



Span Divergent Ltd.

(Formerly Span Diagnostics Ltd.)

9th Floor, Rajhans Bonista,
Behind Ram Chowk, Ghod Dod Road,
Surat - 395 007, Gujarat, India

Phone: +91 261 266 32 32

E-Mail: contact@span.in

Date: September 04, 2023

To,
Listing Compliance Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai – 400 001

Respected Sir / Madam,

Subject: Annual Report under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Scrip Code: 524727

The 43rd Annual General Meeting (“AGM”) of the Company will be held on Thursday, September 28, 2023 at 11:30 a.m. through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2022-2023 which is being sent through electronic mode to the Members.

The schedule of AGM is set out below:

Event	Date	Time
Relevant Date/cut-off date to vote on AGM resolution	September 21, 2023	NA
Closure of register of members and Share Transfer Books	From September 22, 2023 to September 28, 2023 (both day inclusive)	NA
Commencement of E-voting	September 25,2023	9.00 A.M.
End of E-voting	September 27,2023	5.00 P.M.
AGM(through VC/OAVM)	September 28,2023	11.30 A.M.

Kindly take the above information on your record.

Thanking you,

Yours faithfully,

For Span Divergent Limited

Urvi

Tulsh

Shinde

Urvi Shinde

Company Secretary

Digitally signed by Urvi Shinde
DN: cn=Urvi Shinde, o=Span Divergent Limited, ou=Span Divergent Limited, email=urvi@span.in, c=IN

CIN: L74999GJ1980PLC003710

www.span.in



Span Divergent Limited
43rd Annual Report
2022-23

BOARD OF DIRECTORS

Mr. N Gopaldaswami	Chairman
Mr. Viral P Desai	Managing Director
Dr. Pradip K Desai	Director
Mr. Shyamal Ghosh	Director
Mr. Kamlesh Patel	Director
Dr. Pranav S Desai	Director (up-to September 29, 2022)
Mr. Sanjay N Mehta	Director
Dr. Manjula Subramaniam	Director (up-to June 10, 2022)
Dr. Shefali Desai	Director (w.e.f. August 04, 2022)
Mr. Paras Desai	Whole Time Director and CFO

COMPANY SECRETARY

Ms. Samiksha Kansara	(up-to November 14, 2022)
Ms. Urvi Shinde	(w.e.f. February 09, 2023)

CHIEF FINANCIAL OFFICER

Mr. Paras Desai

BANKERS

HDFC BANK LIMITED
Chaintanya Jyoti, Maskati Plot, Vibhag-2, Plot No. 32,
Opp. Raymonds Showrooms, Dumas Road, Surat – 395007

STATUTORY AUDITORS

M/S. Y. B. Desai & Associates
Chartered Accountant
1/573, 1st Floor, Gajanand Complex, Por Mohallow, Near Anand Hospital,
Nanpura, Surat – 395 001

**HEAD OFFICE &
REGISTERED OFFICE**

9th Floor, 902-904, Rajhans Bonista,
Behind Ram Chowk Temple, Ghod Dod Road, Surat 395007

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NOTICE

To,
THE MEMBERS OF SPAN DIVERGENT LIMITED

NOTICE is hereby given that the 43rd Annual General Meeting (AGM) of Shareholders of Span Divergent Limited (Formerly Span Diagnostics Limited) will be held on **Thursday, September 28, 2023 at 11:30 A.M. Indian Standard Time (IST)** through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the financial year ended on March 31, 2023, and the Reports of the Board of Directors and Auditor thereon; and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Standalone and Consolidated Annual Financial Statements for the year ended on March 31, 2023, together with Directors' Report and the Auditors' Reports thereon as circulated to the members and presented to the meeting be and hereby approved and adopted."

2. To appoint a director in place of Dr. Pradip Desai (DIN: 00026451) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof, for the time being in force, Dr. Pradip Desai (DIN: 00026451), a Director liable to retire by rotation who offer himself for re-appointment, be re-appointed as a Director of the Company.

SPECIAL BUSINESS

3. Approval for Related Party Transaction(s):

To consider and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (the "Companies Act") read with applicable provisions the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of amended regulation 23 and such other applicable provisions/regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other provisions of applicable laws/rules and subject to the approval/consent of such appropriate authorities as may be required, under any statute for the time being in force, if any, (including any amendment, modifications or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Company for related party transaction(s) (whether by way of an Individual Transaction or transactions taken together or series of transactions or otherwise) entered or to be entered into with following related parties, up to the maximum per annum amounts as appended in table below against each of the related parties and on such terms and conditions as may be considered appropriate by the Board of Directors:"

Sr. No	Name of the Related Party	Relationship	*Maximum Value of Transactions per annum (Amount in Rs. Crore)
1	Dryfruit Factory LLP	LLP in which Company is partner	75
2	Aranya Agri Biotech LLP	LLP in which Company is partner	75
3	Span Diagnostics LLP	LLP in which Company is partner	75
4	Biospan Scientific LLP	LLP in which Company is partner	75
5	Desai Farmharvest LLP	LLP in which Company is partner	25
6	Span Bioproducts Private Limited	One or more Common Directors	25
7	Mr. Viral P Desai	Managing Director	5
8	Dr. Pradip K Desai	Director	5
9	Mr. Paras Desai	Whole Time Director & CFO	5
10	Mrs. Sujata Desai	Chief Operating Officer	5
11	Directors / KMP's / Relatives of Directors and KMP / other firms and companies in which directors have interest as per the provisions of Section 2(76) of the Companies Act, 2013 other than mentioned hereinabove	Related Party as per Companies Act, 2013, Accounting Standards and Listing Regulations	1

*Expected value of transactions per annum

"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER that the Board of Directors of the Company and/or any director of the Company and/or a committee thereof, be and are hereby severally and/or jointly authorised to do or cause to be done all such acts, matters, deeds, things and to settle any queries, difficulties, doubts, that may arise with regards to any transaction with the related party and execute such agreements, documents and writings and to make such fillings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

"RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary

applications, if required, and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including altering, deleting, inserting any of the clause and to solve any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company.”

4. Continuation of directorship of Dr. Pradip K Desai (DIN: 00026451), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Dr. Pradip K Desai [Director Identification Number (DIN): 00026451], aged 84 years, as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.”

5. Appointment of Mr. Rajendra N Chokhawala (DIN: 01585000) as an Independent Non-Executive Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Rajendra N Chokhawala (DIN: 01585000) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years with effect from January 01, 2024 up-to December 31, 2028 whose period of office not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including filings and take such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

6. Appointment of Mr. Jigneshkumar R Desai (DIN: 00335703) as an Independent Non-Executive Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Jigneshkumar R Desai (DIN: 00335703) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years with effect from January 01, 2024 up-to December 31, 2028 whose period of office not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including filings and take such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. Appointment of Mr. Nirav D Jogani (DIN: 00016354) as an Independent Non-Executive Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Nirav D Jogani (DIN: 00016354) who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years with effect from January 01, 2024 up-to December 31, 2028 whose period of office not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including filings and take such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

Date : August 10, 2023
Place : Surat

For and on behalf of the Board of Directors

Urvi Shinde
Company Secretary

Registered Office:

9th Floor, 902-904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road,
Surat – 395 007
CIN: L74999GJ1980PLC003710

Notes:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company considered that the special business under Item Number 3 to 7.
- b) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2023 to September 28, 2023 (both days inclusive).
- d) M/s. Accurate Securities and Registry Private Limited is the Registrar and Share Transfer Agents of the Company. Shareholders are requested to make all correspondence including change of address to them at the following address.

Accurate Securities and Registry Private Limited

Unit: Span Divergent Limited, Shangrila Arcade, 203, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad, Gujarat – 380 015

Telephone No.: +91-79-48000319, Email: investor@accuratesecurities.com Website: www.accuratesecurities.com

- e) Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting and updating of bank account mandate;
 - i. In case shares are held in physical mode, members are requested to approach Company’s Registrar & Transfer Agent, Accurate Securities and Registry Private Limited.
 - ii. In case shares are held in Demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants.
- f) Members are advised to avail of the facility for receipt of future dividends through Electronic Clearing Services (ECS). Members holding shares in dematerialized mode are requested to contact their respective Depository Participants (DPs) for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the Company’s Registrar & Share Transfer Agent for details.
- g) Members seeking further information on the Accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
- h) The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading Information regarding unpaid and unclaimed dividend amounts lying with companies) Rules, 2012 (IEPF Rules) which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information of the unclaimed dividend on the website of the Company viz. <http://span.in/shareholder-corner/unclaimed-dividend-iepf/> and have transferred amount of unpaid dividend to IEPF in accordance with the applicable rules. **Your company does not have any unclaimed dividend amount lying with Company as on date.**
- i) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- j) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, **“No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting”**.
- k) Documents referred to in the notice are open for inspection at the registered office of the Company during business hours on any working day except Saturday and holidays up to the date of Annual General Meeting.
- l) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, such as name of Bank, branch details, bank account number, MICR Code, IFSC Code, etc.
 - a) **For Shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For Shares held in physical form:** to the Registrar and Transfer Agent in the prescribed form ISR 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRDS/MIRDS_RTAMB/CIR/2021/655 dated November 03, 2021.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <http://span.in/shareholder-corner/miscellaneous-shareholders-information/> and on the website of the Company’s Registrar and Transfer Agents, Accurate Securities and Registry Private Limited at <https://www.accuratesecurities.com/>. **It may be noted that any service request can be processed only after the folio is KYC Compliant.**

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form.

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <http://span.in/shareholder-corner/miscellaneous-shareholders-information/> and on the website of the Company’s Registrar and Transfer Agents, Accurate Securities and Registry Private Limited

at <https://www accuratesecurities.com/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Accurate Securities and Registry Private Limited in case the shares are held in physical form.

m) **General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:**

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 10/2022 dated December 28, 2022 and 2/2022 dated May 05, 2022 read with 2/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as “the Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM.
- 2) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.**
- 3) In terms of MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website <http://span.in/shareholder-corner/financial-results/> website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
- 4) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during AGM on the date of the AGM will be provided by NSDL. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**
- 6) The remote e-voting period begins on September 25, 2023 at 9:00 A.M. (IST) and ends on September 27, 2023 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares in either physical form or in dematerialized form as at the cut-off date of September 21, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023. Any person who acquires shares of the Company and becomes member of the Company after dispatch of this Notice and holding shares as on September 21, 2023 may obtain the login ID and Password by sending request at evoting@nsdl.co.in. The e-voting module shall be disabled by NSDL for voting after September 27, 2023 at 5:00 P.M. (IST).
- 7) The details of process and manner for remote e-voting and e-voting during the AGM are as under:

How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders Holding Securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at:https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company, For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your Demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmiteshrana@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Grievances connected with e-voting may be referred to:

Mr. Ketankumar Patel, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email Id: evoting@nsdl.co.in , Tel: +91 22 24994738 / 1800 222 990

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@span.co.in
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@span.co.in. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, Demat account number/folio number, email id, mobile number at secretarial@span.co.in. The same will be replied by the company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address to secretarial@span.co.in between Saturday, September 16, 2023 (from 9:00 a.m. IST) to Friday, September 22, 2023 (up to 5:00 p.m. IST). The request must mention their name, DP ID and Client ID/folio number, PAN and mobile number. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions on the resolutions proposed in the Notice convening the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@span.co.in

In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@span.co.in

OTHER INSTRUCTIONS

- I. Mr. Mitesh Rana of Mitesh Rana & Co., Company Secretaries (Membership No.: 28113) has been appointed as the scrutinizer to scrutinize voting process (electronically or otherwise) in fair and transparent manner.
- II. Chairman of the Company and in his absence Mr. Viral P Desai, Managing Director will declare the voting results based on scrutinizers report received on e-voting and voting during the meeting. The voting results along with scrutinizers report will be displayed on Company's website <http://span.in> and Stock Exchange's website www.bseindia.com.

Date: August 10, 2023

Place: Surat

For and on behalf of the Board of Directors

**Urvi Shinde
Company Secretary**

ANNEXURE TO THE NOTICE:

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Item No. 3 to 7 of the accompanying Notice dated August 10, 2023.

Resolution at Item No. 3

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The provisions of the recently amended Regulation 23 of the Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

A. Background, details and benefits of the proposed Material Related Party Transactions by the Company

Name of Related Parties as mentioned in the resolution are Related Parties as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards read with Regulation 2 (1) (zb) of the SEBI LODR, 2015.

The Company has entered into/is proposing to enter into certain business transactions with the related parties during Financial Years 2023-2024 respectively. The nature of transactions is in the form of Investments including investment in fluctuating capital (Payment or Repayments), Interest, Management Fees, Guarantee Commission, Rent, Lease Rent, Remuneration, other transactions of financial nature etc. from/by related parties. All transactions entered into/to be entered into by the Company with each of the related parties were/are in the ordinary course of business and/or were/are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/SEBI LODR, 2015 were obtained. The related party transaction may or may not fall under the purview of Section 188 of the Companies Act, 2013 being ordinary course of business and at arm's length price however same are covered under the provisions of the regulation 23 of the SEBI Listing Regulations.

As the above transactions with each of the related parties as mentioned were considered to be or are likely to be Material Related Party Transactions based on the definition of Material Related Party Transactions as prevailing in the SEBI LODR, 2015.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the SEBI LODR, 2015 by way of passing of a Special Resolution for approving overall limit of the transactions with the each of the related parties as mentioned in the resolution, an amount such transaction may likely to exceeds limit prescribed in the SEBI LODR, 2015.

Further, no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

Relevant documents, if any, in respect of the said item are available in electronic form for inspection by the Members of the Company upto the last date of the remote e-voting.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be, deemed to be concerned or otherwise interested in the said Special Resolution only to the extent of their shareholding.

The Board recommends the Special Resolution as set out for approval by the Members.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr.No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction;	As detailed above. All transactions to be entered into are at arm's length.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	As mentioned in the resolution
3	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approving overall monetary limit with each of the related party for FY 2023-24 as mentioned in the resolution and approval of authorisation so granted by this resolution shall be valid up-to ensuing Annual General Meeting till Next Annual General Meeting.
4	Value of the proposed transaction	Not exceeding overall monetary limit as detailed mentioned in the resolution as set out at Item No. 3 for various related parties.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	For proposed transaction value may or may not exceed 10% of Annual Consolidated Turnover for each of the related party.
6	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction;	Not Applicable

	ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
7	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial.
8	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

The overall limit as approved herein by this resolution will also inclusive of related party transaction for which specific approval of Board or Member as the case may be obtained by the Company.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Resolution at Item No. 4

Dr. Pradip K Desai (age 84), a bright pathologist, is the pioneer of this Company. He conceived a dream to indigenously develop and manufacture a comprehensive range of ready-made diagnostic reagents needed by clinical pathology laboratories. The operations started under Desai Laboratories and got restructured as Span Diagnostics Limited with an emphasis on in-house R&D to develop more and more products, keeping the customer needs in focus and quality under constant vigil. Company achieved many milestones and successes under his able guidance throughout its existence. Dr. Pradip K Desai has been associated with the Company as Director since its inception. He was Non-Executive Non-Independent Director of the Company with effect from March 05, 2015.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Though Dr. Pradip K Desai can hold office as a Non-Executive Non-Independent Director of the Company under the erstwhile resolution, this Special Resolution is placed before the shareholders for their approval.

He has been actively associated with the following institutions:

- ❖ President & Trustee, Surat Raktadan Kendra, Surat since 1978 - 2010.
- ❖ President of Association of Diagnostics Manufacturers of India [ADMI] from 2003 - 2009.
- ❖ President of Surat Administrative Committee of Vanita Vishram till September , 2021

In addition, he was involved with various government initiatives as detailed below:

- ❖ Member, Government of India's Task force on promoting large scale use of Biotechnology for 5 years from Nov 1994
- ❖ Member of Expert Group on Development of Immunodiagnostic Kits, DBT, Delhi (1996-1999)
- ❖ Member of Gujarat Council of Biotechnology (2005)
- ❖ Member of Biotechnology Committee of FICCI (2005-2006)
- ❖ Member of Platform Technology Committee for the formulation of 11th Five Year Plan, DBT, Delhi. (2006)
- ❖ DBT Task Forces on HRD in Diagnostics (1997-2000)

He is a member of Investors Grievances Committee of the Board of the Company. His other directorship is given below:

1. Athreyas Wellness Private Limited
2. Span Finstock Private Limited
3. Span Bioproducts Private Limited
4. Vanita Vishram
5. Surat ABO Foundation

Apart from being a Director on the Board, Dr. Pradip K Desai is also part of Stake Holder Relationship Committee and has been effectively performing his duties and providing valuable guidance to the Company. Dr. Pradip K Desai has extensive experience in handling overall Administration, Business Management and in the area of research and development.

In the opinion of the Board, Dr. Pradip K Desai's rich and diverse experience is valuable asset to the Company which can provide good suggestions and enriched point of view during Board discussions and decision making. He is a person of immense integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

None of the Directors and Key Managerial Personnel of Company except Dr. Pradip K Desai, and Mr. Viral P Desai and his relatives, to the extent of their shareholding interest, if any, in the Company is anyway concerned or interested in the said resolutions.

Your directors recommend the above resolution set out in Item No 4 as a Special Resolution for your approval.

Resolution at Item No. 5

At recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company at their respective meetings held on August 10, 2023, Mr. Rajendra N Chokhawala (DIN: 01585000) has been proposed to be appointed as an Independent Non-Executive Director on the Board of the Company to hold office for a term of 5 (Five) consecutive years commencing from January 01, 2024 up-to December 31, 2028 and he shall not be liable to retire by rotation.

Mr. Rajendra Navinchandra Chokhawala, aged 64 years, has completed Bachelor of Commerce from South Gujarat University, Surat and also completed Diploma in Business and Industrial Management. He has in-depth knowledge of Business Administration and Management along with more than 25 years of working experience in Real Estate Sector Business. He is presently associated with Surat Mega Textile Processing Park Association, Sar Infracon, Sayan Textile Park Limited, Surat ABO Foundation. He is also associated with Tadkeshwar Infra LLP and Yes Greentex Infra LLP as a Partner. He is also Vice President at Surat Raktadan Kendra and Research Center.

Detail of his directorship in various companies is given below:

- Surat Mega Textile Processing Park Association
- Sar Infracon
- Sayan Textile Park Limited
- Surat ABO Foundation

The Company has received a declaration from Mr. Rajendra N Chokhawala confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mr. Rajendra N Chokhawala consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received letter from a member under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company. In the opinion of the Board, Mr. Rajendra N Chokhawala fulfils the conditions as specified in the Companies Act, 2013 (the Act) and the rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for his appointment of as an Independent Non-Executive Director of the Company and is Independent of the Management.

Considering Mr. Rajendra N Chokhawala's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Non-Executive Director for a period of five years with effect from January 01, 2024 up-to December 31, 2028. Draft letter of appointment of Mr. Rajendra N Chokhawala setting out the terms and conditions of appointment is being made available for inspection by the members of the Company. Additional information in respect of Mr. Rajendra N Chokhawala pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Except Mr. Rajendra N Chokhawala, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the Special Resolution set out at Item No. 5.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajendra N Chokhawala as Non-Executive Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No.5 of the Notice in relation to appointment of Mr. Rajendra N Chokhawala as an Independent Non-Executive Director, for the approval by the shareholders of the Company.

Resolution at Item No. 6

At recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company at their respective meetings held on August 10, 2023, Mr. Jigneshkumar R Desai (DIN: 00335703) has been proposed to be appointed as an Independent Non-Executive Director on the Board of the Company to hold office for a term of 5 (Five) consecutive years commencing from January 01, 2024 up-to December 31, 2028 and he shall not be liable to retire by rotation.

Mr. Jigneshkumar Rameshchandra Desai, aged 52 years, is a co-founder and Promoter Director of NJ India Invest Private Limited. He has 25 years strategic Management Experience in the areas of Securities Market, Financial Products Distribution, Portfolio Management. He is the creator of the NJ Group businesses including Mutual Fund Distribution, Real Estate Advisory, Distribution of Modular Furniture, Distribution and Marketing of FMCG Products, Information Technology, Training and Education. He has an educational background of civil engineering and also awarded with the Shree Girdhargopal Mundra Award for outstanding business Person of the year 2017 – 2018 by South Gujarat Chamber of Commerce & Industry and with Anavil Ratna in the year 2015 by Shree Bruhad Anavil Samaj. He has served as an executive committee member of Federation of Indian Chambers of Commerce & Industry and as the President of Navsari Traffic Education Trust, Shree Anavil Sanskar Trust-Navsari, Shree Bruhad Anavil Samaj- Navsari, Rotary Eye Institute- Navsari.

Details of his directorship in various companies is given below:

- NJ Trustee Private Limited
- NJ Financial Services Private Limited
- NJ India Invest Private Limited
- NJ Realty Services Private Limited
- Finlogic Technologies India Private Limited
- Refresh Wellness Private Limited
- Financial Intermediaries Association of India
- NJ Charitable Foundation

The Company has received a declaration from Mr. Jigneshkumar R Desai confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mr. Jigneshkumar R Desai a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received letter from a member under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company. In the opinion of the Board, Mr. Jigneshkumar R Desai fulfils the conditions as specified in the Companies Act, 2013 (the Act) and the rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for his appointment of as an Independent Non-Executive Director of the Company and is Independent of the Management.

Considering Mr. Jigneshkumar R Desai's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Non-Executive Director for a period of five years with effect from January 01, 2024 up-to December 31, 2028. Draft letter of appointment of Mr. Jigneshkumar R Desai setting out the terms and conditions of appointment is being made available for inspection by the members of the Company. Additional information in respect of Mr. Jigneshkumar R Desai pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Except Mr. Jigneshkumar R Desai, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the Special Resolution set out at Item No. 6.

The Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mr. Jigneshkumar R Desai as Non-Executive Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No.6 of the Notice in relation to appointment of Mr. Jigneshkumar R Desai as an Independent Non-Executive Director, for the approval by the shareholders of the Company.

Resolution at Item No. 7

At recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company at their respective meetings held on August 10, 2023, Mr. Nirav D Jogani (DIN: 00016354) has been proposed to be appointed as an Independent Non-Executive Director on the Board of the Company to hold office for a term of 5 (Five) consecutive years commencing from January 01, 2024 up-to December 31, 2028 and he shall not be liable to retire by rotation.

Mr. Nirav Dineshchandra Jogani, aged 49 years, serves as the Director of Lemon Technologies Pvt Ltd, an esteemed IT solutions company at the forefront of the industry. Also holds a directorship on the board of Zeva Capsol Pvt Ltd., an entity responsible for managing the 1Crowd AIF Fund. He possesses a wealth of expertise spanning taxation, corporate laws, finance, management, and information technology. He is a senior Chartered Accountant and holds the esteemed designation of an ISO lead auditor. His exceptional credentials are further augmented by his pursuit of advanced training in Japanese management practices.

Details of his directorship in various companies is given below:

- Veloce Be Private Limited
- Lemon Technomist Private Limited
- Starcuts Solitaire Private Limited
- ESG Solutions Private Limited
- Diatech Platforms Private Limited
- Veloce Fintech Private Limited
- Lemon Technologies Private Limited
- Zeva Capsol Private Limited
- RSM Consulting India Private Limited

The Company has received a declaration from Mr. Nirav D Jogani, confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mr. Nirav D Jogani consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received letter from a member under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company. In the opinion of the Board, Mr. Nirav D Jogani fulfils the conditions as specified in the Companies Act, 2013 (the Act) and the rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for his appointment of as an Independent Non-Executive Director of the Company and is Independent of the Management.

Considering Mr. Nirav D Jogani's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Non-Executive Director for a period of five years with effect from January 01, 2024 up-to December 31, 2028. Draft letter of appointment of Mr. Nirav D Jogani setting out the terms and conditions of appointment is being made available for inspection by the members of the Company. Additional information in respect of Mr. Nirav D Jogani pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Except Mr. Nirav D Jogani, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the Special Resolution set out at Item No. 7.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Nirav D Jogani as Non-Executive Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No.7 of the Notice in relation to appointment of Mr. Nirav D Jogani as an Independent Non-Executive Director, for the approval by the shareholders of the Company.

Annexure-A

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Dr. Pradip K Desai	Mr. Rajendra N Chokhawala	Mr. Jigneshkumar R Desai	Mr. Nirav D Jogani
Date of Birth	September 22, 1939	June 18, 1959	July 10, 1971	December 13, 1974
Age	84	64	52	49
Qualification	M. D. Pathology	Bachelor of Commerce	Civil Engineering	Chartered Accountant
Date of Appointment	March 31, 1980	January 01, 2024	January 01, 2024	January 01, 2024
Experience in Specific functional area	<p>He is the Founder Chairman and key promoter as well as Director of Span Divergent Ltd (Formerly Span Diagnostics Ltd.). He is MD (Pathology) from B. J. Medical College, Ahmedabad with brilliant academic career. While practicing as a Pathologist at Surat since 1966 onwards.</p> <ul style="list-style-type: none"> • He established Span Diagnostics in 1972 to manufacture and market IVD products with in-house R & D efforts. He has published several research papers and filed Patents in the field of IVD. He occupied several prestigious positions, some of them are as follows: • Founding president of Association of Diagnostics Manufacturers of India (ADMI). • Founder, President & Trustee, Surat Raktadan Kendra, Surat (A leading Blood bank of India). • Advisor in Pathology & Trustee, Muljibhai Patel Urological Hospital, Nadiad • Chairman, Span Education & Research Foundation, Surat. • Member, Govt. of India's Task force on promoting large scale use of Biotechnology (1994-99). • Member of Expert Group on Development of Immunodiagnostic Kits, DBT, Delhi (1996-1999) • Member of Gujarat Council of Biotechnology (2005-2008) • Member of Biotechnology Committee of FICCI (2005-2006) • Member of Platform Technology Committee for the formulation of 11th Five Year Plan, DBT, Delhi. (2006) 	<p>Mr. Rajendra Navinchandra Chokhawala, aged 64 years, has completed Bachelor of Commerce from South Gujarat University, Surat and also completed Diploma in Business and Industrial Management.</p> <ul style="list-style-type: none"> • He has in-depth knowledge of Business Administration and Management along with more than 25 years of working experience in Real Estate Sector • He is presently associated with Surat Mega Textile Processing Park association, Sar Infracon, Sayan Textile Park Limited, Surat ABO Foundation and also associated with Tadmeshwar Infra LLP and Yes Greentex Infra LLP as a Partner. He is also Vice President at Surat Raktadan Kendra and Research Center. 	<p>Mr. Jigneshkumar Rameshchandra Desai is a co-founder and Promoter Director of NJ India Invest Private Limited. He has 25 years of strategic Management Experience in the areas of Securities Market, Financial Products Distribution and Portfolio Management</p> <ul style="list-style-type: none"> • He developed the NJ Group businesses including Mutual Fund Distribution, Real Estate Advisory, Distribution of Modular Furniture, Distribution and Marketing of FMCG Products, Information Technology, Training and Education. • He has an educational background of Civil Engineering. • He has been awarded with the Shree Girdhargopal Mundra Award for outstanding business Person of the year 2017 – 2018 by South Gujarat Chamber of Commerce & industry and with Anavil Ratna in the year 2015 by Shree Bruhad Anavil Samaj. • He has served as the executive committee member of Federation of Indian Chambers of Commerce & Industry and as the President of Navsari Traffic Education Trust, Shree Anavil Sanskar Trust-Navsari, Shree Bruhad Anavil Samaj-Navsari, Rotary Eye Institute- Navsari. 	<p>Mr. Nirav Dineshchandra Jogani serves as the Director of Lemon Technologies Pvt Ltd, an esteemed IT solutions company at the forefront of the industry.</p> <ul style="list-style-type: none"> • He also holds a directorship on the board of Zeva Capsol Pvt Ltd., an entity responsible for managing the 1Crowd AIF Fund. • He possesses a wealth of expertise spanning taxation, corporate laws, finance, management, and information technology. • He is a senior Chartered Accountant and holds the esteemed designation of an ISO lead auditor. His exceptional credentials are further augmented by his pursuit of advanced training in Japanese management practices.

