.00
11	Loss per share (of INR 10/- each) (not annualised)						
	(a) Basic (INR)	(35.49)	(18.54)	(0.32)	(54.04)	(4.06)	(30.79)
	(b) Diluted (INR)	(35.49)	(18.54)	(0.32)	(54.04)	(4.06)	(30.79)

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S. No.	Particulars	Consolidated					
		Quarter ended			Half year ended		Year ended
		30 September 2019 (Unaudited)	30 June 2019 (Unaudited)	30 September 2018 (Refer note 6)	30 September 2019 (Unaudited)	30 September 2018 (Refer note 6)	31 March 2019 (Audited)
1	Segment revenue						
	a) Engineering services	1,272.55	1,890.97	6,294.09	3,163.52	8,372.79	25,168.14
	b) Furniture	134.08	115.74	575.17	249.82	874.41	1,750.04
	c) Real estate	124.28	1,046.33	593.46	1,170.61	1,062.34	1,893.48
	d) Investment services	356.59	414.79	254.65	771.38	559.65	1,133.58
	e) Sugar	11,885.77	10,615.96	7,366.44	22,501.73	19,416.16	44,043.01
	f) Power	47.63	2,957.89	47.74	3,005.52	3,424.92	9,307.30
	g) Ethanol Plant	-	-	-	-	-	-
	h) Management services	457.44	435.91	331.84	893.35	554.96	1,838.00
	Total	14,278.34	17,477.59	15,463.39	31,755.93	34,265.23	85,133.55
	Less : Inter segment revenue	53.50	2,283.46	53.63	2,336.96	1,730.02	7,714.65
	Total segment revenue	14,224.84	15,194.13	15,409.76	29,418.97	32,535.21	77,418.90
2	Segment results						
	a) Engineering services	(1,819.79)	(578.61)	452.82	(2,398.40)	(537.52)	(1,134.20)
	b) Furniture	(178.72)	(40.43)	(138.70)	(219.15)	(254.95)	(1,003.15)
	c) Real estate	(315.46)	205.56	(57.27)	(109.90)	(245.71)	(790.92)
	d) Investment services	156.14	171.36	95.32	327.50	192.05	247.27
	e) Sugar	(2,634.48)	(691.94)	(2,247.60)	(3,326.42)	(761.71)	(3,702.24)
	f) Power	(317.90)	1,296.59	(379.08)	978.69	764.76	2,911.88
	g) Ethanol Plant	-	-	-	-	-	-
	h) Management services	59.15	(52.40)	(32.46)	111.55	(46.35)	208.01
	Sub total	(5,169.36)	310.13	(2,306.97)	(4,859.23)	(889.43)	(3,263.35)
	Less : Finance costs	2,309.88	2,757.51	1,966.58	5,067.39	3,894.46	9,520.77
	Add: Unallocable income net off unallocable expenses	2,492.77	1,304.50	1,435.42	3,797.27	1,851.47	7,516.91
	Loss before share of profit/(loss) from associates and joint ventures	(4,986.47)	(1,142.88)	(2,838.13)	(6,129.35)	(2,932.42)	(5,267.21)
	Share of loss of associates and joint ventures	878.78	4,200.49	720.50	12,079.27	2,278.42	7,462.03
	Loss before tax	(12,865.25)	(5,343.37)	(3,558.63)	(18,208.62)	(5,210.84)	(12,729.24)
	Less: Tax expense/(credit)	(1,455.79)	107.14	(2,507.72)	(1,348.65)	(2,968.37)	(1,741.87)
	Net loss for the year	(11,409.46)	(5,450.51)	(1,050.91)	(16,859.97)	(2,242.47)	(10,987.37)
3	Segment assets						
	a) Engineering services	9,450.43	13,438.34	13,517.13	9,450.43	13,517.13	12,760.51
	b) Furniture	4,259.34	3,105.04	6,725.78	4,259.34	6,725.78	5,291.61
	c) Real estate	91,620.90	82,713.44	69,647.25	91,620.90	69,647.25	75,248.88
	d) Investment services	4,962.70	3,959.62	3,492.75	4,962.70	3,492.75	4,550.12
	e) Sugar	79,900.89	95,789.00	74,968.14	79,900.89	74,968.14	91,060.85
	f) Power	21,000.77	21,272.51	22,497.84	21,000.77	22,497.84	20,979.34
	g) Ethanol Plant	15,594.43	14,466.87	-	15,594.43	-	7,916.86
	h) Management services	682.72	451.60	333.32	682.72	333.32	518.29
	i) Unallocated	209,889.11	221,840.39	216,499.08	209,889.11	216,499.08	228,135.27
	Total segment assets	437,361.49	459,036.81	407,681.29	437,361.49	407,681.29	446,461.73
4	Segment liabilities						
	a) Engineering services	9,085.58	9,890.88	10,279.84	9,085.58	10,279.84	11,909.94
	b) Furniture	2,649.89	2,749.16	3,275.16	2,649.89	3,275.16	3,047.69
	c) Real estate	69,260.21	21,252.57	17,893.91	69,260.21	17,893.91	18,977.64
	d) Investment services	2,299.30	956.78	1,051.31	2,299.30	1,051.31	1,226.23
	e) Sugar	41,496.21	46,890.20	44,325.82	41,496.21	44,325.82	46,602.24
	f) Power	-	-	-	-	-	-
	g) Ethanol Plant	-	-	-	-	-	-
	h) Management services	449.13	359.29	205.67	449.13	205.67	318.88
	i) Unallocated	128,186.07	158,824.08	110,182.98	128,186.07	110,182.98	142,720.73
	Total segment liabilities	253,726.39	240,922.96	187,214.69	253,726.39	187,214.69	224,803.35

