



GFL LIMITED (earlier known as Gujarat Fluorochemicals Ltd)

CIN : L24110GJ1987 PLC009362, Website : www.gflimited.co.in , email : contact@gflimited.co.in
Registered Office: 16/3, 26 & 27, Village Ranjitnagar, Taluka Goghamba, District Panchmahals, Gujarat 389 380

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2020

(Rs.in Lakhs)

Sr. No.	Particulars	Quarter ended 30 June 2020 (Unaudited)	Preceding Quarter ended 31 March 2020 (Audited)	Corresponding Quarter ended 30 June 2019 (Unaudited)	Year ended 31 March 2020 (Audited)
I	Revenue from operations (see Note 2)				
	Interest income	762	760	1,070	4,000
	Dividend income	-	-	-	528
	Commission income	34	25	140	246
	Net gain on fair value changes	2	10	-	13
	Total revenue from operations (I)	798	795	1,210	4,787
II	Other income (see Note 2)	-	1	-	1
III	Total Income (I+II)	798	796	1,210	4,788
IV	Expenses				
	Employee benefits expense	100	93	-	285
	Other expenses	13	31	12	103
	Total expenses (IV)	113	124	12	388
V	Profit before exceptional items and tax (III-IV)	685	672	1,198	4,400
VI	Exceptional items (see Note 4)	(53)	-	-	-
VII	Profit before tax (V-VI)	632	672	1,198	4,400
VIII	Tax expense				
	(1) Current tax	175	170	419	992
	(2) Deferred tax	(3)	(2)	-	(1)
	Total tax expense	172	168	419	991
IX	Profit for the year (VII-VIII)	460	504	779	3,409
X	Other Comprehensive Income				
	Items that will not be reclassified to profit or loss	(1)	(1)	-	(2)
	Income tax on above	(**)	(**)	-	(**)
	Total other comprehensive income (net of tax)	(1)	(1)	-	(2)
XI	Total comprehensive income for the period (IX+X) (Comprising Profit and Other Comprehensive Income for the period)	459	503	779	3,407
XII	Paid-up equity share capital (face value of Re 1 each)	1,099	1,099	1,099	1,099
XIII	Other Equity (excluding revaluation reserves) as shown in the Audited Balance Sheet of the previous year				1,18,113
XIV	Basic and Diluted Earnings per equity share (in Rs.)	0.42*	0.46*	0.71*	3.10

(*) Not Annualised

(**) Amount less than Rs. 1 lakh

Notes:

1. The above results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors at its meeting held on 10th September, 2020. The same have been subjected to Limited Review by the Statutory Auditors and they have issued unmodified review report.
2. On the basis of the last audited financial statements of the Company, viz. for the year ended 31st March 2020, the Company is required to be treated as a 'non-banking financial company' (NBFC) under section 45-I of the Reserve Bank of India Act, 1934 as the Company's financial assets are more than 50 per cent of its total assets and income from financial assets is more than 50 per cent of the gross income. Accordingly, the Company had applied for obtaining registration as Type-II NBFC-ND Company w.e.f. 1st April 2020 with the Reserve Bank of India (RBI). RBI has returned the said application with certain observations. The Company will take necessary action in this regard in consultation with its legal advisors. In view of above, the income from financial assets viz. interest, dividend, guarantee commission and fair value gains on investments, is now classified as 'revenue from operations' as against 'other income' and the figures for the previous periods have been reclassified accordingly.
3. The Board of Directors at their Meeting held on 13th March, 2020 have approved, subject to approval of its shareholders and creditors, and other regulatory approvals as may be required, including those of the Stock Exchanges, SEBI and the Hon'ble National Company Law Board Tribunal, a Scheme of Arrangement ("the Scheme") which envisages the following:
 - a) Part A - Amalgamation of its wholly-owned subsidiary Inox Renewables Limited into GFL Limited w.e.f. 1st April 2020, and
 - b) Part B - Demerger of the Renewable Energy Business (as more particularly defined in the Scheme) of GFL Limited into its wholly-owned subsidiary, Inox Wind Energy Limited, a newly incorporated company for the purpose of vesting of the Renewable Energy Business w.e.f. 1st July 2020.

As a consideration for the Part B of the Scheme, all the shareholders of GFL Limited will be issued one fully paid-up equity share of Rs. 10 each in Inox Wind Energy Limited, for every ten fully paid- up equity shares of Re. 1 each held by them in GFL Limited. The shares of Inox Wind Energy Limited will be separately listed.

The Company has submitted its application to the Stock Exchanges under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for obtaining their approval for the Scheme and has received their No Observation Letter in the matter. The Company has filed the Scheme with the Hon'ble National Company Law Tribunal and will take further action in this matter in accordance with the prescribed regulatory requirements. The effect of the Scheme will be given when the same is approved and becomes effective.