List of Companies in which outside directorship held	1) Span Bioproducts Private Limited 2) Athreyas wellness Private Limited 3) Span Finstock Private Limited 4) Vanita Vishram 5) Surat ABO Foundation	1) Surat Mega Textile Processing Park Association 2) Sar Infracon 3) Sayan Textile Park Limited 4) Surat Abo Foundation	1) NJ Trustee Private Limited 2) NJ Financial Services Private Limited 3) NJ India Invest Private Limited 4) NJ Realty Services Private Limited 5) Finlogic Technologies India Private Limited 6) Refresh Wellness Private Limited 7) Financial Intermediaries Association of India 8) NJ Charitable Foundation	1) Veloce Be Private Limited 2) Lemon Technomist Private Limited 9) Starcuts Solitaire Private Limited 3) Esg Solutions Private Limited 4) Diatech Platforms Private Limited 5) Veloce Fintech Private Limited 6) Lemon Technologies Private Limited 7) Zeva Capsol Private Limited 8) RSM Consulting India Private Limited
Membership of Committee of the Board of Director of the Company	Stakeholder Relationship Committee	Nil	Nil	Nil
Membership in Committee in other Companies	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Dr. Pradip K Desai is father of Mr. Viral P Desai who is Managing Director of the Company	Not Applicable	Not Applicable	Not Applicable
No. of Shares held	23,35,806	Nil	Nil	Nil

Date : August 10, 2023

Place : Surat

For and on behalf of the Board of Directors

**Urvi Shinde
Company Secretary**

Registered Office:

**9th Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road,
Surat – 395 007**

CIN: L74999GJ1980PLC003710

DIRECTORS' REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting the 43rd Annual Report of Span Divergent Limited (the Company) on the business and operations of the Company together with the audited financial statements for the year ended on March 31, 2023.

1. FINANCIAL SUMMARY/PERFORMANCE OF THE COMPANY

The financial performance of the Company for the Financial Year ended March 31, 2023 along with corresponding figures of previous financial year is summarised below.

All amounts are in Indian Rupees in Lacs except for share data or otherwise stated.

a) Standalone Financial Results

Particulars	Amount (Rs. In Lacs)	
	2022 - 2023	2021 - 2022
Total Revenue	269.54	311.84
Profit/(Loss) before tax, Depreciation and Finance Cost (Excluding extraordinary income/(Loss))	123.54	160.92
Less: Finance Cost	-	-
Profit/(Loss) before Depreciation	123.54	160.92
Less: Depreciation	42.46	50.91
Profit/(Loss) before exceptional item and tax	81.07	110.01
Exceptional Item	(410.83)	(917.47)
Profit/(Loss) before tax	(329.76)	(807.46)
Income Tax Expense	3.98	(31.66)
Profit/(Loss) for the period from continuing operations	(333.74)	(775.80)
Other comprehensive income		
Remeasurement costs of post-employment benefits	(1.69)	0.34
Deferred tax on post-employment	0.47	(0.09)
Other comprehensive income for the year, net of tax	(1.22)	0.25
Total comprehensive income for the year	(334.96)	(775.55)
Earnings per equity share for profit from operation attributable to owners of the entity:		
Basic earnings per share	(6.11)	(14.20)
Diluted earnings per share	(6.11)	(14.20)

b) Consolidated Financial Performance

Consolidated Financial Statements prepared in accordance with Section 133 of the Companies Act, 2013 read with the rules made there under and Indian Accounting Standards (Ind AS) along with Auditor's Report which forms part of the Annual Report.

Consolidated Sales of your Company for the financial year ended March 31, 2023 is INR 1252.48 Lacs vis-a-vis INR 1308.78 Lacs in the previous year, registering a decrease of 4.30%. Consolidated Net loss attributable to the owners of the Company for the financial year ended March 31, 2023 is INR (505.46) Lacs vis-a-vis INR (980.01) Lacs in the previous year, registering a decrease by 48.42%.

2. DIVIDEND

Board after detailed deliberation and considering loss incurred during the year under review decided not to recommend any dividend for the financial year 2022 - 23. The Dividend Distribution Policy of the Company is set out as "Annexure A". The Dividend Distribution Policy of the Company is also available at <http://span.in/wp-content/uploads/2023/02/Span-Dividend-Policy.pdf>.

3. TRANSFER TO RESERVES:

No amount has been transferred to Reserves for the financial year ended on March 31, 2023.

4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

During the Financial Year 2022-23, on standalone basis Company has incurred losses which includes an exceptional item of Rs. 410.83 Lacs Contributed by Impairment of capital invested in a subsidiary company, Aranya Agri Biotech LLP, resulting in Net loss of Rs. 329.76 Lacs.

Subsequent to the sale of its IVD Business Undertaking in March 2015, Company has been operating in various business segments through specific subsidiary firms formed for each of the businesses. Company also has a Pvt Limited subsidiary Company, M/s. Biospan Contamination Control Solutions Private Limited. Company has been very vigilant and been critically reviewing each of these businesses and as a result has been restructuring its businesses, where ever needed. As part of such restructuring, Company has decided to exit from its Plant Tissue Culture Business and has taken decision to discontinue operation of Aranya Agri Biotech LLP – a firm involved in Plant Tissue Culture Business. The process of discontinuation of the operation is expected to be completed during FY23-24.

In terms of provision to sub-section (3) of the Section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries are set out in the prescribed Form AOC – 1 which forms part of the Annual Report.

The details of firms and brief status of each of subsidiaries, where Company is actively pursuing the business development are as follows:

Dryfruit Factory LLP (DFFL):

DFFL has a plant near Ahmedabad, Gujarat for processing of Raw Cashew Nuts (RCNs) into a finished cashew, whose commercial production started since second quarter of FY2018. The plant is accredited with ISO 9001:2015 and Food Safety System Certification (FSSC) 22000. DFFL has entered in to long term Tolling Agreement to ensure that plant is utilized to its maximum capacity.

During the year under review, the LLP yielded Total Revenue of INR 962.36 Lacs with net loss of INR (81.53) Lacs as against Total Revenue INR 1163.28 Lacs and net loss of INR (52.18) Lacs in previous year. The Total Comprehensive Income of the LLP for the year ended March 31, 2023 is INR (80.86) Lacs as against INR (51.53) Lacs in previous year.

Aranya Agri Biotech LLP (AABL):

AABL had ventured in to Plant Tissue Culture Business after having acquired assets of a non-operative (but a pioneer venture in the field) unit which was in the business of Plant Tissue Culture.

AABL was involved in Plant Tissue Culture business which falls into the Agriculture Activities. Over past two years, while looking at the industry scenario and outcome of the business under such scenario, Company embarked upon restructuring of AABL and was gradually downsizing its business operation. During the year under review, the LLP yielded Total Revenue of INR 20.47 Lacs and net loss of INR (81.48) Lacs as against Total Revenue INR 26.95 Lacs and net loss of INR (141.77) Lacs in previous year. The Total Comprehensive Income of the LLP for the year ended March 31, 2023 is INR (81.48) Lacs as against INR (141.77) Lacs in previous year. The Board had been critically reviewing the performance of the LLP and after evaluating status of the ongoing business of M/s. Aranya Agri Biotech LLP and detailed deliberations, Board has approved the plan to discontinue operations of Aranya. As such Aranya is not a material subsidiary.

Desai Farmharvest LLP:

No operation has started in this LLP. It will be operational at an appropriate time in line with the overall strategy of the Company. During the year under review, the LLP incurred net Profit of INR 0.66 Lacs as against net profit of INR 0.66 Lacs in previous year. The Total Comprehensive Income of the LLP for the year ended March 31, 2023 is INR 0.66 Lacs as against INR 0.66 Lacs in previous year.

Biospan Scientific LLP (BSLLP):

BSLLP had introduced a niche and selective product portfolio to serve Indian customers in Pharmaceutical & Biotechnology manufacturing segments. BSLLP has limited products under its name.

During the year under review, the LLP yielded Total Revenue of INR 113.50 Lacs and net profit of INR 40.07 Lacs as against Total Revenue INR 92.80 Lacs and net profit of INR 31.80 Lacs in previous year. The Total Comprehensive Income of the LLP for the year ended March 31, 2023 is INR 40.07 Lacs as against INR 31.80 Lacs in previous year.

Biospan Contamination Control Solutions Private Limited (BSCCS):

BSCCS, being subsidiary of Span is a joint venture between Span Divergent Ltd. and Micronclean UK, with Span having 67 % equity stake. It caters to the niche segment of Pharmaceutical and Biotechnology industry having clean room consumable requirement. The products are imported from Joint Venture Partner Company from UK and other reputed companies world-wide operating in the similar segment.

During the year under review, the Company yielded Total Revenue of INR 116.42 Lacs and net loss of INR (86.12) Lacs as against Total Revenue INR 93.57 Lacs and net loss of INR (77.85) Lacs in previous year. The Total Comprehensive Income of the Company for the year ended March 31, 2023 is INR (85.97) Lacs as against INR (77.66) Lacs in previous year.

Span Diagnostics LLP:

No operation has started in this LLP. It will be operational at an appropriate time in line with the overall strategy of the Company. During the year under review, the LLP incurred net loss of INR (0.12) Lacs as against net loss of INR (0.14) Lacs in previous year. The Total Comprehensive Income of the LLP for the year ended March 31, 2023 is INR (0.12) Lacs as against INR (0.14) Lacs in previous year.

Industry Structure, Development & Outlook

The Company has invested in the business of Food, Agriculture and Life science verticals and is operating businesses through its various Subsidiaries. The Company is mainly providing support to all the entities in terms of business management, financial, technical and operational expertise. Additionally, it also gets involved in monitoring and guiding all the entities in various compliances, providing them vital support in networking, liasoning and building business in each of these entities. Company vigilantly monitors each subsidiary company/firm performance and takes required corrective actions and provide strategic guidance after having dully discussed and approved by the Board. Company foresees good potential and growth prospects in the two major segments it is operating through its subsidiary viz, Raw Cashew Processing and Consumables for Biotechnology / Pharmaceutical Industry. Company will continue to look for further opportunities in these segments for further consolidating the business.

Research & Development

As Company is operating through its subsidiary, it is not having any R&D activities.

Human resources and Industrial relations

As on March 31, 2023, Company has 6 employees. The focus of the Company is to enrich its employees by promoting learning & development and providing opportunities for enhancing their knowledge base continuously so that to make them multiskilled in current environment. The Company strives to empower its employees to take up independent responsibility and thereby reaping the benefits of diverse skills set of all employees. During the year, Company continues to have cordial and harmonious relations with its employees.

Details of Key Financial Ratios are provided in notes to financial statement.

5. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There was no significant material order passed by the regulators or courts.

6. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Management is committed to continue maintaining Company's internal control system, which is reviewed and monitored critically. Compliance of the same is ensured with very valuable inputs from the independent directors, Internal Auditors and Statutory Auditors. Their vast experience and knowledge base has contributed tremendously in betterment of systems and processes, resulting in better internal control. Internal control system is further supported by periodic review by management and the Audit Committee. Company maintains high focus towards all regulatory compliances, which is regularly reviewed by the Board. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

7. FIXED DEPOSITS

Company has not accepted any fixed deposits and as such and no amount of principal or interest of fixed deposit was outstanding as of balance sheet date.

8. PARTICULARS OF EMPLOYEES

During the financial year 2022-23, none of the employee of the Company has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the “**Annexure B**” forming part of the Report. None of the employees listed in the said Annexure is related to any Director of the Company except mentioned hereunder. Remuneration of Employees of the company is as under.

Sr. No	Employee Name	Designation	Education / Qualification	Age	Experience (In Years)	Date of Joining	Gross Remuneration paid (For the Year)	Previous Employment	Relative of any Director /Manager (Yes/No) if Yes then name of such Director and Manager
1	Paras Desai	CFO	B.E, MBA	55	30	02-07-2018	41.92*	Arkray Health Care Pvt Ltd	No
2	Viral Desai	MD	B.Pharm	55	31	01-08-1992	33.97#	First Employment	Yes- Dr. Pradip Desai
3	Sujata Desai	COO	B.E	50	28	01-01-2018	17.68	Arkray Health Care Pvt Ltd	Yes- Mr. Viral Desai
4	Minesh Patel	Manager - Accounts	B.Com, PGDTM	40	17	23-02-2013	7.51	Gujarat Enviro Protection Infrastructure Ltd	No
5	Mittal Parekh (Up to May 31, 2022)	Manager - HR	BMS, MLW	35	10	16-01-2019	0.88	Navitas Green Solutions Pvt Ltd.	No
6	Samiksha Kansara (Up to November 14, 2022)	Company Secretary	M.Com, C.S.	37	9.5	01-09-2017	1.56	Gujarat Enviro Protection Infrastructure Ltd	No
7	Mithun Chaudhary	Assistant	ITI	42	18	01-01-2018	2.11	BSNL	No
8	Urvi Shinde (w.e.f. February 09, 2023)	Company Secretary	M.Com, C.S., LLB (General)	36	10	09-02-2023	0.47	Suchi Industries Limited	No

* Includes retiral benefits and reimbursement of LTA, # Includes retiral benefits

9. AUDITORS & THEIR REPORTS

(1) Statutory Auditors:

The shareholders had approved the appointment of M/s. Y B Desai & Associates, Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of the 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting.

The Auditor's Report issued by Company's Auditor M/s. Y B Desai & Associates, Chartered Accountants for the financial year 2022-2023 does not contain any qualifications, reservations or adverse remarks which requires any clarification / explanation. The Auditor's Report is enclosed with the financial statement in this Annual Report. There was no instance of fraud during the year under review, which required the statutory auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act, and the rules made thereunder. The Notes on accounts, referred to in the Auditor's Report, are self-explanatory and therefore do not call for any further comments.

(2) Secretarial Auditors:

Pursuant to the provisions of the Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, on the recommendation of Audit Committee, the Board of Directors of the Company had appointed M/s. Mitesh Rana & Co. a firm of Company Secretaries to carry out Secretarial Audit for the year ended on March 31, 2023. The Secretarial Audit Report is annexed as “**Annexure E**”. The Secretarial Audit Report for the financial year ended March 31, 2023 does not contain any qualifications, reservations, adverse remarks.

On the recommendation of Audit Committee, The Board of Directors of your Company has appointed M/s. Mitesh Rana & Co., Company Secretaries, Vadodara to carry out Secretarial Audit of your Company for FY 2023 – 2024.

Your Company had complied with the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government.

(3) Internal Auditors:

The Board of Directors has approved the re-appoint of M/s. Christie & Co., Chartered Accountants, Surat (Firm Registration No. 101939W) as Internal Auditors of the Company for financial year 2023 – 2024

10. SHARE CAPITAL

The paid-up equity capital of the Company as on March 31, 2023 was Rs. 5,46,17,470/- divided into 54,61,747 Equity Shares of Rs. 10/- each. The Company has neither issued any shares nor granted stock option nor sweat equity.

11. ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the Company's website at <http://span.in/shareholder-corner/span-divergent-limited-annual-return/>

12. CONSERVATION OF ENERGY

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not given considering the fact that Company's office is an administrative office only and no manufacturing activity has been carried out during the year in Company. However, in the office all the lights used are LED lights and all air-conditioners are rated 5 star and operated at optimum temperature to conserve the electricity.

13. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNING & OUTGO

The particulars are attached in "Annexure C" of this report.

14. CORPORATE SOCIAL RESPONSIBILITY

Though not mandatory in terms of Section 135 of Companies Act, 2013 for the year ended on March 31, 2023 the Company has formulated Corporate Social Responsibility (CSR) Policy in accordance with Section 135 of the Companies Act, 2013 and reconstituted CSR Committee under the Chairmanship of an Independent Director Mr. Kamlesh Patel.

15. DIRECTORS/KEY MANAGERIAL PERSONNEL

Name of the Director	Designation
Mr. Sanjay Natwarlal Mehta	Director
Dr. Pradipkumar Keshavlal Desai	Director
Dr. Pranav Sureshbhai Desai (Up to September 29, 2022)	Director
Mr. Viral Pradipkumar Desai	Managing Director
Mr. Shyamal Ghosh	Independent Director
Mr. Kamlesh Maganlal Patel	Independent Director
Mr. Needamangalam Gopalaswami	Independent Director
Dr. Manjula Subramaniam (Up to June 10, 2022)	Woman Independent Director
*Dr. Shefali Desai (w.e.f. August 04, 2022)	Director
Mr. Paras Desai	Whole Time Director and Chief Financial Officer (CFO)
**Ms. Samiksha Kansara (Up to November 14, 2022)	Company Secretary and Compliance Officer
**Ms. Urvi Shinde (w.e.f. February 09, 2023)	Company Secretary and Compliance Officer

* Dr. Shefali Desai was appointed as additional Director of the Company with effect from August 04, 2022 and the appointment was regularised as Non-Executive Non-Independent Director of the Company with effect from September 29, 2022.

**Ms. Samiksha Kansara had resigned from the post of Company Secretary and Compliance Officer with effect from November 14, 2022 and Ms. Urvi Shinde was appointed as a Company Secretary and Compliance Officer with effect from February 09, 2023.

16. INDEPENDENT DIRECTORS' DECLARATION AND ITS MEETING

The Independent Directors of the Company have given the declaration and confirmation to the Company as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence and that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board of Directors of the your company confirms that the Independent Directors fulfil the conditions specified in Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on March 05, 2023.

17. BOARD MEETINGS

An agenda of the meeting is prepared and circulated in advance to all the Directors. During the year, four Board Meetings and four Audit Committee meetings were convened and held. The details of which are given in the Corporate Governance Report along with other committee meetings. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and relaxation provided by the regulatory authorities from time to time.

18. BOARD EVALUATION

Pursuant to SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report. The Board approved the evaluation results. None of the independent directors are due for re-appointment.

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, Information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The Board and the Nomination and Remuneration Committee (NRC) reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed,

meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

19. APPOINTMENTS

The Companies Act, 2013 provides for the appointment of the independent directors. Sub-section 10 of Section 149 of the Companies act, 2013 provides that independent director shall hold office for a term of five consecutive years on the Board of a Company; and shall be eligible for the re-appointment on passing a special resolution by the shareholders of the Company. In compliance with the aforesaid provision and subject to provision of Securities Exchange Board of India Act, 1992, Mr. Kamlesh Patel, Mr. N Gopalaswami, Mr. Shyamal Ghosh had been appointed as an Independent Directors of the Company for further term of 5 (Five) years at the Annual General Meeting of the Company held on September 27, 2019 by passing Special Resolutions separately for each Independent Director.

20. RETIREMENTS, RESIGNATIONS AND CHANGE IN THE DESIGNATION

- I. Dr. Manjula Subramaniam, Woman Independent Director of the Company had resigned from the post of Director with effect from June 10, 2022.
- II. Dr. Pranav Desai, Director was retired at the previous Annual General Meeting with effect from September, 29, 2022.
- III. Dr. Shefali Desai was appointed as an additional Director the Company with effect from August 04, 2022 and regularised as Non-Executive Non-Independent Director with effect from September 29, 2022 at the previous annual general meeting.
- IV. Ms. Samiksha Kansara resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. November 14, 2022 and Ms. Urvi Shinde was appointed as a Company Secretary and Compliance Officer of the Company w.e.f. February 09, 2023.
- V. Dr. Pradip Desai, Director of the Company who retires by rotation at the ensuing Annual General Meeting and being eligible for re-appointment offered himself for re-appointment at the ensuing Annual General Meeting. The retirement of Director by rotation at the ensuing Annual General Meeting is determined in accordance with the provisions of the Companies Act, 2013.
- VI. The Board of Directors on recommendation of Nomination & Remuneration Committee proposed to appoint Mr. Rajendra Navinchandra Chokhawala (DIN: 01585000), Mr. Jigneshkumar Rameshchandra Desai (DIN: 00335703) and Mr. Nirav Dineshchandra Jogani (DIN: 00016354) as Non – Executive, Independent Directors of the Company with effective from January 01, 2024 subject to approval in ensuing Annual General Meeting of the Company.

21. AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE

The composition of Audit Committee and Nomination and Remuneration Committee and attendance of each member at the Committee meetings held during the year is stated in corporate governance report.

The Board has on recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Details of Nomination and Remuneration Policy is given in the Corporate Governance Report.

22. VIGIL MECHANISM

The Company has established a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and the same has been communicated within organization.

In staying true to its values of strength, performance and passion, the Company is committed to the high standards of Corporate Governance and Stakeholders Responsibility.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has constituted the Internal Complaints Committee to redress complaints received regarding sexual harassment. There were no cases of sexual harassment complaints received by the Company in the financial year 2022 – 23. The policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at work place is placed on website of the Company <http://span.in/wp-content/uploads/2019/09/Span-Divergent-Limited-Policy-on-Prevention-of-Sexual-Harassment.pdf>

23. LOANS, GUARANTEES AND INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

24. RELATED PARTY TRANSACTIONS

All related party transactions which were entered into during the financial year were on arm's length basis, were in the ordinary course of business and in compliance of the provision of Section 188 of the Companies Act, 2013 and rules made there under and Listing Agreement & SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. There were no materially significant related party transactions made by the Company with promoters, Key Managerial Personnel or other designated persons which may have potential conflict with Interest of the Company at large in accordance with provisions of the Companies Act, 2013 and rule framed thereunder. All related party transactions are placed before the Audit Committee as well as to the Board for approval. You may refer to related party transactions in note No. 25 of the Stand-Alone Financial Statements. The Company has adopted policy on Related Party Transactions and can be accessed on Company's website at <http://span.in/wp-content/uploads/2023/02/Span-Related-Party-Transactions-Policy.pdf>.

Prescribed form AOC - 2, pursuant to Section 134 (3) (h) of the Companies Act, 2013 & Rule 8(2) of the Companies (Accounts) Rules, 2014, is furnished as "Annexure D" to this report.

25. MANAGERIAL REMUNERATION

Name of the Director	Designation	Remuneration in the year 2023 in Rs. Lacs	Remuneration in the year 2022 in Rs. Lacs	Sitting fees in the year 2023 in Rs. Lacs
Mr. Sanjay Natwarlal Mehta	Director	Nil	Nil	0.35
Dr. Pradipkumar Keshavlal Desai	Director	Nil	5.03*	0.10
Dr. Pranav Sureshbhai Desai	Director	Nil	Nil	Nil
Mr. Viral Pradipkumar Desai	Managing Director	33.97*	33.76**	Nil
Mr. Shyamal Ghosh	Independent Director	Nil	Nil	0.40
Mr. Kamlesh Maganlal Patel	Independent Director	Nil	Nil	0.35
Mr. Needamangalam Gopaldaswami	Independent Director	Nil	Nil	0.40
Dr. Manjula Subramaniam (up to June 10, 2022)	Woman Independent Director	Nil	Nil	Nil
Dr. Shefali Desai (w.e.f. August 04, 2022)	Director	Nil	Nil	0.10
Mr. Paras Desai	Chief Financial Officer and Whole Time Director	41.92*	46.34*#	Nil
Ms. Samiksha Kansara (up to November 14, 2022)	Company Secretary	1.56*	2.58*	NA
Ms. Urvi Shinde (w.e.f. February 09, 2023)	Company Secretary	0.47*	NA	NA

**(i) Includes provision of superannuation, Gratuity and contribution to Provident Fund, ** excluding of Provident Fund
In FY 2021-22 out of total remuneration of Mr. Paras Desai, Rs 5.05 Lacs is as Reimbursement of LTA*

The median remuneration of the employee of the Company for the year 2022-23 is Rs. 7,60,002 as against Rs. 7,00,002 for the year 2021 -22. There were 6 employees on rolls of the Company at the end of the financial year i.e March 31, 2023. In order to ensure that remuneration reflects company performance, the performance pay was linked to functional and organization performance.

Sr.No	Name of Director	Remuneration	Ratio of Remuneration to the median remuneration of the employees
1	Mr. Viral P Desai	33.97	4.36
2	Mr. Paras Desai	41.92	5.52

On the recommendation of Nomination and Remuneration Committee of the Company, Board has approved appointment of Mr. Viral P Desai as Managing Director of the Company with effect from July 01, 2022 for a further period of three years at remuneration sanctioned by the shareholders of the Company. During the year under review, there was no increase in remuneration of the Managing Director Mr. Viral P Desai who is reappointed for a further period of 3 years with effect from July 01, 2022.

The further information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company will be provided upon request. The information required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the “**Annexure B**” forming part of the Report.

26. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of the Annual Report. The certificate received from the M/s. Mitesh Rana & Co. confirming compliance with conditions of Corporate Governance Report is attached to this report.

27. MATERIAL CHANGE & COMMITMENTS, IF ANY

There is no material changes and commitments, that would affect financial position of the company at the end of the financial year of the company to which the financial statements relate and the date of director's report.

