DIRECTORS' REPORT

To
The Members,
Angel Wellness Private Limited

Your Directors have pleasure in presenting their 9th Annual Report on the business and operations of the Company and the annual accounts for the financial year ended 31st March, 2020.

1. FINANCIAL SUMMARY OF THE COMPANY:

Amount (in Rs.)

FINANCIAL HIGHLIGHTS	2019-20	2018-19
Total Revenue	52,069,345	49,972,094
Total Expenditure	107,481,980	96,754,118
Profit / (Loss) before Interest, Depreciation and Tax	**(88,135,173)**	**(74,075,139)**
Finance Costs	20,648,009	16,344,391
Depreciation and Amortization Expense	12,074,529	10,948,723
Profit / (Loss) Before Tax	**(55,412,635)**	**(46,782,024)**
Extra-ordinary item	-	-
Profit before tax and after extraordinary item	**(55,412,635)**	**(46,782,024)**
Provision for Tax (including deferred tax)	5,222,785	(1,986,789)
Profit / (Loss) After Tax	**(60,635,420)**	**(44,795,235)**
Balance brought forward	(171,944,026)	(127,096,647)
Balance in Statement of Profit and Loss	**(232,679,032)**	**(171,944,026)**
Earnings Per Share	(4.85)	(3.58)

2. DIVIDEND:

No Dividend was declared for the current financial year due to loss incurred by the Company.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR:

The Company achieved a positive growth in gross revenue which increased from Rs. 49,972,094/- in financial year 2018-19 to Rs. 52,069,345/- in financial year 2019-20.The Company has incurred Loss after tax of Rs. 60,635,420/- in financial year 2019-20 as against Rs 44,795,235/- in the previous financial year.

4.IMPACT OF COVID-19:

The operations of the Company, being in fitness, have been affected due to the nationwide lockdown consequent upon the COVID-19 pandemic.

Contd........2

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

5. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed and there are no material departures from the same;

b) we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts have been prepared on a 'going concern' basis; and

e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year.

7. MATERIAL CHANGES AND COMMITEMENTS:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year 2019-20 and the date of this report.

8. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of the annual return in Form MGT-9 is appended as *Annexure I* to this Report.

Contd........3

9. NUMBER OF MEETINGS OF THE BOARD:

The Board met Seven (7) times during the financial year 2019-20 on the following dates:

22nd April, 2019
17th May, 2019
13th August, 2019
09th September, 2019
23rd October, 2019
14th November, 2019
7th February, 2020

10. STATUTORY AUDITORS:

M/s. R RFalod& Co. (Firm Registration No.102834W), Chartered Accountants,have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company. The Board of Directors of the Company recommended the appointment ofM/s Falod&Maheshwari (Firm Registration Number-151051W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. R RFalod& Co. for a period of Three years till the conclusion of 12th AGM of the company.

The Company has received appropriate consent for appointment and certificate from the Auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Necessary resolution seeking approval of the members for appointment of new statutory auditors has been incorporated in the Notice convening the Annual General Meeting forming part of this Annual Report.

11. AUDITORS' REPORT:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments.

12. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to provisions of Section 203(1), 203(3) and Section 204 of Companies Act, 2013 and other applicable provisions of the Act, Ms. Naheed Patel (ACS 22506), Company Secretary of Angel Broking Limited (Holding Company) was appointed as Company Secretary of the Company with effect from 20th April, 2019.

Contd........4

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013, in the prescribed Form AOC-2, is appended as *Annexure II* to this report.

14. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

15. CHANGES IN SHARE CAPITAL:

The Company has not issued any equity shares during the financial year under review.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements.

17. DEPOSITS:

The Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREGIN EXCHANGE EARNING AND OUTGO:

(A) Information on Conservation of energy as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is not applicable to the present activities of the Company and hence no annexure forms part of this report.

(B) Technology Absorption:
The management keeps itself abreast of the technological advancements in the industry and has adopted the state of the art transaction, billing and accounting systems and also risk management solutions.

(C) Foreign Exchange Earnings and Outgo for the period under review was Nil.

19. INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of

Contd........5

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

20. PARTICULARS OF EMPLOYEES:

Statement under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is not applicable as none of the employees employed throughout the financial year were in receipt of remuneration of one crore and two lakh rupees or more. Further, no employees employed for part of the financial year were in receipt of remuneration of eight lakhs and fifty thousand rupees or more per month.

21. RETIREMENT BY ROTATION:

In terms of Section 152 of the Act, Mr. Dinesh Thakkar (DIN:00004382) would retire by rotation at the forthcoming Annual General Meeting ("**AGM**") and is eligible for re-appointment. Mr. Dinesh Thakkar (DIN:00004382) has offered himself for re-appointment.

22.DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

23. ACKNOWLEDGEMENTS:

Your Directors would like to express their appreciation for assistance and co-operation received from the investors, clients, banks, regulatory and government authorities and members during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the devoted services by the executives and staff of the Company.

For and on behalf of the Board
Angel Wellness Private Limited

Dinesh Thakkar	**Vijay Thakkar**	ANGEL WELLNESS PRIVATE LIMITED
Director	**Director**	
(DIN:00004382)	**(DIN: 03380616)**	

Place : Mumbai
Date :08/05/2020

ANNEXURE-II

PARTICULARS OF CONTRACTS / ARRANGEMENTS
MADE WITH RELATED PARTIES
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2020, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2020:

Name(s) of the related party	Nature of contracts	Nature of relationship	Amount (Rs.)
NIL			

For and on behalf of the Board
Angel Wellness Private Limited

Dinesh Thakkar	**Vijay Thakkar**	ANGEL WELLNESS PRIVATE LIMITED
Director	**Director**	
(DIN:00004382)	**(DIN: 03380616)**	

Place : Mumbai
Date : 08th May, 2020

ANNEXURE-I

FORMMGT-9

EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

[Pursuant to section92(3)of the Companies Act, 2013 and rule 12(1)of the Companies (Management and Administration)Rules, 2014]

1. **REGISTRATIONANDOTHERDETAILS:**

i.	CIN	U92412MH2011PTC216367
ii.	Registration Date	18th April 2011
iii.	Name of the Company	Angel Wellness Private Limited
iv.	Category/Sub-Category of the Company	Private Limited Company
v.	Address of the Registered office and contact details	6th Floor Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai 400093 Tel:-022 – 40003600
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent,ifany	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Mumbai - 400083

2. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Nameand Description of mainproducts/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other human health services n.e.c. (Health & Fitness)	99931999	100%

3. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.	Angel Broking Limited G-1 Ackruti Trade Centre, Road No 7, MIDC, Andheri (E), Mumbai 400093	U67120MH1996PLC101709	Holding	100	2(46)

Angel Wellness Pvt. Ltd.

4. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i. **Category-wiseShareHolding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A. Promoter									
1) Indian									
a)Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	12,499 ,994	6	12500000	100	12,499,994	6	12500000	100	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	**12,49 9,994**	**6**	**12500000**	**100**	**12,499,994**	**6**	**12500000**	**100**	0
2) Foreign									-
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	--	-	-	-	-	-
B. Public Shareholding									-
1.Institutions									-
a)Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

(specify)									
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b)Individuals	-	-	-	-	-	-	-	-	-
(i)Individual shareholders holding nominal share capital uptoRs. 1 lakh	-	-	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**12,49 9,994**	**6**	**12500000**	**100**	**12,499,994**	**6**	**12500000**	**100**	0

ii.ShareholdingofPromoters :

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Angel Broking Ltd	12499994	99.99995	-	12499994	99.99995	-	-
2	Angel Broking Ltd jointly with KantaThakkar	1	0.00001	-	1	0.00001	-	-
3.	Angel Broking Ltd jointly with Vijay Thakkar	1	0.00001	-	1	0.00001	-	-
4.	Angel Broking Ltd jointly with Dinesh Thakkar	1	0.00001	-	1	0.00001	-	-

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

5.	Angel Broking Ltd jointly with LalitThakkar	1	0.00001	-	1	0.00001	-	-
6.	Angel Broking Ltd jointly with LalitThakkar	1	0.00001	-	1	0.00001	-	-
7.	Angel Broking Ltd jointly with Mahesh Thakkar	1	0.00001	-	1	0.00001	-	-

iii. Change in Promoters' Shareholding (please specify, if there is no change) :

Sr.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) : Not Applicable

Sr.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

v. Shareholding of Directors and Key Managerial Personnel :

Sr.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Angel Broking Ltd jointly with Vijay Thakkar				
	At the beginning of the year	1	0.00001	1	0.00001
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	1	0.00001	1	0.00001

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

2.	Angel Broking Ltd jointly with DineshThakkar				
	At the beginning of the year	1	0.00001	1	0.00001
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	1	0.00001	1	0.00001
3.	Angel Broking Ltd jointly with MaheshThakkar				
	At the beginning of the year	1	0.00001	1	0.00001
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	1	0.00001	1	0.00001

5. **INDEBTEDNESS :**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	SecuredLoans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtednessatthe beginningofthefinancial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	2,81,75,390 - 4,72,559	12,02,39,084 - -	- - -	14,84,14,474 - 4,72,559
Total(i+ii+iii)	**2,86,47,949**	**12,02,39,084**	-	**14,88,87,033**
Change in Indebtedness during the financial year - Addition - Reduction	- Reduction	- Addition	- -	- Addition
Net Change	(1,09,31,644)	8,07,30,330	-	6,97,98,686
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	1,74,78,723 2,37,582	20,09,69,414 - -	- - -	21,84,48,137 2,37,582
Total (i+ii+iii)	**1,77,16,305**	**20,09,69,414**	-	**21,86,85,719**