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1 Statement of assets and liabilities:

(INR in Lakhs)

Particulars	Standalone		Consolidated	
	As at 30 September 2019 (Unaudited)	As at 31 March 2019 (Audited)	As at 30 September 2019 (Unaudited)	As at 31 March 2019 (Audited)
ASSETS				
Non-current assets				
Property, plant and equipment	245.01	124.22	38,953.30	38,934.21
Capital work-in-progress	-	-	15,028.11	7,142.03
Investment property	226.11	238.56	776.78	791.80
Goodwill	-	-	14,365.67	14,565.67
Other intangible assets	1.71	2.08	53.59	77.27
Investments accounted for using the equity method	-	-	35,126.86	47,548.12
Financial assets				
Investments	136,587.49	156,110.18	138,103.46	157,740.96
Loans	23,901.59	6,883.24	17,408.47	701.60
Other financial assets	102.56	1.22	1,515.63	1,413.16
Deferred tax assets (net)	-	-	14,441.10	12,865.17
Non-current tax assets (net)	1,767.78	1,643.89	3,476.50	3,682.69
Other non-current assets	-	-	6,019.73	6,148.03
Total non-current assets	162,832.25	164,993.39	285,471.20	291,610.71
Current assets				
Inventories	26,521.06	25,862.91	114,735.83	116,532.58
Financial assets				
Investments	-	65.03	878.40	798.03
Trade receivables	23.03	4.51	9,442.74	10,431.96
Cash and cash equivalents	396.25	231.44	2,699.62	3,282.97
Other bank balances	23.51	20.40	1,422.50	1,243.36
Loans	15,990.32	13,036.58	2,356.22	1,796.02
Other financial assets	1,770.23	567.08	10,710.59	12,046.02
Other current assets	561.62	462.10	8,664.56	7,740.25
Total current assets	45,286.02	40,250.05	150,910.46	153,871.19
Assets classified as held for sale	979.83	979.83	979.83	979.83
Total ASSETS	209,098.10	206,223.27	437,361.49	446,461.73
EQUITY AND LIABILITIES				
Equity				
Equity share capital	2,944.11	2,944.11	2,944.11	2,944.11
Other equity	162,961.02	181,093.57	181,942.16	219,019.00
Equity attributable to equity holders of the Holding Company	165,905.13	184,037.68	184,886.27	221,963.11
Non controlling interests	-	-	(1,251.17)	304.73
Total equity	165,905.13	184,037.68	183,635.10	221,658.38
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	28,484.48	7,132.72	132,493.06	102,884.49
Trade payables	-	-	-	-
(A) Total outstanding due to micro enterprise and small enterprise	-	-	52.07	39.01
(B) Total outstanding due to creditors other than micro enterprise and small enterprise	-	-	-	-
Other financial liabilities	123.97	-	13.84	253.68
Provisions	260.13	226.56	1,185.83	1,123.50
Deferred tax liabilities (net)	85.35	55.92	104.59	95.73
Other non-current liabilities	1,708.35	1,708.35	4,621.68	5,109.29
Total non-current liabilities	30,662.28	9,123.55	138,471.07	109,505.70
Current liabilities				
Financial liabilities				
Borrowings	1,400.00	3,500.00	29,475.84	30,932.28
Trade payables	-	-	-	-
(A) Total outstanding due to micro enterprise and small enterprise	-	-	302.86	494.01
(B) Total outstanding due to creditors other than micro enterprise and small enterprise	-	-	-	-
Other financial liabilities	414.61	449.21	34,719.42	39,152.40
Other current liabilities	2,426.33	2,084.17	20,100.91	17,044.02
Provisions	4,928.52	3,739.43	24,705.10	21,775.70
Current tax liabilities (net)	94.80	76.37	2,684.72	2,686.38
Other current liabilities	57.30	3.73	57.34	3.73
Total current liabilities	9,321.56	9,852.91	112,046.19	112,088.52
Advance received against the asset classified as held for sale	3,209.13	3,209.13	3,209.13	3,209.13
TOTAL EQUITY AND LIABILITIES	209,098.10	206,223.27	437,361.49	446,461.73

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2 Statement of cash flows:

(INR in lakhs)