28. COST AUDITORS

Cost Audit is not applicable to the Company for the year 2022 – 23. Hence No appointment of Cost Auditor was required to be made.

29. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks is getting managed within a unitary framework. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multi-business, multi-site operations, over the period of time is getting embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic. The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

30. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgements and estimates those 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 the year under review;

- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

31. CHANGE IN NATURE OF BUSINESS

During the year under review, there had been no change in the Company's nature of business.

32. CHANGE IN REGISTRAR AND TRANSFER AGENT

During the year 2020-2021, M/s. Accurate Securities and Registry Private Limited, Shangrila Arcade, 203, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad, Gujarat – 380 015 had been appointed as Registrar and Transfer Agent of the Company in place of M/s. Link Intime India Private Limited Company had also completed execution of tripartite agreement with New Registrar and Transfer Agent, i.e. M/s. Accurate Securities and Registry Private Limited and old Registrar and Transfer Agent M/s. Link Intime India Private Limited. There was no change in Registrar and Transfer Agent of the Company during 2022 – 2023.

Shareholders are requested to make all communication to Company's New Registrar and Transfer Agent M/s. Accurate Securities and Registry Private Limited as under mention address:

**M/s. Accurate Securities and Registry Private Limited,
Unit: Span Divergent Limited
Shangrila Arcade, 203, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad, Gujarat – 380 015,
Telephone No.: +91-79-48000319, Email: investor@accuratesecurities.com Website: www.accuratesecurities.com**

33. Other Disclosures:

- a) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trusts for the benefits of employees.
- b) Neither the Managing Director nor the Whole Time Directors of the Company have received any remuneration or commission from any of its subsidiaries.
- c) No fraud has been reported by the Auditors to the Audit Committee or the Board.
- d) Neither an application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- e) No settlement has been done with Banks or financial institutions.

34. CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis and the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those either expressed or implied in the statement depending on the circumstances.

35. ACKNOWLEDGMENT

Your Directors are happy to place on record their appreciation of the whole-hearted co-operation and hard work of all members of SPAN family.

The Directors would like to place on record a deep sense of gratitude to the HDFC Bank and Government Authorities for their co-operation and assistance rendered to the Company.

**For and on behalf of the Board of Directors
Span Divergent Limited**

**Date: August 10, 2023
Place: Surat**

**Viral P Desai
Managing Director
DIN: 00029219**

**Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451**

ANNEXURE A TO THE DIRECTORS' REPORT – DIVIDEND DISTRIBUTION POLICY

OBJECTIVE

The objective of this policy is to establish the principles and criteria to be considered by the Board of Directors prior to recommending dividend to the Equity Shareholder of Span Divergent Limited.

The policy is framed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has a consistent dividend policy and has endeavoured to judiciously balance rewarding shareholder through dividends whilst supporting future growth and long-term interests of the Company and its stakeholders.

PARAMETERS TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND

The Board of Directors shall inter alia consider the following parameters before recommending dividend:

Statutory and Regulatory Parameters

The Company shall declare dividend only after ensuring compliance with requisite regulations and provisions of the Companies Act, 2013 and rules made there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and any other regulations as may be applicable from time to time.

The Board will consider various parameters as mentioned below before arriving at a decision on declaration of dividend:

Financial Parameters	External Factors
➤ Profits earned during the financial year	➤ Shareholder expectations, including individual shareholders
➤ Accumulated reserves	➤ Taxation provisions
➤ Funding and liquidity considerations	➤ Macro and Micro Economic conditions
➤ Profitability outlook for the next two/three years	➤ Government policies
➤ Leverage ratios	➤ Any other factors and / or material events which the board may consider
➤ Other factors and/or material events which the Board may consider	

UTILISATION OF RETAINED EARNINGS

Retained earnings shall be utilised in accordance with prevailing regulatory requirements, creating reserves for specific objectives, fortifying the balance sheet against contingencies, generating higher returns for shareholders through reinvestment of profits for future growth and expansion and any other specific purpose as approved by the Board. The Company shall endeavour to utilise retained earnings in a manner that shall be beneficial to both, the interests of the Company and its stakeholders.

DIVIDEND AND CLASSES OF SHARES

The Board may declare interim or recommend final and/or special dividend as may be permitted under the Companies Act, 2013 or any amendment, modification, variation or re-enactment thereof.

Currently, the Company does not have any other class of shares (including shares with differential voting rights) other than equity shares.

DIVIDEND PAYOUT RATIO

The Company has followed a stable dividend policy in the past and strives to maintain a consistent dividend payout ratio.

CONFLICT IN POLICY

In the event of a conflict between this policy and the then existing regulations, the regulations shall prevail.

AMENDMENTS

To the extent any change/amendment is required in terms of applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be suitably modified to make it consistent with the law. Such amended policy shall be placed before the Board for noting and necessary ratification.

REVIEW OF POLICY

The Board shall review the Dividend Distribution Policy of the Company periodically.

DISCLOSURE OF POLICY

The Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and placed on the Company's website <http://span.in/wp-content/uploads/2023/02/Dividend-Policy.pdf>.

For and on behalf of the Board of Directors
Span Divergent Limited

Date: August 10, 2023

Place: Surat

Viral P Desai
Managing Director
DIN: 00029219

Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451

ANNEXURE B TO THE DIRECTORS' REPORT

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Management Personnel Rules, 2014)]

- a. The ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year and the percentage increase in remuneration of each Director in the financial year are as mentioned below:

The median remuneration of the employees of the Company for the financial year is INR 7,60,002.

Name of Directors	Position	Ratio to Median Remuneration	% Increase in remuneration in the financial year
Dr.Pradipkumar Keshavlal Desai	Non-Executive Director	--	--
Dr..Manjula Subramaniam	Non-Executive Director	--	--
Mr.Sanjay Natwarlal Mehta	Non-Executive Director	--	--
Dr.Pranav Sureshbhai Desai	Non-Executive Director	--	--
Mr.Shyamal Ghosh	Non-Executive Director	--	--
Mr.Kamlesh Maganbhai Patel	Non-Executive Director	--	--
Mr.Needamangalam Gopalswami	Non-Executive Director	--	--
Mr. Viral P Desai*#	Managing Director	4.36	NIL
Mr. Paras Desai #	Whole Time Director and CFO	5.52	NIL

*There is no increase in remuneration paid to Mr. Viral P Desai who is reappointed for a further period of 3 years with effect from July 01, 2022. # Includes provision of superannuation (in case of Mr.Viral Desai), Gratuity and contribution or Provident Fund.

- b. The percentage increase in remuneration of Chief Financial Officer and Company Secretary in the financial year:

Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Paras Desai	Nil
Ms. Samiksha Kansara (Upto 14.11.2022)	Nil
Ms. Urvi Shinde (w.e.f. 09.02.2023)	NA

- c. The percentage increase in the median remuneration of employees in the financial year: 8.57%

Above figures given here as compared to previous year median is not strictly comparable, since there is decrease in the total salary component.

- d. The number of permanent employees on the rolls of the Company: 6

- e. **Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average increase in the salaries of employees other than managerial personnel in the last financial year was around 5.51 %. There was decrease in the Managerial remuneration and hence total remuneration was decreased by around 3.76% compare to last financial year. The remuneration for non-managerial employees is in line with normal pay revision and variable component is forming integral part of the remuneration which is linked to individual performance, employee satisfaction, retention of key employees apart from Company's performance as a whole.

The Profit after tax for the year 2022-23 is INR (333.74) Lacs (*including exceptional item*). The employees' related cost is INR 104.47 Lacs.

- f. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

The Company affirms that the remuneration paid are as per the remuneration policy of the Company.

**For and on behalf of the Board of Directors
Span Divergent Limited**

Date: August 10, 2023

Place: Surat

**Viral P Desai
Managing Director
DIN: 00029219**

**Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451**

ANNEXURE C TO THE DIRECTORS' REPORT

Particulars with respect to Absorption of Technology, Research & Development (R & D)

1. **Specific areas in which R&D was carried out by the Company and benefits derived as a result of the above R & D:**

During the year under review, there is no manufacturing as well as R & D activity carried out.

Expenditure on R & D – Not Applicable

2. **Technology absorption, adaptation and innovation**

Efforts in brief, made towards technology absorption, adaptation and innovation: Not Applicable

Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.: Not Applicable

3. **Foreign Exchange Earning and Outgo**

Sr. No.	Particulars	2022 – 23	2021 – 22
1	Total Foreign Exchange Earned	Nil	Nil
2	Total Foreign Exchange Outgo	Nil	Nil

**For and on behalf of the Board of Directors
Span Divergent Limited**

Date: August 10, 2023

Place: Surat

**Viral P Desai
Managing Director
DIN: 00029219**

**Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451**

ANNEXURE D TO THE DIRECTORS' REPORT

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/arrangement entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or Arrangement or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s)of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as require under first provision to section 188
Not Applicable							

*During the Financial Year 2022-23, no contract or arrangement or transaction was entered into by the company with the related parties which is not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements /transaction	Salient terms of the contracts or Arrangement or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
Ms. Sujata Desai, Relative of Director	Payment of remuneration to Ms. Sujata Desai, Chief Operating Officer, an amount not exceeding INR 45,00,000 per Annum	2022-2023 to 2023-2024	Payment of Remuneration not exceeding INR 45,00,000 per Annum	May 13, 2022	Nil

Note: During the year under review, no material transactions, contracts or arrangements {as defined under the listing Agreement or which were above the threshold limits mentioned under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014} were entered with the related parties by the Company. **For details on related party transactions, members may refer to the notes to the standalone financial statement.**

**For and on behalf of the Board of Directors
Span Divergent Limited**

Date: August 10, 2023

Place: Surat

**Viral P Desai
Managing Director
DIN: 00029219**

**Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451**

ANNEXURE E TO THE DIRECTOR'S REPORT

Form No. MR – 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
Span Divergent Limited
Surat**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Span Divergent Limited** (hereinafter referred to as "**Company**") for financial year ended on March 31, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by **Span Divergent Limited** ("**Company**") for the financial year ended on March 31, 2023, according to the provisions of:

- i. The Companies Act, 2013 (**the Act**), and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under including amendments and enactment thereof
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Not applicable for External Commercial Borrowings as there was no reportable event during the financial year under review
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021);

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021) & The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) – **Not applicable as there was no reportable event during the financial year under review;**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client - **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (upto 09th June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021) – **Not applicable as there was no reportable event during the financial year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable. The Company not bought back any shares / securities during the year under review.**)

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company to the extent applicable to the Company:

1. The Indian Copyright Act, 1957
2. The Patents Act, 1970
3. The Trade Marks Act, 1999

We have also examined compliance with the applicable clauses of the following:

1. Applicable Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Equity Listing Agreements entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

During the period under review, prima facie, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned herein above.

We further report that based on the information provided by the company, its officers and authorised representative during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the rules made thereunder.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the decision at the Board meetings were passed unanimously and with the requisite majority at the Annual General Meeting held during 2022 – 2023.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company, no events occurred which had bearing on Company's affairs in pursuance of above referred laws, rules, regulations, standards etc.

We further report following during the audit period of the Company:

- I. Dr. Manjula Subramaniam, Woman Independent Director of the company was resigned from the post of Director with effect from June 10, 2022.
- II. Dr. Pranav Desai, Director was retired at the previous Annual General Meeting with effect from September, 29, 2022.
- III. Dr. Shefali Desai was appointed as an additional Director to be designated as Non-executive and Non-Independent Director of the company with effect from August 04, 2022 and regularised as director with effect from September 29, 2022 at the previous annual general meeting.
- IV. Ms. Samiksha Kansara resigned from the post of Company Secretary and Compliance officer of the company w.e.f. November 14, 2022 and Ms. Urvi Shinde was appointed as a company secretary and Compliance officer of the company w.e.f. February 09, 2023.

**For Mitesh Rana & Co.,
Company Secretaries**

**Date: August 10, 2023
Place: Surat**

**Mitesh Rana
Proprietor
ACS M. No.: 28113
COP: 12364
PR No.: 1430/2021
UDIN: A028113E000774672**

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" forming an integral part of this report.

Annexure A

To,
The Members
Span Divergent Limited
Surat

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date : August 10, 2023
Place: Surat

For Mitesh Rana & Co.,
Company Secretaries

Mitesh Rana
Proprietor
ACS M. No.: 28113
COP: 12364
PR No.:1430/2021
UDIN: A028113E000774672

CORPORATE GOVERNANCE CERTIFICATE

To,
The Members
Span Divergent Limited

We have examined the compliance of the conditions of Corporate Governance by Span Divergent Limited for the year ended March 31, 2023 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all mandatory conditions of Corporate Governance as stipulated in the above - mentioned Listing Regulations.

We state that in respect of investor grievances received during the year ended March 31, 2023, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: August 10, 2023
Place: Surat

For Mitesh Rana & Co.,
Company Secretaries

Mitesh Rana
Proprietor
ACS M. No.: 28113
COP: 12364
PR No.: 1430/2021
UDIN: A028113E000774650

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Business objectives of Span Divergent Limited (Span), its management and its employees are to ensure that Company does business in such a way as to create value that can be sustained over the long term for consumers, shareholders, employees, business partners and the national economy. Span is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, Span endeavors to ensure that highest standard of ethical conduct are met throughout the organization. Different eco-systems need specific solution to meet demand of legal compliances and regulations. However, there is a single thread which runs through the tapestry of governance which ensures that the affairs of a Company be controlled and regulated in a manner which is transparent, ethical and accountable.

BOARD OF DIRECTORS

(i). As on March 31, 2023, the Board of Directors is consisting of 8 (Eight) Directors with a Managing Director, Whole Time Director, Three Independent Non-Executive Directors, Two Non-Independent Non-Executive Director and One Woman Non-Independent Non-Executive Director. The Composition of Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the BSE Limited.

(ii). None of the Directors on the Company's Board is holding office of the Director in more than 20 (twenty) Companies including 10 (ten) Public Companies. Directors are also not holding office of Director in more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees across all the listed companies in which he/she acts as a director. Necessary disclosures regarding committee positions in other listed public companies as on March 31, 2023 have been made by directors.

(iii). Independent directors are non-executive directors as defined under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have given declaration confirming that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

A brief resume of the directors being re-appointed at the annual General Meeting, the nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership of the committees of the Board, is annexed to the Notice convening Annual General Meeting.

Composition, attendance at the Board Meetings during FY 2022-23 and the last Annual General Meeting, outside directorship and Membership / Chairmanship of Board Committees of other Companies for the year ended / as at March 31, 2023

Director	No. of Board Meetings attended	Attendance at last AGM	No. of outside Directorship held	Number of Memberships / Chairmanship in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		Executive, Non-Executive / Independent	Number of Shares held
				Chairmanship	Membership		
Mr. N Gopaldaswami	4	Yes	Nil	Nil	1	Independent Non-Executive Director	Nil
Dr. Pradip K Desai	2	No	5	Nil	1	Promoter & Non-Executive Director	23,35,806
Mr. Viral P Desai	4	Yes	5	Nil	Nil	Promoter & Executive Director	6,88,015
Mr. Sanjay N Mehta	3	No	4	1	5	Non-Executive Director	32,800
Dr. Pranav S Desai	Nil	Yes	1	Nil	Nil	Promoter & Non-Executive Director	28,040
Mr. Paras Desai	4	Yes	1	Nil	Nil	Whole Time Director and CFO	2,000
Mr. Shyamal Ghosh	4	Yes	Nil	1	1	Independent Non-Executive Director	Nil
Mr. Kamlesh M Patel	3	Yes	2	1	2	Independent Non-Executive Director	Nil
Dr. Manjula Subramaniam	Nil	No	NA	NA	NA	Independent Non-Executive Director	Nil
Dr. Shefali Desai	2	No	Nil	Nil	1	Non-Executive Director	Nil

- Note:**
- This excludes directorship in the Company, overseas Companies and partnership in LLPs.
 - Chairmanship & Membership in other Board Committee for Audit Committee & Stakeholders Relationship Committee only provided.
 - Mr. Viral P Desai and Dr. Pradip K Desai are relatives in terms of Section 2(77) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014.
 - Dr. Manjula Subramaniam, Woman Independent Director of the Company resigned from the post of Director with effect from June 10, 2022.
 - Dr. Pranav Desai, Director was retired at the previous Annual General Meeting with effect from September, 29, 2022.
 - Dr. Shefali Desai was appointed as an Additional Director Company with effect from August 04, 2022 and regularised as Non Executive Non Independent Director with effect from September 29, 2022 at the previous annual general meeting.

Directorship in Listed Companies as on March 31, 2023:

Sr. No	Name of Director	Name of Listed Company	Category of Directorship
1	Mr. N Gopalaswami	Span Divergent Limited	Independent Non-Executive Director
2	Dr. Pradip K Desai	Span Divergent Limited	Non-Independent Non-Executive Director
3	Mr. Viral P Desai	Span Divergent Limited	Non-Independent Executive Director
4	Mr. Sanjay N Mehta	Span Divergent Limited	Non-Executive Director
		Neogen Chemicals Limited	Independent Non-Executive Director
		Meera Industries Limited	Independent Non-Executive Director
5	Mr. Shyamal Ghosh	Span Divergent Limited	Independent Non-Executive Director
6	Mr. Kamlesh M Patel	Span Divergent Limited	Independent Non-Executive Director
7	Mr. Paras Desai	Span Divergent Limited	Whole Time Director and CFO
8	Dr. Shefali Desai (w.e.f. August 04, 2022)	Span Divergent Limited	Non-Independent Non-Executive Director

Details of Board Meetings held during the year are as under:

Date	Board Strength	No. of Directors present
May 13, 2022	9	6
August 04, 2022	8	7
November 14, 2022	8	5
February 09, 2023	8	8

Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The Board of Directors' have identified the following skills required for the Company and the availability of such skills with the Board:

Sr. No	Name of Director	Skills/Expertise/Competencies						
		Knowledge & Experience	Management/ Administration /Leadership	Personal Values	Corporate Governance	Understanding of Finance & Accounting	Vision and Strategic Planning	Information Technology
1	Mr. N Gopalaswami	√	√	√	√	√	√	√
2	Dr. Pradip K Desai	√	√	√	√	√	√	√
3	Mr. Viral P Desai	√	√	√	√	√	√	√
4	Mr. Sanjay N Mehta	√	√	√	√	√	√	√
5	Dr. Pranav S Desai (Up to September, 29, 2022)	√	√	√	√	√	√	√
6	Mr. Paras Desai	√	√	√	√	√	√	√
7	Mr. Shyamal Ghosh	√	√	√	√	√	√	√
8	Mr. Kamlesh M Patel	√	√	√	√	√	√	√
9	Dr. Manjula Subramaniam (Up to June 10, 2022)	√	√	√	√	√	√	√
10	Dr. Shefali Desai (w.e.f. August 04, 2022)	√	√	√	√	√	√	√

Above skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills / experience listed therein. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come. We confirm that in the opinion of the board, the independent directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management. Dr. Manjula Subramaniam, Woman Independent Director of the Company resigned from the post of Director with effect from June 10, 2022 in view of her pre-occupation and that she has also confirmed that there are no other material reasons other than those provided. Dr. Pranav Desai, Director was retired at the previous Annual General Meeting with effect from September, 29, 2022. Dr. Shefali Desai was appointed as an additional Director to be designated as Non-executive and Non-Independent Director of the company with effect from August 04, 2022 her appointment was subsequently regularised as director with effect from September 29, 2022 at the previous annual general meeting.

FAMILIARIZATION PROGRAMMES

The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programmes/presentations also familiarise the Independent Directors with their roles, rights and responsibilities.

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities. Weblink for details of familiarization programmes is <http://span.in/wp-content/uploads/2023/02/28.-Familiarisation-Programmes.pdf>.

CONFIRMATION ON THE INDEPENDENCE OF THE INDEPENDENT DIRECTORS

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI Regulations, 2015 and are Independent of the Management.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Agreement and Disclosures Requirements) Regulation, 2015, the Board has carried out the Annual Performance Evaluation of its own performance, the Directors Individually as well as the evaluation of working of its various committees. A separate exercise was carried out to evaluate the performance of Individual Directors including Chairman of the Board who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding interest of the Company and its minority shareholders. The performance evaluation of the Chairman and the Non-Independent Director was carried out by the Independent Director including overall performance of the Board as whole at the meeting of Independent Directors held during the year under review and by Board as whole.

VARIOUS COMMITTEES, ITS COMPOSITION, MEETINGS HELD AND ATTENDEES RELATED INFORMATION:

Name	Designation	Audit Committee Meeting			Nomination and Remuneration Committee Meeting			Stake holder relationship committee Meeting		
		Meeting Dates: May 13, 2022, August 04, 2022, November 14, 2022, February 09, 2023			Meeting Dates: May 13, 2022, August 04, 2022, November 14, 2022, February 09, 2023			Meeting Dates: May 13, 2022, August 04, 2022, November 14, 2022, February 09, 2023		
		Member	No. of meetings held	No. of meetings attended	Member	No. of meetings held	No. of meetings attended	Member	No. of meetings held	No. of meetings attended
Mr. Shyamal Ghosh	Independent Non-Executive Director	Chairman	4	4	Chairman	4	4	No	-	-
Mr. N. Gopaldaswami	Independent & Non-Executive Director	Yes	4	4	Yes	4	3	No	-	-
Mr. Sanjay Mehta	Non-Executive Director	Yes	4	4	Yes	4	4	Yes	4	4
Mr. Kamlesh Patel	Independent Non Executive Director	Yes	4	4	No	-	-	Chairman	4	4
Dr. Pradip Desai	Non-Executive Director	No	-	-	No	-	-	Yes	4	3
Dr. Pranav S Desai (Up to September, 29, 2022)	Non Executive Director	No	-	-	No	-	-	Yes	2	0
Dr. Shefali Desai (w.e.f. November 14, 2022)	Non Executive Director	No	-	-	No	-	-	Yes	1	1

AUDIT COMMITTEE

The Audit Committee was reconstituted on May 23, 2014 in terms of enlightened provisions of the Companies Act, 2013. Ms. Samiksha Kansara, Company Secretary acted as the secretary to the Audit Committee. She resigned w.e.f. November 14, 2022. and Ms. Urvi Shinde was appointed as a Company Secretary w.e.f. February 09, 2023 and acts as the Company Secretary to the Audit Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 read with Part C of Schedule II of SEBI (as Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015). Apart from the above, the Committee also carries out such functions/responsibilities entrusted on it by the Board of Directors from time to time.

The brief description of the Powers of Audit Committee is as under:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was reconstituted on May 23, 2014.

The main term of reference of Remuneration Committee is to review and recommend the revision in remuneration of managerial personnel to the Board of Directors. The Remuneration Committee while reviewing the remuneration considers the industry remuneration standards, educational qualification, relevant experience and performance of the concerned managerial personnel vis-à-vis the company requirements. The Role of the Committee is in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 read with Part D of Schedule II of SEBI (as Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015).

Details of remuneration paid to all Directors 2022 – 2023 (Value in Rs. Lac):

Name of the Director	Sitting Fee	Salary, Allowances & Perquisites	Contribution to Provident Fund and other funds & Retrial Benefits	Commission	Total
Mr. Sanjay Natwarlal Mehta	0.35	Nil	Nil	Nil	0.35
Dr. Pradipkumar Keshavlal Desai	0.10	Nil	Nil	Nil	0.10
Dr. Manjula Subramaniam	Nil	Nil	Nil	Nil	-
Dr. Pranav Sureshbhai Desai	Nil	Nil	Nil	Nil	-
Mr. Viral Pradipkumar Desai	Nil	30.19	3.78	Nil	33.97
Mr. Paras Desai	Nil	39.85	2.07	Nil	41.92
Mr. Shyamal Ghosh	0.40	Nil	Nil	Nil	0.40
Mr. Kamlesh Maganlal Patel	0.35	Nil	Nil	Nil	0.35
Mr. Needamangalam Gopaldaswami	0.40	Nil	Nil	Nil	0.40
Dr. Shefali Desai	0.10	Nil	Nil	Nil	0.10

The Company has formulated the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable Rules thereto and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. NRC Policy determines the criteria of appointment to the Board including Independent Directors, manner of selection of Board of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Policy is available on the website of the Company and the web-link for the same is <http://span.in/wp-content/uploads/2023/02/Nomination-and-Remuneration-Policy.pdf>.

There were no changes in senior management since the close of the previous financial year.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Company has re-constituted Stakeholder Relationship Committee on November 14, 2022 as Dr. Pranav Desai was retired w.e.f. September 29, 2022. The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Stakeholder Relationship Committee comprises of following Directors:

(i). Mr. Kamlesh Patel, Independent Director, (ii). Mr. Sanjay Mehta, Non-Executive Director, (iii). Dr. Pradipkumar Keshavlal Desai, Non-Independent Non-Executive Director and (iv) Dr. Shefali Desai, Non-Independent Non-Executive Director

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI Listing Regulations, 2015. Ms. Samiksha Kansara, Company Secretary of the Company was the Compliance Officer up-to November 14, 2022 and Ms. Urvi Shinde is the Compliance Officer w.e.f. February 09 2023.

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipts of annual report and non-receipts of declared dividends etc through Registrar and Transfer Agent and Company. There were no complaints received from shareholders / investors during the year 2022-23 and were solved to the satisfaction of the complainants and no investor complaint was pending at the beginning or at the end of the year

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted Corporate Social Responsibility Committee on May 23, 2015. The Committee comprises of Mr. Kamlesh Patel, Independent Director, Mr. Sanjay Mehta, Non-Executive Director and Mr. Viral P Desai, Executive Director. There were no meeting of the committee held during the year.

GENERAL BODY MEETING

I) Location and time of last three Annual General Meetings & Special/Ordinary Resolutions passed in previous three Annual General Meetings were as under:

Year	Venue	Date	Time	Special Resolution passed
2021-22	Through Video Conference / Other Audio Visual Mode	September 29, 2022	11:30 a.m.	-Re-appointment of Mr. Viral Pradipkumar Desai (DIN: 00029219) as a Managing Director of the Company -Payment of Remuneration to Ms. Sujata Desai, COO (Chief Operating Officer) -Revision in remuneration being paid to Mr. Paras Desai, CFO and Whole Time Director of the Company -Approval for Related Party Transaction(s)
2020 – 21	Through Video Conference / Other Audio Visual Mode	September 27, 2021	11:30 a.m.	-Regularization and appointment of Mr. Paras Desai (DIN 08293906) as a Whole Time Director designated as Executive Director and Chief Finance Officer (CFO) and payment of remuneration
2019 – 20	Through Video Conference / Other Audio Visual Mode	September 28, 2020	11:30 a.m.	- Payment of remuneration to Non-Executive Director

II) Whether any special resolution passed last year through postal ballot – details of voting pattern: None

III) Person who conducted the postal ballot exercise: Not Applicable

IV) There was no resolution proposed to be conducted through postal ballot.