6. **REMUNERATIONOFDIRECTORSANDKEYMANAGERIAL PERSONNEL:**

A. **RemunerationtoManagingDirector,Whole-timeDirectorsand/orManager : Not Applicable**

Sr.No	**ParticularsofRemuneration**	**NameofMD/WTD/ Manager**	**Total Amount**
1.	Grosssalary (a)Salaryasperprovisions containedinsection17(1) oftheIncome-taxAct,1961 (b)Valueofperquisitesu/s 17(2)Income-taxAct,1961 (c)Profitsinlieuofsalary undersection17(3)Income- taxAct,1961	Nil	Nil

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

2.	StockOption	Nil	Nil
3.	Commission - as%ofprofit - others,specify...	Nil	Nil
4.	Others,pleasespecify	Nil	Nil
5.	Total(A)	Nil	Nil
6.	CeilingaspertheAct	Nil	Nil

B. Remuneration to other Directors:

Sr.No	Particulars of Remuneration	Name of the Directors	Total Amount
	Independent Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify	Nil	Nil
	Total(1)	Nil	Nil
	Non-Executive Directors	Vijay Thakkar	Nil
	Total(2)	31,64,282	31,64,282
	Total(B)=(1+2)	31,64,282	31,64,282
	Total Managerial Remuneration	31,64,282	31,64,282
	Overall Ceiling as per the Act	Not Applicable	Not Applicable

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD : Not Applicable

Sr.No	ParticularsofRemuneration	KeyManagerialPersonnel			Total Amount
		CEO	CS	CFO	
1.	Grosssalary (a)Salaryasperprovisions containedinsection17(1) oftheIncome-taxAct,1961 (b)Valueofperquisitesu/s 17(2)Income-taxAct,1961 (c)Profitsinlieuofsalary undersection17(3)Income-taxAct,1961	Nil	Nil	Nil	Nil
2.	StockOption	Nil	Nil	Nil	Nil
3.	Commission - as%ofprofit - others,specify...	Nil	Nil	Nil	Nil
4.	Others,pleasespecify	Nil	Nil	Nil	Nil
5.	Total(A)	Nil	Nil	Nil	Nil
6.	CeilingaspertheAct	Nil	Nil	Nil	Nil

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

7. PENALTIES/PUNISHMENT/COMPOUNDINGOFOFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made,if any(give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OtherOfficersInDefault					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board
Angel Wellness Private Limited

Dinesh. Thakkar

Vijay Thakkar

ANGEL WELLNESS PRIVATE LIMITED

Dinesh Thakkar
Director
(DIN:00004382)

Vijay Thakkar
Director
(DIN: 03380616)

Place : Mumbai
Date : 08/05/2020

Regd Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (E), Mumbai - 400 093. **Tel :** (022) 4000 3600 / 3935 7600
Fax : (022) 3935 7699 **Website :** www.48fitness.in CIN No.: U92412MH2011PTC216367

Radheyshyam Falod
B. Com. (Hons.) F.C.A.

R. R. FALOD & CO.
CHARTERED ACCOUNTANTS

108, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053.

INDEPENDENT AUDITOR'S REPORT

To the Members of Angel Wellness Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Angel Wellness Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss, including other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements 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 Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

R. R. FALOD & CO. MUMBAI M. NO. 31914 Chartered Accountants

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors is also responsible for 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; the 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 management either intends to liquidate the company or to cease operations or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reported process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

R. R. FALOD & CO. MUMBAI M. No. Chartered Accountants 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 these financial statements.

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 financial statements, 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's 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 statements 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 financial statements, including the disclosures, and whether the financial statements represent 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.

Emphasis of Matter

We draw your attention to note no. 43 in the Notes to the Financial Statements which describes the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. In view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve. Our conclusion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Amendment Rules, 2016;

   (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";

   (g) In our opinion, the managerial remuneration for the year ended 31st March, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. In our opinion and according to the information and explanations given to us, the Company does not have any pending litigations which have impact on its financial position in its financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R. R. Falod & Co.
Chartered Accountants
Firm Registration No. 102834W

Radheyshyam Falod

Radheyshyam Falod
(Proprietor)
Membership No. 31914

Place: Mumbai
Date : 08th May, 2020

Annexure "A" to the independent Auditor's Report

The Annexure A referred to in Independent Auditor's report to the Members of the Company on the Financial Statement for the year ended 31st March, 2020, we report that:

(i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets were physically verified by the management during the year under review in accordance with a planned program of verifying them once in two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory has been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Hence the clause of the paragraph 3 (iii) (a), (b) & (c) of the order is not applicable for the year.

(iv) According to the information and explanations given to us, the company has neither given any loans nor made any investment nor given any guarantees to persons covered under section 185 and 186. Therefore, the provisions of paragraph 3(iv) of the order are not applicable to the company.

(v) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence the directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable.

(vi) We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company. Therefore the provision of paragraph 3 (vi) is not applicable.

R. R. FALOD & CO.
MUMBAI
Chartered Accountants

(vii) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, goods and service tax, duty of customs, duty of excise, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date they become payable.

(b) As per the records maintained by the company and according to the information and explanation given to us, there is no disputed income tax or goods and service tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute.

(viii) As per the information and explanation given to us by the management we are of the opinion that as on 31st March, 2020 the Company has not defaulted in repayment of loans to banks. The Company does not have any loans or borrowings from financial institutions and debenture holders.

(ix) According to the information and explanations given to us, the Company has not raised money through initial public offer or further public offer (including debt instruments) and term loans and hence the provisions of paragraph 3(ix) of the Order are not applicable.

(x) During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any incidence of fraud on or by the Company noticed or reported during the year, nor we have been informed of any such case by the management.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

(xiii) According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 188 of the Act, wherever applicable, details of such transactions are disclosed in the Financial Statements as required by the applicable accounting standards.

The provisions of section 177 are not applicable to the Company and accordingly reporting under clause 3(xiii) insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.

(xiv) According to the information and explanations given to us, the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Hence the provisions of paragraph 3(xiv) of the Order are not applicable.

(xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him Hence the provisions of section 192 of Companies Act, 2013 are not applicable.

(xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence the provisions of paragraph 3(xvi) of the Order are not applicable.

For R. R. Falod & Co.
Chartered Accountants
Firm Registration No. 102834W

Radheyshyam Falod

Radheyshyam Falod
(Proprietor)
Membership No. 31914

Place: Mumbai
Date : 08th May, 2020

Annexure "B" to the Independent Auditor's Report

Annexure B to the independent Auditor's report of even date on the financial statements of Angel Wellness Private Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Angel Wellness Private Limited** ("the Company") as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

R. R. KALOD & CO. * Chartered Accountants * MUMBAI

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For R. R. Falod & Co.
Chartered Accountants
Firm Registration No. 102834W

Radheyshyam Falod

Radheyshyam Falod
(Proprietor)
Membership No. 31914

Place: Mumbai
Date : 08th May, 2020

Angel Wellness Private Limited

Balance Sheet as at 31 March 2020

(Amount in Rs.)

	Note No	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
I. ASSETS				
1. Non-current assets				
(a) Property, plant and equipment	5	15,48,05,114	16,26,01,673	17,03,56,740
(b) Intangible assets	6	-	-	61,448
(c) Right of use assets	7	16,92,620	-	-
(d) Financial assets				
Other financial assets	8	13,94,683	10,09,490	7,85,069
Total non-current assets		**15,78,92,417**	**16,36,11,163**	**17,12,03,257**
2. Current assets				
(a) Inventories	9	4,50,829	4,54,608	5,64,420
(b) Financial assets				
(i) Trade receivables	10	-	3,62,560	4,84,013
(ii) Cash and cash equivalents	11	71,18,739	11,49,425	34,55,220
(c) Other current assets	12	17,62,092	15,02,826	10,65,391
Total current assets		**93,31,660**	**34,69,419**	**55,69,044**
TOTAL ASSETS		**16,72,24,077**	**16,70,80,582**	**17,67,72,301**
II. EQUITY AND LIABILITIES				
1. Equity				
(a) Equity share capital	13	12,50,00,000	12,50,00,000	12,50,00,000
(b) Other equity	14	(23,26,79,032)	(17,19,44,026)	(12,70,96,647)
Total equity		**(10,76,79,032)**	**(4,69,44,026)**	**(20,96,647)**
Liabilities				
2. Non-current liabilities				
(a) Financial liabilities				
Borrowings	15	1,84,38,137	2,74,47,031	5,99,77,355
(b) Deferred Tax Liabilities (net)	16	99,44,936	47,55,648	67,54,158
(c) Provisions	17	5,85,340	4,48,818	1,85,340
Total non-current liabilities		**2,89,68,413**	**3,26,51,497**	**6,69,16,853**
3. Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	20,00,10,000	12,09,67,443	39,48,845
(ii) Trade payables	19	2,01,177	5,17,985	4,13,655
(iii) Other financial liabilities	20	2,19,48,612	3,14,17,859	9,16,54,583
(b) Other current liabilities	21	2,34,26,391	2,83,30,527	1,56,18,522
(c) Provisions	22	3,48,515	1,39,296	3,16,490
Total current liabilities		**24,59,34,695**	**18,13,73,110**	**11,19,52,095**
TOTAL LIABILITIES		**27,49,03,108**	**21,40,24,607**	**17,88,68,948**
TOTAL EQUITY AND LIABILITIES		**16,72,24,077**	**16,70,80,582**	**17,67,72,301**

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For R. R. Falod & Co.
Chartered Accountants
Firm Registration Number : 102834W