Particulars	Standalone		Consolidated	
	Half year ended 30 September 2019 (Unaudited)	Half year ended 30 September 2018 (Unaudited)	Half year ended 30 September 2019 (Unaudited)	Half year ended 30 September 2018 (Refer note 6)
CASH FLOW FROM OPERATING ACTIVITIES:				
Profit/(loss) before tax	1,969.16	1,764.91	(18,208.62)	(5,210.84)
Adjustments for:				
Depreciation and amortization expense	9.37	7.95	1,164.18	971.21
Molasses storage and maintenance reserve	-	-	4.46	0.51
Excess provisions written back	-	-	(88.07)	(57.38)
Loss on sale of property, plant and equipment	-	-	3.21	-
Provision for doubtful debts, claims and advances	-	(5.54)	1.65	72.55
Cane subsidies and other receivables written off	-	-	-	291.26
Profit on sale of current investments	-	-	(0.30)	(0.15)
Share of loss of associates and joint ventures	-	-	12,104.27	2,278.42
Gain arising on financial assets measured as at fair value through profit and loss	(21.37)	(18.90)	(305.53)	(281.60)
Fair value losses on derivatives not designated as hedges	-	-	205.73	-
Finance costs:				
Amortization of deferred gains and deferred grants	-	-	(456.90)	(156.53)
Interest income	(1,621.90)	(490.43)	(601.92)	(287.61)
Dividend income	(1,277.27)	(1,182.20)	(1,442.63)	(1,233.40)
Income from financial guarantee	(96.79)	(105.71)	-	-
	(1,737.78)	(1,655.34)	17,363.82	6,469.11
Operating profit/(loss) before working capital changes	231.38	109.57	(844.80)	1,258.27
Movement of working capital :				
-in inventories	(655.16)	(552.14)	1,796.75	(6,230.31)
-in trade receivables	(18.52)	-	987.57	2,632.88
-in other assets	(55.28)	(188.83)	(1,048.19)	(972.52)
-in loans and advances	0.10	2.49	1,146.34	1,036.03
-in trade payables and other liabilities	1,183.69	1,029.75	(2,272.94)	1,918.50
-in provisions	47.36	76.79	60.67	126.82
	502.19	367.76	670.20	(1,488.60)
Cash generated from/(used in) operations	733.57	477.33	(174.60)	(230.33)
Income taxes refunds (net)	(242.10)	99.47	41.34	3,569.87
Net cash flow generated from/(used in) operating activities (A)	491.47	1,471.70	(133.26)	3,339.54
CASH FLOW FROM INVESTING ACTIVITIES				
Payments for property, plant and equipment	-	-	(4,729.76)	(5,688.53)
Proceeds from sale of property, plant and equipment	-	-	4.14	-
Proceeds from sale of non-current investments	-	43.62	-	272.33
Purchase of non-current investments	-	(200.00)	-	-
Purchases of current investments	(3,374.88)	(1,686.30)	(8,093.58)	(1,635.03)
Proceeds from sale of current investments	5,339.91	1,585.97	8,048.10	1,585.97
Loans given	(25,594.00)	(10,566.00)	(17,200.00)	-
Loans received back	6,800.67	5,706.43	-	-
Interest received	441.69	285.56	49.67	5.96
Dividends received	29.88	1,122.59	151.24	1,233.40
Net cash flow used in investing activities (B)	(18,356.73)	(3,708.13)	(21,770.19)	(4,225.90)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from non-current borrowings	21,129.66	3,315.00	34,404.20	26,360.47
Repayment of non-current borrowings	-	-	(4,744.62)	(18,029.12)
Proceeds of current borrowings	1,400.00	1,000.00	3,885.19	20,861.82
Repayment of current borrowings	(3,500.00)	(2,470.00)	(5,531.04)	(23,998.33)
Finance cost paid	(644.66)	(126.06)	(6,338.70)	(4,553.21)
Dividend paid on equity shares	(294.41)	(294.41)	(294.41)	(294.41)
Dividend distribution tax paid on dividend paid on equity shares	(60.52)	(60.52)	(60.52)	(60.52)
Net cash flow generated from financing activities (C)	18,030.07	1,364.01	21,320.10	286.70
Net increase/(decrease) in cash and cash equivalents (A + B + C)	164.81	(872.42)	(583.35)	(599.66)
Cash and cash equivalents at the beginning of the period	231.44	994.88	3,282.97	3,126.62
Cash and cash equivalents at the end of the period	396.25	122.46	2,699.62	2,526.96

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Notes to statement of unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 2019 (Cont'd):