V) Procedure for postal ballot: Not applicable

DISCLOSURES

None of the transactions with any of the related party were in conflict with the interest of the Company at large. The members may refer to Note No. 25 to the Accounts for details of transactions with the related parties. During the year 2022 - 23, no transactions of material nature have been entered into by the Company with the Promoters or Directors or Management, their subsidiaries or their relatives that may be in potential conflict with the interests of the Company. Policy on dealing with related party transaction as well as Policy for determining material subsidiaries is provided at <http://span.in/wp-content/uploads/2023/02/Span-Related-Party-Transactions-Policy.pdf> and http://span.in/wp-content/uploads/2023/02/27.-Policy-for-Material-Subsidiary_Span.pdf respectively. There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or on any matter relating to the capital markets, during the last three years.

The Company has adopted a code of conduct for its director and senior management and the code of conduct has been put on the Company's website <http://span.in/shareholder-corner/code-of-conduct/>. This code of conduct has been communicated to each of them. A declaration signed by the Managing Director of the Company is given below:

I hereby confirm that the Company has obtained from all the members of the Board and management personnel, affirmation that they have complied with the Code of Conduct in respect of financial year 2022 - 23.

Viral P Desai

Managing Director

DIN 00029219

There is no inter relationship between the Directors of the Company except Mr. Viral P Desai, Dr. Pradip K Desai who are relative of each other.

Whistle Blower Mechanism/Vigil Mechanism

The Company has established a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and the same has been communicated within organization. During the year under review, Company has not received any complaint. Company also affirms that no personnel has been denied access to the audit Committee.

The Company has complied with the mandatory requirements of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 providing for corporate governance. In view of elaborate disclosure requirement under listing agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, publication of un-audited financial statements along with major developments every quarter and considering size of the Company, the Company has not gone for implementation of all non-mandatory requirements. The Company will consider their adoption at an appropriate stage. The Company complies with all mandatory requirements of the SEBI Listing Regulations, 2015 with regard to Corporate Governance.

Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

MEANS OF COMMUNICATION

Half-Yearly report to Shareholders, Quarterly Results, Newspaper in which published, Website etc.

The quarterly and annual results are generally published in edition of the Financial Express, Ahmedabad and Dhabkar, Surat and they are also posted on company's website. Official news releases and presentations, if any, made to analyst are sent to the stock exchange at Mumbai, where shares of the Company are listed.

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from the Mitesh Rana & Co., Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is attached to the Directors' Report forming part of the Annual Report.

CEO/CFO CERTIFICATION

The Managing Director of the Company and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INSTANCES OF NOT ACCEPTING ANY RECOMMENDATION OF THE COMMITTEE BY THE BOARD:

There was no such instance where Board had not accepted any recommendation of any committee of the Board, whether mandatorily required or not, in the relevant financial year.

GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Day, Date, Time and Mode	Thursday, September 28, 2023 at 11:30 AM through VC / OAVM
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(b) Financial Calendar

Financial Year: April 1 to March 31

For the financial year 2022 – 23, the results were announced as per the following details:

1 st Quarter ended on June 30, 2022	On August 04, 2022
2 nd Quarter ended on September 30, 2022	On November 14, 2022
3 rd Quarter ended on December 31, 2022	On February 09, 2023
Audited Financial Result for the year ended on March 31, 2023	On May 22, 2023

For the financial year 2023 – 24, financial results will be announced as per the following tentative schedule:

1st Quarter ended on June 30, 2023	August 10, 2023
2 nd Quarter ended on September 30, 2023	First week of November, 2023
3 rd Quarter ended on December 31, 2023	First week of February, 2024
Audited Financial Result for the year ended on March 31, 2024	Last week of May, 2024

(c) Date of Book Closure

The Company's Register of Member's & Share Transfer Book will remain closed from September 22, 2023 to September 28, 2023 (both days inclusive).

(d) Listing of Stock Exchange and Stock Code

Shares of the Company are listed on the Bombay Stock Exchange Limited, Mumbai (Scrip Code: 524727). Company has paid Annual Listing Fees to Bombay Stock Exchange Limited. ISIN of the Company is INE004E0106. Company's CIN is L74999GJ1980PLC003710.

(e) Market Price Data

High / Low in each month of year 2022 - 23 on the Bombay Stock Exchange Limited, Mumbai.

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April	16.00	12.20	October	17.29	12.66
May	16.50	12.87	November	17.00	11.75
June	18.85	15.20	December	14.50	12.30
July	19.80	16.15	January	15.69	11.25
August	16.90	12.70	February	15.36	13.16
September	14.98	11.75	March	13.81	10.18

(f) Performance in Comparison to BSE Sensex

Month & Year	Closing Sensex (Rs.)	% Change	Closing Price of Company's share (Rs.)	% Change
April 2022	57060.87	(2.57)	14.05	14.23
May 2022	55566.41	(2.62)	16.49	17.37
June 2022	53018.94	(4.58)	18.65	13.10
July 2022	57570.25	8.58	16.15	(13.40)
August 2022	59537.07	3.42	12.70	(21.36)
September 2022	57426.92	(3.54)	12.68	(0.16)
October 2022	60746.59	5.78	17.25	36.04
November 2022	63099.65	3.87	12.80	(25.80)
December 2022	60840.74	(3.58)	13.78	7.66
January 2023	59549.9	(2.12)	12.85	(6.75)
February 2023	58962.12	(0.99)	13.81	7.47
March 2023	58991.52	0.05	13.33	(3.48)

(g) Registrar & Transfer Agents & Share Transfer System

During the year 2020-2021, M/s. Accurate Securities and Registry Private Limited, Shangrila Arcade, 203, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad, Gujarat – 380 015 has been appointed as Registrar and Transfer Agent of the Company in place of M/s. Link Intime India Private Limited.

Shareholder are requested to make all communication to Company's New Registrar and Transfer Agent M/s. Accurate Securities and Registry Private Limited as under mention address:

M/s. Accurate Securities and Registry Private Limited,
Unit: Span Divergent Limited
Shangrila Arcade, 203, Above Samsung Showroom, Near Shyamal Cross Road, Satellite, Ahmedabad, Gujarat – 380 015,
Telephone No.: +91-79-48000319, Email: investor@accuratesecurities.com Website: www.accuratesecurities.com

Shareholders' requests for transfer / transmission of equity shares and other related matters are handled by Registrar and Transfer Agent and are effected within stipulated timelines, if all the documents are valid and in order. Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into Demat form. Other valid requests are also resolved by Registrar and Transfer Agent in co-ordination with company and status of complaints are placed before the Stakeholders Relationship Committee. The minutes of the Stakeholders Relationship Committee is placed before the Board for information.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a half yearly basis.

(h) Categories of Shareholding and Dematerialization of Shares as on March 31, 2023

Category	Numbers of shares in physical form	Number of shares in dematerialized form	Number of total shares	Percentage of aggregate holding to total share capital
Promoters	0	35,03,128	35,03,128	64.14
Foreign Institutional investors	-	-	-	-
Public financial institutions	-	-	-	-
Mutual funds	-	-	-	-
Nationalized banks and other banks	-	-	-	-
NRI's and OCB's	62,000	6,32,198	6,94,198	12.71
Others (includes holding of Corporate Bodies)	1,25,404	11,39,017	12,64,421	23.15
Total	1,87,404	52,74,343	54,61,747	100.00
Percentage	3.43	96.57	100.00	100.00

(i) Distribution of Share Holding as on March 31, 2023

No. of Shares	Number of shareholders	Percentage of Total	Number of shares	Percentage of total shares
1 to 500	1815	84.46	275258	5.04
501 to 1000	160	7.45	128007	2.34
1001 to 2000	77	3.58	119433	2.19
2001 to 3000	27	1.26	67822	1.24
3001 to 4000	17	0.79	62461	1.14
4001 to 5000	10	0.47	48142	0.88
5001 to 10000	16	0.74	121380	2.22
10001 and above	27	1.26	4639244	84.94
Total	2149	100	5461747	100

(j) Dematerialization of Shares:

The Company's shares are available for dematerialization/re-materialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Requests for the same are processed within prescribed time limit, if all the documents are valid and in order. As on March 31, 2023, out of the total 54,61,747 equity shares, 52,74,343 equity shares representing 96.58% of the total paid up share capital were held in dematerialised form with NSDL and CDSL.

(k) Outstanding ADRs / GDRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

There were NIL convertible share warrants outstanding as on March 31, 2023.

(l) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities: Not Applicable**(m) Plant Location: Not Applicable****(n) Registered Office & Address for correspondence:**

9th Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007

Email: secretarial@span.co.in **Website:** <http://span.in>

(o) List of Credit Rating obtained by the entity: Nil**(n) Certificate from Practicing Company Secretary:**

A certificate from M/s. Mitesh Rana & Co., Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is forming part of Annual Report.

(o) Total fees paid to M/s. Y.B.Desai & Associates, Statutory Auditors:

Total fees (excluding taxes) for all services paid by the Company and its subsidiaries in India, on a consolidated basis, to M/s. Y.B.Desai & Associates, Statutory Auditors within the network firm/network entity of which the statutory auditor is a part, is INR 4,50,000.

(p) Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

A	Number of complaints filed during the financial year	Nil
B	Number of complaints disposed off during the financial year	Nil
C	Number of complaints pending as on end of the financial year	Nil

(q) Information flow to the Board Members:

As required under Regulation 17(7), Part A of Schedule II of SEBI Listing Regulations, 2015, information is provided to the Board members for their information, review, inputs and approval from time to time.

(r) Code of Conduct for Prevention of Insider Trading

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof, the Company has adopted a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information.

(s) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

No loans and advances in the nature of loans to firms/companies in which directors are interested has been given by the Company and its subsidiaries

(t) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name and Date of Appointment of Statutory Auditors of Such Subsidiaries
1	Dryfruit Factory LLP	August 24, 2015	9th Floor, Office 902-904, Rajhans Bonista, Ghod Dod Road, B/H Ram Chawk Temple, Surat	M/s. Y.B.Desai & Associates, Statutory Auditors Date of Appointment: 10/07/2020
2	Biospan Scientific LLP	March 15, 2016	9th Floor, Office 902-904, Rajhans Bonista, Ghod Dod Road, B/H Ram Chawk Temple, Surat	M/s. Y.B.Desai & Associates, Statutory Auditors Date of Appointment: 10/07/2020

DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF THE SEBI LISTING REGULATIONS, 2015:

The Company has complied with the requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI Listing Regulations, 2015.

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A) OF THE SEBI LISTING REGULATIONS, 2015: Not Applicable

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THE SEBI LISTING REGULATIONS, 2015: Not Applicable as no such agreements entered which are binding Company.

Date: August 10, 2023
Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Dr. Pradip K Desai
Non-Executive Director
DIN: 00026451

The Members
Span Divergent Limited
CIN: L74999GJ1980PLC003710

This is to certify that on verification of declarations made by the Directors and records maintained by Span Divergent Limited ("the Company"), none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities Exchange Board of India (SEBI) / Ministry of Corporate Affairs or any such Statutory Authority as per the requirements of point 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: August 10, 2023
Place: Surat

For Mitesh Rana & Co.,
Company Secretaries

Mitesh Rana
Proprietor
ACS M. No.: 28113
COP : 12364
PR No.: 1430/2021
UDIN: A028113E000774628

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPAN DIVERGENT LIMITED

We have audited the accompanying standalone financial statements of Span Divergent Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit 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 standalone financial statements in accordance with the Standards on Auditing ("SA's") 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 Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that the matters described below to be the key audit matters to be communicated in our report,

1. Impairment testing of carrying value of investment Subsidiaries and other Investments

As at 31st March, 2023, the company has investment of Rs. 2791.55 Lakhs (after re-evaluating Impairment loss on Investments) in LLP Subsidiaries as partner's Capital by way of fixed as well as fluctuating capital and in Private Limited Company by holding Share Capital.

The Management has assessed the impairment of investments in its subsidiaries by reviewing the business forecasts of subsidiaries and noted that except one LLP Subsidiary i.e. **Aranya Agri Biotech LLP**, no provision for impairment is required to be made in respect of these investments as they are considered good. We considered this as a key audit matter due to significant judgment involved in estimating future cash flows prepared by the Management to support the carrying value of above investments.

In view of the above significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:-

- Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around identification/ assessment of indicators of impairment under Ind AS, and performing the related impairment analysis of the Subsidiary Company to determine recoverable amount of the said investment.
- Ensuring the methodology of the impairment exercise continues to comply with the requirements of Indian Accounting Standards (Ind AS) as adopted, including evaluating management's assessment of indicators of impairment against indicators of impairment specified within Ind AS 36.
- Evaluating the independent external valuer's competence, capabilities and objectivity. Understanding the methodologies used by the external valuer to estimate resale values.
- Evaluated the appropriateness of the disclosure in the financial statements and assessed the completeness and mathematical accuracy.

Considered the results of the aforesaid procedures in evaluating the recoverability of investment in subsidiaries. Based on the above procedures performed, we noted that the Management's assessment of impairment of investments in subsidiaries is reasonable and In case of subsidiary Aranya Agri Biotech LLP as at March 31, 2023, the LLP had loss of Rs.81.48 Lakhs during the current year and loss of Rs. 141.77 Lakhs in the preceding year and as of that date there is substantial erosion in the net worth of the LLP. Hence the management has decided to impair the investment and Rs. 410.83 Lacs is provided in the books of the company and treated as an exceptional item during the year.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statement.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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. The Company has disclosed the impact of pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Report on the Audit of the Standalone Financial Statements

Date: 22nd May, 2023
Place: Surat

For Y. B. Desai and Associates
Chartered Accountants
Firm Registration No. 102368W

Mayank Y. Desai
Partner
Membership No.: 108310
UDIN: 23108310BGWRNS6228

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SPAN DIVERGENT LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 SPAN DIVERGENT LIMITED (the “Company”) as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for the Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering 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 (the “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 Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us, 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 March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Y. B. Desai and Associates
Chartered Accountants
Firm Registration No. 102368W

Mayank Y. Desai
Partner
Membership No.: 108310
UDIN: 23108310BGWRNS6228

Date: 22nd May, 2023
Place: Surat

ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under *Report on Other Legal and Regulatory Requirements' section of our report to the Members of Span Divergent Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of Audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.
 - (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
 - (c) The Company has not granted any loans or advances in the nature of loans, hence the reporting of schedule of repayment of principal and payment of interest under clause 3(iii)(c) of the Order is not applicable.
 - (d) The Company has not granted any loans or advances in the nature of loans, hence the reporting of overdue amount remaining outstanding as at the balance sheet date under clause 3(iii)(d) of the Order is not applicable.
 - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- vi. The maintenance of cost records has not been applicable for the company under the Company under sub-section (I) of section I48 of the Companies Act, 2013, hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
 - (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Nature of Statute	Nature of Dues	Forum where the dispute is pending	Period to which amount relates	Amount in Rs.	Remarks
The Income Tax Act, 1961	Income Tax	CIT Appeal, Surat	A.Y.2012-13	15,18,090	Adjusted Against the Refund of Next Assessment Years
			A.Y.2013-14	1,36,18,810	

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d. On an overall examination of the financial statements of the Company has not raised funds on short-term basis, hence reporting under clause 3(ix)(d) of the Order is not applicable.
- e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(X)(b) of the Order is not applicable.
- xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, aging and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. As provision of Corporate Social Responsibility (CSR) under Section 135 of the Act is not applicable to the Company, hence reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.
- xxi. There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Y. B. Desai and Associates
Chartered Accountants
Firm Registration No. 102368W

Mayank Y. Desai
Partner
Membership No.: - 108310
UDIN: 23108310BGWRNS6228

Date: - 22nd May, 2023
Place: - Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)
Balance Sheet as at March 31, 2023

(Amount in INR Lacs)

	Notes	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	338.87	360.55
Right-of-use-assets		17.60	26.79
Investment properties	4	26.30	36.60
Intangible assets	5	2.95	3.75
Intangible assets under development	5	-	-
Financial assets			
i. Investments in Subsidiary	6(a)(i)	2,791.55	3,107.24
ii. Others	6(d)	47.31	33.79
Deferred tax Assets (Net)	11	8.70	7.89
Total non-current assets		3,233.28	3,576.61
Current assets			
Inventories			
Financial assets			
i. Investments	6(a)(ii)	394.53	402.80
ii. Trade receivables	6(b)	16.33	10.48
iii. Cash and cash equivalents	6(c)(i)	24.99	4.62
iv. Bank balances other than (iii) above	6(c)(ii)	-	-
v. Others	6(d)	16.26	22.46
vi. Other Financial Assets		60.17	48.79
Other current assets	7	18.57	21.00
Total current assets		530.85	510.15
Total assets		3,764.13	4,086.76
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8(a)	546.17	546.17
Other equity	8(b)	2,716.05	3,051.02
		3,262.22	3,597.19
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
i. Borrowings	9(a)	254.00	256.00
ii. Lease Liabilities		13.91	21.71
Provisions	10	4.22	26.05
Deferred tax liabilities (Net)	11	16.19	11.87
Total non-current liabilities		288.32	315.63
Current liabilities			
Financial liabilities			
i. Borrowings		-	-
ii. Lease Liabilities		6.80	8.12
iii. Trade payables			
(a) Total outstanding dues of Micro enterprises and small enterprises	9(c)	0.18	0.22
(b) Total outstanding dues of creditors other than Micro enterprises and small enterprises.	9(c)	6.05	5.56
iv. Other financial liabilities	9(b)	140.96	125.73
Other current liabilities	12	4.12	5.94
Provisions	10	55.48	28.37
Total current liabilities		213.59	173.94
Total liabilities		501.91	489.57
Total equity and liabilities		3764.13	4,086.76
Corporate information & Summary of significant accounting policies	1 & 2		

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

In terms of our report attached

For Y B Desai & Associates

Chartered Accountants

Firm Registration No: 102368W

Mayank Y Desai

Partner

Membership No.:108310

UDIN: 23108310BGWRNS6228

Date: May 22, 2023

Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Paras Desai
Whole Time Director & CFO
DIN: 08293906

Dr. Pradip K Desai
Director
DIN: 00026451

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)

Statement of Profit and Loss for the year ended March 31, 2023

(Amount in INR Lacs)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Continuing operations			
Revenue from operations	13(a)	195.90	196.42
Other income	13(b)	73.64	115.42
Total income		269.54	311.84
Expenses			
Cost of Material Consumed			
Purchases of stock-in-trade		-	-
Changes in inventories of stock-in-trade		-	-
Employee benefit expense	14	104.47	114.21
Finance costs	15	-	-
Depreciation and amortisation expense	16	42.46	50.91
Other expenses	17	41.54	36.71
Total expenses		188.47	201.83
Profit before exceptional items and tax		81.07	110.01
Exceptional items	28	(410.83)	(917.47)
Profit/(Loss) before tax		(329.76)	(807.46)
Tax expense	18		
- Current tax		-	-
- Deferred tax		3.98	(31.66)
Profit/(Loss) for the period from continuing operations		(333.74)	(775.80)
Other comprehensive income			
Remeasurement costs of post-employment benefits		(1.69)	0.34
Deferred tax on post-employment		0.47	(0.09)
Other comprehensive income for the year, net of tax		(1.22)	0.25
Total comprehensive income for the year		(334.96)	(775.55)
Earnings per equity share for profit from operation attributable to owners of the entity:			
Basic earnings per share	21	(6.11)	(14.20)
Diluted earnings per share	21	(6.11)	(14.20)
Corporate information & Summary of significant accounting policies	1 & 2		

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

In terms of our report attached

For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

Mayank Y Desai
Partner
Membership No: 108310
UDIN: 23108310BGWRNS6228
Date: May 22, 2023
Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Paras Desai
Whole Time Director & CFO
DIN: 08293906

Dr. Pradip K Desai
Director
DIN: 00026451

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)

Statement of Cash Flows for the year ended March 31, 2023

(Amount in INR Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Profit before income tax	(329.76)	(807.46)
Adjustments for		
Depreciation and amortisation expense	42.46	50.91
Intangible Assets Written Off	-	1.76
Un realised Loss/(Gain) on Investments	(17.80)	168.95
Rental Income	(43.26)	(44.37)
Interest Income	(3.16)	(2.70)
Gain on Sale of Investments	17.42	(222.65)
Finance Cost	-	-
Financial Guarantee Fees Income	(9.03)	(14.50)
Impairment Provision for LLP Subsidiaries	410.83	917.47
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	(5.85)	1.99
Increase in trade payables	0.44	(14.42)
(Increase) in other financial assets	6.19	(0.80)
(Increase)/decrease in other non-current assets	(13.52)	(1.79)
(Increase)/decrease in other current assets	2.43	3.74
Increase/(decrease) in provisions	7.99	8.68
Increase/(decrease) in other financial liabilities	15.23	22.07
Increase in other current liabilities	(10.94)	(90.13)
Cash generated from operations	69.69	(23.25)
Income taxes paid	11.38	7.42
Net cash inflow from operating activities	58.32	(30.67)
Cash flows from investing activities		
(Purchase)/Redemption of investments	(69.06)	(308.15)
Proceeds from sale of investments	(4.69)	196.63
Investment in Fixed Deposits for more than one year	(13.52)	(1.79)
(Purchase)/Sale of property, plant and equipment	(0.50)	71.29
Proceeds from sale of property, plant and equipment	-	26.02
Dividends received		
Rental Income	43.26	44.36
Interest received	8.56	14.21
Net cash outflow from investing activities	(35.95)	42.56
Cash flows from financing activities		
Proceeds/Repayment from borrowings	(2.00)	(20.00)
Payment towards unclaimed dividend	-	-
Interest paid	-	-
Net cash inflow (outflow) from financing activities	(2.00)	(20.00)
Net increase (decrease) in cash and cash equivalents	20.37	(8.11)
Cash and cash equivalents at the beginning of the financial year	4.62	12.73
Cash and cash equivalents at end of the year	24.99	4.62
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Balances with banks		
- in current accounts	24.96	4.59
Cash on hand	0.03	0.03
Balances per statement of cash flows	24.99	4.62
Corporate information & Summary of significant accounting policies	1 & 2	

The Amendments to Ind AS 7 Statement of Cash Flow requires the entities to provide disclosures that enables users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flow and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in balance sheet for liabilities arising from financing activities. The Required discloser is made below:

Particulars	As at 31st March 2022	Cash Flow		Non-Cash Charges		As at 31st March 2023
		Precedes	Repayments	Fair value Changes	Current / Non-Current Classification	
Loan Term Borrowing (Current & Non- Current)	256.00	-	2.00	-	-	254.00
Short Term Borrowing	-	-	-	-	-	-

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

In terms of our report attached
For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

Mayank Y Desai
Partner
Membership No: 108310
UDIN: 23108310BGWRNS6228
Date: May 22, 2023
Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Paras Desai
Whole Time Director & CFO
DIN: 08293906

Dr. Pradip K Desai
Director
DIN: 00026451

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED

(Formerly Span Diagnostics Limited)

Statement of changes in equity for the year ended March 31, 2023**(Amount in INR Lacs)****a. Equity share capital**

	Notes	Amount
Issue of Share Capital	10	-
As at 31 March 2022	10	546.17
Issue of Share Capital	10	-
As at 31 March 2023	10	546.17

b. Other Equity

	Reserves and Surplus		
	Capital Redemption Reserve	Capital Reserve	Retained Earnings
Opening Balance as on 01.04.2021	181.43	42.06	3,603.08
Add: Loss for the year	-	-	(775.80)
Total Comprehensive Income for the year	-	-	0.25
Balance as on 31.03.2022	181.43	42.06	2,827.53
Add: Loss for the year	-	-	(333.74)
Total Comprehensive Income for the year	-	-	(1.22)
Balance as on 31.03.2023	181.43	42.06	2,492.57

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

In terms of our report attached

For Y B Desai & Associates

Chartered Accountants

Firm Registration No: 102368W

For and on behalf of the Board of Directors

Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Dr. Pradip K Desai
Director
DIN: 00026451

Mayank Y Desai

Partner

Membership No: 108310
UDIN: 23108310BGWRNS6228
Date: May 22, 2023
Place: Surat

Paras Desai
Whole time Director & CFO
DIN: 08293906

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED

Notes to financial statements for the year ended March 31, 2023

(All amounts are in Indian Rupees in Lacs except for share data or otherwise stated)

1 Corporate information

Span Divergent Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on Bombay Stock Exchange. The Company has sold its In-Vitro Diagnostics Business Undertaking on March 05, 2015 and has invested in different businesses through various subsidiaries.

2. Statement of significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

2.2 Summary of significant accounting policies

(a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(b) Functional and presentation currency

The financial statements are presented in INR which is also the Company's functional currency.

(c) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(d) Revenue recognition

a. The Company recognise revenue on the sale of products when risks and rewards of the ownership are transferred to the customer. Sales are accounted net of amount recovered towards, sales tax and sales returns.

b. Sales returns are accounted on actual receipt of return goods / settlement of claims.

c. Interest income is recognised on pro-rate basis.

d. Income from mutual funds is recognised when the Company's right to receive the payment is established, and unit holders' right to receive payment is established.

(e) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

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.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum Alternative Tax ("MAT") under the provisions of the Income-tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(f) Property, plant and equipment

Under the previous GAAP (Indian GAAP), Property, Plant and Equipment were carried in the balance sheet at cost of acquisition. The Company has elected to regard those values of assets as deemed cost at the date of the acquisition since they were broadly comparable to fair value. The Company has also determined that cost of acquisition or construction does not differ materially from fair valuation as at April 01, 2016 (date of transition to Ind AS).

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Depreciation is calculated on a Written down value over the estimated useful lives as per Schedule 2 of The Companies Act, 2013

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate.

(g) Intangible Assets

Intangible assets are measured at cost. Lump sum fees for technical know-how is amortised over the period of agreement or as per management's best estimate of useful life but not exceeding 10 years.