4. The 'exceptional item' represents expenses in connection with the above demerger scheme.
5. During the preceding year, as per the Scheme of Arrangement between GFL Limited ("GFL") and Gujarat Fluorochemicals Limited ("GFCL"), the Chemical Business Undertaking of GFL was transferred to and vested with GFCL. Accordingly, all the assets and liabilities pertaining to the Chemical Business Undertaking, as defined in the said scheme, stood transferred and vested into GFCL from the Appointed Date i.e. 1st April 2019. The immovable properties continue to be in the name of GFL since they are in the process of being registered in the name of GFCL. Further, in respect of the secured loans transferred to GFCL, the process of transfer of charges is in progress.
6. Since the segment information as per Ind-AS 108 'Operating Segments' is provided on the basis of consolidated financial results, the same is not provided separately for the standalone financial results.
7. Figures for the quarter ended 31st March 2020 represent the difference between the audited figures in respect of the full financial year and the published unaudited figures of nine months ended 31st December 2019 which were subject to limited review by the Auditors.

On behalf of the Board
For GFL Limited

Place: New Delhi
Date: 10th September 2020

D. K. Jain
Chairman and Managing Director



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Registered Office: 16/3, 26 & 27, Village Ranjitnagar, Taluka Goghamba, District Panchmahals, Gujarat 389 380

**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS
FOR THE QUARTER ENDED 30th JUNE, 2020**

(Rs.in Lakhs)

Sr. No.	Particulars	Quarter ended 30 June 2020 (Unaudited)	Preceding Quarter ended 31 March 2020 (Audited)	Corresponding Quarter ended 30 June 2019 (Unaudited)	Year ended 31 March 2020 (Audited)
I	Revenue from operations				
	Sale of products	5,296	19,631	24,901	89,628
	Sale of services	4,444	35,731	54,765	1,78,710
	Net gain on fair value changes	2	10	-	13
	Other operating revenue	107	401	691	2,026
	Total revenue from operations (I)	9,849	55,773	80,357	2,70,377
II	Other income	849	1,273	905	4,442
III	Total Income (I+II)	10,698	57,046	81,262	2,74,819
IV	Expenses				
	Cost of materials consumed	2,096	1,000	14,785	34,341
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	3,152	7,902	4,616	7,169
	Reduction in rentals (see Note 3)	(6,927)	(1,561)	-	(1,561)
	Employee benefits expense	4,839	5,555	5,749	23,704
	Power and fuel	377	2,304	3,454	11,908
	EPC, O&M, common infrastructure facility and site development expenses	1,968	5,365	7,454	26,227
	Film exhibition cost	-	9,373	12,989	49,646
	Foreign exchange fluctuation (gain)/loss (net)	(83)	744	(380)	1,171
	Finance costs	12,311	15,400	9,311	44,522
	Depreciation and amortisation expense	9,410	9,933	8,011	35,416
	Other expenses	3,605	31,492	12,459	70,020
	Net expenses (IV)	30,748	87,507	78,448	3,02,563
V	Share of profit/(loss) of associates	86	(75)	(7)	(51)
VI	Profit/(Loss) before exceptional items and tax (III-IV+V)	(19,964)	(30,536)	2,807	(27,795)

VII	Exceptional items (see Note 5)	(53)	-	-	-
VIII	Profit/(Loss) before tax (VI+VII)	(20,017)	(30,536)	2,807	(27,795)
IX	Tax expense				
	(1) Current tax	176	193	3,079	8,309
	(2) MAT Credit Entitlement	-	-	(458)	(10)
	(3) Deferred tax	(6,328)	(11,354)	(1,726)	(18,742)
	(4) Impact of net deferred tax asset remeasurement on account of change in tax rate	-	6,886	-	6,886
	(5) Tax pertaining to earlier years	-	(549)	-	(592)
	Total tax expense	(6,152)	(4,824)	895	(4,149)
X	Profit/(Loss) for the period (VIII-IX)	(13,865)	(25,712)	1,912	(23,646)
XI	Other comprehensive income				
	A) Items that will not be reclassified to profit or loss	48	(41)	(240)	(126)
	Income tax on above	(10)	14	84	44
	B) Items that will be reclassified to profit or loss	-	-	82	82
	Income tax on above	-	-	(29)	(29)
	Total other comprehensive income (net of tax)	38	(27)	(103)	(29)
XII	Total comprehensive income for the period (X+XI) (Comprising Profit/(Loss) and Other Comprehensive Income for the period)	(13,827)	(25,739)	1,809	(23,675)
	Profit/(Loss) for the period attributable to:				
	- Owners of the Company	(7,303)	(13,640)	1,264	(12,337)
	- Non-controlling interests	(6,562)	(12,072)	648	(11,309)
	Other comprehensive income for the period attributable to:				
	- Owners of the Company	24	(13)	(56)	(12)
	- Non-controlling interests	14	(14)	(47)	(17)
	Total comprehensive income for the period attributable to:				
	- Owners of the Company	(7,279)	(13,653)	1,208	(12,349)
	- Non-controlling interests	(6,548)	(12,086)	601	(11,326)
XIII	Paid-up equity share capital (face value of Re 1 each)	1,099	1,099	1,099	1,099
XIV	Other Equity (excluding revaluation reserves) as shown in the audited Balance Sheet of the previous year				2,16,774
XV	Basic and Diluted Earnings per equity share of Re. 1 each (in Rs.)				
	- Basic and Diluted (in Rs.)	(12.62) *	(23.41) *	1.74 *	(21.53)