- 3 The above unaudited standalone and consolidated financial results of Zuari Global Limited ("the Company" or "the Holding Company") and the Group comprising its Subsidiaries, Associates and Joint Ventures, for the quarter and half year ended 30 September 2019 have been reviewed by the Audit Committee and approved by the Board of Directors of the Holding Company in their respective meetings held on 14 November 2019. The statutory auditors have conducted "Limited Review" of these unaudited financial results in terms of Regulation 33 and Regulation 52 read with Regulation 63 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and have expressed an unmodified opinion on the unaudited standalone financial results and a modified opinion on the unaudited consolidated financial results for the quarter and half year ended 30 September 2019.
- 4 The above unaudited standalone and unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in section 133 of the Companies Act, 2013, as amended time to time.
- 5 The Company and the Group have adopted Ind AS 116 "Leases" effective 1 April 2019 and applied the standard to its leases using the "Modified Retrospective Approach". Accordingly, the Company has not restated comparative information. As on 1 April 2019, the Company and the Group have recognized "right of use asset" at an amount equivalent to the lease liability and consequently there has been no adjustment to the opening balance of retained earnings as on 1 April 2019. The adoption of this standard did not have any material impact on financial results of the Company and the Group.
- 6 The unaudited consolidated financial results for the quarter and half year ended 30 September 2018 have been prepared by the management of the Holding Company. The financial results for the aforementioned quarter and half year ended were not subjected to limited review by the statutory auditors of the Holding Company.
- 7 Two subsidiaries of the Group are carrying an amount of INR 10,231.25 lakhs as deferred tax assets (net) as at 30 September 2019. The managements of the group companies are confident of generating sufficient taxable profits in the near future considering the engineering, procurement and construction contracts (EPC) under pipelines and power purchase arrangements with the Uttar Pradesh Power Corporation Limited, positive expected cash flows, signed contracts for supply of ethanol with Oil Marketing Companies, 16 MW Co-generation Power Plant and industry focused trade policies of the government, which will enable the Group to utilise the deferred tax assets.
- 8 One of the subsidiaries of the Group, Gobind Sugar Mills Limited, is into a seasonal industry where sugar cane crushing normally takes place during the period between November and May, while sales are distributed throughout the year. Bagasse based co-generation power plant of the subsidiary is affected by the availability of bagasse, which is a by-product of the sugar cane.
- 9 The newly introduced section 115BAA in the Income-tax, Act 1961 vide Taxation Laws (Amendment) Ordinance, 2019, being effective from current financial year i.e. year ending 31 March 2020, gives option to the domestic companies to pay corporate taxes at reduced rates subject to certain conditions as mentioned therein. The option can be exercised at any point of time and once exercised, cannot be subsequently withdrawn. The management of the Group is in the process of evaluating, if the reduced tax option is beneficial to the companies under the Group and therefore, has not recognized any impact of the same on the tax expense of the current period.
- 10 In relation to ongoing litigations/disputes of IL&FS Security Services Limited ("Clearing Member") with the Securities and Exchange Board of India, National Stock Exchange, National Securities Clearing Corporation Limited and some of its trading members as on date, the regulators of India have frozen collaterals of Clearing Member which inter alia impacted the deposits/collaterals made by the trading members including one of the subsidiary company, Zuari Finserv Limited, amounting to INR 549.86 lakhs. Therefore, the aforesaid subsidiary company along with other trading members have filed a civil appeal with Hon'ble Supreme Court of India (SC) dated 24 September 2019.
- 11 The Board of Directors of the Holding Company, in their meeting held on 24 May 2019, recommended a final dividend of INR 1/- per fully paid up equity share of INR 10/- each, aggregating to INR 294.41 lakhs (related dividend distribution tax being INR 60.52 lacs) for the year ended 31 March 2019, which was approved by shareholders at the Annual General Meeting held on 6 September 2019 and then paid accordingly.
- 12 During the quarter and half year ended 30 September 2019, the Holding Company has issued secured, rated, listed, non-convertible debentures (NCD) aggregating to INR 19,700.00 lakhs comprising of 197 debentures of INR 100.00 lakhs each, redeemable after three years on private placement basis.

Additional disclosures as per Regulation 52(4) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, as amended for NCDs:

a. Detail of previous dues and next dues for principal and interest for NCDs:-

Particulars	Previous due date		Next due date	
	Principal	Interest	Principal	Interest
ISIN - INE217A07043				
Due date	-	-	15 July 2021	15 October 2019
Amount (INR In Lakhs)	-	-	1,700.00	396.15

b. Credit Rating	CARE BB (CI) Stable
c. Asset Cover	10.61
d. Debt Equity ratio (No. of times)	0.19
e. Debt Service Coverage ratio (No of times)	0.84
f. Interest Service Coverage ratio (No of times)	2.56
g. Net Worth (in INR lacs)	165,905.13
h. Debenture Redemption Reserve	Not Applicable

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Computation of above mentioned ratios are as under:

Asset Cover	Total Assets / NCDs
Debt Equity Ratio	Total debt (non current borrowings including current maturities of non current borrowings and current borrowings) / Total Equity (Equity Share Capital + Other Equity)
Debt Service Coverage Ratio	Earnings before interest, tax, depreciation and amortisation expense (EBITDA) / (Current maturities of non current borrowings and current borrowings + finance costs)
Interest Service Coverage Ratio	EBITDA / Finance costs
Net Worth	Equity Share Capital + Other Equity
Debenture Redemption Reserve	Not Applicable (Not required per "Companies (Share Capital and Debentures) Amendment Rules, 2019")

13 Notes reproduced from the unaudited consolidated financial results of Zuari Agro Chemicals Limited (an Associate of the Holding Company) for the quarter and half year ended 30 September 2019:

- a) The unaudited consolidated Ind AS financial results include the Group's share of net loss after tax of INR 0.35 crores and INR 0.70 crores and total comprehensive income of INR 3.05 crores and INR 2.27 crores, for the quarter ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019, respectively, in respect of one joint venture including its associate, both located outside India, whose financial statements and other financial information have not been subject to review and has been compiled by the management in accordance with accounting principles generally accepted in the respective country. The Company's management has converted the financial statements of such joint venture located outside India from accounting principles generally accepted in the respective country to accounting principles generally accepted in India.
- b) In respect of the Company's investment of Rs. 119.43 crores in the rock phosphate mining project (which is under development) through MCA Phosphate Pte Limited (MCAP), a joint venture company, there has been a deadlock between the Company and its JV partner Mitsubishi in its rock phosphate mining project through MCAP about certain impairments recorded in the financial statements of MCAP for financial years 2015-16 and 2016-17. On February 15, 2018, MCAP had issued a share offer notice by virtue of which the Company was offered to subscribe to certain ordinary shares. In light of the objections already raised by the Company in regard to the impairment and adoption of accounts and the nominal value at which the shares were issued, it did not subscribe to the rights issue. On May 30, 2018, the Company obtained a clarification from the JV partner that its shareholding in MCAP has been diluted from 30% to 0.17% with effect from April 01, 2018.