(h) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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. When 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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

- (i) **Borrowing costs**
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.
- (j) **Provisions**
General
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
- (k) **Employee Benefits**
a. Retirement Benefits
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 recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.
The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.
Past service costs are recognised in profit or loss on the earlier of:
- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss.
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income
b. Compensated Expenses
The Company treats accumulated leave, as a long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on an actuarial valuation using the projected unit credit method at the period-end/ year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.
c. Other Short-term benefits
Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.
- (l) **Financial instruments**
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.
Financial assets
Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.
Subsequent measurement
For purposes of subsequent measurement, a 'debt instrument' is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.
Equity investments:
In respect of equity investments, when an entity prepares separate financial statements, Ind AS 27 requires it to account for its investments in subsidiaries and associates either:
(a) at cost; or
(b) in accordance with Ind AS 109.
If a first-time adopter measures such an investment at cost in accordance with Ind AS 27, it shall measure that investment at one of the following amounts in its separate opening Ind AS Balance Sheet:
(a) cost determined in accordance with Ind AS 27; or
(b) deemed cost. The deemed cost of such an investment shall be its:
(i) fair value at the entity's date of transition to Ind ASs in its separate financial statements; or
(ii) previous GAAP carrying amount at that date.

A first-time adopter may choose either (i) or (ii) above to measure its investment in each subsidiary or associate that it elects to measure using a deemed cost.

Since the company is a first-time adopter it has measured its investment in subsidiary and associate at deemed cost in accordance with Ind AS 27 by taking previous GAAP carrying amount.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) the Company has transferred its rights to receive cash flows from the asset, and
- i. the Company has transferred substantially all the risks and rewards of the asset, or
- ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18
- c) Loan commitments which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on 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.

For recognition of impairment loss on other 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 a subsequent period, 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 recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL 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 reporting date.

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 cash 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, call and similar options) 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

► Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

► Financial assets measured as at amortised cost: ECL 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.

► Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 14.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

(m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(n) Segment Reporting

The Board of Directors assess the financial performance of the Company and make strategic decisions and has been identified as being the Chief Operating Decision Maker (CODM). Based on the internal reporting provided to the CODM, the Company has only one reportable segment i.e. the DBFOT road project and hence no separate disclosures are required under Ind AS 108.

(o) Leases

Assets acquired on lease and assets given on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. The initial direct cost of lease is charged to Statement of Profit and Loss as and when incurred. Lease rental are charged to Statement of Profit and loss on accrual basis.

(p) Earnings per Share

The Basic earning per Share ("EPS") is computed by dividing the net profit/(loss) after tax for the year attributable to equity share holder by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit after tax for the period attributable to the equity shareholders of the Company by weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

(q) Additional regulatory information

(a) The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year or The Company does not have any transactions with companies struck off.

(b) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) The Company has not traded or invested in crypto currency or virtual currency during the year.

Note 3: Property, plant and equipment and Capital work-in-progress

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of:		
Freehold land*	107.03	107.03
Computers	0.33	0.33
Office equipment	1.41	1.60
Buildings & Roads	196.87	206.94
Vehicles	3.62	4.70
Electrical Instalment	1.42	1.92
Furniture and fixtures	6.30	8.50
Compound Wall	21.89	29.53
Total Tangible assets	338.87	360.55

*Land has been pledged as security for borrowings

Note 3.1: Property, plant and equipment

Description of Assets	Freehold land	Computers	Office equipment	Buildings & Roads	Vehicles	Electrical Instalment	Leasehold Improvements	Furniture and fixtures	Compound Wall	Total
At Cost										
Opening Balance	173.39	6.89	28.01	272.09	58.48	10.00	26.87	40.69	102.13	718.56
Additions	-	-	-	-	-	-	-	-	-	-
Assets shown held for sale	-	-	-	-	-	-	-	-	-	-
Deletions	66.36	-	-	8.14	-	-	-	-	-	74.51
March 31, 2022	107.03	6.89	28.01	263.95	58.48	10.00	26.87	40.69	102.13	644.05
Additions	-	-	-	-	00.50	-	-	-	-	00.50
Deletions	-	-	-	-	-	-	-	-	-	-
March 31, 2023	107.03	6.89	28.01	263.95	58.98	10.00	26.87	40.69	102.13	644.55

Depreciation	Freehold land	Computers	Office equipment	Buildings & Roads	Vehicles	Electrical Instalment	Leasehold Improvements	Furniture and fixtures	Compound Wall	Total
Opening Balance	-	6.56	25.85	47.86	51.65	7.42	26.87	29.23	62.28	257.72
Charge for the year	-	-	0.55	9.15	2.13	0.67	-	2.97	10.31	25.78
Deletions	-	-	-	-	-	-	-	-	-	-
March 31, 2022	-	6.56	26.41	57.01	53.78	8.09	26.87	32.19	72.60	283.50
Charge for the Year	-	-	0.19	10.07	1.58	0.50	-	2.20	7.64	22.18
Deletions	-	-	-	-	-	-	-	-	-	-
March 31, 2023	-	6.56	26.60	67.08	55.36	8.58	26.87	34.39	80.24	305.69
Net Block										
March 31 2022	107.03	0.33	1.60	206.94	4.70	1.92	-	8.50	29.53	360.55
March 31 2023	107.03	0.33	1.41	196.87	3.62	1.42	-	6.30	21.89	338.87

CAPITAL WORK-IN-PROGRESS

Aging of Capital Work-in-progress (Amount Rs.)

As at 31st March, 2023					
Projects in progress	< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
	-	-	-	-	-

As at 31st March, 2022					
Projects in progress	< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
	-	-	-	-	-

LEASED ASSETS

Particulars	As on March 31, 2023	As on March 31, 2022
Gross Carrying Value	45.92	45.92
Additions	-	-
Deletions	-	-
Closing Balance	45.92	45.92
Accumulated Depreciation	-	-
Opening Balance	19.13	9.95
Depreciation charge for the year	9.19	9.18
Depreciation on deletion	-	-
Closing Balance	28.32	19.13
Net Block	17.60	26.79

Note 4: Investment properties

	March 31, 2023	March 31, 2022
Carrying amount		
Opening carrying amount / Deemed cost	138.16	136.51
Addition during the year	-	1.65
Closing carrying amount	138.16	138.16
Accumulated depreciation		
Opening accumulated depreciation	101.56	87.97
Depreciation charge	10.30	13.59
Closing accumulated depreciation	111.86	101.56
Net carrying amount	26.30	36.60

(i) Amounts recognised in profit or loss for investment properties

	March 31, 2023	March 31, 2022
Rental income	3.39	1.93
Direct operating expenses from property that generated rental income	0.52	0.52
Direct operating expenses from property that did not generate rental income	-	-
Profit from investment properties before depreciation	2.87	1.41
Depreciation	10.30	13.59
Profit from investment properties	(7.43)	(12.18)

(ii) Fair value

	March 31, 2023	March 31, 2022
Investment properties	138.16	138.16

Estimation of fair value

The Company assesses for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties.

Note 5: Intangible assets and Intangible under development

Particulars	As at	
	March 31, 2023	March 31, 2022
Carrying amount of:		
Software	0.09	0.11
Trademark	2.86	3.64
Intangible assets under development	-	-
Total Intangible assets	2.95	3.75

Note 5.1: Intangible Assets

Description of Assets	Software	Trademark
At Cost		
Opening Balance as on April 1, 2021	1.64	7.49
Additions	-	-
Deletions	-	-
March 31, 2022	1.64	7.49
Additions	-	-
Deletions	-	-
March 31, 2023	1.64	7.49

Depreciation

Opening Balance as on April 1, 2021	1.47	3.09
Charge for the year	0.05	0.77
Deletions	-	-
March 31, 2022	1.52	3.86
Charge for the year	0.03	0.77
Deletions	-	-
March 31, 2023	1.55	4.63

Note 6: Financial assets**6(a)(i) Non-current investments**

	31 March 2023	31 March 2022
Investment in Subsidiaries		
Investment in LLPs		
Aranya Agri Biotech LLP		
-Fixed Capital	0.99	0.99
-Fluctuating Capital	1628.06	1,517.22
	1629.05	1,518.21
Less: Impairment Loss on Permanent Diminution of the Investment	1529.05	1,118.21
	100.00	400.00
Biospan Scientific LLP		
-Fixed Capital	0.99	0.99
-Fluctuating Capital	156.25	156.25
	157.24	157.24
Less: Impairment Loss on Permanent Diminution of the Investment	157.24	157.24
	-	-
Dry Fruit Factory LLP		
-Fixed Capital	0.99	0.99
-Fluctuating Capital	2,667.67	2,683.51
	2,668.66	2,684.50
Span Diagnostics LLP		
-Fixed Capital	0.99	0.99
-Fluctuating Capital	0.35	0.20
	1.34	1.19
Desai Farmharvest LLP		
-Fixed Capital	14.85	14.85
-Fluctuating Capital	-	-
	14.85	14.85
Investment in Equity Shares		
Unquoted		
Biospan Contamination Control Solution Pvt Ltd (67% holding – PY67%). (67,000 Equity Shares (Previous Year – 67,000 Shares) of Rupees 10 each)	6.70	6.70
Total (Subsidiaries)	2,791.55	3,107.24
Total non-current investments	2,791.55	3,107.24

6(a)(ii) Current investments

Particulars	March 31, 2023	March 31, 2022
Investment in Mutual Fund		
Quoted		
Axis banking & PSU Debt Fund	155.88	149.40
ICICI Prudential Corporate Bond Fund	176.17	167.74
ICICI Prudential Medium Term Bond Fund - Growth	60.66	57.75
Edelweiss Arbitrage Fund - Regular Plan Growth	-	19.26
ICICI Prudential Liquid Fund- Growth	1.82	8.65
Total (Mutual Fund)	394.53	402.80
Total current investments	394.53	402.80

6(b) Trade receivables

Particulars	March 31, 2023	March 31, 2022
Trade receivables		
Receivables	16.33	10.48
Less: Allowance for doubtful debts	-	-
Total receivables	16.33	10.48
Current portion	16.33	10.48
Non-current portion	-	-

Aging of Trade Receivables

Particulars	As at 31st March, 2023						Total
	Not Due	< 6 M	6 M to 1 Year	1 to 2 Years	2 to 3 years	> 3 Years	
Undisputed Trade receivables – considered good / Services	-	16.33	-	-	-	-	16.33
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Particulars	As at 31st March, 2022						Total
	Not Due	< 6 M	6 M to 1 Year	1 to 2 Years	2 to 3 years	> 3 Years	
Undisputed Trade receivables – considered good/ Services	-	10.48	-	-	-	-	10.48
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

6 (c) (i) Cash and cash equivalents

Particulars	March 31, 2023	March 31, 2022
Balances with banks		
- in current accounts	24.96	4.59
- in EEFC accounts	-	-
Cash on hand	0.03	0.03
Total cash and cash equivalents	24.99	4.62

6 (c) (ii) Bank Balances Other than Cash and cash equivalents

	March 31, 2023	March 31, 2022
Earmarked balances with banks for:		
Unpaid Dividend	-	-

6 (d) Other financial assets

Particulars	March 31, 2023		March 31, 2022	
	Current	Non- current	Current	Non- current
Security deposits with banks	-	47.31	-	33.79
Guarantee Commission receivables	10.86	-	16.72	-
Security deposits	2.31	-	2.11	-
Accrued Interest	3.09	-	3.63	-
Other receivables	-	-	-	-
Advances to Employee	-	-	-	-
Total other financial assets	16.26	47.31	22.46	33.79

Note 7: Other current assets

Particulars	March 31, 2023	March 31, 2022
Prepaid expenses	0.82	0.47
Advances other than capital advances		
Other Advances	12.65	12.65
Balance with Statutory Authorities	5.10	7.88
Total other current assets	18.57	21.00

Note 8: Equity share capital and other equity**8(a) Equity share capital****(i) Authorised, Issued, Subscribed and paid-up equity share capital:**

Particulars	March 31, 2023	March 31, 2022
Authorised		
1,50,00,000 Equity Shares of Rs. 10/- each (Previous year 15,000,000)	1500.00	1500.00
Issued, Subscribed and paid-up		
5,461,747 (Previous Year 5,461,747) Equity Shares of Rs.10/- each fully paid up	546.17	546.17
	546.17	546.17

(ii) Terms and rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

(iii) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares	% holding	Number of shares	% holding
Pradipkumar Keshavlal Desai	23,35,806	42.77%	22,83,819	41.81%
Bharti Patel	5,75,333	10.53%	5,75,333	10.53%
Viral Pradipkumar Desai	6,88,015	12.60%	6,88,015	12.60%

Shareholding of Promoter and Promoter Group March 31, 2023

Name of Shareholders	31-03-2023		31-03-2022	
	Number of shares	% holding	Number of shares	% holding
Pradipkumar Keshavlal Desai	23,35,806	42.77	22,83,819	41.81
Viral Pradipkumar Desai	6,88,015	12.60	6,88,015	12.60
Gita Sureshbhai Desai	1,14,540	2.10	1,14,540	2.10
Sujata V Desai	1,01,576	1.86	1,01,576	1.86
Udaybhai Dhirubhai Desai	89,000	1.63	89,000	1.63
Manjulaben Prakashchandra Desai	-	-	59,215	1.08
Dr.Suresh Dinkarra Desai	33,720	0.62	33,720	0.62
Pranav S Desai	28,040	0.51	28,040	0.51
Prashant Suresh Desai	26,040	0.48	26,040	0.48
Shital Sarvajna Kazi	200	-	200	-
Udaybhai Dhirubhai Desai HUF	29,963	0.55	29,963	0.55
Prakash Dhirubhai Desai HUF	19,000	0.35	19,000	0.35
Pragati Kishor Shah	-	-	-	-
Span Finstock Pvt Ltd	-	-	-	-
Tejal Vivek Desai	30,000	0.55	30,000	0.55

(iv) Note: There are no shares bought back during the period of five years immediately preceding the reporting date.

(v) No Shares have been issued for consideration other than cash during the period of last five years.

8(b) Reserves and surplus

Particulars	March 31, 2023	March 31, 2022
Capital Redemption Reserve	181.43	181.43
Capital Reserve	42.06	42.06
Retained earnings	2,492.56	2,827.53
Total reserves and surplus	2,716.05	3,051.02

(i) Capital Redemption Reserve

	March 31, 2023	March 31, 2022
Opening balance	181.43	181.43
Closing balance	181.43	181.43

(ii) Capital Reserve

	March 31, 2023	March 31, 2022
Opening balance	42.06	42.06
Closing balance	42.06	42.06

(iii) Retained earnings

Particulars	March 31, 2023	March 31, 2022
Opening balance	2,827.53	3,603.08
Net profit for the period	(333.74)	(775.80)
Opening leases impact as per Ind AS 116		
Items of other comprehensive income recognised directly in retained earnings		
Remeasurements of post-employment benefit obligation, net of tax	(1.22)	0.25
Transfer to retained earnings of FVOCI equity investments, net of tax	-	-
Closing balance	2,492.56	2,827.53

Note 9: Financial liabilities**9(a) Non-current borrowings**

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2023	March 31, 2022
Secured					
Term loans					
From banks	-	-	-	-	-
Loan from Director	Based on Mutual Agreement		Nil	254.00	256.00
Total non-current borrowings				254.00	256.00
Less: Current maturities of long-term debt (included in note 9(b))				-	-
Less: Interest accrued (included in note 9(b))				-	-
Non-current borrowings (as per balance sheet)				254.00	256.00

9(a) Current borrowings

Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2023	March 31, 2022
Secured					
Loans repayable on demand					
From banks	NA	NA	NA	-	-
Total current borrowings				-	-
Less: Interest accrued (included in note 9(b))				-	-
Current borrowings (as per balance sheet)				-	-

9(b) Other financial liabilities

Particulars	March 31, 2023	March 31, 2022
Non-current		
Total other non-current financial liabilities		
Current		
Security Deposits	10.00	13.23
Employee benefit payable	130.96	112.50
Total other current financial liabilities	140.96	125.73

9(c) Trade payables

Particulars	March 31, 2023	March 31, 2022
Current		
Trade payables		
(a) Trade payables (Micro, small and medium enterprises)	0.18	0.22
(b) Total outstanding dues of creditors other than Micro enterprises and small enterprises	6.05	5.56
Total trade payables	6.23	5.77

Ageing of Trade Payables

Particulars	As at 31st March, 2023					
	Not Due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	0.18	-	-	-	-	0.18
(ii) Others	-	6.05	-	-	-	6.05
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

Ageing of Trade Payables

Particulars	As at 31st March, 2022					
	Not Due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	0.22	-	-	-	-	0.22
(ii) Others	-	5.56	-	-	-	5.56
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

The identification of Micro, Small and Medium enterprises as defined under the provision of "Micro, Small, and Medium Enterprise Act, 2006" is based on the information available with the Management with respect to the status of the vendors.

Note 10: Provisions

Particulars	March 31, 2023			March 31, 2022		
	Current	Non- current	Total	Current	Non- current	Total
Provision for employee benefits						
Gratuity	23.03	3.21	26.24	0.56	21.71	22.27
Current Obligation of Leave Encashment	4.01	1.01	5.02	1.73	4.34	6.07
Super Annuation Fund	27.68	-	27.68	24.98	-	24.98
Performance Salary	0.20	-	0.20	0.60	-	0.60
Other	0.56	-	0.56	0.50	-	0.50
Total	55.48	4.22	59.70	28.37	26.05	54.42

Note 11: Deferred tax Assets/Liabilities

The balance comprises temporary differences attributable to:

Particulars	March 31, 2023		March 31, 2022	
	Assets	Liabilities	Assets	Liabilities
Defined benefit obligations gratuity and leave	8.70	-	7.89	-
Property, plant and equipment	-	5.29	-	4.59
Fair value of Investment	-	10.90	-	7.28
Net deferred tax assets/(Liabilities)	8.70	16.19	7.89	11.87

Significant estimates

An entity shall disclose the amount of a deferred tax asset and the nature of the evidence supporting its recognition, when:

- the utilisation of the deferred tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences; and
- the entity has suffered a loss in either the current or preceding period in the tax jurisdiction to which the deferred tax asset relates.

Movement in deferred tax assets/ Liabilities for the year March 31, 2023

	Defined benefit obligations gratuity and leave	Property, plant and equipment	Fair value of Investment	Total
(Charged)/credited:				
- to profit or loss	0.81	(0.70)	(3.62)	(3.51)
At 31 March 2023	0.81	(0.70)	(3.62)	(3.51)

Movement in deferred tax assets/ Liabilities for the year March 31, 2022

	Defined benefit obligations gratuity and leave	Property, plant and equipment	Fair value of Investment	Total
(Charged)/credited:				
- to profit or loss	0.16	0.29	31.11	31.57
At March 31, 2022	0.16	0.29	31.11	31.57

Note 12: Other current liabilities

Particulars	March 31, 2023	March 31, 2022
Statutory tax payables	4.12	5.94
Total other current liabilities	4.12	5.94

Note 13(a): Revenue from Operations

Particulars	March 31, 2023	March 31, 2022
Sale of products		
Other operating revenue	195.90	196.42
Total revenue from continuing operations	195.90	196.42

Note 13(b): Other income and other gains/(losses)

Particulars	March 31, 2023	March 31, 2022
Rental income	43.26	44.37
Unrealised Gain through P&L A/C (Investments)	17.80	(168.95)
Interest income from financial assets at amortised cost	3.16	2.70
Net Gain on disposal of property, plant and equipment (Excluding property, plant and equipment sold as part of discontinued operation)	-	26.03
Gain on sale of investments	0.37	196.63
Financial Guarantee Fees Income	9.03	14.50
Other Misc Income	0.02	0.15
Total other income	73.64	115.42

Note 14: Employee benefit expense

	March 31, 2023	March 31, 2022
Salaries, wages and bonus	99.98	107.78
Contribution to provident fund	1.79	3.73
Post-employment pension benefits	2.70	2.70
Total employee benefit expense	104.47	114.21

Note 15: Finance costs

Particulars	March 31, 2023	March 31, 2022
Interest on debts and borrowings	-	-
Finance costs expensed in profit or loss	-	-

Note 16: Depreciation and amortisation expense

Particulars	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipment and Investment Property	41.67	50.09
Amortisation of intangible assets	0.79	0.82
Total depreciation and amortisation expense	42.46	50.91

Note 17: Other expenses

Particulars	March 31, 2023	March 31, 2022
Repairs and maintenance		
Buildings	5.15	6.29
Telephone and communication charges	0.53	0.52
Water and electricity charges	0.99	0.95
Legal and professional fees (Refer Note 18(a))	14.87	12.03
Travel and conveyance	0.16	0.34
Insurance	1.04	0.84
Printing and stationery	0.09	0.09
Membership Fees and Subscription	0.26	0.11
Prior Period Expenses	1.16	0.69
Miscellaneous expenses	17.29	14.85
Total other expenses	41.54	36.71

Note 17(a): Details of payments to auditors

Particulars	March 31, 2022	March 31, 2021
Payment to auditors – As Auditor		
Audit fee	2.35	2.35
Total payments to auditors	2.35	2.35

Note 18: Income tax expense

Particulars	March 31, 2023	March 31, 2022
(a) Income tax expense		
Current tax	-	-
Current tax on profits for the year	-	-
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	-	-
(Decrease) increase in deferred tax liabilities	3.98	(31.66)
Total deferred tax expense/(benefit)	3.98	(31.66)
Income tax expense	3.98	(31.66)
Other Comprehensive Income		
(Decrease) increase in deferred tax liabilities	0.47	(0.09)

Note 19: Commitments and Contingent Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Commitments	-	-
Contingent Liability		
Lawsuit by previous employee in subsidiary	8.00	8.00
Corporate Guarantee given on behalf of Subsidiary Company	395.34	1,450.00
Total	403.34	1,458.00

Note 20: Capital management**Risk management**

For the purpose of the Company's capital management, capital includes issued equity capital, compulsorily convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure in consideration to the changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings including interest accrued on borrowings, trade and other payables, less cash and short-term deposits.

The gearing ratios were as follows:

Particulars	March 31, 2023	March 31, 2022
Net debt	405.30	393.43
Total equity	3,262.22	3,597.19
Net debt to equity ratio	12.42%	10.94%

Note 21: Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Particulars	March 31, 2023	March 31, 2022
(a) Basic earnings per share		
i. Profit (loss) attributable to equity shareholders(basic)	(333.74)	(775.80)
ii. Weighted average number of equity shares (basic)	54.62	54.62
Total basic earnings per share attributable to the equity holders of the company	(6.11)	(14.20)
(b) Diluted earnings per share		
i. Profit (loss) attributable to equity shareholders(basic)	(333.74)	(775.80)
ii. Weighted average number of equity shares (basic)	54.62	54.62
Total diluted earnings per share attributable to the equity holders of the company	(6.11)	(14.20)

Note 22: Post-Employment benefits

For details about the related employee benefit expenses, see Note 14.

A. Reconciliation of the defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.

Reconciliation of present value of defined benefit obligation

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning of the year	22.27	20.48
Current service cost	0.72	0.73
Interest cost	1.55	1.40
Past Service Cost	-	-
Actuarial (gains) losses recognised		
- experience adjustments	1.79	(0.28)
- Financial Assumption adjustment	(0.10)	(0.06)
Balance at the end of the year	26.23	22.27

B. Expense recognised in profit or loss

Particulars	March 31, 2023	March 31, 2022
Current service cost	0.72	0.73
Interest on defined benefit Liability	1.55	1.40
Past service Cost	-	-
	2.27	2.13

C. Remeasurements recognised in other comprehensive income

Particulars	March 31, 2023	March 31, 2022
Actuarial (gain)/loss on Obligation for the period	1.69	(0.34)
Actuarial (gain)/loss due to DBO assumption change	-	-
	1.69	(0.34)

D. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	March 31, 2023	March 31, 2022
Discount rate	6.86%	6.86%
Future salary growth	8.00%	8.00%
Attrition rate	2.00%	2.00%
Mortality table	Indian Assured Lives Mortality (20012-14)	Indian Assured Lives Mortality (2006-08)

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(0.22)	0.02	(0.49)	0.54
Future salary growth (1% movement)	0.02	(0.22)	0.36	(0.32)
Attrition rate (1% movement)	(0.01)	0.001	(0.03)	0.03

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Note 23: Financial Risk Management Framework

Risk management framework

The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is towards related parties and not subject to significant credit risk based on past history.

Current Investment

The Company holds current investment in mutual funds at 31 March 2022 and 31 March 2021. The credit risk on mutual funds is limited.

Cash and cash equivalents

The Company holds cash and cash equivalents. The credit risk on liquid funds is limited.

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Year ended March 31, 2023

Particulars	On Demand	in next 12 months	>1 year <5	> 5 years	Total
Borrowings	254.00	-	-	-	254.00
Trade payables	-	-	-	-	-
Other financial liabilities	140.96	-	-	-	140.96
Total	394.96	-	-	-	394.96

Year ended March 31, 2022

Particulars	On Demand	in next 12 months	>1 year <5	> 5 years	Total
Borrowings	256.00	-	-	-	256.00
Trade payables	-	-	-	-	-
Other financial liabilities	125.73	-	-	-	125.73
Total	381.73	-	-	-	381.73

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

Sensitivity analysis

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Forex rate fluctuation (1% movement)	-	-	-	-

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 change in market interest rates. The company keeps majority of its borrowings with floating interest rates and company looks out for opportunity for optimization of interest cost, based on prevailing market scenarios and performance of the company.

Note 24: Operating leases

1. The Company does not have financial lease arrangement.
2. The Company has taken office premises under lease arrangements and are renewable in mutually agreeable terms.

