

**Independent Auditor's Report on the Financial Results of the Company Pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To

**The Board of Directors of  
Aditya Medisales Limited**

**Report on the audit of the Financial Results Opinion**

We have audited the accompanying statement of financial results of Aditya Medisales Limited (the "Company"), for the year March 31, 2020 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net loss and other comprehensive loss and other financial information of the Company for the year ended March 31, 2020.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter paragraph - Assessment of COVID-19 Impact**

We draw attention to Note 8 to the Financial Result, which describes the economic and social disruption as a result of COVID-19 pandemic of the Company's business and financial metrics including the Company's estimates of impairment of loans to customers and investments, which are highly dependent on uncertain future developments.

Our opinion is not modified in respect of this matter.

Office Address: F-99, First Floor, Prime Mall, Irla, Vile Parle West, Mumbai 400056  
Regd. Address: 502, Shankar Mahal, Dadabhai Road, Vile Parle West, Mumbai 400056  
✉ kshitij.shah@ksaa.in | info@ksaa.in ☎ +91 9833090077 📠 +91 22 49724304



## **KSHITIJ SHAH & ASSOCIATES** CHARTERED ACCOUNTANTS

### **Management's Responsibilities for the Financial Results**

The Statement has been prepared on the basis of the annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate

internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

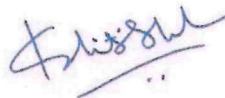
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Further, we report that the figures for the half year ended March 31, 2020 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2020 and the published unaudited figures for the half year ended September 30, 2019, which were subjected to a limited review by us, as required under the Listing Regulations.

**For Kshitij Shah & Associates**

(Chartered Accountants)

ICAI Firm registration number: 0138439W



**Kshitij S. Shah**

Proprietor

Membership Number: 144663

Place: Mumbai.