Radheyshyam Falod
Proprietor
Membership No. 31914

Place: Mumbai
Date: 08 May, 2020

For and on behalf of the Board of Directors
Angel Wellness Private Limited

Dinesh Thakkar
Director
DIN : 00004382

Vijay Thakkar
Director
DIN : 03380616

Naheed Patel
Company Secretary
Membership No: ACS22506

Place: Mumbai
Date: 08 May, 2020

Angel Wellness Private Limited

Statement of Profit and Loss for the year ended 31 March 2020

(Amount in Rs.)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
INCOME			
(a) Revenue from operations	23	4,72,39,467	4,63,92,907
(b) Other income	24	48,29,878	35,79,187
Total income (I)		**5,20,69,345**	**4,99,72,094**
EXPENSES			
(a) Changes in inventories of stock in trade	25	7,384	(27,968)
(b) Employee benefits expenses	26	3,00,24,603	2,56,72,513
(c) Finance costs	27	2,06,48,009	1,63,44,391
(d) Depreciation expense	28	1,20,74,529	1,09,48,723
(e) Other expenses	29	4,47,27,455	4,38,16,459
Total expense (II)		**10,74,81,980**	**9,67,54,118**
Profit / (Loss) before tax (I-II=III)		**(5,54,12,635)**	**(4,67,82,024)**
Tax expense			
(a) Current tax	16	-	-
(b) Deferred tax	16	52,22,785	(19,80,189)
(c) Tax in respect of earlier periods	16	-	(6,600)
Total tax expense (IV)		**52,22,785**	**(19,86,789)**
Loss for the year (III-IV=V)		**(6,06,35,420)**	**(4,47,95,235)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurement of net defined benefit liability		(1,33,083)	(70,464)
(b) Income tax relating to above items		33,497	18,321
Total other comprehensive income (net of tax) (VI)		**(99,586)**	**(52,143)**
Total comprehensive income for the year (V+VI)		**(6,07,35,006)**	**(4,48,47,378)**
Earnings per Equity Share of INR 10 each	30		
Basic and diluted earnings per Share (Rs.)		(4.85)	(3.58)

The accompanying notes are an integral part of the financial statements.

For R. R. Falod & Co.
Chartered Accountants
Firm Registration Number : 102834W

Radheyshyam Falod

Radheyshyam Falod
Proprietor
Membership No. 31914

R. R. FALOD & CO. MUMBAI Chartered Accountants

Place: Mumbai
Date: 08 May, 2020

For and on behalf of the Board of Directors
Angel Wellness Private Limited

Dinesh Thakkar
Director
DIN : 00004382

Vijay Thakkar
Director
DIN : 03380616

Patel

Naheed Patel
Company Secretary
Membership No: ACS22506

Place: Mumbai
Date: 08 May, 2020

Angel Wellness Private Limited
Statement of Cash Flows for the year ended 31 March 2020

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash flow from Operating Activities		
Net profit / (loss) before taxation	(5,54,12,635)	(4,67,82,024)
Adjustments for:		
Depreciation and amortization expenses	1,20,74,529	1,09,48,723
Loss on sale of Property, plant and equipment	1,33,221	1,97,188
Finance cost	2,06,48,009	1,63,44,391
Operating loss before working capital changes	(2,25,56,876)	(1,92,91,722)
Changes in working capital		
(Decrease)/ increase in trade payables	(3,16,808)	1,04,330
(Decrease)/ increase in financial liabilities	42,01,290	(6,02,36,724)
(Decrease)/ increase in other liabilities	(49,04,136)	1,27,12,005
(Decrease)/ increase in provision	2,12,658	15,820
(Decrease)/ increase in inventories	3,779	1,09,812
(Increase) / Decrease in trade receivables	3,62,560	1,21,453
(Increase) / Decrease in financial/non-financial assets	(7,59,379)	(6,61,857)
Cash generated used in operations	(2,37,56,912)	(6,71,26,884)
Income tax (paid)/received	-	6,600
Net cash (used in) operating activities (A)	**(2,37,56,912)**	**(6,71,20,284)**
Cash flow from Investing Activities		
Proceeds from sale of property, plant and equipment	31,712	1,10,314
Payment for property, plant and equipment and intangible assets	(35,56,518)	(34,39,707)
Net cash used in investing activities (B)	**(35,24,806)**	**(33,29,393)**
Cash flow from Financing Activities		
Repayments of borrowings	(2,52,28,359)	(3,57,50,810)
Proceeds from Inter corporate deposits	22,99,42,000	12,02,39,084
Repayment of Inter corporate deposits	(15,01,71,084)	-
Repayments of lease liabilities	(6,88,657)	-
Interest expense on lease liability	(2,40,377)	-
Interest expense on borrowings	(2,03,62,492)	(1,63,44,391)
Net cash flows from financing activities (C)	**3,32,51,031**	**6,81,43,882**
Net increase in cash and cash equivalents (A+B+C)	59,69,314	(23,05,794)
Cash and cash equivalents at the beginning of the year	11,49,425	34,55,220
Cash and cash equivalents at the end of the year	**71,18,739**	**11,49,425**
Cash and cash equivalents comprise		
Balances with banks		
In current accounts	68,86,105	8,19,647
Cash on hand	2,32,634	3,29,778
Total cash and cash equivalents at end of the year	**71,18,739**	**11,49,425**

R. R. Falod & Co. Chartered Accountants Mumbai

Angel Wellness Pvt. Ltd.

Angel Wellness Private Limited
Statement of Cash Flows for the year ended 31 March 2020

Notes:

1. Changes in liabilities arising from financing activities

	For the year ended 31 March 2020	For the year ended 31 March 2019
Opening balance	17,28,69,335	8,42,18,458
Borrowing taken during the year	22,99,42,000	12,02,39,084
Addition during the year	24,64,085	-
Amortisation of interest and other charges on borrowings	2,85,517	-
Repayments during the year	(17,63,28,476)	(3,15,88,207)
Closing balance	**22,92,32,461**	**17,28,69,335**

2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

For R. R. Falod & Co.
Chartered Accountants
Firm Registration Number : 102834W

Radheyshyam Falod
Proprietor
Membership No. 31914

Place: Mumbai
Date: 08 May, 2020

For and on behalf of the Board of Directors
Angel Wellness Private Limited

Dinesh Thakkar
Director
DIN : 00004382

Vijay Thakkar
Director
DIN : 03380616

Naheed Patel
Company Secretary
Membership No: ACS22506

Place: Mumbai
Date: 08 May, 2020

Angel Wellness Private Limited
Statement of Changes in Equity for the year ended 31 March 2020

(A) Equity share capital

(Amount in Rs.)

	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid up	
Balance as at 01 April 2018	**12,50,00,000**
Changes in Equity Share Capital	-
Balance as at 31 March 2019	**12,50,00,000**
Changes in Equity Share Capital	-
Balance as at 31 March 2020	**12,50,00,000**

(B) Other equity (Refer Note no- 14)

(Amount in Rs.)

	Reserve & Surplus
	Retained Earnings
Balance as at 1 April 2018	**(12,70,96,647)**
Loss for the year	(4,47,95,235)
Other Comprehensive Income for the year	(52,143)
Balance as at 31 March 2019	**(17,19,44,026)**
Loss for the year	(6,06,35,420)
Other Comprehensive Income for the year	(99,586)
Balance as at 31 March 2020	**(23,26,79,032)**

For R. R. Falod & Co.
Chartered Accountants
Firm Registration Number : 102834W

Radheyshyam Falod

Radheyshyam Falod
Proprietor
Membership No. 31914

R. R. FALOD & CO. MUMBAI M. NO. 31914 Chartered Accountants

For and on behalf of the Board of Directors
Angel Wellness Private Limited

Dinesh Thakkar
Director
DIN : 00004382

Vijay Thakkar
Director
DIN : 03380616

Naheed Patel
Company Secretary
Membership No: ACS22506

Place: Mumbai
Date: 08 May, 2020

Place: Mumbai
Date: 08 May, 2020

1 Corporate information

Angel Wellness Private Limited ('the Company') is a private limited company registered under the Companies Act, 1956 and is a 100% subsidiary of Angel Broking Limited (Formerly known as Angel Broking Private Limited) ('Holding Company'). The Company is primarily engaged in offering health and allied fitness services, under its Brand "48 Fitness". The registered office address of the company is 601, 6th floor, Ackruti Star, Central Road, MIDC, Andheri East Mumbai 400093.

2 Basis of Preparation and presentation and Significant accounting policy

The financial statements (Financial Statements) of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

For all periods up to and including the year ended 31 March 2019, the Company prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006 (as amended) notified under the Act read with Rule 7 of the Companies (Accounts) Rules 2014 (as amended) and other generally accepted accounting principles in India (collectively referred to as 'Indian GAAP' or 'Previous GAAP').

The transition to Indian Accounting Standard (Ind AS) has been carried out in accordance with Ind AS 101 First Time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 01 April 2018 and the comparative previous year has been restated/reclassified.

An explanation of how the transition to Ind AS from the previous GAAP has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 4. Accounting policies have been consistently applied to all the financial year presented in the financial statements, including the preparation of the opening Ind AS balance sheet as at 01 April 2018 being the 'date of transition' to Ind AS, except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Balance Sheet, the Statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Companies Act, as amended from time to time that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities being measured at fair value.

These financial statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest rupee. Except when otherwise indicated.

Assets and liabilities are classified as current if it is expected to realise or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The financial statements for the year ended 31 March 2020 are being authorised for issue in accordance with a resolution of the directors on 08 May 2020.