The Company initiated legal proceedings before the High Court of Singapore on June 4, 2018 seeking certain relief. An order has been passed by the High Court of Singapore on August 13, 2018 mandating that inter alia no steps should be taken: i) in respect of any matter specified as a super-majority decision in the shareholders agreement dated December 20, 2011, without the prior written consent of the Company, to, among other things, preserve the Company's original investment; and ii) no steps should be taken to change the shareholding of MCAP or to amend the Articles of Association of MCAP or to act in any manner inconsistent with the shareholders agreement mentioned above. The Company has initiated arbitration proceedings against the JV partner in accordance with the arbitration rules of the International Chamber of Commerce (ICC). The ICC, vide its order dated December 4, 2018 on an application for interim relief amended the order passed by the High Court of Singapore by allowing the respondents (i.e. Mitsubishi Corporation and MCA Phosphate Pte Limited) to exercise contractual options to purchase or sell shares of MCA Phosphates Pte. Limited in accordance with the terms of any applicable agreements. Mitsubishi Corporation has agreed not to exercise such contractual options till the final award is issued in the aforesaid arbitration. The Company has filed its claim with the arbitration tribunal on April 23, 2019 against which the hearing has taken place during September 9, 2019 to September 12, 2019. The Arbitral Tribunal based on facts and submissions has reserved the matter for passing the award.

Basis the Company's discussion with its Counsel for arbitration, the Company is confident that the reliefs sought by the Company in its claim will be awarded in its favor by the Arbitration Tribunal constituted by ICC.

For the year ended March 31, 2019, as per the requirement of arbitration proceedings, the valuation of MCAP investment in Fosfatos del Pacifico S.A. (FDP), the mining project company, was done by an independent valuer for the purpose of submission of the valuation report of the said investment to ICC, which indicates a value higher than the carrying value of investment in the books of the Company. Based on the report of independent valuer, impairment loss of Rs. 11.62 crores recognised for the year March 31, 2018 has been reversed in March 31, 2019 and disclosed as an exceptional income. Accordingly, exceptional items for the year ended March 31, 2019 represents write back of impairment of the Company's investment in the rock phosphate mining project (which is under development) through MCA Phosphates Pte Ltd (MCAP).

- c) The Direct Benefit Transfer (DBT) for subsidy income was rolled out by Department of Fertilizers (DoF) during the year 2016-17 and by February 1, 2018 was on a pan India basis. Due to this new subsidy transfer framework there has been a transitional delay in realisation of subsidy from DoF i.e. from the erstwhile mechanism of point of dispatch (sales to dealers/distributors by the Company) to point of retail sale (sales to beneficiary by the dealers/distributors), and which also impacted the working capital cycle of the Company. The Company obtains cash credit and short-term loans to meet its short term working capital requirements. Significant delays in receipt of subsidy from the Government of India in earlier quarters and the consequent deterioration of the Company's liquidity position, also led to elongation of the working capital cycle of our Company. Further, due to a drought like situation in our markets during last Rabi Season especially in certain parts of Maharashtra and Karnataka, our Company was unable to pass on the increase in the prices of the raw materials to the farmers which contributed to the cash flow mismatch and reduced financial flexibility of our Company.

The delays in receipt of subsidy in earlier quarters also impacted the Company's ratings and the credit ratings assigned to our long term and short term borrowings were downgraded from [ICRA] BB (Negative) to [ICRA] D and from [ICRA] A4 to [ICRA] D, due to our Company's inability to meet its obligation in relation to the payment of certain letters of credit which led to devolvement and over-utilisation of the cash credit facilities availed by our Company for more than 30 days, delay in payment of certain term loan instalments, over-utilisation of certain fund based facilities availed by our Company. Also, two of lenders have recalled the borrowing facilities availed by the Company on account of downgrade of ratings. Due to above mentioned downgrade of the Company's ratings, non-availability of non-fund based limits, the Company was not able to procure the key raw materials which led to stoppage of Urea and NPK plants. However, the Company was able to liquidate its majority of inventories.

The Company is in the process of undertaking certain long-term strategic initiatives and have also assessed the financial position considering its business projections including transforming of certain short-term loans to long term debt to repay its committed liabilities in the near future. Considering the fair market value of the underlying assets available, the Company is fully secured in relation to the payment of external debts payable by the Company and is also confident that it will be able to realize its assets and discharge its liabilities in the normal course of business.

