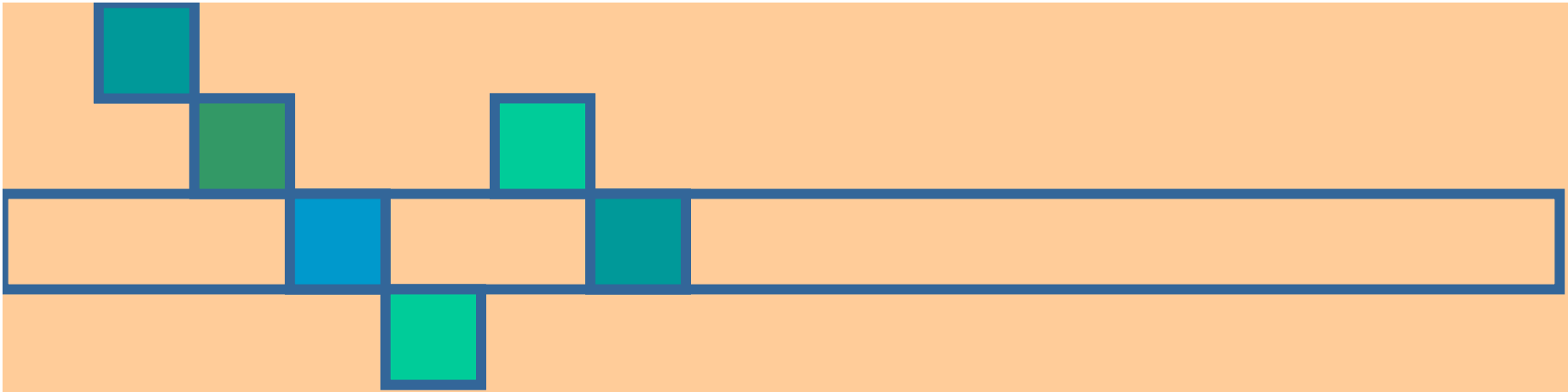


A Story of a FAILED IT  
Giant: Case of Silverline  
Technologies Limited

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Ram Kumar Kakani

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The views expressed herein  
are personal





# About Silverline and Some Case Facts



# Silverline's Fall from Grace

Silverline's  
Downfall  
Caused By

```
graph TD; A[Silverline's Downfall Caused By] --> B[External Environment Induced (Recession plus M&A Induced)]; A --> C[Systematic Manipulation of Accounting Policies and Practices];
```

External  
Environment  
Induced (Recession  
*plus* M&A Induced)

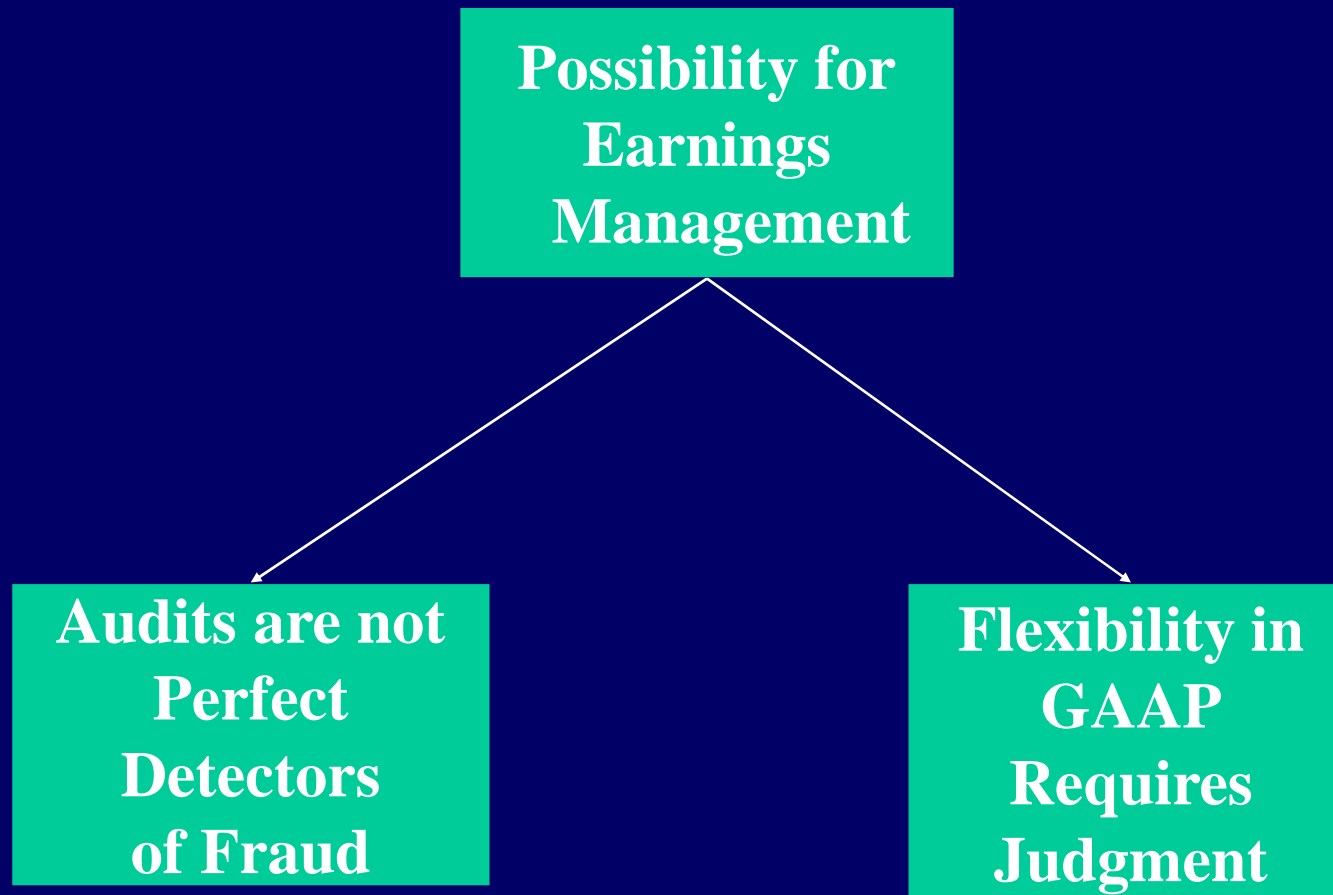
Systematic Manipulation  
of Accounting Policies  
and Practices