Particulars	March 31, 2023	March 31, 2022
Total rental expense relating to operating leases	-	-

Note 25: Related Party Disclosures

Transactions with Related Parties as specified under Ind- AS 24

A. List of related parties and nature of relationship

Sr.No	Name of the related party	Nature of relationship
1	Dryfruit Factory LLP	Subsidiary
2	Aranya Agri Biotech LLP	Subsidiary
3	Desai Farmharvest LLP	Subsidiary
4	Span Diagnostics LLP	Subsidiary
5	Biospan Scientific LLP	Subsidiary
6	Biospan Contamination Control Solutions Pvt Ltd	Subsidiary

B. Key management personnel

Sr.No	Name of Personnel	Nature of relationship
1	Mr. Viral Desai	Managing Director
2	Mr. Paras Desai	Chief Financial Officer, Whole Time Director
3	Ms. Samiksha Kansara	Company Secretary (upto November 14, 2022)
4	Ms. Urvi Shinde	Company Secretary (w.e.f. February 09, 2023)

C. Enterprises over which Key Management Personnel exercises significant influence

Sr.No	Name of Personnel	Enterprises	Relationship
1	Mr. Viral Desai	Span Bioproducts Private Limited	Director
		Athreyas Wellness Private Limited	Director
		Micronclean India Private Limited	Director

D. Relatives of key management personnel and their enterprise, where transactions have taken place.

Name of Personnel: (1) Dr. Pradip K Desai (2) Ms. Sujata V Desai

E. Transactions with related parties during the year ended

Sr.No	Name of the related party	Nature of transactions	March 31, 2023	March 31, 2022
1	Dryfruit Factory LLP	<u>Payment:</u>		
		Investment Made	22.65	608.73
		<u>Receipt:</u>		
		Investment	16.12	25.75
		Management Fees	19.07	22.00
		Interest capital	105.71	100.40
		Guarantee Commission	9.97	14.20
2	Aranya Agri Biotech LLP	Rent	19.91	18.06
		<u>Payment:</u>		
		Investment Made	105.00	19.70
		<u>Receipt:</u>		
		Investment	3.00	1.40
		Management Fees	0.09	0.49
		Guarantee Commission	0.21	0.30
3	Span Diagnostics LLP	Interest capital	8.83	58.11
		<u>Receipt:</u>		
		Investment Made	0.15	0.20
		Interest capital	0.005	0.002
4	Biospan Scientific LLP	<u>Payment:</u>		
		Investment Made	16.50	6.50
		<u>Receipt:</u>		
		Investment Made	16.50	11.30
		Interest capital	-	-
5	Biospan Contamination Control Solutions Pvt Ltd	<u>Receipt:</u>		
		Management Fees	2.31	1.68
6	Mr. Viral Desai*	<u>Payment</u>		
		Director Remuneration	33.97	33.97
		Rent	5.62	5.45
		Sale of Land	-	99.00
		<u>Receipt</u>		
		Un Secured Loan	-	-
		Advance against Property	-	14.37
7	Ms. Samiksha Kansara (up-to November 14, 2022)	Salary	1.56	2.58
8	Ms. Sujata Desai*	Salary	17.78	12.86
		Rent	5.62	5.45
9	Mr. Paras Desai*	Salary	41.92	45.72
10	Dr. Pradip Desai	<u>Payment</u>		
		Director Remuneration	-	5.03
		Un Secured Loan	2.00	20.00
11	Span Finstock Pvt Ltd	Management Fees Received	3.00	2.75
12	Span Diagnostics South Africa (Pty) Ltd.	Sale of Share	-	0.06
13	Ms. Urvi Shinde (w.e.f. February 09, 2023)	Salary	0.42	-

Note: * Includes Provision of Superannuation (In case of Mr.Viral Desai), Provident Fund and other retiral benefits.

F. Balance Outstanding

Sr.No	Name of the related party	Nature of balances	March 31, 2023	March 31, 2022
1	Dryfruit Factory LLP	Receivable:		
		Capital	2407.60	2,401.07
		Interest Capital	261.06	283.43
		Guarantee Commission	9.97	16.05
		Management Fees	3.46	1.99
		Rent	1.79	-
2	Aranya Agri Biotech LLP	Receivable:		
		Capital	1429.48*	1,327.48
		Guarantee Commission	0.89	0.67
		Management Fees	-	0.25
		Interest Capital	199.57	190.74
3	Span Diagnostics LLP	Receivable:		
		Interest Capital	-	0.002
		Capital	1.34	1.19
4	Biospan Scientific LLP	Receivable:		
		Capital	157.24**	157.24
5	Desai Farmharvest LLP	Receivable:		
		Capital	14.85	14.85
6	Biospan Contamination Control Solutions Pvt Ltd	Receivable:		
		Management Fees	1.85	0.22
		Others	-	0.01
		Capital	6.70	6.70
7	Mr. Viral Desai	Payable		
		Director Remuneration	96.05	79.45
		Un Secured Loan	111.00	111.00
		Deposit Receivable	1.00	1.00
8	Ms. Samiksha Kansara (upto November 14, 2022)	Payable		
		Salary	-	0.21
9	Ms. Sujata Desai	Payable		
		Salary	10.07	10.76
		Deposit Receivable	1.00	1.00
10	Mr. Paras Desai	Payable		
		Salary	16.88	11.54
11	Dr. Pradip Desai	Payable		
		Un Secured Loan	143.00	145.00
		Salary	6.83	9.53
12	Span Finstock Pvt Ltd	Management Fess Receivable	-	1.35
13	Urvi Shinde (w.e.f. February 09, 2023)	Salary payable	0.21	-

*Out of total investment in Aranya Agri Biotech LLP, Rs 1529.05 lacs has been impaired.

** Amount of Rs 157.24 Lacs has been impaired

Note 26: Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2023 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
Non-Current							
i. Investments	2,791.55	-	-	-	-	2,791.55	-
ii. Loans	-	-	-	-	-	-	-
iii. Others	-	-	-	-	-	-	-

Current							
i. Investments	-	-	394.53	-	-	-	394.53
ii. Trade receivables	16.33	-	-	-	-	16.33	-
iii. Cash and cash equivalents	24.99	-	-	-	-	24.99	-
iv. Bank balances other than (iii) above	-	-	-	-	-	-	-
v. Others	16.26	-	-	-	-	16.26	-
Total	2,849.11	-	394.53	-	-	2,849.11	394.53
Liabilities:							
Non-Current							
i. Borrowings	254.00	-	-	-	-	254.00	-
ii. Lease Liability	13.91	-	-	-	-	13.91	-
Current liabilities							
i. Borrowings	-	-	-	-	-	-	-
ii. Trade payables	6.05	-	-	-	-	6.05	-
iii. Other financial liabilities	140.96	-	-	-	-	140.96	-
iv. Lease Liability	6.80	-	-	-	-	6.80	-
Total	421.71	-	-	-	-	421.71	-

The carrying value and fair value of financial instruments by categories as of 31 March 2022 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
Non-Current							
i. Investments	3,107.24	-	-	-	-	3,107.24	-
Current							
i. Investments	-	-	402.80	-	-	-	402.80
ii. Trade receivables	10.48	-	-	-	-	10.48	-
iii. Cash and cash equivalents	4.62	-	-	-	-	4.62	-
iv. Bank balances other than (iii) above	-	-	-	-	-	-	-
v. Others	22.46	-	-	-	-	22.46	-
Total	3,144.80	-	402.80	-	-	3,144.80	402.80
Liabilities:							
Non-Current							
i. Borrowings	256.00	-	-	-	-	256.00	-
ii. Lease Liability	21.71	-	-	-	-	21.71	-
Current liabilities							
i. Borrowings	-	-	-	-	-	-	-
ii. Trade payables	5.78	-	-	-	-	5.78	-
iii. Other financial liabilities	125.73	-	-	-	-	125.73	-
iv. Lease Liability	8.12	-	-	-	-	8.12	-
Total	417.34	-	-	-	-	417.34	-

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

Fair value measurement using					
	Date of valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Current					
(i) Investments	31-Mar-23	394.53	-	-	394.53
Total		394.53	-	-	394.53

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

Fair value measurement using					
	Date of valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Current					
(i) Investments	31-Mar-22	402.80	-	-	402.80
Total		402.80	-	-	402.80

Note 27: Expenditure in foreign currency

Particulars	March 31, 2023	March 31, 2022
Expenditure in foreign currency	-	-

Note 28: Exceptional items

In case of subsidiary:

(a) Aranya Agri Biotech LLP had accumulated losses of Rs. 14.10 Crores till March 31 2022 and Rs. 0.82 crore in the current year up to March 31, 2023. Hence the Management has decided to impair the investment and Rs. 4.11 Crores are provided in the books of the Company and are treated as an exceptional item during the year. Notwithstanding the above, the financial results of the LLP have been prepared on going concern basis. Management has been reviewing Aranya business critically. Board has approved the plan to discontinue its operations during FY 2023-24.

(b) Biospan Scientific LLP had accumulated losses of Rs.1.57 Crores as at 31st March 2019, resulting in substantial erosion of the net worth of the LLP. Hence the Management had decided to impair the investment and Rs. 1.83 Crores were provided in the books of the Company and was treated as an exceptional item during the year 2018-19. Notwithstanding the above, the financial results of the LLP has been prepared on going concern basis as Management is exploring the possibilities to revive the LLP on its own or by entering in to business tie-ups and it endeavours to be able to establish profitable operation.

(c) Biospan Contamination Control Solution Pvt Ltd had accumulated losses of Rs.5.18 Crores till March 31, 2023. As on that date the subsidiary Company's total liabilities exceeded its total assets by Rs. 5.08 Crores. Notwithstanding the above, the financial results of the subsidiary Company has been prepared on going concern basis as Management believes that the company would be able to establish profitable operation and the losses incurred is attributable to factors of temporary nature. Further, Management is confident that with appropriate product license, the Company will achieve adequate revenue and negative net worth would turn positive by 2025.

Note 29: Lease accounting as per Ind AS 116

Effective April 1, 2019, the Company has adopted Ind AS 116, Leases and applied the standard to its Leases using the modified retrospective approach. Accordingly, the Company has not restated comparative information.

This has resulted in recognising a lease liability measured at present value of the remaining lease payments and a corresponding Right-of-Use (ROU) asset as if the lease has been commenced w.e.f. 1st April 2019. The Company discounted remaining lease payments using the lessee's incremental borrowing rate as at 1st April 2019. The Company has also elected not to apply the requirements of Ind AS 116 to short term leases and leases for which underlying asset is of low value. In the results for the current period, the nature of expenses in respect of Operating lease has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability.

Note 30:

In pursuance to Section 115BAA of the Income Tax Act, 1961 announced by Government of India through Taxation Laws (Amendment) Ordinance, 2019, the Company has an irrevocable option of shifting to a lower tax rate along with consequent reduction in certain tax incentive including additional depreciation and accumulated depreciation. The Company is evaluating this option and continues to recognise the taxes on income for the year ended 31st March 2021 as per the earlier provisions.

Note 31:

The figures for the previous year have been regrouped/recast wherever necessary in conformity with those of current year.

Note 32: Key Financial Ratios:

Ratio	Numerator	Denominator	Current Year	Previous Year	% of Variance	Reasons for Variances
Current ratio	Current Assets	Current Liabilities	2.49	2.93	(15%)	Increase in current liabilities on account of Provision for retiral benefit for employees
Debt-equity ratio	Total Debt	Shareholder's Equity	0.15	0.14	13%	-
Debt service coverage ratio	Earnings available for debt service	Debt Service	-	-	-	-
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	(0.61)	(1.42)	(57%)	Loss in current year is due to Exceptional Item (Impairment of Investment in Aranya Agri Biotech LLP, one of the Subsidiary Companies). The impairment is of less magnitude as compared to previous year
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	-	-	-	Not Applicable
Trade receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivable	-	-	-	No Trading Activities
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	-	-	-	No Trading Activities
Net capital turnover ratio	Net Sales	Working Capital	-	-	-	No Trading Activities
Net profit ratio	Net Profit	Net Sales	(171%)	(395)%	(57%)	Loss in current year is due to Exceptional Item (Impairment of Investment in Aranya Agri Biotech LLP, one of the Subsidiary Companies). The impairment is of less magnitude as compared to previous year
Return on capital employed	Earnings before interest and taxes	Capital Employed	2.28%	2.81%	(19%)	Capital employed decreased in books due to the impairment of Investment in Subsidiary Company
Return on investment	Income (Finance)	Investments	5.35%	4.51%	18.56%	Gain increase as fair value of financial investment increases.

As per our report of even date

For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

Mayank Y Desai

Partner

Membership No: 108310
UDIN: 23108310BGWRNS6228
Date: May 22, 2023
Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Paras Desai
Whole time Director & CFO
DIN: 08293906

Dr. Pradip K Desai
Director
DIN: 00026451

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

INDEPENDENT AUDITOR'S REPORT

To The Members of SPAN DIVERGENT LIMITED REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of SPAN DIVERGENT LIMITED (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

We have determined the matters described below to be the key audit matters to be communicated in our report,

1. Valuation of Biological Assets (Refer Note 6 to the Consolidated financial Statements)

The Group held Biological Assets, which includes tissue culture plants, of which sales have been made during year and Value of Rs. 0 as at March 31, 2023 through a subsidiary LLP namely Aranya Agri Biotech LLP.

The value of Biological Assets is measured at fair value less costs to sell. The fair value is determined using discounted cash flows based on forecast by management. These discounted cash flows require estimates of growth/multiplications, mortality of tissue culture plants, sales price and costs.

Due to the level of judgment involved in the valuation of Biological Assets, complexity of the governance structure as well as the significance of Biological Assets to the Group's financial position, this is considered to be a key audit matter.

2. In view of the above significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: -

As part of our audit procedures, we have gained understanding over the management review and monitoring controls for interpretation of group policy and Ind AS 41 Agriculture.

- We have assessed the key assumptions contained within the fair value calculations including sales price assumptions, growth/multiplications, mortality assumptions and discount rates.
- Evaluated the Group's input used in calculating the estimated cash flows of tissue culture plant, through observation to internal supporting documentation and their reasonableness against external data;
- We have assessed and performed procedures around management's accounting of the impact of Biological Assets valuation;
- Tested the mathematical accuracy of the calculations;
- Assessed the historical accuracy of forecasting and estimation by comparing prior year estimate to actual performance.

We have assessed the appropriateness of presentation in the consolidated financial statements.

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

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our 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 Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the respective entities and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The Boards of Directors of the Holding Company included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' 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 consolidated 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 consolidated 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the consolidated 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 Auditors' Report. However, future events or conditions may cause the Group (Holding Company and Subsidiary) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit, 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31 March 2023 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding Company and its subsidiary company incorporated in India respectively. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statement those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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) The consolidated financial statements disclose the impact of pending litigations on financial position of the Group.
 - ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Y. B. Desai and Associates
Chartered Accountants
Firm Registration No. 102368W

Mayank Y. Desai
Partner
Membership No.: - 10831
UDIN:- 23108310BGWRNT1529

Date: 22nd May,2023
Place: Surat

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SPAN DIVERGENT LIMITED of even date)

Report on the Internal Financial Controls reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of **SPAN DIVERGENT LIMITED** (hereinafter referred to as the “ Holding Company”) and its subsidiary company, which is company incorporated in India, as of that date. Management’s Responsibility for Internal Financial Controls

Management’s Responsibility for Internal Financial Controls

The respective Boards of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering 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 (the “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 the respective 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 Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, 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”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

We believe that the audit evidence we have obtained and in terms of other auditor report referred to in paragraph of the Other Matters below, the audit evidence obtained by them, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company.

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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 and to the best of our information and according to the explanations given to us, and based on auditor’s report of the Subsidiary Company, incorporated in India, , have, 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 March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Y. B. Desai and Associates

**Chartered Accountants
Firm Registration No. 102368W**

**Mayank Y. Desai
Partner
Membership No. :- 108310
UDIN :- 23108310BGWRNT1529**

**Date: 22nd May, 2023
Place: Surat**

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)
Consolidated Balance Sheet as at March 31, 2023

(Amount in INR Laacs)

	Notes	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,218.22	1,350.76
Right-of-use-assets		62.13	120.21
Capital work-in-progress	3	-	-
Investment properties	4	26.29	36.59
Goodwill	5	2.49	3.64
Other intangible assets	5	3.07	3.88
Intangible assets under development	5	-	-
Biological assets other than bearer plants	6	-	21.33
Financial assets			
i. Investments			
ii. Others	7(d)	47.31	33.79
Deferred tax assets (Net)	8(a)	37.75	15.94
Total non-current assets		1,397.26	1,586.14
Current assets			
Inventories	9	160.56	177.63
Financial assets			
i. Investments	7(a)	394.53	402.81
ii. Trade receivables	7(b)	189.92	157.59
iii. Cash and cash equivalents	7(c)(i)	39.90	19.41
iv. Bank balances other than (iii) above	7(c)(ii)	-	-
v. Others	7(d)	35.90	141.10
Current tax Assets (Net)		80.30	75.56
Other current assets	10	260.84	222.32
Assets classified as held for sale		-	-
Total current assets		1,161.95	1,196.42
Total assets		2,559.21	2,782.56
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11(a)	546.17	546.17
Other equity	11(b)	(830.05)	(324.09)
Non-Controlling Interest		(551.93)	(515.24)
		(835.81)	(293.16)
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
i. Borrowings	12(a)	483.88	554.54
ii. Lease Liability		48.64	93.14
iii. Other financial liabilities			
Provisions	13	17.88	64.06
Deferred tax liabilities (Net)	8(b)	26.37	14.57
Other Non-current liabilities		33.33	37.62
Total non-current liabilities		610.10	763.93
Current liabilities			
Financial liabilities			
i. Borrowings	12(a)	509.89	572.52
ii. Lease Liability		72.65	99.11
iii. Trade payables			
(a) Total outstanding dues of Micro enterprises and Small enterprises.	12(c)	26.89	14.32
(b) Total outstanding dues of creditors other than Micro enterprises and Small enterprises.	12(c)	240.35	197.80
iv. Other financial liabilities	12(b)	181.81	148.26
Other current liabilities	14	27.76	22.52
Provisions	13	1725.57	1,257.26
Total current liabilities		2,784.92	2,311.79
Total liabilities		3,395.02	3,075.72
Total equity and liabilities		2,559.21	2,782.56

Corporate information & Summary of significant accounting policies

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

In terms of our report attached

For Y B Desai & Associates

Chartered Accountants

Firm Registration No: 102368W

Mayank Y Desai

Partner

Membership No: 108310

UDIN: 23108310BGWRNT1529

Date: May 22, 2023

Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Dr. Pradip K Desai
Director
DIN: 00026451

Paras Desai
Whole Time
Director & CFO
DIN: 08293906

Urvi Shinde
Company Secretary
Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(Amount in INR Lacs)

	Notes	March 31, 2023	March 31, 2022
Continuing operations			
Revenue from operations	15	1,252.48	1,308.78
Other income	16	65.66	164.28
Total Income		1,318.14	1,473.06
Expenses			
Cost of materials consumed	17(a)	17.39	232.22
Purchases of stock-in-trade	17(b)	143.55	209.33
Changes in inventories of work-in-progress, stock-in-trade and finished goods	17(c)	24.15	(80.32)
Employee benefit expense	18	249.66	265.38
Finance costs	19	99.95	108.04
Depreciation and amortisation expense	20	216.78	216.71
Other expenses	21	707.98	641.15
Total expenses		1,459.46	1,592.51
Profit before exceptional items and tax		(141.32)	(119.44)
Exceptional items	32	(410.83)	(917.47)
Profit/(Loss) before tax		(552.15)	(1,036.91)
Tax expense	22		
- Current tax		-	-
- Deferred tax		(9.89)	(21.63)
Profit/(Loss) for the period from continuing operations		(542.26)	(1,015.28)
Profit for the year attributable to:			
(a) Owners of the Company		(505.46)	(980.01)
(b) Non-Controlling Interest		(36.80)	(35.27)
		(542.26)	(1,015.28)
Other comprehensive income			
Remeasurement costs of post-employment benefits		(0.47)	1.56
Deferred tax on post-employment		0.08	(0.49)
Other comprehensive income for the year, net of tax		(0.40)	1.07
Other comprehensive income for the year attributable to:			
(a) Owners of the Company		0.72	0.96
(b) Non-Controlling Interest		0.10	0.11
		0.82	1.07
Total comprehensive income for the year		(542.66)	(1,014.20)
Total comprehensive income for the year attributable to:			
(a) Owners of the Company		(505.96)	(979.05)
(b) Non-Controlling Interest		(36.70)	(35.16)
		(542.66)	(1,014.20)
Earnings per equity share for profit from operation attributable to owners of the			
Basic earnings per share	25	(9.93)	(18.59)
Diluted earnings per share	25	(9.93)	(18.59)
Corporate information & Summary of significant accounting policies	1 & 2		

The accompanying notes are an integral part of the financial statements.
In terms of our report attached

For and on behalf of the Board of Directors
Span Divergent Limited

For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

Viral P Desai
Managing Director
DIN : 00029219

Dr. Pradip K Desai
Director
DIN : 00026451

Mayank Y Desai
Partner
Membership No: 108310
UDIN: 23108310BGWRNT1529
Date: May 22, 2023
Place: Surat

Paras Desai
Whole Time Director & CFO
DIN: 08293906

Urvi Shinde
Company Secretary

Date: May 22, 2023
Place: Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)
Consolidated Statement of Cash Flows for the year ended March 31, 2023 (Amount in INR Lacs)

	Year ended March 31, 2023	Year ended March 31, 2022
Profit before income tax	(552.15)	(1,036.91)
Adjustments for		
Depreciation and amortisation expense	216.78	216.71
Intangible Asset Written off	-	1.76
Rental Income	(43.26)	(25.40)
Interest Income	(7.07)	(9.50)
Gain on Sale of Investments	(0.37)	(27.67)
Unrealised Gain Loss on Biological Assets/Investments		
Finance Cost	99.95	108.04
Balance Written Back	41.19	8.98
Gain /Loss on Sale of Fixed Assets	(2.46)	(26.03)
Impairment of Investments	410.83	917.47
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	(32.32)	(8.93)
(Increase)/Decrease in Inventory	17.07	(115.94)
(Increase)/Decrease in Biological Assets	21.33	1.85
Increase in trade payables	55.12	83.05
(Increase) in other financial assets	76.75	(76.66)
(Increase)/decrease in other non-current assets	(0.11)	-
(Increase)/decrease in other current assets	(38.52)	(9.20)
Increase/(decrease) in provisions	11.91	872.91
Increase/(decrease) in other financial liabilities	30.68	(64.25)
Increase in other current liabilities	(102.85)	(89.18)
Cash generated from operations	202.50	721.10
Income taxes paid	(4.74)	(18.03)
Net cash inflow from operating activities	197.76	703.07
Cash flows from investing activities	-	-
Proceeds / (Purchase) from sale of investments	13.11	(349.44)
Purchase of property, plant and equipment	(17.46)	83.23
Proceeds from sale of property, plant and equipment	3.50	26.03
Rental Income	46.26	25.40
Interest received	10.70	9.50
Net cash outflow from investing activities	53.11	(205.28)
Cash flows from financing activities	-	-
Proceeds/Repayment from borrowings	(130.43)	(439.50)
Proceeds/Repayment from other financial assets	-	(2.10)
Interest paid	(99.95)	(108.04)
Net cash inflow (outflow) from financing activities	(230.38)	(549.64)
Net increase (decrease) in cash and cash equivalents	20.49	(51.85)
Cash and cash equivalents at the beginning of the financial year	19.41	71.26
Cash and cash equivalents at end of the year	39.90	19.41
	Year ended 31 March 2023	Year ended 31 March 2022
Balances with banks		
- in current accounts	38.00	19.02
Cash on hand	1.90	0.39
Balances per statement of cash flows	39.90	19.41
Corporate information & Summary of significant accounting policies 1&2		

The Amendments to Ind AS 7 Statement of Cash Flow requires the entities to provide disclosures that enables users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flow and Non cash Changes, suggesting inclusion of a reconciliation between the opening and closing balances in balance sheet for liabilities arising from financing activities. The Required discloser is made below:

Particulars	As at 31st March 2022	Cash Flow		Non-Cash Charges		As at 31st March 2023
		Precedes	Repayments	Fair value Changes	Current / Non-Current Classification	
Loan Term Borrowing (Current & Non- Current)	1,127.07	-	133.29	-	-	993.78
Short Term Borrowing	-	-	-	-	-	-

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

In terms of our report attached

For Y B Desai & Associates

Chartered Accountants

Firm Registration No: 102368W

Mayank Y Desai

Partner

Membership No: 108310

UDIN: 23108310BGWRNT1529

Date: May 22, 2023

Place: Surat

For and on behalf of the Board of Directors

Span Divergent Limited

Viral P Desai
Managing Director
DIN : 00029219

Paras Desai
Whole Time Director & CFO
DIN : 08293906

Dr. Pradip K Desai
Director
DIN : 00026451

Urvi Shinde
Company Secretary

Date: May 22, 2023

Place: Surat

SPAN DIVERGENT LIMITED
(Formerly Span Diagnostics Limited)

Consolidated Statement of changes in equity for the year ended March 31, 2023

(Amount in INR Lacs)

a. Equity share capital

	Notes	Amount
Issue of Share Capital	11	
As at March 31, 2022		546.17
Issue of Share Capital	11	
As at March 31, 2023		546.17

b. Other Equity

	Reserves and Surplus		
	Capital Redemption Reserve	Capital Reserve	Retained Earnings
Opening Balance as on April 01, 2021	181.43	42.06	432.24
Add: Loss for the year	-	-	(980.01)
Total Comprehensive Income for the year	-	-	0.96
transition opening Impact of Implementation of Ind AS 116 Leases	-	-	(0.77)
Balance as on 31.03.2022	181.43	42.06	(547.58)
Add: Loss for the year	-	-	(505.46)
Other Comprehensive Income for the year	-	-	(0.50)
Balance as on 31.03.2023	181.43	42.06	(1,053.53)

The accompanying notes are an integral part of the financial statements.
In terms of our report attached

For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Dr. Pradip K Desai
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Mayank Y Desai
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Company Secretary

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Place: Surat

SPAN DIVERGENT LIMITED

Consolidated Notes to financial statements for the year ended March 31, 2023 (All amounts are in Indian Rupees in Lacs except for share data or otherwise stated)

1. Corporate information

Span Divergent Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on Bombay Stock Exchange. The Company has sold its In-Vitro Diagnostics Business Undertaking on March 05, 2015 and has invested in Cashew Processing, Plant Tissue Culture and Trading of consumables used in Pharma / Biotech Industries.

2. Statement of significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. The subsidiary Entity considered in the consolidated financial statements are;

Name of Subsidiary	Country of Incorporation	Portion of Ownership Interest
Biospan Contamination Control Solutions Pvt Ltd.	India	67%
Aranya Agri Biotech LLP	India	99%
Dryfruit Factory LLP	India	99%
Biospan Scientific LLP	India	99%
Span Diagnostics LLP	India	99%
Desai Farmharvest LLP	India	99%

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statements.

Non-controlling Interest's share in net asset of subsidiary company for the year is identified and presented in consolidated balance sheet separate from liabilities and equity of company's shareholders.

2.2 Summary of significant accounting policies

(a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(b) Functional and presentation currency

The financial statements are presented in INR which is also the Company's functional currency.