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Notes to statement of unaudited standalone and consolidated financial results for the quarter and half year ended 30 September 2019 (Cont'd):

d) The Company is carrying a receivable of Rs.19.49 crores for the period February 2013 and March 2013 on account of accrual of subsidy income at higher rate in comparison to rate at which subsidy is granted. However, as per the office memorandum dated April 16, 2018 issued by the Department of Fertilizer, the Government has ex-post facto approved the subsidy paid on specific quantity of P&K fertilizer received in the district during February 2013 and March 2013 months in different year since 2012-13 at the rates fixed for the next financial year which were lower than the rate approved by cabinet /CCFEA for that year. The Company has represented to the Department of Fertilizer that the material moved in February 2013 and March 2013 was part of the approved movement plan of January 2013 and hence Nutrient Based Subsidy rates of 2013 should be applicable. The Company has also filed writ petition at Hon'ble High Court of Delhi against Department of Fertilizer to recover this amount. Pursuant to the court order the Court hearing was granted by DoF to present its claims and also submitted written representations. DoF vide their order dated September 29, 2019 has rejected the representation and submissions by the Company. The Company is in the process of filing writ petition to the higher authority against the order passed by DoF and is hopeful to realize the aforesaid amount, hence, no provision has been made in the accounts.

e) Vide notification number 26/ 2018 dated June 13, 2018, the Government has amended the definition of "Net Input Tax Credit (ITC)" for the purpose of GST refund on account of inverted duty structure with effect from July 01, 2017 to include ITC availed only on inputs which excludes input services. The Company and the Group including the Company has claimed GST refund with respect to input services effective July 01, 2017 till April 17, 2018 which aggregates to Rs. 18.79 crores and Rs. 30.85 crores (net of amount eligible for recovery as subsidy), respectively. Further, during the quarter ended September 30, 2019, the Company and the Group including the Company has recognised GST input tax credit on services of Rs. 0.60 crores and Rs. 13.84 crores, and year to date from April 1, 2019 to September 30, 2019 of Rs. 6.22 crores and Rs. 23.52 crores respectively.

Management, based on an opinion obtained by the Group and also relying on similar fact pattern in an order dated September 18, 2018 of the High Court of Gujarat in respect of an application of another company on similar matter wherein ad-interim relief was granted, is of the view that to the extent the aforesaid Notification denies grant of refund of unutilized tax credit in respect of tax paid on input services is ultra vires to the Central Goods and Services Tax Act, 2017. The Company has also filed a writ petition in the Hon'ble High Court of Bombay at Goa in this regard.

Accordingly, the management is confident of refund in respect of tax paid on input services and that no liability including interest, if any, would arise from the same.

During the period ended September 30, 2019, the Company has received an appropriation order dated August 19, 2019 of Rs. 26.55 crores (net of demand) towards the demand notice raised by the Department for excess refund received by the Company on account of input tax credit on services till the period March 31, 2018. The Company has already filed writ petition in the Hon'ble High Court of Bombay at Goa challenging the notifications no. 21/2018-CT dated April 18, 2018 & No. 26/2018-CT dated June 13, 2018 and application for interim relief has been filed on September 13, 2019. Basis the legal opinion obtained by the management, the Company is confident that the demand will not sustain, thereby no provision has been made in the books of account.

14 Note reproduced from the unaudited consolidated financial results of Zuari Infraworld India Limited (a Subsidiary of the Holding Company) for the quarter ended 30 September 2019 :

Recoverable advances as at 30 September 2019 paid to a sub-contractor aggregating to Rs 2,246.49 lakhs and interest accrued on the same for Rs. 33.72 lakhs in respect of which the Management is in negotiation with that party for its recovery. The Management of the Company is confident that this advance will be fully recovered and hence no provision is considered necessary at this stage.

15 Previous periods' figures have been re-grouped / re-classified wherever necessary, to correspond with those of the current period's classification.

For and on behalf of the Board of Directors of
Zuari Global Limited


N Suresh Krishnan
Managing Director



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Place: Gurugram
Date: 14 November 2019

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Independent Auditor's Review Report on Unaudited Standalone Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Zuari Global Limited

1. We have reviewed the accompanying statement of unaudited financial results ('Statement') of Zuari Global Limited ('the Company') for the quarter ended 30 September 2019 and the year to date results for the period 01 April 2019 to 30 September 2019, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the cash flow figures for the corresponding six months period ended 30 September 2018 have been approved by the Company's Board of Directors, but have not been subjected to audit or review.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016 and CIR/IMD/DF1/69/2016 dated 10 August 2016, (hereinafter referred to as 'the SEBI Circulars'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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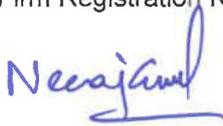
Independent Auditor's Review Report on Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, the SEBI Circular(s), and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Walker ChandioK & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Neeraj Goel

Partner

Membership No. 099514



UDIN: 19099514AAAAFW9138

Place: Gurugram

Date: 14 November 2019

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Zuari Global Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Zuari Global Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures (refer Annexure 1 for the list of subsidiaries, associates and joint ventures included in the Statement) for the quarter ended 30 September 2019 and the consolidated year to date results for the period 01 April 2019 to 30 September 2019, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 30 September 2018 and the corresponding period from 01 April 2018 to 30 September 2018 as reported in the Statement have been approved by the Holding Company's Board of Directors, but have not been subjected to audit or review.
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and as per the presentation requirements of SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016 (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable, except with respect to a matter which has been reported in the review report on the unaudited consolidated financial results of Zuari Agro Chemicals Limited ('ZACL'), an Associate of the Holding Company, issued by an independent firm of Chartered Accountants, vide its review report dated 08 November 2019 with respect to one of the joint ventures of ZACL, where response was not received by the independent firm of Chartered Accountants from the component auditor of the said joint venture (also referred to in paragraph 4 below).