(*) Not Annualised

UNAUDITED CONSOLIDATED SEGMENT REPORTING

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended 30 June 2020 (Unaudited)	Preceding Quarter ended 31 March 2020 (Audited)	Corresponding Quarter ended 30 June 2019 (Unaudited)	Year ended 31 March 2020 (Audited)
1	Segment Revenue				
a)	Wind Energy Business	9,746	18,487	30,815	80,022
b)	Power	97	127	264	682
c)	Theatrical Exhibition	25	37,158	49,301	1,89,744
	Total Segment Revenue	9,868	55,772	80,380	2,70,448
	Less: Inter Segment Revenue				
a)	Wind Energy Business	21	9	23	84
	Total External Revenue	9,847	55,763	80,357	2,70,364
2	Segment Result				
a)	Wind Energy Business	(4,496)	(19,498)	2,488	(19,556)
b)	Power	(242)	(264)	(186)	(916)
c)	Theatrical Exhibition	(3,736)	3,601	8,930	33,265
	Total Segment Result	(8,474)	(16,161)	11,232	12,793
	Add: Un-allocable Income (Net of unallocable expenses)	821	1,026	886	3,934
	Less: Finance costs	(12,311)	(15,401)	(9,311)	(44,522)
	Profit/(Loss) before exceptional items and tax	(19,964)	(30,536)	2,807	(27,795)
3	Segment Capital Employed				
I	Segment Assets				
a)	Wind Energy Business	4,80,412	4,69,640	4,79,090	4,69,640
b)	Power	36,006	35,419	47,405	35,419
c)	Theatrical Exhibition	3,49,727	3,62,483	3,25,094	3,62,483
d)	Others, Un-allocable and Corporate	89,905	91,078	56,824	91,078
	Total Segment Assets	9,56,050	9,58,620	9,08,413	9,58,620
II	Segment Liabilities				
a)	Wind Energy Business	2,29,740	2,15,583	1,36,120	2,15,583
b)	Power	8,374	3,678	1,137	3,678
c)	Theatrical Exhibition	2,96,267	3,03,320	2,73,622	3,03,320
d)	Others, Un-allocable and Corporate	1,15,882	1,16,856	1,47,551	1,16,856
	Total Segment Liabilities	6,50,263	6,39,437	5,58,430	6,39,437

III	Segment Capital Employed				
a)	Wind Energy Business	2,50,672	2,54,057	3,42,970	2,54,057
b)	Power	27,632	31,741	46,268	31,741
c)	Theatrical Exhibition	53,460	59,163	51,472	59,163
d)	Others, Un-allocable and Corporate	(25,977)	(25,778)	(90,727)	(25,778)
	Total Capital Employed	3,05,787	3,19,183	3,49,983	3,19,183

Notes:

- The above results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors at its meeting held on 10th September, 2020. The same have been subjected to Limited Review by the Statutory Auditors and they have issued unmodified review report.
- In the case of the holding company, on the basis of its last audited financial statements, viz. for the year ended 31st March 2020, the Company is required to be treated as a 'non-banking financial company' (NBFC) under section 45-I of the Reserve Bank of India Act, 1934 as the Company's financial assets are more than 50 per cent of its total assets and income from financial assets is more than 50 per cent of the gross income. Accordingly, the Company had applied for obtaining registration as Type-II NBFC-ND Company w.e.f. 1st April 2020 with the Reserve Bank of India (RBI). RBI has returned the said application with certain observations. The Company will take necessary action in this regard in consultation with its legal advisors. In view of above, income of the holding company from financial assets viz. interest, dividend, guarantee commission and fair value gains on investments, after elimination on consolidation, is now classified as 'revenue from operations' as against 'other income' and the figures for the previous periods have been reclassified accordingly.
- Impact of COVID-19 pandemic on the Group:

- On the theatrical exhibition business: The COVID-19 pandemic and the resultant lockdown declared by the Government of India in March 2020 has impacted the entire entertainment industry and consequently the multiplex business of the Group is also adversely affected. The cinema exhibition sector is not yet permitted to commence operations. The Group has taken effective steps to reduce its operational costs in all areas.