# Silverline *Ki Kahani*

Year	1997	1998	1999	2000	2001	2002	2004
Sales (Crores)	77	83	110	195	310	175	NA
PAT (Crores)	22	24	41	70	131	34	NA
Equity (Crores)	38	43*	64	64	86**	108***	120
Net worth (Rs Crores)	95	119	174	462	1,206	1,123	NA
RoNW	24%	20%	23%	17%	11%	4%	--Ve
Share Price (Rs.)	32	90	250	1300	250	150	5
Market Cap. (Rs. Crores)	122	387	1,600	8,320	2,150	1,620	60
Promoter Stake	60%	73%	73%	31%	23%	15%	0.07%
Auditor	DHS	DHS	DHS	DHS	DHS	Vish.	CGSN
Subsidiaries	1	1	2	1	3	4	-

- STL's Marketing Company till 1999 (Probable)
- STL Investments of WoS (> Rs 300 Crores)
- STL Loans & Advances ... related parties
- STL Debtors / Receivables of WoS
- Contingent Liabilities
- Bank / Corporate Guarantees
- Other Board of Directors ... Questionable
- High Figures on 30 Jun. 2002
  - Large number of litigations
  - STL Investments in others (incubators)
- Other Issues – Auditors Payments, Managerial Remuneration, Board Meetings Attended, Commitment of Funds, Resignation of Independent Directors

# Why Financial Reporting Procedures and Practices be misused (for self benefits)?



# Degree of Earnings Management

- Employment of conventional GAAP Flexibility
- Employment of Flexibility that strains GAAP
- Behaviour Beyond the Boundaries of GAAP
  - Understating liabilities
  - Fraudulent Financial Reporting



A decorative graphic consisting of a horizontal double-line bar with several squares of various colors (blue, green, cyan) placed at intervals along it. Some squares are positioned above the bar, some below, and some overlap it.