4. As described in Note 13(a) and 13(b) to the Statement, the following matters have been reported in the review report on the unaudited consolidated financial results of ZACL, referred to in paragraph 3 above which is reproduced by us as under:

"Attention is drawn to Note XX of the unaudited Consolidated Ind AS financial results which includes the Group's share of net loss after tax of INR 0.35 crores and total comprehensive loss of INR 0.70 crores for the quarter ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019, respectively, as considered in the Statement, in respect of one joint venture located outside India, based on its interim financial results which have not been reviewed by any auditor. These unreviewed financial results and other unreviewed financial information have been approved and furnished to us by the management. The Holding Company's management has converted such unreviewed financial results of such joint venture located outside India from accounting principles generally accepted in its respective country to accounting principles generally accepted in India. Accordingly, we are unable to comment on the financial impact, if any, on the unaudited Consolidated Ind AS financial results if the same had been reviewed."

"Attention is drawn to Note XX of the unaudited Consolidated Ind AS financial results explaining the evaluation of recoverable amount as required under Ind AS 36 "Impairment of Assets" to assess impairment provision, if any, on the Parent Company's investment of INR 119.43 crores in the rock phosphates mining project through MCA Phosphates Pte Ltd, a joint venture company. The joint venture company has provided for diminution in the entire value of the said investment which is under arbitration. The Holding Company has, based on valuation carried by an external valuer, assessed that the indicative value is higher than its carrying amount as at March 31, 2019. However, complete details used in such valuation were not made available to us and we were unable to review the valuation report and pending such review and in absence of other sufficient appropriate audit evidence, we are unable to comment on the adjustments, if any, required to be made to the unaudited Consolidated Ind AS financial results, in this regard. This is a matter continuing from the previous quarter and year ended March 31, 2019."

In the absence of quantification of the impact of above matters by the auditor of ZACL, we are unable to comment on the impact of the same on share of profit/(loss) of this associate company recorded in the total comprehensive income and its consequential impact on the accompanying unaudited consolidated financial results. Our conclusion/opinion on the consolidated financial results of the Group, its associates and joint ventures, for the year ended 31 March 2019 and quarter ended 30 June 2019, as the case may be, was also qualified in respect of above matters.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 8 below, except for the possible effects of the matters described in previous section, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and as per the presentation requirements of the SEBI Circular and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of



Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Note 13(c) to the Statement and the following paragraph on Material Uncertainty on Going Concern included in the review report on the unaudited consolidated financial results of ZACL, referred to in paragraph 3 above, which is reproduced by us as under:

"We draw attention to Note XX of the unaudited consolidated financial results, which states that there are conditions indicating the existence of material uncertainty over timely discharge of its liabilities and its consequential impact on Holding Company's ability to continue as a going concern and management's assessment that the Holding Company will be able to discharge its liabilities. These conditions are including but not limited to significant delays in receipt of subsidy from Government of India in earlier quarters, shut down of its plants having impact on Holding company's liquidity situation, downgrade of credit ratings of Holding Company's long term and short term borrowings, devolvement of certain letters of credit, overutilisation of the cash credit facilities, delay in payment of certain term loan instalments, over-utilisation of certain fund based facilities and recall of borrowing facilities by two lenders, on account of these conditions, the Holding Company has incurred cash loss during the quarter and year to date of INR 240.29 crores and INR 350.45 crores respectively. Our conclusion is not modified in respect of this matter."

7. We draw attention to:

- A) Note 13(d) and 13(e) to the Statement and the following Emphasis of Matter paragraphs included in the review report on the unaudited consolidated financial results of ZACL, referred to in paragraph 3 above, which is reproduced by us as under:

- i) "We draw attention to Note XX of the unaudited Consolidated Ind AS financial results, wherein the Parent Company is carrying a receivable of INR 19.49 crores in relation to the subsidy income accrued during the year ended March 31, 2013. Based on the legal opinion obtained by the Parent Company, the amount is fully recoverable from the department of fertilizers. Pending settlement of the differential subsidy amount as more fully explained in note, the Parent Company has not made any provision in this regard in the unaudited Consolidated Ind AS financial results.
- ii) We draw attention to Note XX of the unaudited Consolidated Ind AS financial results, regarding Goods and Services Tax ('GST') credit on input services recognized by the Group based on its assessment and on a legal opinion obtained by the Parent Company and a subsidiary and reliance placed on an order of High Court of Gujarat providing interim relief in a similar matter. The Parent Company has also filed a writ petition in the High Court of Bombay at Goa."

- B) Note 14 to the Statement and the following Emphasis of Matter paragraph is included in the review report on the consolidated financial results of Zuari Infracore India Limited ('ZUIL'), issued by an independent firm of Chartered Accountants, vide its review report dated 25 October 2019, which is reproduced by us as under:

"We draw attention to Note XX of the accompanying financial results regarding the advances paid to a sub-contractor aggregating to Rs 2,246.49 lakhs and interest accrued on the same for Rs. 33.72 lakhs which are due as at 30 September 2019 in respect of which the Management is in negotiation with that party for its recovery. The Management of the Company is confident that this advance will be fully recovered and hence no provision is considered necessary at this stage."