Significant accounting policy

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Specific policies for the Company's different sources of revenue are explained below:

(i) Membership and personal training fees :

Membership fees (net of goods and services tax) is recognised as income over the period of membership subject to commencement of subscription period. Personal training fees is recognised as income over the period because the customer simultaneously receives and consumes the benefits of the Company's performance as it performs.

(ii) Cafeteria income

In case of cafeteria income, the company accounts the same on accrual basis.

(iii) Sale of goods

Revenue from sale of goods is recognized when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to the customer and no effective ownership is retained. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances and discounts.

(iii) Dividend income

Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

FALOD & CO. MUMBAI

ANGEL WELLNESS PVT LTD

(iv) Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

2.2 Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Company and the cost of the item can be measured reliably.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Assets class	Useful life
Buildings	60 years
Gym Equipments	10 years
Furniture & Fixtures	10 years
Air Conditioners	5 years
Office Equipments	5 years
Computer Equipments	3 to 6 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

For transition to Ind AS, the Company has elected to continue with carrying value of its property, plant and equipment recognised as of 01 April 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.3 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

For transition to Ind AS, the Company has elected to continue with carrying value of its intangible assets recognised as of 01 April 2018 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

The residual values, useful lives and methods of amortisation are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.4 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at transaction price, which equates fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

R. R. FALOD & CO. MUMBAI M. NO. 31914

ANGEL WELLNESS PVT. LTD.

(iii) Classification and subsequent measurement

(A) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Company classifies and measures financial assets in the following categories :
- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Company records investments in equity instruments and mutual funds at FVTPL.

(B) Financial liabilities and equity instrument

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The company does not have any financial liability which are measured at FVTPL.

(iv) Reclassification

Financial assets are not reclassified subsequent to their initial recogntion, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) Derecognition

(A) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:
- The contractual rights to receive cash flows from the financial asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amount it may have to pay.
If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised and the proceeds received are recognised as a collateralised borrowing.
On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

(B) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

(A) Trade receivables

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Company has also computed expected credit loss due to significant delay in collection.

(B) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

2.5 Leases

Company as a leasee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the company assess whether (i) the contract involves the use of an identified assets ; (ii) the company has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.6 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

R. R. Palod & Co.
Mumbai
M. No. 31314
Chartered Accountants

Angel Wellness Pvt Ltd

2.7 Impairments of Non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.8 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The company's gratuity scheme is a defined benefit plan. The company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Company are entitled to compensated absences as per the policy of the Company. The Company recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Presentation

For the purpose of presentation of defined benefit plans and other long term employee benefits, the allocation between current and non-current has been made as determined by an actuary.

2.9 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.10 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Company has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.11 Earning per share (basic and diluted)

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the period by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period, except where the results are anti-dilutive.

2.12 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.13 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date

3.3 Effective Interest Rate (EIR) method

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the company's business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and credit assessment and including forward looking information.

3.6 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.7 Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

3.8 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

4 Reconciliations

(A) Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables presents the reconciliation from regrouped previous GAAP/Indian GAAP to Ind AS.

(a) **Reconciliation of equity as at date of transition 01 April 2018** (Amount in Rs.)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		17,03,56,740	-	17,03,56,740
Intangible assets		61,448	-	61,448
Financial assets		-	-	-
Other financial assets		7,85,069	-	7,85,069
Total non-current assets		**17,12,03,257**		**17,12,03,257**
Current assets				
Inventories		5,64,420	-	5,64,420
Financial assets				
Trade receivables		4,84,013	-	4,84,013
Cash and cash equivalents		34,55,220	-	34,55,220
Loans		-	-	-
Other current assets		10,65,391	-	10,65,391
Total current assets		**55,69,044**	**-**	**55,69,044**
Total assets		**17,67,72,301**	**-**	**17,67,72,301**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		12,50,00,000	-	12,50,00,000
Other equity	(d)	(11,71,84,232)	(99,12,415)	(12,70,96,647)
Total equity		**78,15,768**	**(99,12,415)**	**(20,96,647)**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	(i),(iii)	6,05,00,000	(5,22,645)	5,99,77,355
Deferred tax liability	(iv)	1,02,36,898	(34,82,740)	67,54,158
Provision		3,09,349	(1,24,009)	1,85,340
Total non-current liabilities		**7,10,46,247**	**(41,29,394)**	**6,69,16,853**
Current liabilities				
Financial liabilities				
Borrowings		39,48,845	-	39,48,845
Trade payables		4,13,655	-	4,13,655
Other financial liabilities	(i)	9,17,12,325	(57,743)	9,16,54,583
Provision		1,92,481	1,24,009	3,16,490
Other current liabilities	(ii)	16,42,980	1,39,75,543	1,56,18,522
Total current liabilities		**9,79,10,286**	**1,40,41,809**	**11,19,52,095**
Total liabilities		**16,89,56,533**	**99,12,415**	**17,88,68,948**
Total equity and liabilities		**17,67,72,301**	**-**	**17,67,72,301**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2019

(Amount in Rs.)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		16,26,01,673	-	16,26,01,673
Financial assets				
Other financial assets		10,09,490	-	10,09,490
Total non-current assets		**16,36,11,163**		**16,36,11,163**
Current assets				
Inventories		4,54,608	-	4,54,608
Financial assets				
Trade receivables		3,62,560	-	3,62,560
Cash and cash equivalents		11,49,425	-	11,49,425
Other current assets		15,02,826	-	15,02,826
Total current assets		**34,69,419**		**34,69,419**
Total assets		**16,70,80,582**		**16,70,80,582**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		12,50,00,000	-	12,50,00,000
Other equity	(d)	(15,36,62,779)	(1,82,81,246)	(17,19,44,025)
Total equity		**(2,86,62,779)**	**(1,82,81,246)**	**(4,69,44,025)**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	(i)	2,75,00,000	(52,969)	2,74,47,031
Deferred Tax liabilities	(iv)	1,11,78,789	(64,23,141)	47,55,648
Provision		5,72,827	(1,24,009)	4,48,818
Total non-current liabilities		**3,92,51,616**	**(66,00,119)**	**3,26,51,497**
Current liabilities				
Financial liabilities				
Borrowings		12,09,67,443	-	12,09,67,443
Trade payables		5,17,985	-	5,17,985
Other financial liabilities	(i)	3,14,62,999	(45,140)	3,14,17,859
Other current liabilities	(ii)	35,28,031	2,48,02,496	2,83,30,527
Provisions		15,287	1,24,009	1,39,296
Total current liabilities		**15,64,91,745**	**2,48,81,365**	**18,13,73,110**
Total liabilities		**19,57,43,361**	**1,82,81,246**	**21,40,24,607**
Total equity and liabilities		**16,70,80,582**	-	**16,70,80,582**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(c) Reconciliation of profit or loss for the year ended 31 March 2019

(Amount in Rs.)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Income				
Revenue from operations	(ii)	5,72,19,860	(1,08,26,953)	4,63,92,907
Other income		35,79,187	-	35,79,187
Total income		**6,07,99,047**	**(1,08,26,953)**	**4,99,72,094**
Expenses				
(Increase) / Decrease in inventories		(27,968)	-	(27,968)
Employee benefit expenses	(v)	2,57,42,977	(70,464)	2,56,72,513
Finance Expense	(i)	1,58,62,113	4,82,278	1,63,44,391
Depreciation expense		1,09,48,723	-	1,09,48,723
Other expenses		4,38,16,459	-	4,38,16,459
Total expenses		**9,63,42,304**	**4,11,814**	**9,67,54,118**
Profit /(Loss) before tax		**(3,55,43,257)**	**(1,12,38,767)**	**(4,67,82,024)**
Tax expense				
Current tax		-	-	-
Deferred tax	(iv)	9,41,891	(29,22,080)	(19,80,189)
Earlier period Tax Adjustments		(6,600)	-	(6,600)
Total income tax expense		**9,35,291**	**(29,22,080)**	**(19,86,789)**
Loss for the year		**(3,64,78,548)**	**(83,16,687)**	**(4,47,95,235)**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability	(v)	-	(70,464)	(70,464)
Deferred tax	(iv)	-	18,321	18,321
		-	(52,143)	(52,143)
Other comprehensive income for the year		-	**(52,143)**	**(52,143)**
Total other comprehensive income for the year		**(3,64,78,548)**	**(83,68,831)**	**(4,48,47,378)**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Reconciliation of total equity

(Amount in Rs.)

	Notes to first-time adoption	As at 31 March 2019
Equity Share Capital		12,50,00,000
Surplus / (Deficit) in the Statement of Profit and Loss		(15,36,62,779)
Shareholder's equity as per Indian GAAP		**(2,86,62,779)**
Adjustment		
Loan processing charges	(i)	98,109
EIR impact of interest free borrowing	(iii)	-
Revenue accounted on accrual basis	(ii)	(2,48,02,496)
Deferred Tax on adjustment	(iv)	64,23,141
Total Adjustment		(1,82,81,246)
Shareholder's equity as per Ind AS		**(4,69,44,025)**

(e) Reconciliation of total comprehensive income

(Amount in Rs.)