Date: 30<sup>th</sup> September, 2020



**Aditya Medisales Limited**

402, 4 th Floor, R.K. Centre, Fatehgunj Main Road, Baroda - 390 002

**Statement of Audited Standalone Financial Results for the Year Ended March 31 2020**

Rs. In Lacs

Particulars	For half year ended 31st March 2020	For half year ended 31st March 2019	For year ended 31st March 2020	For year ended 31st March 2019
<b>1 Income</b>				
a) Revenue from operations	304.12	201.52	566.30	506.48
b) Other income	7,310.16	3,217.55	11,036.74	3,722.40
<b>Total Income (1a+1b)</b>	<b>7,614.28</b>	<b>3,419.07</b>	<b>11,603.04</b>	<b>4,228.88</b>
<b>2 Expenses</b>				
a) Purchases of Stock-in-Trade	128.53	-	128.53	-
b) Changes in inventories of stock-in-trade	-	-	-	-
c) Employee Benefits expense	26.48	28.39	63.42	62.38
d) Finance costs	6,351.84	294.76	10,100.46	560.88
e) Depreciation and amortization expenses	66.49	67.61	134.96	137.01
f) Other expenses	575.98	7,582.31	576.72	7,593.47
<b>Total Expenses (2a to 2f)</b>	<b>7,149.32</b>	<b>7,973.07</b>	<b>11,004.09</b>	<b>8,353.74</b>
<b>3 Profit before tax (1-2)</b>	<b>464.96</b>	<b>(4,554.00)</b>	<b>598.95</b>	<b>(4,124.86)</b>
<b>4 Tax Expenses</b>	<b>(239.84)</b>	<b>795.50</b>	<b>(283.80)</b>	<b>467.47</b>
<b>5 Profit / (Loss) from continuing operations (3-4)</b>	<b>704.81</b>	<b>(5,349.50)</b>	<b>882.75</b>	<b>(4,592.33)</b>
<b>6 Profit / (Loss) from discontinuing operations before tax (Note : 6)</b>	<b>(142.27)</b>	<b>(732.13)</b>	<b>(2,120.83)</b>	<b>(499.33)</b>
<b>7 Tax expenses of discontinued operations</b>		<b>(5.48)</b>		<b>-</b>
<b>8 Profit / (Loss) from discontinuing operations after tax (Note : 6)</b>	<b>(142.27)</b>	<b>(726.65)</b>	<b>(2,120.83)</b>	<b>(499.33)</b>
<b>9 Profit / (Loss) for the period (5+8)</b>	<b>562.55</b>	<b>(6,076.15)</b>	<b>(1,238.07)</b>	<b>(5,091.66)</b>
<b>10 Other Comprehensive income (OCI) (Net of tax)</b>				
(i) Items that will not be reclassified to the Statement of Profit and Loss				
- Remeasurement of defined employee benefit plans **				
- Net gain / (loss) on equity instruments through OCI	(16,450.33)	(65,235.62)	(55,683.77)	(13,707.57)
(ii) Income Tax relating to above items	0.19	0.04	0.09	(0.02)
<b>Total other comprehensive income (net of tax)</b>	<b>(16,450.14)</b>	<b>(65,235.58)</b>	<b>(55,683.68)</b>	<b>(13,707.59)</b>
<b>11 Total Comprehensive income/(Loss) for the period(9+10)</b>	<b>(15,887.59)</b>	<b>(71,311.73)</b>	<b>(56,921.75)</b>	<b>(18,799.25)</b>
<b>12 Paid-up equity share capital (81,13,000 shares of Face Value of Rs. 10/- each)</b>	<b>811.30</b>	<b>811.30</b>	<b>811.30</b>	<b>811.30</b>
<b>13 Earnings per share(For continuing operations) (not annualised for the interim periods):</b>				
Basic & diluted	0.87	(6.59)	1.09	(5.66)
<b>Earnings per share (For discontinuing operations)(not annualised for the interim periods):</b>				
Basic & diluted	(0.18)	(0.90)	(2.61)	(0.62)
<b>Earnings per share (not annualised for the interim periods):</b>				
Basic & diluted	0.69	(7.50)	(1.53)	(6.28)
<b>Debt Equity Ratio</b>			<b>0.84</b>	<b>0.07</b>
<b>Debt Service Coverage Ratio</b>			<b>1.07</b>	<b>6.11</b>
<b>Interest Service Coverage Ratio</b>			<b>1.06</b>	<b>6.35</b>

\*\* OCI impact on remeasurement of Defined Employee Benefit Plans is insignificant and hence ignored.



Statement of Audited Standalone Assets and Liabilities as at March 31 2020

Rs. In Lacs

Particulars	As at March 31 2020	As at March 31 2019
<b>I ASSETS</b>		
<b>1) Non-current Assets</b>		
a) Property, Plant and Equipment	2,964.60	3,099.56
b) Financial Assets		
i) Investments in Associates	12,885.54	12,885.54
ii) Other Investments	149,236.30	203,711.87
ii) Loans	-	-
iv) Other financial assets	-	-
<b>Total Non-current Assets</b>	<b>165,086.44</b>	<b>219,696.96</b>
<b>2) Current Assets</b>		
a) Inventories	-	-
b) Financial Assets		
i) Investments	-	-
ii) Trade receivables	4,731.69	5,540.67
iii) Cash and Cash Equivalents	93.93	5,316.75
iv) Bank balances other than (iii) above	4.36	3.12
ii) Loans	133,427.84	2,978.52
iv) Other financial assets	-	-
c) Other Current Assets	209.75	141.22
d) Current Tax Assets (Net)	2,209.48	1,229.80
e) Assets classified as held for sale and discontinued operations	-	65,495.48
<b>Total Current Assets</b>	<b>140,677.05</b>	<b>80,705.57</b>
<b>Total Assets</b>	<b>305,763.49</b>	<b>300,402.53</b>
<b>II EQUITY AND LIABILITIES</b>		
<b>1) Equity Share Capital</b>		
a) Equity Share Capital	811.30	811.30
b) Other Equity	160,693.64	216,763.86
<b>Total Equity</b>	<b>161,504.94</b>	<b>217,575.16</b>
<b>2) LIABILITIES</b>		
<b>1 Non-current Liabilities</b>		
a) Financial Liabilities		
i) Borrowings	128,742.32	-
ii) Other financial liabilities	-	-
b) Provisions	3.65	2.08
c) Deferred Tax Liabilities (Net)	542.10	825.82
d) Other non-current liabilities	0.14	-
<b>Total non-current liabilities</b>	<b>129,288.21</b>	<b>827.89</b>
<b>2 Current Liabilities</b>		
a) Financial Liabilities		
i) Borrowings	6,166.64	15,000.00
ii) Trade payables	149.23	-
(includes total outstanding dues of micro enterprises and small enterprises Rs.Nil(Previous period: Rs.Nil))		
iii) Other Financial Liabilities	8,532.27	-
b) Other Current Liabilities	116.69	-
c) Provisions	5.52	14.92
d) Liabilities directly associated with discontinued operations	-	66,984.56
<b>Total current liabilities</b>	<b>14,970.35</b>	<b>81,999.48</b>
<b>Total liabilities</b>	<b>144,258.55</b>	<b>82,827.37</b>
<b>Total Equity and Liabilities</b>	<b>305,763.49</b>	<b>300,402.53</b>
	0.00	-0.00