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



Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

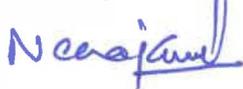
8. We did not review the interim financial results of four subsidiaries included in the Statement, whose financial information reflects total assets of INR 93,933.01 lakhs as at 30 September 2019, and total revenues of INR 1,009.44 lakhs and INR 2,108.87 lakhs, total net loss after tax of INR 296.97 lakhs and INR 583.94 lakhs, total comprehensive loss of INR 3,029.41 lakhs and INR 5,259.07 lakhs, for the quarter and year-to-date six-month period ended on 30 September 2019, respectively, and cash inflows (net) of INR 49.19 lakhs for the period ended 30 September 2019, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of INR 7,252.79 lakhs and INR 11,201.84 lakhs and total comprehensive loss of INR 7,390.53 lakhs and INR 11,574.73 lakhs for the quarter and year to date period ended 30 September 2019, respectively, as considered in the Statement, in respect of eight associates, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/ associates is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.
9. The Statement includes the interim financial information of three subsidiaries and the unaudited standalone interim financial information of the entity included in the Group, includes the interim financial information of one branch, which have not been reviewed, whose interim financial results reflect total assets of INR 25,623.49 lakhs as at 30 September 2019, and total revenues of INR 1,398.42 lakhs and INR 2,232.39 lakhs, total net loss after tax of INR 115.98 lakhs and INR 119.86 lakhs, total comprehensive loss of INR 104.03 lakhs and INR 119.86 lakhs, for the quarter and year-to-date six-month period ended on 30 September 2019, respectively, and cash outflows (net) of INR 161.57 lakhs for the period ended 30 September 2019, as considered in the Statement. The Statement also includes the Group's share of net loss after tax of INR 310.97 lakhs and INR 563.06 lakhs and total comprehensive loss of INR 855.56 lakhs and INR 1,429.07 lakhs for the quarter and year to date period ended 30 September 2019, respectively, as considered in the Statement, in respect of fifteen associates and three joint ventures, based on their interim financial information, which have not been reviewed by their auditors, and have been furnished to us by the Holding Company's management. Our conclusion on the Statement, and our report in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read with SEBI Circular, in so far as it relates to the aforesaid subsidiaries, associates, joint ventures and branch, are based solely on such unreviewed interim financial information. According to the information and explanations given to us by the management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of this matter.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013



Neeraj Goel

Partner

Membership No.099514



UDIN: 19099514AAAFV3493

Place: Gurugram

Date: 14 November 2019

Walker Chandiook & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Cont'd)

Annexure 1

List of entities included in the Statement

Subsidiaries and step down subsidiaries of the Holding Company

1. Zuari Infracore India Limited
2. Zuari Infra Middle East Limited, a subsidiary of Zuari Infracore India Limited
3. Zuari Infracore SJM Properties LLC (Formerly known as SJM Elysium Properties LLC), a subsidiary of Zuari Infra Middle East Limited
4. Zuari Management Services Limited
5. Indian Furniture Products Limited
6. Simon India Limited
7. Zuari Investments Limited
8. Zuari Finserv Limited
9. Zuari Sugar and Power Limited
10. Gobind Sugar Mills Limited, a subsidiary of Zuari Investments Limited
11. Zuari Insurance Brokers Limited, a subsidiary of Zuari Finserv Limited
12. Zuari Commodity Trading Limited, a subsidiary of Zuari Finserv Limited (merged with Zuari Finserv Limited w.e.f 8 June 2019)

Joint ventures of the Holding Company

13. Zuari Indian Oil Tanking Private Limited, a Joint venture of Zuari Global Limited
14. Forte Furniture Products India Private Limited, a Joint venture of Zuari Global Limited
15. Soundarya IFPL Interiors Limited, a Joint venture of Indian Furniture Products Limited

Associates of the Holding Company

16. New EROS Tradecom Limited, an associate of Zuari Investments Limited
17. Zuari Agro Chemicals Limited, an associate of Zuari Global Limited
18. Mangalore Chemicals and Fertilisers Limited, a subsidiary of Zuari Agro Chemicals Limited
19. Adventz Trading DMCC, a subsidiary of Zuari Agro Chemicals Limited
20. Zuari Maroc Phosphates Private Limited, a joint venture of Zuari Agro Chemicals Limited
21. Paradeep Phosphates Limited, a subsidiary of Zuari Maroc Phosphates Private Limited
22. MCA Phosphates Pte. Limited, a joint venture of Zuari Agro Chemicals Limited
23. Fosfatos del Pacifico S.A, an associate of MCA Phosphates Pte. Limited
24. Zuari Yoma Agri Solutions Limited an associate of Paradeep Phosphates Limited
25. Brajbhumi Nirmaan Private Limited, an associate of Zuari Infracore India Limited
26. Pranati Niketan Private Limited, an associate of Zuari Infracore India Limited
27. Darshan Nirmaan Private Limited, an associate Zuari Infracore India Limited
28. Rosewood Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
29. Neobeam Agents Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
30. Mayapur Commercial Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
31. Nexus Vintrade Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
32. Bahubali Tradecom Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
33. Hopeful Sales Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
34. Divine Realdev Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
35. Kushal Infracore Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
36. Beatle Agencies Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
37. Suhana Properties Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited
38. Saket Mansions Private Limited, a subsidiary of Brajbhumi Nirmaan Private Limited

Branches of the Holding Company

39. Simon India Limited (KSA Branch)