	Notes to first-time adoption	Year ended 31 March 2019
Profit / (Loss) as per Indian GAAP		(3,64,78,548)
Adjustment		
Loan processing charges	(i)	(57,742)
EIR impact of interest free loan	(iii)	(4,24,536)
Revenue accounted on accrual basis	(ii)	(1,08,26,953)
Remeasurement of net defined benefit plans reclassified to OCI	(v)	29,22,080
Deferred Tax on above adjustments	(iv)	18,321
Profit as per IND AS		**(4,48,47,378)**
Remeasurement of net defined benefit plans (Net of taxes)		
Total Comprehensive Income as per Ind AS		**(4,48,47,378)**

(B) Notes to first-time adoption

(i) Amortisation of Borrowing cost

Under the Indian GAAP, transaction costs pertaining to loans were charged to the Statement of Profit and Loss as and when incurred. As required under the IND AS 109 transactions costs incurred towards origination of borrowings have been deducted from the carrying amount of borrowings on initial recognition. Accordingly loan from bank (including current maturities from long term borrowings) is debited and retaining earning is credited by Rs. 1,55,851 as on 01 April 2018 (reduced by Rs. 98,109 as on 31 March 2019). These costs are amortised over the tenure of the borrowing as interest expense and charge to statement of profit and loss amounted to Rs. 57,742 for the year ended 31 March 2019.

(ii) Deferred Revenue

Under Previous GAAP, personal training fee and membership fees were recognized upfront. However, as per Ind AS 115 the income on contract with customers needs to be recognized over the period of performance obligation. Hence, the income has been decreased by Rs. 108,26,953 and by Rs. 139,75,543 for the year ended 31 March 2019 and 01 April 2018 respectively.

(iii) Interest free loan

In the financial statements prepared under previous GAAP, the carrying value of Interest free loan was recognised at the principal amounts payable by the borrower. Under Ind AS, Interest free borrowing being a financial liability is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Accordingly "loan from others" is debited and retaining earning is credited by Rs. 4,24,536 and Rs. 4,24,536 as on 31 March 2019 and 01 April 2018 respectively.

(iv) Deferred tax

In the financial statements prepared under Previous GAAP, deferred tax was accounted as per the income statement approach which required creation of deferred tax asset/liability on temporary differences between taxable profit and accounting profit. Under Ind AS, deferred tax is accounted as per the Balance Sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Consequently deferred tax liability decreased by Rs.64,23,141 and by Rs. 34,82,740 as on 31 March 2019 and 01 April 2018 respectively.

(v) Actuarial gain/loss

Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements are recognised in other comprehensive income. Thus, employee benefits expense is increased by INR 70,464 and is recognised in other comprehensive income during the year ended 31 March 2019. The related deferred tax expense of INR 18,321 for the year ended 31 March 2019 has also been reclassified from Profit and loss account to other comprehensive income.

(vi) Statement of cash flows

The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31 March, 2019 as compared with the previous GAAP.

(C) Optional exemptions and Mandatory exception

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

(i) Optional Exemptions availed

(a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also applicable for intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(b) Revenue from contracts with customers

The company

> for completed contracts, did not restate contracts that begin and end within the same annual reporting period;

> for completed contracts that have variable consideration, the company use the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

> for all reporting periods presented before the beginning of the first Ind AS reporting period, an entity need not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the entity expects to recognise that amount as revenue.

(ii) Mandatory exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP.The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL or FVOCI;

(b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(d) Impairment of financial assets

The company has applied the impairments requirement of Ind AS 109 retrospectively; however as permitted by Ind AS 101, it has used the reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments which were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

5 Property, plant and equipment

(Amount in Rs.)

	Building premises	Gym Equipments	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Lease Hold Equipment	Total
Gross carrying amount								
Deemed cost as at 1 April 2018	12,72,39,186	1,41,75,376	38,82,761	21,93,388	3,36,609	2,25,29,420	-	17,03,56,740
Additions/ Adjustments	-	8,40,022	5,96,849	3,76,859	6,55,810	9,70,167	-	34,39,707
Deductions/ Adjustments	-	-	-	(3,54,627)	-	-	-	(3,54,627)
As at 31 March 2019	**12,72,39,186**	**1,50,15,398**	**44,79,610**	**22,15,620**	**9,92,419**	**2,34,99,587**	-	**17,34,41,820**
Additions/ Adjustments	-	12,37,085	10,55,644	4,42,994	4,54,249	1,25,346	2,41,200	35,56,518
Deductions/ Adjustments	-	-	-	(2,14,637)	-	-	-	(2,14,637)
As at 31 March 2020	**12,72,39,186**	**1,62,52,483**	**55,35,254**	**24,43,977**	**14,46,668**	**2,36,24,933**	**2,41,200**	**17,67,83,701**
Accumulated depreciation								
For the year	22,89,870	28,15,655	13,48,019	3,80,775	3,23,528	37,29,427	-	1,08,87,274
Disposals	-	-	-	(47,125)	-	-	-	(47,125)
As at 31 March 2019	22,89,870	28,15,655	13,48,019	3,33,650	3,23,528	37,29,427	-	1,08,40,149
For the year	22,89,870	29,27,577	13,30,965	4,22,930	3,33,523	38,13,528	69,749	1,11,88,142
Disposals	-	-	-	(49,704)	-	-	-	(49,704)
As at 31 March 2020	**45,79,740**	**57,43,232**	**26,78,984**	**7,06,876**	**6,57,051**	**75,42,955**	**69,749**	**2,19,78,587**
Net block								
As at 01 April 2018	**12,72,39,186**	**1,41,75,376**	**38,82,761**	**21,93,388**	**3,36,609**	**2,25,29,420**	-	**17,03,56,740**
As at 31 March 2019	**12,49,49,316**	**1,21,99,743**	**31,31,592**	**18,81,970**	**6,68,891**	**1,97,70,161**	-	**16,26,01,673**
As at 31 March 2020	**12,26,59,446**	**1,05,09,251**	**28,56,270**	**17,37,101**	**7,89,617**	**1,60,81,978**	**1,71,451**	**15,48,05,114**

The Company has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment as on the date of transition (1 April 2018) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2018 under the previous GAAP.

(Amount in Rs.)

	Building premises	Gym Equipments	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Lease Hold Equipment	Total
Gross block	13,73,48,875	2,68,38,461	1,90,23,085	33,99,523	44,83,239	3,57,96,126	-	22,68,89,307
Accumulated Depreciation	1,01,09,689	1,26,63,085	1,51,40,324	12,06,135	41,46,630	1,32,66,705	-	5,65,32,567
Deemed cost as on 01 April 2018	**12,72,39,186**	**1,41,75,376**	**38,82,761**	**21,93,388**	**3,36,609**	**2,25,29,421**	-	**17,03,56,740**

6 Intangible Assets

(Amount in Rs.)

	Computer Software
As at 1st April, 2018	61,448
Additions	-
Disposals/Adjustments	-
As at 31 March 2019	**61,448**
Additions	-
Disposals/Adjustments	-
As at 31 March 2020	**61,448**
Accumulated Amortisation	
For the year	61,448
Disposal	-
As at 31 March 2019	**61,448**
For the year	-
Disposal	-
As at 31 March 2020	**61,448**
Net book value	
As at 01 April 2018	**61,448**
As at 31 March 2019	-
As at 31 March 2020	-

The Company has availed the deemed cost exemption as per IND AS 101 in relation to intangible assets as on the date of transition (1 April 2018) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2018 under the previous GAAP.

(Amount in Rs.)

Gross block	7,51,991
Accumulated Depreciation	6,90,543
Deemed cost as on 01 April 2018	**61,448**

7 Right of Use Assets

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Office Premises	16,92,620	-	-
Total	**16,92,620**	-	-

Refer Note 15 for details of carrying value of Right of use assets.

Changes in carrying value of right of use assets for the year ended:

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Opening Balance	-	-	-
Additions	25,79,007	-	-
Amortisation	(8,86,387)	-	-
Closing Balance	**16,92,620**	-	-

8 OTHER FINANCIAL ASSETS (NON-CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Security Deposits - premises	3,69,417	-	-
Security Deposits - Others	10,25,266	10,09,490	7,85,069
Total	**13,94,683**	**10,09,490**	**7,85,069**

9 INVENTORIES

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Traded Goods	69,079	76,463	48,495
Consumables	3,81,750	3,78,145	5,15,925
(Valued at lower of cost and net realisable value)			
Total	**4,50,829**	**4,54,608**	**5,64,420**

10 TRADE RECEIVABLES

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Trade receivables - Secured - considered good	-	-	-
Trade receivables - Unsecured - considered good	-	3,62,560	4,84,013
Trade receivables which have significant increase in credit risk	-	-	-
Trade receivables - credit impaired.	-	-	-
Total	-	**3,62,560**	**4,84,013**

Trade receivable are non-interest bearing and are generally on terms of 0-30 days.
No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

11 CASH AND CASH EQUIVALENTS

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Cash on hand	2,32,634	3,29,778	2,35,556
Balances with banks:			
in current accounts	68,86,105	8,19,647	32,19,664
Total	**71,18,739**	**11,49,425**	**34,55,220**

12 OTHER CURRENT ASSETS

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Prepaid expenses	3,49,634	4,01,919	2,52,390
Balance with government authorities	4,03,427	2,55,963	2,12,829
Advances to employees	-	24,037	47,995
Advances to vendors	7,97,788	3,45,602	5,52,177
Other Receivables	2,11,243	4,75,305	-
Total	**17,62,092**	**15,02,826**	**10,65,391**

R. R. FALOD & CO. MUMBAI

ANGEL WELLNESS PVT LTD

13 EQUITY SHARE CAPITAL

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Authorized Share Capital			
1,25,00,000 (31 March 2019: 1,25,00,000 and 01 April 2018: 1,25,00,000) equity shares of INR 10/- each	12,50,00,000	12,50,00,000	12,50,00,000
	12,50,00,000	**12,50,00,000**	**12,50,00,000**
Issued, subscribed and fully paid up			
1,25,00,000 (31 March 2019: 1,25,00,000 and 01 April 2018: 1,25,00,000) equity shares of INR 10/- each	12,50,00,000	12,50,00,000	12,50,00,000
Total	**12,50,00,000**	**12,50,00,000**	**12,50,00,000**