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## Notes

- 1 The above results have been reviewed by Audit committee and have been approved and taken on record by the Board of Directors at their respective meetings held on September 30, 2020. The Statutory auditors of the Company have carried out the audit of the aforesaid results.
- 2 The above results have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).  
The Company has adopted Ind AS from April 1 2019 with effective transition date of April 1 2018 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles as laid down in Ind AS, prescribed under section 133 of the Companies Act 2013 ('the Act') read with relevant rules issued thereunder and the other accounting principles generally accepted in India.  
This transition to Ind AS has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder, guidelines issued by the Ministry of Corporate Affairs ('MCA') and other generally accepted accounting principles in India (collectively referred to as 'the Previous GAAP'). Accordingly, the impact of transition has been adjusted in the opening reserves as at April 1 2018 and the corresponding adjustments pertaining to comparative previous period as presented in these financial results have been restated/reclassified in order to conform to current period presentation.
- 3 The figures for the half year ended March 31, 2020 and March 31, 2019 represent the difference between the audited figures for the year ended March 31, 2020 and March 31, 2019 and the unaudited (subject to Limited Review) figures for the half-year ended September 30, 2019 and September 30, 2018.
- 4 As required by paragraph 32 of Ind AS 101, the net profit reconciliation between the figures previously reported under Previous GAAP and restated as per Ind AS for half-year and year ended March 31 2019 are as under

Particulars	Half-year ended March 31, 2019	Year ended March 31, 2019
Net Profit after tax as reported under previous GAAP	-5,121.17	-4,141.42
Adjustments resulting in increase decrease in net profit after tax as reported under previous GAAP		
Fair valuation of financial assets at fair value through profit and loss (net of tax)	-4.27	-0.14
Expected Credit loss provision (net of tax)	-99.35	-99.35
Reversal of share of profit from Partnership firm	-850.75	-850.75
Profit after tax as reported under Ind AS	-6,075.54	-5,091.66
Other comprehensive income / (loss) (net of tax) :		
Net gain / (loss) on equity instruments through OCI	-65,235.96	-13,707.59
Total comprehensive income as reported under Ind AS	-71,311.73	-18,799.25

- 5 As required by paragraph 32 of Ind AS 101, equity reconciliation between the figures previously reported under Previous GAAP and restated as per Ind AS as at April 1 2018 and March 31 2019 are as under:

Particulars	As at March 31, 2019	As at April 01, 2018
Equity as reported under previous GAAP	16,747.82	20,889.25
Fair valuation of financial assets at fair value through profit and loss	3.68	3.89
Expected credit loss provision	-221.45	-68.74
Net deferred tax assets / (liabilities) on above adjustments	75.88	22.44
Reversal of Mutual fund Gain	-3.38	-
Reversal of profit from partnership firm	-850.72	0.03
Other Comprehensive Income	2,01,823.33	2,15,530.92
Equity as per Ind AS	2,17,575.16	2,36,377.79

- 6 Discontinued Operations  
On 7th October, 2019, the Company transferred assets and liabilities of its discontinued Pharmaceutical Distribution business, and accordingly the results of the Company have considered the impact of the discontinued Pharmaceutical Distribution business in accordance with the requirements of IND AS 105 - Non-current Assets Held for Sale and Discontinued Operations. As per the requirements of the standard, (i) the results of the previous comparative year have also been re-presented, and to that extent, they are not comparable with the actual results of the previous year and (ii) Loss on disposal of assets and liabilities of the discontinued business have been recognised in statement of profit and loss.