Part I

**The Five**

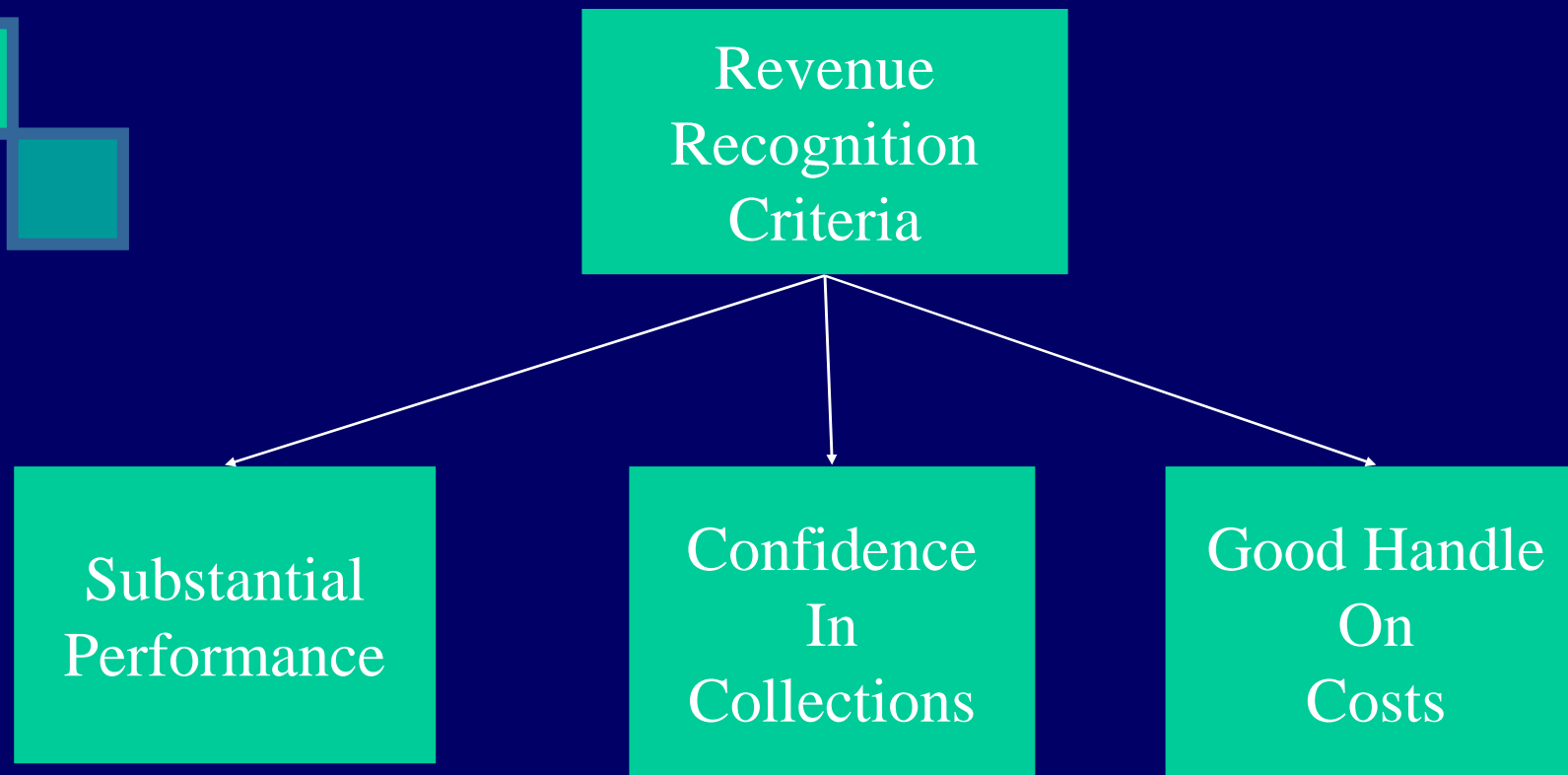
**Ploys**

# The Five Ploys

- Recognizing revenue early
- Recording fictitious revenue
- Overstating assets to defer expenses
- Understating liabilities
- Taking big baths

# Ploy 1: Recognize Revenue Early

Firms often recognize revenue before they qualify to do so



## Ploy 2: Record Fictitious Revenue

Firms record fictitious revenue by employing aggressive accounting procedures or by conducting outright fraud.

Examples include:

- Recording revenue when the firm ships goods to its own off-site warehouses even though the goods (or services) have not yet been purchased by customers.
- Grossing up revenue, e.g., recording large amounts of revenue along with offsetting cost of sales for swap transactions, etc.
- Selling goods to affiliated parties, which may technically qualify as sales under GAAP (if the affiliates are not consolidated) but which are primarily conducted to increase reported revenue.
- Recording investment income as operating revenue.
- Otherwise recording revenue that lacks economic substance.

# Ploy 3: Overstating Assets to Understate Expenses

Examples:

- Capitalizing expenditures as assets rather than recording them as an expense.
- Failing to write down assets which have permanently declined in value (i.e., the PV of expected cash flows is less than book value).
- Failing to properly amortize intangible assets when impairment occurs.
- Otherwise overstating assets, e.g., ending inventory.
- Understate reserves for bad debts, inventory, etc.