(a) Reconciliation of equity shares outstanding

	As at 01 April 2018	
	Number of shares	Amount
Outstanding at the beginning of the year	1,25,00,000	12,50,00,000
Add: Issued during the year	-	-
Outstanding at the end of the year	**1,25,00,000**	**12,50,00,000**

	As at 31 March 2019	
	Number of shares	Amount
Outstanding at the beginning of the year	1,25,00,000	12,50,00,000
Add: Issued during the year	-	-
Outstanding at the end of the year	**1,25,00,000**	**12,50,00,000**

	As at 31 March 2020	
	Number of shares	Amount
Outstanding at the beginning of the year	1,25,00,000	12,50,00,000
Add: Issued during the year	-	-
Outstanding at the end of the year	**1,25,00,000**	**12,50,00,000**

(b) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

(c) Details of share held by holding company and details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

	As at 01 April 2018	
	Number of shares	% of holding in the class
Equity shares of INR 10 each fully paid		
Angel Broking Limited (Formerly known as Angel Broking Private Limited)	1,25,00,000	100.00%

	As at 31 March 2019	
	Number of shares	% of holding in the class
Equity shares of Rs. 10 each fully paid		
Angel Broking Limited (Formerly known as Angel Broking Private Limited)	1,25,00,000	100.00%

	As at 31 March 2020	
	Number of shares	% of holding in the class
Equity shares of Rs. 10 each fully paid		
Angel Broking Limited (Formerly known as Angel Broking Private Limited)	1,25,00,000	100.00%

14 OTHER EQUITY

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Surplus / (Deficit) in the Statement of Profit and Loss	(23,26,79,032)	(17,19,44,026)	(12,70,96,647)
Total	**(23,26,79,032)**	**(17,19,44,026)**	**(12,70,96,647)**

(A) **Surplus/(deficit) in the Statement of Profit and Loss**

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Surplus / (Deficit) in the Statement of Profit and Loss		
Opening balance	(17,19,44,026)	(12,70,96,647)
Add/(less):Loss for the year	(6,06,35,420)	(4,47,95,235)
Add/(Less):Other comprehensive income for the year	(99,586)	(52,143)
Closing balance	**(23,26,79,032)**	**(17,19,44,026)**

Nature and purpose of reserves

(i) **Surplus/(deficit) in the Statement of Profit and Loss**

Surplus/(deficit) in the statement of profit and loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

15 BORROWINGS (NON-CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Secured			
(a) Term loan from bank*			
- Rupee Loans	1,74,78,723	2,74,47,031	5,19,01,891
Unsecured			
(a) Loans from Directors**	-	-	80,75,464
(b) Lease liability	9,59,414	-	-
Total	1,84,38,137	2,74,47,031	5,99,77,355

Movement of lease liabilities

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Opening Balance	-	-	-
Additions	24,64,085	-	-
Interest expense	2,40,377	-	-
Lease payments	(9,29,033)	-	-
Closing balance	17,75,429	-	-

The following is the breakup of current and non-current lease liabilities:

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Current portion (Refer Note 20)	8,16,015	-	-
Non-current portion	9,59,414	-	-
Total	17,75,429	-	-

The following is the breakup of current and non-current term loan from bank liabilities:

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Current portion (Refer Note 20)	99,68,309	2,44,54,861	2,02,92,257
Non-current portion	1,74,78,723	2,74,47,031	5,19,01,891
Total	2,74,47,032	5,19,01,892	7,21,94,149

Terms and conditions of loans:

***Security and terms of repayment of borrowings:**

The above term loans 1 & 2 are secured by first and exclusive mortgage on commercial property 301-306, Crystal Point Mall, Link Road, Andheri (West), Mumbai. Additionally term loan 2 is secured by first & exclusive mortgage on commercial property 307,Crystal Point Mall, Link Road, Andheri (West), Mumbai. The above term loans shall be repaid by way of 20 quarterly installments (year 1 - 15% of loan amount; year 2 to 4 - 20% each and year 5 - balance 25% of loan amount) starting from end of the quarter following the date of the first disbursement of term loan.

Pricing for aforesaid loans is at the rate of interest of 10.65 % p.a (31 March 2019 10.70 % p.a and 01 April 2018 -10.80%) for term loan 1 and 10.20 % p.a. (31 March 2019 10.70 % p.a and 01 April 2018 -10.25%) for term loan 2.

**Terms of Repayment of borrowing : within 2 years from the date of borrowing.

R. R. FALOD & CO. MUMBAI M. NO. 31914 Chartered Accountants

ANGEL WELLNESS PVT LTD

16 Deferred Tax Liabilities (net)

(A) Deferred tax relates to the following:

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Deferred tax liabilities			
On property, plant and equipment	1,15,70,216	1,13,31,699	1,03,67,373
On amortisation of transaction cost on borrowings	13,331	25,508	40,522
On others	-	-	1,10,379
Total deferred tax Liability	**1,15,83,547**	**1,13,57,207**	**1,05,18,274**
Deferred tax assets			
On provision for gratuity	1,01,787	65,133	50,307
On provision for compensated absences	1,33,246	87,777	80,168
On income received in advance	13,79,355	64,48,649	36,33,641
On security deposits measured at amortised cost	927	-	-
On operating lease capitalised as per Ind AS 116	23,296	-	-
Total deferred tax asset	**16,38,611**	**66,01,559**	**37,64,116**
Deferred tax Liabilities (net)	**99,44,936**	**47,55,648**	**67,54,158**

(B) The movement in deferred tax assets and liabilities during the year:

(Amount in Rs.)

Deferred tax assets/(liabilities)	
As at 01 April 2018	(67,54,158)
Expense allowed in the year of payment (Gratuity and compensated absences)	22,435
On income received in advance	28,15,008
Difference between book and tax depreciation	(9,64,326)
On amortisation of transaction cost on borrowings	15,013
On others	1,10,379
As at 31 March 2019	**(47,55,648)**
Expense allowed in the year of payment (Gratuity and compensated absences)	82,123
On income received in advance	(50,69,294)
On security deposits measured at amortised cost	927
On operating lease capitalised as per Ind AS 116	23,296
Difference between book and tax depreciation	(2,38,517)
On amortisation of transaction cost on borrowings	12,177
As at 31 March 2020	**(99,44,936)**

(C) Income tax expense

(Amount in Rs.)

	31 March 2020	31 March 2019
Current tax taxes	-	-
Deferred tax charge/(income)	52,22,785	(19,80,189)
Tax in respect of earlier periods	-	(6,600)
Income tax expense reported in the statement of profit or loss	**52,22,785**	**(19,86,789)**

(D) Income tax expense charged to OCI

(Amount in Rs.)

	31 March 2020	31 March 2019
Deferred tax on Net loss/(gain) on remeasurements of defined benefit plans	33,497	18,321
Income tax charged to OCI	**33,497**	**18,321**

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate

(Amount in Rs.)

	31 March 2020	31 March 2019
Enacted income tax rate in India apllicable to the company	**25.17%**	**26.00%**
Profit/(loss) before tax	(5,54,12,635)	(4,67,82,024)
Current tax effect on profit before tax expense at the enacted income tax rate in India	(1,39,46,252)	(1,21,63,326)
Non- deductible expenses for tax purpose	-	1,03,738
Impact due to change in tax rate	(1,52,181)	-
Disallowances	35,519	-
Taxes of earlier year	-	(6,600)
Losses on which DTA is not created	1,92,85,698	1,00,79,400
Income tax expense charged to the statement of profit and loss	**52,22,784**	**(19,86,788)**

17 PROVISION (NON-CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Provision for gratuity (Refer note 32)	3,90,739	2,40,392	1,85,340
Provision for leave encashment	1,94,601	2,08,426	-
Total	**5,85,340**	**4,48,818**	**1,85,340**

18 BORROWINGS (CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Secured			
Working Capital Loans repayable on demands from banks*			
Rupee Loan	-	7,28,359	39,48,845
Unsecured			
Inter corporate deposit from the holding company repayable on demand**	-	12,02,39,084	-
Inter corporate deposit from the fellow subsidiary repayable on demand**	20,00,10,000	-	-
Total	**20,00,10,000**	**12,09,67,443**	**39,48,845**

* **Terms and conditions of loans**
Details of securities and rate of interest :

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
1. Mortgage on commercial property 301-306, Crystal Point Mall, Link Road, Andheri (West), Mumbai.	-	7,28,359	39,48,845
2. Rate of Interest p.a.	10.45%	10.70%	10.80%

** Pricing for aforesaid Inter corporate deposit is at 1% above the borrowing rate applicable to the lender and for fellow subsidiaries rate of interest is 10.00% p.a.(Previous year 10.00% p.a).