(c) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(d) Revenue recognition

a. The Company recognise revenue on the sale of products when risks and rewards of the ownership are transferred to the customer. Sales are accounted net of amount recovered towards, sales tax and sales returns.

b. Sales returns are accounted on actual receipt of return goods / settlement of claims.

c. Interest income is recognised on pro-rate basis.

d. Income from mutual funds is recognised when the Company's right to receive the payment is established, and unit holders' right to receive payment is established.

(e) **Taxes**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

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.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum Alternative Tax ("MAT") under the provisions of the Income-tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(f) **Property, plant and equipment**

Under the previous GAAP (Indian GAAP), Property, Plant and Equipment were carried in the balance sheet at cost of acquisition. The Company has elected to regard those values of assets as deemed cost at the date of the acquisition since they were broadly comparable to fair value. The Company has also determined that cost of acquisition or construction does not differ materially from fair valuation as at April 01, 2016 (date of transition to Ind AS).

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Depreciation is calculated on a written down value method over the estimated useful lives as per Schedule 2 of The Companies Act, 2013

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate.

(g) **Intangible Assets**

Intangible assets are measured at cost. Lump sum fees for technical know-how is amortised over the period of agreement or as per management's best estimate of useful life but not exceeding 10 years.

(h) **Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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. When 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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was

recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(i) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

(j) Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(k) Employee Benefits

a. Retirement Benefits

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 recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

b. Compensated Expenses

The Company treats accumulated leave, as a long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on an actuarial valuation using the projected unit credit method at the period-end/ year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

c. Other Short-term benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, a 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity investments:

In respect of equity investments, when an entity prepares separate financial statements, Ind AS 27 requires it to account for its investments in subsidiaries and associates either:

- (a) at cost; or
- (b) in accordance with Ind AS 109.

If a first-time adopter measure such an investment at cost in accordance with Ind AS 27, it shall measure that investment at one of the following amounts in its separate opening Ind AS Balance Sheet:

- (a) cost determined in accordance with Ind AS 27; or
- (b) deemed cost. The deemed cost of such an investment shall be its:
 - (i) fair value at the entity's date of transition to Ind ASs in its separate financial statements; or
 - (ii) previous GAAP carrying amount at that date.

A first-time adopter may choose either (i) or (ii) above to measure its investment in each subsidiary or associate that it elects to measure using a deemed cost.

Since the company is a first time adopter it has measured its investment in subsidiary and associate at deemed cost in accordance with Ind AS 27 by taking previous GAAP carrying amount.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) the rights to receive cash flows from the asset have expired, or
- b) the Company has transferred its rights to receive cash flows from the asset, and
 - i. the Company has transferred substantially all the risks and rewards of the asset, or
 - ii. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18
- c) Loan commitments which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on 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.

For recognition of impairment loss on other 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 a subsequent period, 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 recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL 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 reporting date.

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 cash 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, call and similar options) 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
- ▶ Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- ▶ Financial assets measured as at amortised cost: ECL 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.
- ▶ Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 12.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

(m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(n) Segment Reporting

"The Board of Directors assess the financial performance of the Company and make strategic decisions and has been identified as being the Chief Operating Decision Maker (CODM). Based on the internal reporting provided to the CODM. The Company has identified following business segments as reportable segments. (i) Cashew processing (ii)Tissue Culture (iii)Trading.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment, if any have been allocated based on associated revenue of the segment. All other expenses if any, which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Property, plant, and equipment that are used interchangeably among segments are not allocated to reportable segments."

(o) Leases

The Company has implemented the Ind AS 116 "Leases" as notified by Ministry of Corporate Affairs on 30th March 2019 through the Companies (Indian Accounting Standard) Amendment Rules, 2019.

The Company has applied the standard w.e.f. accounting period commenced on or after April 1, 2019 to its Leases using the modified retrospective approach, therefore previous period comparative figures are not adjusted in the financial statements. This has resulted in recognising a lease liability measured at present value of the remaining lease payments and a corresponding Right-of-Use (ROU) asset as if the lease has been commenced w.e.f. 1st April 2019. The Company discounted remaining lease payments using the lessee's incremental borrowing rate as at 1st April 2019. The Company has also elected not to apply the requirements of Ind AS 116 to short term leases and leases for which underlying asset is of low value. In the results for the current period, the nature of expenses in respect of Operating lease has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability. The rights of use assets are depreciated on a straight-line basis over a lease term. The net impact of this adoption is not material on the earnings per share. The other amendments encompass various guidance and clarifications which affect disclosures.

In connection with the transition to the new standard, management has applied judgement and formed assumptions in relation to assessing the incremental borrowing rate, service components and extension options of leasing arrangements. Management has formed its judgements and assumptions based on historical experience, internal and external available information and data.

A contract or parts of contracts that conveys the right to control the use of an identified asset for a period of time in exchange for payments to be made to the owners (lessors) are accounted for as leases. Contracts are assessed to determine whether a contract is, or contains, a lease at the inception of a contract or when the terms and conditions of a contract are significantly changed.

Where the Company is the lessee in a lease arrangement at inception, the lease contracts are recognized as rights-of use assets and lease liabilities are measured at present value of lease payments at initial recognition except for short-term leases and leases of low value. The rights of use assets are depreciated on a straight-line basis over a lease term. Lease payments are discounted using the interest rate implicit in the lease. If that rate is not readily available, the incremental borrowing rate is applied. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Payments associated with short-term leases and leases of low-value assets are recognised as an expense in profit & loss Account.

Where the Company is the lessor in a lease arrangement at inception, the lease arrangement will be classified as a finance lease or an operating lease. Classification is based on the extent to which the risks and rewards incidental to ownership of the underlying asset lie with the lessor or the lessee. Under operating lease, where the Company is the lessor, the assets are included in the balance sheet and, where applicable, are depreciated in accordance with the Company's depreciation policies as set out in Note 3 Property, plant and equipment. Revenue arising from assets leased out under operating leases is recognised on overtime basis.

(p) Earnings per Share

The Basic earnings per Share ("EPS") is computed by dividing the net profit/(loss) after tax for the year attributable to equity share holder by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit after tax for the period attributable to the equity shareholders of the Company by weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

(q) Biological Assets

Tissue Culture Plants: The Group sells tissue culture plants of banana, pomegranate and others to its customers. Tissue culture is a process where, propagation of plant by using a plant part, single cell or group cell is done in a controlled laboratory environment. Tissue culture propagation primarily involves initiation of aseptic cultures of part taken from mother plant, multiplication of the plant to the desired scale, induction of roots to primary & secondary hardening. The aseptic culture which are planted in a test tube in a control environment which will be sold subsequently after primary & secondary hardening are accounted for following Ind AS 41, Agriculture at fair value less cost to sell. Here fair value has been derived based on the project cash flow during the process cycle applying discounting factor as process cycle is more than 12 months. Plants after completion of primary and secondary hardening are transferred to inventory at fair value less cost to sell after applying the discounting factor. Cost to sell include the incremental

selling cost, commission, transportation cost, fees excluding finance costs and income taxes. Changes in the fair value of biological assets are recognized in Statement of Profit and Loss. Direct cost such as laboratory cost, Research and development cost & etc. are expensed as incurred.

(r) Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory arrived on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(s) Cash Flows

Cash flows are reported using indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accrual of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

(t) Additional regulatory information

(a) The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year or The Company does not have any transactions with companies struck off.

(b) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) The Company has not traded or invested in crypto currency or virtual currency during the year.

Note 3: Property, plant and equipment and Capital work-in-progress

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of:		
Freehold land*	109.53	109.53
Computers	0.44	0.48
Office equipment	2.71	3.41
Buildings & Roads	737.77	803.61
Vehicles	3.62	6.60
Electrical Installations	24.58	33.00
Leasehold Improvements	6.08	6.68
Furniture and fixtures	13.42	17.94
Plant and Machinery	275.92	312.20
Shed Building	11.27	14.73
R&D Equipment	0.87	0.88
Green House Site	10.10	12.17
Compound Wall	21.89	29.53
Total Tangible assets	1,218.22	1,350.76

Note 3.1 Property, plant and equipment

Description of Assets	Freehold land	Computers	Office equipment	Buildings & Roads	Vehicles	Electrical Installations	Leasehold Improvement	Furniture and fixtures	Plant and Machinery	Shed Building	R&D Equipment	Green House Site	Compound Wall	Total
At Cost														
Opening Balance April 01, 2021	175.89	15.70	47.77	1,253.79	68.30	117.70	34.03	70.47	702.23	21.00	17.38	47.36	102.13	2673.75
Additions	-	0.12	0.25	-	-	1.86	1.59	0.41	16.27	0.27	-	-	-	20.76
Deletions	66.36	-	-	8.14	-	-	-	-	-	-	-	-	-	74.51
March 31, 2022	109.53	15.82	48.02	1,245.65	68.30	119.56	35.62	70.88	718.49	21.27	17.38	47.36	102.13	2620.01
Additions	-	-	-	-	-	0.18	-	-	16.79	-	-	-	-	16.97
Deletions	-	-	-	-	9.32	-	-	-	0.25	-	-	-	-	9.57
March 31, 2023	109.53	15.82	48.02	1,245.65	58.98	119.74	35.62	70.88	735.03	21.27	17.38	47.36	102.13	2627.41
Depreciation														
Opening Balance April 01, 2021	-	15.09	42.84	371.16	58.71	75.07	27.98	46.94	344.13	1.75	16.35	32.17	62.28	1094.48
Charge for the year	-	0.24	1.77	70.88	3.00	11.49	0.96	6.00	62.17	4.79	0.15	3.02	10.31	174.78
Deletions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
March 31, 2022	-	15.33	44.61	442.04	61.71	86.56	28.94	52.94	406.30	6.54	16.50	35.19	72.60	1269.26
Charge for the year	-	0.04	0.70	65.84	1.58	8.61	0.60	4.52	53.01	3.46	-	2.06	7.64	148.06
Deletions	-	-	-	-	7.92	-	-	-	0.20	-	-	-	-	8.12
March 31, 2023	-	15.37	45.31	507.88	55.36	95.17	29.54	57.46	459.11	10.00	16.50	37.25	80.24	1409.20
Net Block														
March 31, 2022	109.53	0.48	3.41	803.61	6.60	33.00	6.68	17.94	312.20	14.73	0.88	12.17	29.53	1,350.76
March 31, 2023	109.53	0.44	2.71	737.77	3.62	24.58	6.08	13.42	275.92	11.27	0.87	10.10	21.89	1,218.22

* Land has been pledged as security for borrowings.

CAPITAL WORK-IN-PROGRESS**Ageing of Capital work-in-progress (Amount Rs.)**

As at 31st March, 2023					
Projects in progress	< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
	-	-	-	-	-

As at 31st March, 2022					
Projects in progress	< 1 Year	1-2 Years	2-3 Years	> 3 Years	Total
	-	-	-	-	-

LEASED ASSETS

Particulars	As on March 31, 2023	As on March 31, 2022
Gross Carrying Value	269.99	269.99
Additions	-	-
Deletions	-	-
Closing Balance	269.99	269.99
Accumulated Depreciation		
Opening Balance	149.78	97.74
Depreciation charge for the year	58.08	52.04
Depreciation on deletion	-	-
Closing Balance	207.86	149.78
Net Block	62.13	120.21

Note 4: Investment properties

Particulars	March 31, 2023	March 31, 2022
Carrying amount		
Opening carrying amount / Deemed cost	138.15	136.51
Additions	-	1.64
Closing carrying amount	138.15	138.15
Accumulated depreciation		
Opening accumulated depreciation	101.56	87.98
Depreciation charge	10.30	13.58
Closing accumulated depreciation	111.86	101.56
Net carrying amount	26.29	36.59

(i) Amounts recognised in profit or loss for investment properties

Particulars	March 31, 2023	March 31, 2022
Rental income	3.39	1.93
Direct operating expenses from property that generated rental income	0.52	0.52
Direct operating expenses from property that did not generate rental income	-	-
Profit from investment properties before depreciation	2.87	1.41
Depreciation	10.30	13.59
Profit from investment properties	(7.43)	(12.18)

(ii) Fair value

Particulars	March 31, 2023	March 31, 2022
Investment properties	138.15	138.15

Estimation of fair value

The Company assesses for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties.

Note 5: Intangible assets and Intangible under Development

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of:		
Goodwill	2.49	3.64
Other Intangible Asset		
Software	0.04	0.08
Intellectual Property	0.16	0.16
Trademark	2.87	3.63
Total Other Intangible Asset	3.07	3.87
Intangible Under Development	-	-
Total Intangible assets	5.56	7.51

Note 5.1: Intangible Assets

Description of Assets	Software	Goodwill	Intellectual Property	Trademark	Total
At Cost April 01, 2021					
Opening	1.91	49.75	2.00	7.49	61.15
Additions	-	-	-	-	-
Deletions	-	-	-	-	-
March 31, 2022	1.91	49.75	2.00	7.49	61.15
Additions	-	-	-	-	-
Deletions	-	-	-	-	-
March 31, 2023	1.91	49.75	2.00	7.49	61.15
Depreciation					
Opening Balance	1.76	43.13	1.84	3.09	49.82
Charge for the year	0.07	2.98	0.0003	0.77	3.82
Deletions	-	-	-	-	-
March 31, 2022	1.83	46.11	1.84	3.86	53.64
Charge for the year	0.04	1.15	0.0025	0.77	1.96
Deletions	-	-	-	-	-
March 31, 2023	1.87	47.26	1.84	4.62	55.60
Net Block					
March 31, 2022	0.08	3.64	0.16	3.63	7.51
March 31, 2023	0.04	2.49	0.16	2.87	5.56

Note 6: Biological Assets**Tissue culture plantations**

Particulars	March 31, 2023	March 31, 2022
Opening Balance	21.33	23.19
New Plantations	-	-
Change in fair value due to according transformation in Biological assets	21.33	1.86
Closing Balance	-	21.33

a. Estimates and judgements:

Tissue culture plantations: Estimates and judgments in determining the fair value of tissue cultured plants relate to market prices, quality of plants, and mortality rates. The impact of discounting is considered material as the transformation cycle is more than 12 months and discounting rate based on the average cost of capital.

b. Fair value information:

The fair value measurements of Tissue culture plantations have been categorised as Level 3 fair values based on the inputs to the valuation techniques used. The following table shows the gain or losses recognised in relation to level 3 fair values.

Tissue culture plantations	March 31, 2023	March 31, 2022
Total gain / (loss) recognised in the Statement of Profit and Loss	21.33	1.86
Change in unrealised gain / (loss) recognised in the Statement of Profit and Loss	-	-
	21.33	1.86

c. Valuation inputs and relationship to fair value:

Particulars	March 31, 2023	March 31, 2022
Tissue culture plantations	-	21.33

(Measured at fair value less costs to sell estimating projected cash flows, impact of discounting considered material due to transformation cycle)

Significant unobservable inputs:

The Company's plantations are exposed to risk of damage from climate change, diseases. The Company has extensive processes in place aimed at monitoring and mitigating those risks. Further, the demand is subject to external climatic conditions. Management performs regular industry trend analysis for projected harvest volumes and pricing.

Note 7: Financial assets**7(a) Current investments**

Investment in Mutual Fund	March 31, 2023	March 31, 2022
Quoted		
Axis banking & PSU Debt Fund - ICICI	155.87	149.40
ICICI Prudential Corporate Bond Fund-	176.18	167.74
ICICI Prudential Medium Term Bond Fund - Growth	60.66	57.75
Edelweiss Arbitrage Fund - Regular Plan Growth	-	19.26
ICICI Prudential Liquid Fund- Growth	1.82	8.65
Total current investments	394.53	402.81

7(b) Trade receivables	March 31, 2023	March 31, 2022
Trade receivables	189.92	157.59
Less: Allowance for doubtful debts	-	-
Total receivables	189.92	157.59
Current portion	189.92	157.59
Non-current portion	-	-

Aging of Trade Receivables

Particulars	As at 31st March, 2023						Total
	Not Due	< 6 M	6 M to 1 year	1 to 2 years	2 to 3 years	> 3 years	
Undisputed Trade receivables – considered good / Services	71.19	99.37	0.44	4.21	9.60	2.78	187.59
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	2.33	2.33
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Particulars	As at 31st March, 2022						Total
	Not Due	< 6 M	6 M to 1 year	1 to 2 years	2 to 3 years	> 3 years	
Undisputed Trade receivables – considered good/ Services	38.70	94.76	2.24	7.16	8.77	2.78	154.41
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	3.19	3.19
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

7 (c) (i) Cash and cash equivalents

Particulars	March 31, 2023	March 31, 2022
Balances with banks		
- in current accounts	38.00	19.02
Cash on hand	1.90	0.39
Total cash and cash equivalents	39.90	19.41

7 (c) (ii) Bank Balances Other than Cash and cash equivalents

Particulars	March 31, 2023	March 31, 2022
Other bank balance	-	-
Earmarked balances with banks for:	-	-
Unpaid Dividend	-	-
Total	-	-

7 (d) Other financial assets

Particulars	March 31, 2023		March 31, 2022	
	Current	Non- current	Current	Non- current
Security deposits	14.44	-	13.45	-
Security deposits with Banks	2.01	47.31	102.61	33.79
Accrued Interest	5.45	-	10.11	-
Other Deposit	14.00	-	14.93*	-
Total other financial assets	35.90	47.31	141.10	33.79

*Regrouped – earlier grouped under other bank balance

Note 8(a): Deferred tax Assets

The balance comprises temporary differences attributable to:	March 31, 2023	March 31, 2022
Defined benefit obligations gratuity and leave	23.36	1.48
Property, plant and equipment	14.39	14.46
Deferred tax Assets	37.75	15.94

Note 8(b): Deferred tax Liabilities

The balance comprises temporary differences attributable to:	March 31, 2023	March 31, 2022
Defined benefit obligations gratuity and leave	(10.18)	(2.70)
Property, plant and equipment	(5.29)	(4.59)
Fair value of Investment	(10.90)	(7.28)
Deferred tax (Liabilities)	(26.37)	(14.57)

Significant estimates

An entity shall disclose the amount of a deferred tax asset and the nature of the evidence supporting its recognition, when:

- the utilisation of the deferred tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences; and
- the entity has suffered a loss in either the current or preceding period in the tax jurisdiction to which the deferred tax asset relates.

Movement in deferred tax assets/ Liabilities for the year March 31, 2023

Particulars	Defined benefit obligations gratuity and leave	Property, plant and equipment	Fair value of Investment	Total
(Charged)/credited:				
- to profit or loss	(7.48)	(0.70)	(3.62)	(11.80)
At March 31, 2023	(7.48)	(0.70)	(3.62)	(11.80)

Movement in deferred tax assets/ Liabilities for the year March 31, 2022

Particulars	Defined benefit obligations gratuity and leave	Property, plant and equipment	Fair value of Investment	Total
(Charged)/credited:				
- to profit or loss	(27.19)	16.98	31.11	20.89
At March 31, 2022	(27.19)	16.98	31.11	20.89

Note 9: Inventories

Particulars	March 31, 2023	March 31, 2022
Raw materials	0.09	13.41
Finished goods	18.21	2.71
Traded goods	131.17	149.48
Consumables, Stores and spares and Packing materials	11.09	12.03
Total inventories	160.56	177.63

Note 10: Other current assets

Particulars	March 31, 2023	March 31, 2022
Prepaid expenses	2.49	1.97
Other Deposits	0.27	0.27
Advances other than capital advances		
Other Advances	55.03	38.72
Balance with Statutory Authorities	202.87	181.22
Others	0.18	0.14
Total other current assets	260.84	222.32

Note 11: Equity share capital and other equity
11(a) Equity share capital

(i) Authorised, Issued, Subscribed and paid-up equity share capital	March 31, 2023	March 31, 2022
Authorised		
15,000,000 Equity Shares of Rs. 10/- each (Previous year 15,000,000)	1500.00	1500.00
Issued, Subscribed and paid-up		
5,461,747 (Previous Year 5,461,747) Equity Shares of Rs.10/- each fully paid up	546.17	546.17
	546.17	546.17

(ii) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion of their holdings.

(iii) Details of shareholders holding more than 5% shares in the company

Name of ShareHolder	March 31, 2023		March 31, 2022	
	Number of shares	% holding	Number of shares	% holding
Pradipkumar Keshavlal Desai	23,35,806	42.77%	22,83,819	41.81%
Bharti Patel	5,75,333	10.53%	5,75,333	10.53%
Viral Pradipkumar Desai	6,88,015	12.60%	6,88,015	12.60%

Shareholding of Promoter and Promoter Group March 31, 2023

Name of ShareHolder	31-03-2023		31-03-2022	
	Number of shares	% holding	Number of shares	% holding
Pradipkumar Keshavlal Desai	23,35,806	42.77	22,83,819	41.81
Viral Pradipkumar Desai	6,88,015	12.60	6,88,015	12.60
Gita Sureshbhai Desai	1,14,540	2.10	1,14,540	2.10
Sujata V Desai	1,01,576	1.86	1,01,576	1.86
Udaybhai Dhirubhai Desai	89,000	1.63	89,000	1.63
Manjulaben Prakashchandra Desai	-	-	59,215	1.08
Dr.Suresh Dinkarra Desai	33,720	0.62	33,720	0.62
Pranav S Desai	28,040	0.51	28,040	0.51
Prashant Suresh Desai	26,040	0.48	26,040	0.48
Shital Sarvajna Kazi	200	-	200	-
Udaybhai Dhirubhai Desai HUF	29,963	0.55	29,963	0.55
Prakash Dhirubhai Desai HUF	19,000	0.35	19,000	0.35
Pragati Kishor Shah	-	-	-	-
Span Finstock Pvt Ltd	-	-	-	-
Tejal Vivek Desai	30,000	0.55	30,000	0.55

(iv) No shares have bought back during the period of five years immediately preceding the reporting date

(v) No Shares have been issued for consideration other than cash during the period of last five years.

11(b) Reserves and surplus		
Particulars	March 31, 2023	March 31, 2022
Capital Redemption Reserve	181.43	181.43
Capital Reserve	42.06	42.06
Retained earnings	(1,053.53)	(547.58)
Total reserves and surplus	(830.05)	(324.09)
(i) Capital Redemption Reserve		
Opening balance	181.43	181.43
Closing balance	181.43	181.43
(ii) Capital Reserve		
Opening balance	42.06	42.06
Closing balance	42.06	42.06
(iii) Retained earnings		
Opening balance	(547.58)	432.24
Net profit for the period	(505.46)	(980.01)
transition opening Impact of Implementation of Ind AS 116 Leases	-	(0.77)
Items of other comprehensive income recognised directly in retained earnings		
Remeasurements of post-employment benefit obligation, net of tax	(0.50)	0.96
Transfer to retained earnings of FVOCI equity investments, net of tax	-	-
Closing balance	(1053.53)	(547.58)

Note 12: Financial liabilities

12(a) Non-current borrowings					
	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2023	March 31, 2022
Secured Term loans from banks	15th February, 2025	Repayment starts from first year and will be paid equal monthly instalment. For 1 st , 2 nd , 3rd Year - 8.85 Lacs p.m.	9.50% to 11.15%	229.88	297.87
Loan from Directors	On demand	On demand Based on Mutual Agreement	Nil	- 254.00	0.67 256.00
Total non-current borrowings				483.88	554.54
Less: Current maturities of long-term debt (included in note 12(b))				-	-
Less: Interest accrued (included in note 12(b))				-	-
Non-current borrowings (as per balance sheet)				483.88	554.54

12(a) Current borrowings					
	Maturity date	Terms of repayment	Coupon/ Interest rate	March 31, 2023	March 31, 2022
Secured Loans repayable on demand		Working Capital Loans are secured by hypothecation of investments made in securities by the Company.	9.50% to 11.15%	429.02	503.60
From banks	On Demand			83.74	71.65
Total current borrowings				512.76	575.25
Less: Interest accrued (included in note 12(b))				2.87	2.73
Current borrowings (as per balance sheet)				509.89	572.52

12(b) Other financial liabilities		
Particulars	March 31, 2023	March 31, 2022
Non-current	-	-
Total other non-current financial liabilities	-	-
Current		
Current maturities of long-term debt	-	-
Interest accrued	-	-
Interest accrued on current borrowings	2.87	2.73
Capital creditors	23.69	7.13
Security Deposits	10.00	13.23
Retention monies/Deposit received and others	-	-
Employee benefit payable	145.25	125.17
Total other current financial liabilities	181.81	148.26

12(c) Trade payables		
Particulars	March 31, 2023	March 31, 2022
Non-current	-	-
Total non-current Trade Payable	-	-
Current		
Trade payables		
A) total outstanding dues of micro enterprises and small enterprises; and	26.89	14.32
B) total outstanding dues of creditors other than micro enterprises and small	240.35	197.80
Total trade payables	267.24	212.12

Ageing of Trade Payables

Particulars	As at 31st March, 2023					
	Not Due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	2.52	46.63	-	-	-	49.15
(ii) Others	44.19	63.29	107.76	-	2.65	218.09
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

Ageing of Trade Payables

Particulars	As at 31st March, 2022					
	Not Due	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	14.32	-	-	-	-	14.32
(ii) Others	11.47	149.72	33.97	-	2.65	197.80
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

The identification of Micro, small and medium enterprises as defined under the provisions of "Micro, Small and Medium Enterprises Act, 2006" is based on management's knowledge of their status.