Particulars	From 1st Apr 19 to 7th Oct 19 in Year-ended Mar 20 Profit & Loss Account	For Year-ended Mar19 Profit & Loss Account
Revenues and Other Income :	13,632.33	8,92,958.15
Expenses :	11,229.86	8,93,457.48
Loss on disposal of discontinued business	-4,523.30	Nil
Profit/ (Loss) before Tax :	-2,120.83	-499.33

- 7 Impact of IND AS 116 "Leases"



Ind AS 116 Leases is effective with initial application date of April 1, 2019. The Company has terminated or is in process of terminating lease agreements for warehouses of its Pharma products trading business, which will be completed before year-ending March 31, 2020. These leases pertain to discontinuing operations of trading pharma products. As such, the Company has availed recognition exemption As per Para C10 (c) of the Standard to account these Leases for which the lease term ends within 12 months of the date of initial application as short-term leases. Accordingly, there is no impact on opening balance of retained earnings as on April 01, 2019 and on profit and loss account for the year ended March 31 2020.

COVID-19 has not impacted normal business operations and volumes of the Company significantly. Necessary precautions to ensure hygiene, safety, and wellbeing of all our employees at all offices have been implemented. The Company has considered the possible effects COVID-19 may have on the recoverability and carrying value of its assets.

Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

The Company has issued following two rated secured listed redeemable non-convertible debentures (NCDs) of :

- i) Rs 50,000 lacs on August 28, 2019, which have been rated "ACUITE AA+ (CE)" by Acuite Ratings & Research Limited.
- ii) Rs 30,000 lacs on February 13, 2020, which have been rated "ACUITE AA+ (CE)" by Acuite Ratings & Research Limited.

These standalone audited financial results have been prepared pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Certain required ratios and additional disclosures have been presented in these standalone audited financial results.

(i) Debt Equity Ratio = (Long-term Borrowings + Short-term Borrowings + current maturities of Long-term Borrowings) / (Equity Share Capital + Other Equity excluding Capital Reserve)

(ii) Debt Service Coverage Ratio = Earnings before Interest Expense (Finance Costs) and Tax and non cash operating expenses / (Interest Expense (Finance Costs) + Principal Repayment made during the period for long-term borrowings)

(iii) Interest Service Coverage Ratio = Earnings before Interest Expense (Finance Costs) and Tax / Interest Expense (Finance Costs)

(iv) Asset cover available as on March 31, 2020 is 2.26 times. Asset Cover = (Total Assets - Intangible Assets - Current Liabilities excluding Short-term Borrowings and current maturities of Long-term Borrowings) / (Long-term Borrowings + Short-term Borrowings + current maturities of Long-term Borrowings).

(v) Details of due dates of payment of interest and repayment of principal:


Particulars	Rated, Listed, Secured, Zero Coupon, Redeemable, Transferable, Non-Convertible Debentures of Rs 50,000 lacs	Rated, Listed, Secured, Zero Coupon, Redeemable, Transferable, Non-Convertible Debentures of Rs 30,000 lacs
Previous due date for payment of Interest	Not Applicable	Not Applicable
Next due date for payment of Interest	Not Applicable	Not Applicable
Amount of Interest (Rs. In Lacs)	17,417.85*	10,368*
Repayment of principal (Rs. In Lacs)	50,000	30,000
Due Date for the Repayment of Principal	September 12, 2022	February 28, 2023
Redemption Amount (Rs. In Lacs)	67,417.85	40,368.00

\* Interest Payable on redemption

(vi) Net worth of the Company as on March 31 2020 is Rs. 1,61,504.94 Lacs

Date: September 30, 2020  
Place: Mumbai

For and on behalf of the Board

  
Bhushan Mehta  
Whole time Director