19 TRADE PAYABLES

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Total outstanding dues of micro enterprises and small enterprises*	-	-	-
Total outstanding dues of creditors other than micro, small and medium enterprises	2,01,177	5,17,985	4,13,655
Total	**2,01,177**	**5,17,985**	**4,13,655**

* No interest was paid during the quarter / previous year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous NiL) interest was accrued and unpaid at the end of the accounting period. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

20 OTHER FINANCIAL LIABILITIES (CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Current maturity of long term loans:			
- from banks	99,68,309	2,44,54,861	2,02,92,257
- of lease liability	8,16,015	-	-
Book Overdrafts	36,71,606	16,76,062	6,32,52,385
Interest accrued but not due	2,37,582	4,72,559	6,35,636
Employee benefit payable	5,33,621	11,294	4,43,875
Payable to holding company	17,04,784	12,49,030	-
Expense payables	46,70,662	29,99,941	67,99,042
Other Payables	3,46,033	5,54,112	2,31,388
Total	**2,19,48,612**	**3,14,17,859**	**9,16,54,583**

21 OTHER CURRENT LIABILITIES

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Statutory dues payable	1,93,741	5,20,694	11,81,519
Advance from customers	2,32,32,650	2,78,09,833	1,44,37,003
Total	**2,34,26,391**	**2,83,30,527**	**1,56,18,522**

22 PROVISIONS (CURRENT)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Provision for gratuity (Refer note 32)	13,690	10,120	8,150
Provision for leave encashment	3,34,825	1,29,176	3,08,340
Total	**3,48,515**	**1,39,296**	**3,16,490**

Angel Wellness Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2020

23 REVENUE FROM OPERATIONS

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Membership fees	3,10,39,588	3,13,40,992
Personal training fees	1,49,57,380	1,45,19,508
Other gym income	12,42,499	5,32,407
Total	**4,72,39,467**	**4,63,92,907**

Revenue from contracts with customers

Set out below is the revenue from contracts with customers and reconciliation to Statement of Profit and Loss:

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Types of services		
Membership Fees	3,10,39,588	3,13,40,992
Personal training fees	1,49,57,380	1,45,19,508
Other gym income	12,42,499	5,32,407
Total revenue from contract with customers	**4,72,39,467**	**4,63,92,907**
Geographical markets		
India	4,72,39,467	4,63,92,907
Outside India	-	-
Total revenue from contract with customers	**4,72,39,467**	**4,63,92,907**
Timing of revenue recognition		
Services transferred over time	4,59,96,968	4,58,60,500
Services transferred at a point in time	12,42,499	5,32,407
Total revenue from contracts with customers	**4,72,39,467**	**4,63,92,907**

Contract Balances

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Trade Receivables	-	3,62,560

The company does not have any contract assets or liability, hence disclosures related to it has not been presented.

24 OTHER INCOME

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Sales (resale)	47,92,524	34,80,784
Unwinding of interest on security deposits	34,339	-
Miscellaneous Income	3,015	98,403
Total	**48,29,878**	**35,79,187**

25 CHANGES IN INVENTORIES OF STOCK IN TRADE

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Inventories at the beginning of the year		
Traded Goods	76,463	48,495
Less: Inventories at the end of the year		
Traded Goods	69,079	76,463
Changes in inventories of stock in trade	**7,384**	**(27,968)**

R. R. FALOD & CO. Chartered Accountants

Angel Wellness Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2020

26 EMPLOYEE BENEFITS EXPENSES

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries, allowances and bonus	2,78,84,686	2,44,15,882
Contribution to Provident and other funds (refer note 32)	10,34,113	7,95,270
Gratuity (refer note 32)	1,22,793	95,358
Compensated absences	3,64,699	2,20,643
Training and recruitment expenses	2,82,112	81,118
Staff welfare expenses	3,36,200	64,242
Total	**3,00,24,603**	**2,56,72,513**

27 FINANCE COSTS

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest on:		
- On term loans	38,53,037	65,54,997
- On bank overdraft	3,50,031	2,39,476
- On inter corporate deposits	1,62,04,564	91,25,382
- On loan from directors	-	4,24,536
- On lease liability	2,40,377	-
Total	**2,06,48,009**	**1,63,44,391**

28 DEPRECIATION EXPENSE

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation on property, plant & equipment	1,11,88,142	1,08,87,275
Amortisation of intangible assets	-	61,448
Depreciation on right of use assets	8,86,387	-
Total	**1,20,74,529**	**1,09,48,723**

29 OTHER EXPENSES

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Purchases of stock in trade and other consumables	34,56,678	23,47,636
Software and connectivity expenses	15,58,307	15,82,815
Rent, rates and taxes	44,03,790	45,94,665
Advertisement and business promotion	23,32,087	20,17,748
Insurance	49,117	-
Communication expenses	1,20,130	1,58,416
Printing and stationary	6,20,344	5,94,822
Travelling and conveyance	2,25,474	1,12,286
Electricity	70,43,079	65,61,589
Late payment of taxes	8,635	54,979
Legal and professional charges	78,46,143	94,19,607
Loss on sale of property, plant & equipment (net)	1,33,221	1,97,188
Repairs and maintenance:		
- Building	15,71,105	17,66,959
- Others	31,06,130	27,33,139
Auditors' remuneration*	79,000	2,58,000
Security and housekeeping charges	71,74,045	76,83,182
Bad debts written off (net)	1,31,519	3,79,553
Bank charges	5,06,516	6,35,603
Miscellaneous expenses (net of consumables)	43,62,135	27,18,272
Total	**4,47,27,455**	**4,38,16,459**

* The following is the break-up of Auditor's remuneration (excluding input credit of GST availed)

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Statutory audit fee	70,000	1,30,000
In other capacity:		
Out of pocket expenses	9,000	3,000
Other matters	-	1,25,000
Total	**79,000**	**2,58,000**

30 EARNINGS/ LOSS PER SHARE

(Amount in Rs.)

	31 March 2020	31 March 2019
Profit/(Loss) attributable to all equity holders	(6,06,35,420)	(4,47,95,235)
Weighted average number of equity shares outstanding	1,25,00,000	1,25,00,000
Face Value per share	10	10
Basic & diluted earnings/(Loss) per share (INR)	(4.85)	(3.58)

31 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There is no contingent liabilities and capital commitments outstanding as at each reporting date.

32 EMPLOYEE BENEFITS

(A) **Defined contribution plans**

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss:

(Amount in Rs.)

	31 March 2020	31 March 2019
Employers' Contribution to Provident Fund and Employee State Insurance	10,34,113	7,95,270

(B) **Defined benefit plans**

Gratuity payable to employees

The Company's liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Company. Company accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Company's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. The actuarial risks associated are:

Discount rate

Discount Rate for this valuation is based on Government bonds having similar term to duration of liabilities. Due to lack of a deep & secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability.

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability

Salary escalation rate

More or less than expected increase in the future salary levels may result in increase / decrease in the liability.

(i) **Actuarial assumptions**

(Amount in Rs.)

	31 March 2020	31 March 2019
Economic Assumptions		
Discount rate (per annum)	5.74%	6.93%
Rate of increase in Salary	3.00%	3.00%
Demographic Assumptions		
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee turnover/Withdrawal rate		
(A) Sales Employees		
(i) For service less than 4 years	99.00%	99.00%
(ii) Thereafter	2.00%	2.00%
(B) Non-sales employees		
(i) For service less than 4 years	49.00%	49.00%
(ii) Thereafter	2.00%	2.00%
Retirement age	58 years	58 years

(ii) **Amount recognised in balance sheet**

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Unfunded defined benefit obligation	4,04,429	2,50,512
Fair value of plan assets	-	-
Net asset / (liability) recognized in Balance Sheet	**4,04,429**	**2,50,512**
Current benefit obligation	13,690	10,120
Non-current obligation	3,90,739	2,40,392
Net asset / (liability) recognized in Balance Sheet	**4,04,429**	**2,50,512**

R. R. FALOD & CO. Chartered Accountants MUMBAI M. NO. 31914

(iii) Changes in the present value of defined benefit obligation (DBO)

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Present value of obligation at the beginning of the year	2,50,512	1,93,490
Interest cost	20,552	16,389
Service cost	1,02,241	78,969
Benefits paid	(1,01,959)	(1,08,800)
Actuarial (gain)/ loss on obligations		
- Due to change in financial assumptions	64,652	8,147
- Due to experience (gains)/losses	68,431	62,317
Present value of obligation at the end of the year	4,04,429	2,50,512

The estimated term of the benefit obligations works out to 3.62 years as at 31 March 2020 (31 March 2019: 3.61 years)

(iv) Expense recognized in the Statement of Profit and Loss

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Service cost	1,02,241	78,969
Interest cost	20,552	16,389
Total expenses recognized in the Statement Profit and Loss	**1,22,793**	**95,358**

(v) Expense recognized in Other comprehensive income (OCI)

(Amount in Rs.)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Remeasurements due to		
- Effect of change in financial assumptions	64,652	8,147
- Effect of experience adjustments	68,431	62,317
Net actuarial (gains) / losses recognised in OCI	**1,33,083**	**70,464**

(vi) Quantitative sensitivity analysis

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Impact on defined benefit obligation		
Discount rate		
1% increase	(62,022)	(38,418)
1% decrease	65,280	40,436
Rate of increase in salary		
1% increase	51,838	32,110
1% decrease	(46,780)	(28,975)
Withdrawal rate		
1% increase	43,607	27,011
1% decrease	(36,904)	(22,875)

(vii) Maturity profile of defined benefit obligation

(Amount in Rs.)

	For the year ended 31 March 2020	31 March 2019
Within next 12 months	14,077	10,465
Between 2 and 5 years	62,165	45,848
Between 6 and 10 years	83,120	63,064
Beyond 10 years	9,35,389	7,20,477
Total expected payments	**10,94,751**	**8,39,854**

33 RELATED PARTY DISCLOSURES:

(A) Names of related parties and nature of relationship

		Ownership Interest	
		As at 31 March 2020	As at 31 March 2019
a) Holding Company			
Angel Broking Limited (Formerly Known as Angel Broking Private Limited)	India	100%	100%
b) Fellow Subsidiary Company			
Angel Fincap Private Limited	India		
Angel Securities Limited	India		
Mimansa Software Systems Private Limited	India		
Angel Financials Advisors Private Limited	India		
c) Individuals owning directly or indirectly interest and voting power that gives them control			
Mr. Dinesh Thakkar			
Mr. Lalit Thakkar			
d) Key Management Personnel			
Mr. Vijay Thakkar	Director		

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(Amount in Rs.)