Note 13: Provisions

Particulars	March 31, 2023			March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
Provision for employee benefits						
Gratuity	23.27	12.38	35.65	0.16	29.85	30.01
Current Obligation of Leave Encashment	4.39	5.50	9.89	0.31	8.14	8.45
Super Annuation Fund	27.68	-	27.68	-	24.98	24.98
Performance Salary & Bonus	0.20	-	0.20	-	0.60	0.60
Impairment Provision for Investment	1,652.35	-	1,652.35	1,214.32	-	1,214.32
Other	17.68	-	17.68	42.47	0.49	42.96
Total	1,725.57	17.88	1,743.45	1,257.26	64.06	1,321.32

Note 14: Other current liabilities

Particulars	March 31, 2023	March 31, 2022
Statutory tax payables	7.06	9.01
Advances for capital	-	-
Others	20.70	13.51
Total other current liabilities	27.76	22.52

Note 15: Revenue from Operations

Particulars	March 31, 2023	March 31, 2022
Sale of products	1,252.48	1,308.78
Total revenue from continuing operations	1,252.48	1,308.78

Note 16: Other income and other gains/(losses)

Particulars	March 31, 2023	March 31, 2022
Rental income	23.35	25.40
Unrealised Gain through P&L A/C (Investments)	18.17	(168.96)
Interest income from financial assets at amortised cost	5.75	10.24
Net gain on disposal of, property, plant and equipment (excluding property, plant and equipment sold as part of the discontinued operation)	2.46	26.03
Net gain on sale of investments	-	196.63
Exchange Rate Gain	-	12.85
Balances Written Back	3.46	1.34
Government Subsidy	4.34	53.84
Other items	8.13	6.91
Total other income	65.66	164.28

Note 17(a): Cost of materials Consumed

Particulars	March 31, 2023	March 31, 2022
Raw materials at the beginning of the year	13.41	16.72
Add: Purchases	4.07	228.91
Less: Raw material at the end of the year	0.09	13.41
Total cost of materials consumed	17.39	232.22

Note 17(b): Purchases of stock-in-trade

Particulars	March 31, 2023	March 31, 2022
Add: Purchases	143.55	209.33
Total cost of materials consumed	143.55	209.33

Note 17(c): Changes in inventories of work-in-progress, stock-in-trade and finished goods

Particulars	March 31, 2023	March 31, 2022
Opening balance		
Finished goods	2.70	3.13
Biological Assets	21.33	23.19
Traded goods	149.48	66.86
Total opening balance	173.51	93.18
Closing balance		
Finished goods	18.18	2.70
Biological Assets	-	21.33
Traded goods	131.19	149.48
Total closing balance	149.37	173.51
Total changes in inventories of work-in-progress, stock-in-trade and finished goods	24.15	(80.32)

Note 18: Employee benefit expense

Particulars	March 31, 2023	March 31, 2022
Salaries, wages and bonus	232.83	249.46
Contribution to provident fund	7.52	7.97
Leave compensation	0.99	0.69
Post-employment benefits expenses	2.70	2.70
Staff welfare expenses	5.62	4.56
Total employee benefit expense	249.66	265.38

Note 19: Finance costs

Particulars	March 31, 2023	March 31, 2022
Interest on debts and borrowings	82.53	108.04
Loan Processing Charges	17.42	-
Finance costs expensed in profit or loss	99.95	108.04

Note 20: Depreciation and amortisation expense

Particulars	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipment	214.52	212.89
Amortisation of intangible assets	2.26	3.82
Total Depreciation and amortisation expense	216.78	216.71

Note 21: Other expenses

Particulars	March 31, 2023	March 31, 2022
Consumption of stores and spares	153.96	139.55
Clearing and Forwarding Expenses	13.15	13.71
Nursery and Laboratory Expenses	3.18	3.80
Labour Charges	312.36	299.23
Plant and machinery	10.40	12.99
Buildings	7.45	8.63
Others	2.65	2.05
Freight	5.60	4.59
Telephone and communication charges	1.70	2.15
Water and electricity charges	47.24	37.25
Rental charges	11.50	11.45
Rates and taxes	0.93	2.05
Legal and professional fees (Refer Note 22(a))	19.19	20.85
Travel and conveyance	2.54	1.96
Insurance	4.53	4.99
Printing and stationery	0.31	0.81
Management Fees	0.02	0.09
Debit Balance Written back	45.80	3.94
Bank Charges	0.28	0.17
Security Expenses	13.31	13.36
Membership Fees	0.62	0.96
Selling Expenses	8.21	8.44
Prior Period Expenses	1.16	0.72
Foreign Exchange loss	2.89	1.02
Payment to Auditor	4.50	4.50
Miscellaneous expenses	34.51	41.89
Total other expenses	707.98	641.15

Note 21(a): Details of payment to auditors

Particulars	March 31, 2023	March 31, 2022
Audit fee	4.50	4.50
Total payments to auditors	4.50	4.50

Note 22: Income tax expense

Particulars	March 31, 2023	March 31, 2022
(a) Income tax expense		
<i>Current tax</i>	-	-
Current tax on profits for the year	-	-
Total current tax expense	-	-
<i>Deferred tax</i>		
Decrease (increase) in deferred tax assets	(14.16)	10.47
(Decrease) increase in deferred tax liabilities	4.27	(32.10)
Total deferred tax expense/(benefit)	(9.89)	(21.63)
Income tax expense	(9.89)	(21.63)
Other Comprehensive Income		
(Decrease) increase in deferred tax liabilities	0.08	(0.49)

Note 23: Commitments and Contingent Liabilities

Particulars	March 31, 2023	March 31, 2022
Commitments	-	80.00
Contingent Liability		
Law suit by previous employee in subsidiary	8.00	8.00
Corporate Guarantee given on behalf of Subsidiary Company	395.34	1,450.00
Total	403.34	1,538.00

Note 24: Capital management**(a) Risk management**

For the purpose of the Company's capital management, capital includes issued equity capital, compulsorily convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure in consideration to the changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings including interest accrued on borrowings, trade and other payables, less cash and short-term deposits.

The gearing ratios were as follows:	March 31, 2022	March 31, 2022
Net debt	1428.67	1,456.77
Total equity	(835.81)	(293.16)
Net debt to equity ratio	(170.93%)	(496.91%)

Note 25: Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

	March 31, 2023	March 31, 2022
(a) Basic earnings per share		
i. Profit (loss) attributable to equity shareholders(basic)	(542.25)	(1,015.28)
ii. Weighted average number of equity shares (basic)	54.62	54.62
Total basic earnings per share attributable to the equity holders of the company	(9.93)	(18.59)
(b) Diluted earnings per share		
i. Profit (loss) attributable to equity shareholders(basic)	(542.25)	(1,015.28)
ii. Weighted average number of equity shares (basic)	54.62	54.62
Total diluted earnings per share attributable to the equity holders of the company	(9.93)	(18.59)

Note 26: Post-Employment benefits**A. Reconciliation of the defined benefit liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.

Reconciliation of present value of defined benefit obligation

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning of the year	30.56	27.18
Current service cost	2.99	3.09
Interest cost	2.12	1.86
Actuarial (gains) losses recognised		
- demographic	-	0.004
- experience adjustments	0.88	(1.00)
- Financial Assumption adjustment	(0.40)	(0.57)
Balance at the end of the year	36.15	30.56

B. Expense recognised in profit or loss

Particulars	March 31, 2023	March 31, 2022
Current service cost	2.99	3.09
Interest on defined benefit Liability	2.12	1.86
Total	5.11	4.95

C. Remeasurements recognised in other comprehensive income

Particulars	March 31, 2023	March 31, 2022
Actuarial (gain)/loss on Obligation for the period	0.47	(1.56)
Total	0.47	(1.56)

D. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	March 31, 2023	March 31, 2022
Discount rate	6.84% to 7.79%	6.84% to 7.79%
Future salary growth	8% to 10%	8% to 10%
Attrition rate	1% to 5%	1% to 5%
Mortality table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2006-08)

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.29)	1.52	(1.44)	1.68
Future salary growth (1% movement)	1.22	(1.28)	1.36	(1.26)
Attrition rate (1% movement)	(0.27)	(0.03)	(0.29)	0.33

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown

Note 27: Financial Risk Management Framework

Risk management framework

The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is towards related parties and not subject to significant credit risk based on past history.

Current Investment

The Company holds current investment in mutual funds at 31 March 2022 and 31 March 2021. The credit risk on mutual funds is limited.

Cash and cash equivalents

The Company holds cash and cash equivalents. The credit risk on liquid funds is limited.

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Year ended March 31, 2023

Particulars	On Demand	in next 12 months	>1 year <5	> 5 years	Total
Borrowings	429.02	-	564.73	-	993.78
Trade payables	267.24	-	-	-	267.24
Other financial liabilities	181.81	-	-	-	181.81
Total	878.07	-	564.76	-	1,442.83

Year ended March 31, 2022

Particulars	On Demand	in next 12 months	>1 year <5	> 5 years	Total
Borrowings	503.60	-	623.47	-	1,127.07
Trade payables	212.12	-	-	-	212.12
Other financial liabilities	148.26	-	-	-	148.26
Total	863.98	-	623.47	-	1,487.45

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

Sensitivity analysis

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Forex rate fluctuation (1% movement)	-	-	-	-

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 change in market interest rates. The company keeps majority of its borrowings with floating interest rates and company looks out for opportunity for optimization of interest cost, based on prevailing market scenarios and performance of the company.

Note 28: Operating leases

- The Company does not have financial lease arrangement.
- The Company has taken office premises under short term lease arrangements and are renewable in mutually agreeable terms.

Particulars	March 31, 2023	March 31, 2022
Total rental expense relating to operating leases	-	-

Note 29: Related Party Disclosures**Transactions with Related Parties as specified under Ind- AS 24****A. Key management personnel**

Sr.No	Name of Personnel	Enterprises	Nature of relationship
1	Mr. Viral Desai	Span Divergent Limited	Managing Director
		Biospan Contamination Control Solutions Pvt Ltd	Director in Subsidiary
		Biospan Scientific LLP	Partner in LLP Subsidiary
		Aranya Agri Biotech LLP	Partner in LLP Subsidiary
		Desai Farmharvest LLP	Partner in LLP Subsidiary
2	Mr. Paras Desai	Span Diagnostics LLP	Partner in LLP Subsidiary
		Span Divergent Limited	Chief Financial Officer & Director
		Biospan Contamination Control Solutions Pvt Ltd	Director in Subsidiary
		Dryfruit Factory LLP	Partner in LLP Subsidiary
		Aranya Agri Biotech LLP	Partner in LLP Subsidiary
		Biospan Scientific LLP	Partner in LLP Subsidiary
3	Ms. Samiksha Kansara (up to November 14,2022)	Desai Farmharvest LLP	Partner in LLP Subsidiary
		Span Diagnostics LLP	Partner in LLP Subsidiary
4	Ms. Urvi Shinde (w.e.f February 09, 2023)	Span Divergent Limited	Company Secretary
5	Mr. Greg Cochran	Biospan Contamination Control Solutions Pvt Ltd	Director
6	Mr. Urmil Rawal	Dryfruit Factory LLP	Partner in LLP Subsidiary

B. Enterprises over which Key Management Personnel exercises significant influence

Sr.No	Name of Personnel	Enterprises	Relationship
1	Mr. Viral Desai	Span Bioproducts Private Limited	Director
		Athreyas Wellness Private Limited	Director
		Micronclean India Private Limited	Director
2	Mr. Greg Cochran	Micronclean India Private Limited	Director

C. Relatives of key management personnel and their enterprise, where transactions have taken place

Name of Personnel
(1) Ms. Sujata V Desai (2) Dr. Pradip K Desai

D. Transactions with related parties during the year ended March 31, 2023 on consolidated basis

Sr.No	Name of the related party	Nature of transactions	March 31, 2023	March 31, 2022
1	Mr. Viral Desai*	Director Remuneration	33.76	33.76
		Sale of land	-	99.00
		Rent	5.62	5.45
2	Ms. Samiksha Kansara (up to November 14,2022)	Salary	1.56	2.58
3	Urvi Shinde (w.e.f. February 09, 2023)	Salary and Other Payable	0.42	-
4	Mr. Paras Desai*	Salary	41.92	45.72
		Salary	17.78	13.81
5	Ms. Sujata Desai*	Rent	5.62	5.45
		Director Remuneration	-	5.03
6	Dr. Pradip K Desai	Repayment of Loan	2.00	20.00
		Salary	18.87	18.40
7	Mr. Urmil Raval*	Salary	18.87	18.40
8	Span Finstock Pvt Ltd	Management Fees Received	3.00	2.75
9	Span Diagnostics South Africa (Pty) Ltd.	Sale of Share	-	0.06

*Includes Provision of Superannuation (in case of Mr.Viral Desai), Provident Fund and other retiral benefits.

E. Balances Outstanding

Sr. No	Name of the related party	Nature of balances	31 March 2023	31 March 2022
1	Mr. Viral Desai	<u>Payable</u>		
		Director Remuneration	96.05	79.45
		Loan	111.00	111.00
		Others	0.24	-
		<u>Receivable</u>		
		Rent Deposit	1.00	1.00
2	Ms. Samiksha Kansara (up to November 14,2022)	Others	-	0.28
		<u>Payable</u>	-	-
3	Urvi Shinde (w.e.f. Fbruary 09, 2023)	Salary	-	0.21
		Salary Payable	0.21	-
4	Ms. Sujata Desai	<u>Payable</u>		
		Salary and other payable	10.07	10.76
		<u>Receivable</u>		
5	Mr. Urmil Rawal	Rent Deposit	1.00	1.00
		<u>Payable</u>		
		Capital	0.01	0.01
		Reimbursement of Exp.	0.14	0.10
6	Mr. Paras Desai	Salary	2.90	1.96
		Salary and other Payable	16.88	11.54
7	Dr. Pradip Desai	Director Remuneration & Others	6.83	9.53
		Unsecured loan	143.00	145.00
8	Span Finstock Pvt Ltd	Management Fess Receivable	-	1.35

Note 30: Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

a) Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
Current							
i. Investments	394.53	-	394.53	-	-	394.53	394.53
ii. Trade receivables	189.92	-	-	-	-	189.92	-
iii. Cash and cash equivalents	39.90	-	-	-	-	39.90	-
iv. Bank balances other than (iii) above	-	-	-	-	-	-	-
v. Others	35.90	-	-	-	-	35.90	-
Total	660.25	-	394.53	-	-	660.25	394.53
Liabilities:							
Non-Current							
i. Borrowings	483.88	-	-	-	-	483.88	-
Current liabilities							
i. Borrowings	509.89	-	-	-	-	509.89	-
ii. Trade payables	-	-	-	-	-	-	-
iii. Other financial liabilities	181.81	-	-	-	-	181.81	-
Total	1,175.58	-	-	-	-	1,175.58	-

The carrying value and fair value of financial instruments by categories as of March 31, 2021 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:							
Current							
i. Investments	402.81	-	402.81	-	-	402.81	402.81
ii. Trade receivables	157.59	-	-	-	-	157.59	-
iii. Cash and cash equivalents	19.41	-	-	-	-	19.41	-
iv. Bank balances other than (iii) above	0	-	-	-	-	-	-
v. Others	141.10*	-	-	-	-	141.10	-
Total	720.91	-	402.81	-	-	720.91	402.81

*Amount regrouped from Bank balance and other than (iii)

Liabilities:							
Non-Current							
i. Borrowings	554.54	-	-	-	-	554.54	-
Current liabilities							
i. Borrowings	572.52	-	-	-	-	572.52	-
ii. Trade payables	212.12	-	-	-	-	212.12	-
iii. Other financial liabilities	148.26	-	-	-	-	148.26	-
Total	1,487.44	-	-	-	-	1,487.44	-

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

Fair value measurement using					
Date of valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Current					
(i) Investments	31-Mar-23	394.53	-	-	394.53
Total		394.53	-	-	394.53

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

Fair value measurement using					
Date of valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Current					
(i) Investments	31-Mar-22	402.81	-	-	402.81
Total		402.81	-	-	402.81

Note 31: Expenditure in foreign currency

Particulars	March 31, 2023	March 31, 2022
Expenditure in foreign currency	-	-

Note 32:

In case of subsidiary:

(a) Aranya Agri Biotech LLP had accumulated losses of Rs. 14.10 Crores till March 31 2022 and Rs. 0.82 Crore in the current year up to March 31, 2023. Hence the Management has decided to impair the investment and Rs. 4.11 Crores are provided in the books of the Company and are treated as an exceptional item during the year. Notwithstanding the above, the financial results of the LLP have been prepared on going concern basis. Management has been reviewing Aranya business Critically. Board has approved the plan to discontinue its operation in FY 23-24.

(b) Biospan Scientific LLP had accumulated losses of Rs.1.57 Crores as at 31st March 2019, resulting in substantial erosion of the net worth of the LLP. Hence the Management had decided to impair the investment and Rs. 1.83 Crores were provided in the books of the Company and was treated as an exceptional item during the year 2018-19. Notwithstanding the above, the financial results of the LLP has been prepared on going concern basis as Management is exploring the possibilities to revive the LLP on its own or by entering in to business tie-ups and it endeavours to be able to establish profitable operation.

(c) Biospan Contamination Control Solution Pvt Ltd (BCCS)

BCCS had accumulated losses of Rs.5.18 Crores till March 31, 2023. As on that date the subsidiary Company's total liabilities exceeded its total assets by Rs. 5.08 Crores. Notwithstanding the above, the financial results of the subsidiary Company has been prepared on going concern basis as Management believes that the company would be able to establish profitable operation and the losses incurred is attributable to factors of temporary nature. Further, Management is confident that with appropriate product license, the Company will achieve adequate revenue and negative net worth would turn positive by 2025.

Note 33: Earnings in Foreign Currency

Particulars	March 31, 2023	March 31, 2022
Finished Goods	-	194.18

Note 34: Value of imports calculated on CIF Basis

Particulars	March 31, 2023	March 31, 2022
Traded Goods, Raw material and biological assets	128.89	209.33

Note 35: Imported and Indigenous material consumed

Particulars	March 31, 2023	March 31, 2022
Imported	149.37	123.18
Indigenous	35.72	238.07
Total	185.09	361.25

Note 36: Segment reporting

Particulars	March 31, 2023	March 31, 2022
Segment Revenue		
- Cashew processing	962.36	1,163.29
- Tissue Culture	20.47	26.95
- Trading	229.93	186.38
Gross Revenue from Operations from Segments	1212.76	1,376.62
Less : Inter Segment Revenue	-	-
Net Revenue from Operations from Segments	1212.76	1,376.62
Segment Results		
Profit / (Loss) before Interest and tax		
- Cashew processing	(95.10)	(41.83)
- Tissue Culture	(81.19)	(141.81)
- Trading	(46.65)	(46.32)
- Unallocable Income over expenses like (Including HO)	(329.21)	(806.95)
Total Profit / (Loss) before Tax	(552.15)	(1,036.91)
Segment Assets		
- Cashew processing	1,191.57	1,436.77
- Tissue Culture	173.25	223.20
- Trading	229.47	228.94
- Unallocable	932.09	893.66
Total Assets	2,526.38	2,782.57
Segment Liability		
- Cashew processing	617.98	766.50
- Tissue Culture	35.46	114.77
- Trading	1,122.86	593.47
- Unallocable	1,585.89	1,600.98
Total Liability	3,362.19	3,075.72

Note 37: Salient features of subsidiaries as per the Companies Act, 2013

a. Subsidiaries considered in consolidated financial statement

Name of Subsidiary	Reporting Currency
Biospan Contamination Control Solutions Pvt Limited	INR
Aranya Agri Biotech LLP	INR
Dryfruit Factory LLP	INR
Biospan Scientific LLP	INR
Span Diagnostics LLP	INR
Desai Farmharvest LLP	INR

b. Details of Subsidiary as under:

Name of Subsidiary	Share Capital/ Partners Capital (Includes Fixed & Fluctuating Capital)	Other Equity/Reserve and Surplus	Total Assets	Total Liabilities	Turnover	Profit before tax
Biospan Contamination Control Solutions Pvt Limited	10.00	(518.34)	112.64	621.98	115.63	(86.73)
Aranya Agri Biotech LLP	1,629.06	(1,491.27)	173.25	35.46	12.68	(81.19)
Dry Fruit Factory LLP	2,668.67	(2,095.07)	1,224.40	650.81	951.95	(95.10)
Biospan Scientific LLP	157.25	(59.34)	116.83	18.91	112.35	40.07
Span Diagnostics LLP	1.35	(1.11)	0.30	0.06	-	(0.12)
Desai Farmharvest LLP	15.00	(0.05)	15.01	0.06	-	0.66

c. Additional Information, required as under schedule III to the Companies Act, 2013 of enterprises consolidated as subsidiaries

Name of Enterprise	Share in Profit & Loss		Share in Net Assets	
	% of Consolidated (Profit) & Loss	Amount	% of Consolidated Net assets	Amount
Parent				
Span Divergent Limited	59.72%	(329.75)	91.17%	3,262.24
Subsidiaries				
Biospan Contamination Control Solutions Pvt Limited	15.71%	(86.73)	(14.21%)	(508.34)
Aranya Agri Biotech LLP	14.70%	(81.19)	3.85%	137.78
Dry Fruit Factory LLP	17.22%	(95.10)	16.03%	573.60
Biospan Scientific LLP	(7.26%)	40.07	2.74%	97.91
Span Diagnostics LLP	0.02%	(0.12)	0.01%	0.24
Desai Farmharvest LLP	(0.12%)	0.66	0.42%	14.95

Note 38: Lease accounting as per Ind AS 116

Effective April 1, 2019, the Company has adopted Ind AS 116, Leases and applied the standard to its Leases using the modified retrospective approach. Accordingly, the Company has not restated comparative information.

This has resulted in recognising a lease liability measured at present value of the remaining lease payments and a corresponding Right-of-Use (ROU) asset as if the lease has been commenced w.e.f. 1st April 2019. The Company discounted remaining lease payments using the lessee's incremental borrowing rate as at 1st April 2019. The Company has also elected not to apply the requirements of Ind AS 116 to short term leases and leases for which underlying asset is of low value. In the results for the current period, the nature of expenses in respect of Operating lease has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability.

Note 39: In pursuance to Section 115BAA of the Income Tax Act, 1961 announced by Government of India through Taxation Laws (Amendment) Ordinance, 2019, the Company has an irrevocable option of shifting to a lower tax rate along with consequent reduction in certain tax incentive including additional depreciation and accumulated depreciation. The Company is evaluating this option and continues to recognise the taxes on income for the quarter and half year ended 30th September 2019 as per the earlier provisions.

Note 40:

A brief note about operation of each of its subsidiary company is given below.

Dryfruit Factory LLP (DFFL): LLP has plant near Ahmedabad; Gujarat for processing of Raw Cashew Nuts (RCNs) into a finished cashew, whose commercial production started since second quarter of FY2018. The plant is accredited with ISO 9001:2015 and Food Safety System Certification (FSSC) 22000. LLP has entered in to long term Tolling Agreement to ensure that plant is utilized for its maximum processing capacity. The firm has successfully turned around financially and became EBITDA positive during this financial year.

Aranya Agribiotech LLP (AABL): LLP has ventured in to Plant Tissue Culture business having acquired assets of a non-operative, (but a pioneer venture in the field) unit which was in the business of Plant Tissue Culture, which helped LLP getting head way in starting its operation. Over the years, looking at the industry scenario and as a continuous process of restructuring, AABL has been downsizing its business operation. Considering the business scenario, the Board has approved the plan to discontinue its operation in FY 2023-24.

Biospan Contamination Control Solutions Private Limited (BCCS): BCCS is a joint venture formed between Span Divergent Ltd. and Micronclean, UK, with Span having 67 % equity stake. It caters to the niche segment of Pharmaceutical and Biotechnology industry having clean room consumable requirement. The products are imported from Joint Venture Partner Company from UK and other reputed companies world-wide operating in the same segment. It is expected to have some more-tie-ups in coming year to increase the product portfolio. The Company has been able to get break through into big clients due to its persistent efforts in past years and expect to improve its business substantially in coming years.

Biospan Scientific LLP (BSLLP): BSLLP had introduced a niche and selective product portfolio to serve Indian customers in Pharmaceutical & Biotech manufacturing segments. BSLLP has limited products under its name.

Span Diagnostics LLP: No business activity is carried out in this LLP. It will be operational at an appropriate time in line with the overall strategy of the Company.

Desai Farm Harvest LLP: No business is actively carried out in this LLP. It will be operational at an appropriate time in line with the overall strategy of the Company.

Internal Finance Control: Management is committed to continue maintaining Company's internal control system, which is reviewed and monitored critically. Compliance of the same is ensured with very valuable inputs from the Independent Directors, Internal Auditors and Statutory Auditors. Their vast experience and knowledge base has contributed tremendously in betterment of systems and processes, resulting in better internal control. Internal control system is further supported by periodic review by management and the Audit Committee. Company maintains high focus towards all regulatory compliances, which is regularly reviewed by the Board.

Note 41: The figures for the previous year have been regrouped/recast wherever necessary in conformity with those of current year.

Note 42: Key Financial Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year	% of Variance	Reasons for Variances
Current ratio	Current Assets	Current Liabilities	0.42	0.52	(19.38)	Increase in current liabilities on account of provision for impairment of investment
Debt-equity ratio	Total Debt	Shareholder's Equity	(1.19)	(3.84)	(69.07)	Reduction in Equity due to loss on account of the provision for impairment in investment made in a subsidiary company, The magnitude of which is less compared to previous year
Debt service coverage ratio	Earnings available for debt service	Debt Service	0.36	0.37	(2.09)	No substantial change
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	(9.93)	(18.59)	(46.59)	Due to Impairment of investment in one of the Subsidiary Firms, Aranya Agri Biotech LLP, Average share holder equity is reduced. The impairment is of less magnitude as compared to previous year
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	1.09	3.00	(63.74)	Cost of Goods Sold has reduced, as majority of the income is from the Tolling charges (Service Income)
Trade receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivable	7.21	8.55	(15.66)	Improvement in payment collection cycle
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	0.62	2.57	(76.02)	Reduction in Purchase
Net capital turnover ratio	Net Sales	Working Capital	(0.77)	(1.17)	(34.23)	Increase in current liabilities on account of provision for impairment of investment
Net profit ratio	Net Profit	Net Sales	(41.17%)	(68.85%)	(40.20%)	Net Loss is reduced as, exceptional loss (impairment loss) is less as compared to previous year
Return on capital employed	Earnings before interest and taxes	Capital Employed	18.33%	(2.42%)	856.41%	Reduction in net capital employed on account of impairment of Investment
Return on investment	Income (Finance)	Investments	6.00%	5.63%	6.50%	No substantial Change

As per our report of even date

For Y B Desai & Associates
Chartered Accountants
Firm Registration No: 102368W

Mayank Y Desai
Partner
Membership No: 108310
UDIN: 23108310BGWRNT1529
Date: May 22, 2023
Place: Surat

For and on behalf of the Board of Directors
Span Divergent Limited

Viral P Desai
Managing Director
DIN: 00029219

Paras Desai
Whole Time Director & CFO
DIN: 089293906

Dr. Pradip K Desai
Director
DIN: 00026451

Urvi Shinde
Company Secretary

Date: May 22, 2023
Place: Surat



SPAN DIVERGENT LIMITED

(Formerly Span Diagnostics Limited)

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