Amongst the steps taken to reduce operational costs, the Company has invoked the force majeure clause under various lease agreements for its multiplex premises, contending that rent and CAM charges for the shutdown period on account of COVID-19 pandemic are not payable. Accordingly, the Company has recognised Rs 6,927 lakhs towards reduction of such rentals and has also not recognised expense of Rs 2,091 lakhs towards CAM charges for the period ended 30 June 2020. In accordance with principles of fair presentation, the reduction in rentals has been disclosed as a separate line item in the financial results. The amount of reduction in rent and CAM charges which is yet to be confirmed in writing for the quarter ended 30 June 2020 is Rs. 8,602 lakhs (cumulative amount up to 30 June 2020 is Rs. 9,845 lakhs).

- On the wind energy business: Considering that the Wind Energy business of Group manufactures Wind Turbine Generator in Renewable Energy which is considered to be an essential service, the management believes that the impact of this outbreak on the business and financial position will not be significant.

In developing the assumptions relating to the possible future uncertainties, the Group has considered all relevant internal and external information available up to the date of approval of the financial statements and the Group has used the principles of prudence in applying judgements, estimates and assumptions including sensitivity analysis. Given the continuing uncertainties due to the COVID- 19 pandemic, its actual impact may be different from that estimated as on the date of approval of these financial statements, which will require the impact assessment on the Group's operations to be continuously monitored.

- The Board of Directors at their Meeting held on 13th March 2020 have approved, subject to approval of its shareholders and creditors, and other regulatory approvals as may be required, including those of the Stock Exchanges, SEBI and the Hon'ble National Company Law Board Tribunal, a Scheme of Arrangement ("the Scheme") which envisages the following:

- a) Part A - Amalgamation of its wholly-owned subsidiary Inox Renewables Limited into GFL Limited w.e.f. 1st April 2020, and
- b) Part B - Demerger of the Renewable Energy Business (as more particularly defined in the Scheme) of GFL Limited into its wholly-owned subsidiary, Inox Wind Energy Limited, a newly incorporated company for the purpose of vesting of the Renewable Energy Business w.e.f. 1st July 2020.

As a consideration for the Part B of the Scheme, all the shareholders of GFL Limited will be issued one fully paid-up equity share of Rs. 10 each in Inox Wind Energy Limited, for every ten fully paid-up equity shares of Re. 1 each held by them in GFL Limited. The shares of Inox Wind Energy Limited will be separately listed.

The Company has submitted its application to the Stock Exchanges under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for obtaining their approval for the Scheme and has received their No Observation Letter in the matter. The Company has filed the Scheme with the Hon'ble National Company Law Tribunal and will take further action in this matter in accordance with the prescribed regulatory requirements. The effect of the Scheme will be given when the same is approved and becomes effective.

5. The 'exceptional item' represents expenses in connection with the said demerger scheme.
6. During the preceding year, as per the Scheme of Arrangement between GFL Limited ("GFL") and Gujarat Fluorochemicals Limited ("GFCL"), the Chemical Business Undertaking of GFL was transferred to and vested with GFCL. Accordingly, all the assets and liabilities pertaining to the Chemical Business Undertaking, as defined in the said scheme, stood transferred and vested into GFCL from the Appointed Date i.e. 1st April 2019. The immovable properties continue to be in the name of GFL since they are in the process of being registered in the name of GFCL. Further, in respect of the secured loans transferred to GFCL, the process of transfer of charges is in progress.
7. During the preceding year, based on the evaluation carried out, one of the subsidiaries, Inox Leisure Limited, proposes to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 from 1st April 2020. Consequently, the net deferred tax asset as at 31st March 2020 is remeasured on the basis of the tax rate prescribed in the said section and the impact of this remeasurement of Rs. 6,886 lakhs is charged to profit and loss for the quarter and year ended 31st March 2020.
8. As per Ind AS 108 – 'Operating Segments' the Group has following reportable segments:
 - a) Wind Energy Business – Comprising of manufacture and supply of Wind Turbine Generators (WTGs), providing related Erection, Procurement & Commissioning (EPC), Common Infrastructure Facility, Operation & Maintenance (O&M) and Site Development services.
 - b) Power - Comprising of Power Generation.
 - c) Theatrical Exhibition – Comprising of operating and managing multiplex cinema theatres.

The amount of expenditure capitalized in the Consolidated Financial Results represents cost of WTGs manufactured and services for their erection and commissioning provided by Wind Energy Business segment and capitalized in other segments.

9. Figures for the quarter ended 31st March 2020 represent the difference between the audited figures in respect of the full financial year and the published unaudited figures of nine months ended 31st December 2019 which were subject to limited review by the Auditors.

On behalf of the Board of Directors
For GFL Limited

Place: New Delhi
Date: 10th September, 2020

D. K. JAIN
Managing Director