	31 March 2020	31 March 2019
Holding Company		
Angel Broking Limited (Formerly Known as Angel Broking Private Limited)		
Interest expense	53,67,560	91,25,382
Expenses incurred by Holding Company	17,07,285	16,96,998
Inter corporate Deposit taken	3,05,82,000	12,02,39,084
Inter corporate Deposit repaid	15,08,21,084	-
Fellow Subsidiary- Angel Financial Advisors Private Limited		
Interest expense	60,96,410	-
Inter corporate Deposit taken	10,00,00,000	-
Inter corporate Deposit repaid	6,50,000	-
Fellow Subsidiary- Angel Fincap Private Limited		
Interest expense	47,40,594	-
Inter corporate Deposit taken	10,06,60,000	-
Individuals owning directly or indirectly interest and voting power that gives them control		
Membership fees		
Mr. Dinesh Thakkar	-	46,800
Mrs. Hema Thakkar	-	18,000
Personal training fees		
Mr. Dinesh Thakkar	43,559	46,800
Mrs. Hema Thakkar	39,662	1,08,000
Income from cafeteria		
Mr. Dinesh Thakkar	1,288	4,820
Repayment of loan		
Mr. Lalit Thakkar	-	85,00,000
Key management personnel and their relatives		
Director's remuneration		
Mr. Vijay Thakkar	31,64,282	29,85,396
Income from cafeteria		
Mr. Vijay Thakkar	1,036	17,230

(C) Amount due to/from related party as on:

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Holding Company		
Angel Broking Limited (Formerly Known as Angel Broking Private Limited)		
Inter corporate Deposit	-	12,02,39,084
Other Payable	17,04,784	12,49,030
Fellow Subsidiary Companies		
Inter corporate Deposit- Angel Financial Advisors Private Limited	9,93,50,000	-
Inter corporate Deposit- Angel Fincap Private Limited	10,06,60,000	-

34 SEGMENT REPORTING

The Company's operations predominantly relate to offering health and fitness services. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

35 Leases

Information about lease

The company's lease asset classes consist of office premises. The Company has taken premises on operating lease. The agreement is for a period of 3 years.

The changes in the carrying value of right of use assets (ROU) for the year ended 31 March 2020 has been disclosed in Note 7.
The aggregate depreciation expense on ROU assets is included under depreciation expense in the statement of Profit and Loss. (Note 28)
The movement in lease liabilities has been disclosed in Note 15.

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis: (Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Less than one year	9,63,000	-
One to five years	9,97,177	-
More than five years	-	-
Total	**19,60,177**	-

The Company does not face a significant liquidity risk with regard to its lease liabilities as and when they fall due.
Rental expense incurred and paid for short term lease was INR 9,00,000 (31 March 2019: INR 9,75,000).

36 FAIR VALUE MEASUREMENT

Financial instrument by category

(Amount in Rs.)

	FVOCI	FVTPL	Amortised Cost
As at 1 April 2018			
Financial Assets			
Cash and cash equivalents	-	-	34,55,220
Trade Receivables	-	-	4,84,013
Other financial assets	-	-	7,85,069
Total Financial Assets	-	-	47,24,302
Financial Liabilities			
Trade payables	-	-	4,13,655
Borrowings	-	-	6,39,26,200
Other financial liabilities	-	-	9,16,54,583
Total Financial liabilities	-	-	**15,59,94,438**
As at 31 March 2019			
Financial Assets			
Cash and cash equivalents	-	-	11,49,425
Trade Receivables	-	-	3,62,560
Total Financial Assets	-	-	**15,11,985**
Financial Liabilities			
Trade payables	-	-	5,17,985
Borrowings	-	-	14,84,14,474
Other financial liabilities	-	-	3,14,17,859
Total Financial liabilities	-	-	**18,03,50,318**
As at 31 March 2020			
Financial Assets			
Cash and cash equivalents	-	-	71,18,739
Trade Receivables	-	-	-
Other financial assets			13,94,683
Total Financial Assets	-	-	**85,13,422**
Financial Liabilities			
Trade payables	-	-	2,01,177
Borrowings (Other than Debt Securities)	-	-	22,92,32,461
Other financial liabilities	-	-	2,06,33,535
Total Financial liabilities	-	-	**25,00,67,173**

FAIR VALUE HIERARCHY

The carrying amount of cash and bank balances, trade receivables, loans, trade payables, borrowings and other receivables & payables are considered to be the same as their fair values due to their short term nature. The fair values of borrowings and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(Amount in Rs.)

	31 March 2020	31 March 2019
Fixed borrowings	20,17,85,429	12,02,39,084
variable borrowings	2,74,47,032	7,28,359
Total borrowings	**22,92,32,461**	**12,09,67,443**

R. R. FALOD & CO. MUMBAI Chartered Accountants

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

(Amount in Rs.)

	Increase/ (decrease) in basis points	Effect on profit before tax
31 March 2019		
INR	50 bp	(3,642)
INR	(50 bp)	3,642
31 March 2020		
INR	50 bp	(1,37,235)
INR	(50 bp)	1,37,235

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the company does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions. The Company does not foresee any credit risks on deposits with regulatory authorities.

Trade Receivables

The Company's exposure to trade receivables is limited due to diversified customer base. The Company consistently monitors progress under its contracts with customers and sales proceeds are being realised to minimise the loss due to defaults or insolvency of the customer. An impairment analysis is performed at each reporting date on an individual basis for major clients.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities:

(Amount in Rs.)

	0-1 year	1-2 year	2-3 year	3-4 year	Beyond 4 years	Total
As at 31 March 2019						
Borrowings (Current)	12,09,67,443	-	-	-	-	**12,09,67,443**
Borrowings (Non-Current)	2,86,44,021	1,23,62,917	1,25,03,906	63,89,323	-	**5,99,00,167**
Trade payables	5,17,985	-	-	-	-	**5,17,985**
Other financial liability	3,14,17,859	-	-	-	-	**3,14,17,859**
	18,15,47,308	**1,23,62,917**	**1,25,03,906**	**63,89 323**	-	**21,28,03,454**
As at 31 March 2020						
Borrowings (Current)	20,00,10,000	-	-	-	-	**20,00,10,000**
Borrowings (Non-Current)	1,23,62,917	1,25,03,906	63,89,323	-	-	**3,12,56,146**
Trade payables	2,01,177	-	-	-	-	**2,01,177**
Other financial liabilities	2,19,48,612	-	-	-	-	**2,19,48,612**
	23,45,22,706	**1,25,03,906**	**63,89,323**	-	-	**25,34,15,935**

38 Capital Management

The Company manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure. The primary objective of the Company's capital management is to maximise the shareholders' value.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

(Amount in Rs.)

		As at 31 March 2020	As at 31 March 2019
Borrowings		22,92,32,461	14,84,14,474
Less: cash and cash equivalents		71,18,739	11,49,425
Net debt	(i)	22,21,13,722	14,72,65,049
Total Equity	(ii)	(10,76,79,032)	(4,69,44,026)
Gearing ratio	(i)/(ii)	(2.06)	(3.14)

R. R. FALOD & CO. MUMBAI M. NO. 31914 Chartered Accountants

Angel Wellness Private Limited
Notes forming part of the Financial Statements for the year ended 31 March 2020

39 Expenditure in foreign currency

(Amount in Rs.)

	As at 31 March 2020	As at 31 March 2019
Membership & Subscription Fees.	82,542	74,662
Advertisement and business promotion	6,25,921	-
	7,08,463	74,662

40 Dividend

No final dividend paid or proposed during the year ended 31 March 2020 and 31 March 2019.

41 Preparation of Accounts on Going Concern Basis:

The capital of the Company is substantially eroded as the accumulated losses as on 31 March 2020 and 31 March 2019 and 01 April 2018 exceeds its paid up capital. Suitable steps shall be taken in this connection by the Company and taking into account management assesment, the financial statements of the company have been prepared on going concern basis.

42 Subsequent Events

There were no significant events after the end of the reporting year which require any adjustment or disclosure in the financial statements

43 COVID-19 outbreak was declared a pandemic by the World Health Organization on 11 March, 2020. The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. There has been no material change in the controls or processes followed in the closing of the financial statements of the Company. Company's operations are affected due to the Maharashtra Government announcement for lockdown vide notification No. Corona - 2020/CR-58 Aarogya -5 dated 14th March 2020 since 14 March, 2020. As a result of lockdown revenue for the month of March 2020 has been impacted. Further the Indian Government on 24 March, 2020, announced a 21-day complete lockdown across the country, to contain the spread of the virus and lockdown has since then been extended with gradual relaxations. The Company is monitoring the situation closely and shall resume operations in a phased manner taking into account the directives from the Government from time to time.

44 The financial statements of the company were authorised for issued in accordance with a resolution of the directors on 08 May 2020.

For R. R. Falod & Co.
Chartered Accountants
Firm Registration Number : 102834W

Radheyshyam Falod
Proprietor
Membership No. 31914

R. R. FALOD & CO. MUMBAI M. NO. 31914 Chartered Accountants

Place: Mumbai
Date: 08 May, 2020

For and on behalf of the Board of Directors
Angel Wellness Private Limited

Dinesh Thakkar
Director
DIN : 00004382

Vijay Thakkar
Director
DIN : 03380616

Naheed Patel
Company Secretary
Membership No: ACS22506

Place: Mumbai
Date: 08 May, 2020