# Ploy 4: Understate Liabilities to Understate Expenses

Examples:

- Simply ignoring invoices when received.
- Recording revenue when cash is received even though services have not yet been performed (this cash should be recorded as an unearned revenue liability).
- Ignoring lawsuits and other contingent liabilities that are likely to be realized.

# Ploy 5: Take Big Baths

Firms sometimes record large special charges in the current period. These charges set up reserve accounts that reduce recorded expenses in later periods.

- Theory: Investors will largely ignore the one-time charge, and by taking the charge today the income statement will look stronger in the future.

**Special Charges:** Primarily asset write-offs of goodwill, inventory, or PP&E (asset impairments).

**Restructuring Charges:** Restructuring charges are associated with major changes in an entity's business and/or strategy, such as divestment of business units, termination of employees with severance packages, etc.

A decorative graphic consisting of several squares in shades of blue, cyan, and green, arranged in a pattern that suggests a staircase or a path. Two horizontal lines run across the top of the slide, with the squares appearing to be placed on or near these lines.

## Part II

# Detecting the Ploys



# Audit Report

## Look For:

- A qualified opinion
- Any reservations the auditors may express regarding the financials
- Any changes in accounting methods the auditors highlight

# Proxy Statements

## Look for:

- Executive stock options, which often provide the incentive for earnings management
- Related-party transactions, which can be used to inflate reported revenue or hide liabilities
- Litigation that is not accrued on the financials
- Changes in auditors which may relate to disputes.

# Financial Statement Investigation

Analyze financial statement metrics:

- Across firms in the same industry (e.g., cross-sectional analysis), and
- Over time for the same firm (e.g. cross-time analysis).

**Key Point:** Note that the indicators listed (herein) often can be interpreted two ways. On the one hand, they could reflect earnings management. On the other hand, they could reflect actual strength or improvement for the firm. Therefore, when an indicator is detected, it simply means that further analysis must be conducted to distinguish between actual strength and feigned strength

# Insights on Silverline Technologies

- Never be part of a company with a very complicated organization *or* business model
- Lack of Financial Transparency
- Huge Related Party Transactions
- Stock Price Manipulations
- Insider Trading
- Stress on Quality of Management

# What is Corporate Governance?

- Corporate Governance is *taking into account all stakeholders interests ...*
- In other words, not to misuse powers (*given by some others*) is the essence of corporate governance
- Corporate Governance in India is very different from western countries –
  - It starts with differences in the ownership patterns itself.
  - Regulators and institutional intermediaries often succumb to pressures (and also take time to respond ... but they do respond) ... so implementation of corporate governance norms is slow, stuttered and weak.
  - Most (retail) investors lack capability, have poor awareness.

- Corporate(s) and its managers (specially owner-managers) often tend to do things that are legal but questionable.
- Silverline is an extreme example in that direction. (As pointed by Prof. K R S Murthy), the corporate governance questions are:
  - Why do business leaders do things they know should not be done?
  - What are the pressures or fears that force them to do so?
  - How can they be helped to be more integral to their own beings?
  - How can the board of directors play a more useful role?

# Basic Financial Management


- How much of Finance did we cover in BFM? ... ☺
- In the area of Finance - what more needs to be done?
- Our focus was on connecting text book to practical aspects through ... Take Home Assignments, Class Discussions, etc.
- Why was this course tailored so differently? ... albeit in such a non-student friendly way
- ... Say, in terms of, question papers, evaluations, rigour, toughness, pressure
- Everyone has a way of interpreting the Goal ... help student
- Evaluation Fairness? Feedback Time? Value Addition?

→ Please note that all slides (and notes) were compilations from various books and presentations.

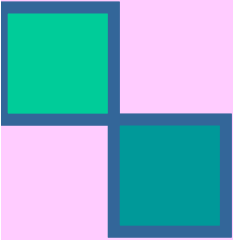
→ In other words, neither I've created anything **NEW** nor I shall create any (in future) ... every bit is not mine.

→ They are only with the sole purpose of good class discussion.





■ I take back the prejudice against any person(s) or communities conveyed during the teaching?



■ I apologize if anyone is hurt/upset by the same ... it was to drive home the point

■ In fact, all types of communities do add learning value to the society in their own way



■ Feedback for improving the course and its delivery are welcome

## Acknowledgements

to

Bincymol PJ, Dhiraj Shahi, Lizamma James,  
Vasudha Singhania and to ...

all those who added value to me (or blessed  
me) ...

**One bit of advice ...**

**You may also think of doing something for  
the underprivileged or the unfortunate ...**