SANGHVI FITNESS PRIVATE LIMITED
Balance Sheet as at March 31, 2022

	Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
			Amount	Amount
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	1	1,00,000	1,00,000
	(b) Reserves and surplus	2	(1,05,22,642)	(1,03,44,159)
2	**Current liabilities**			
	(a) Short-term borrowings	3	1,17,61,871	1,08,87,100
	(b) Trade payables	4		
	(i) Total Outstanding dues of Micro enterprises and small enterprises.		-	-
	(ii) Total outstanding dues of creditors other than Micro and small enterprises.		-	10,000
	(c) Other current liabilities	5	3,30,576	2,26,382
	TOTAL		**16,69,805**	**8,79,323**
II.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment And Intangible Assets	6		
	(i) Property, Plant and Equipment		7,775	7,775
	(ii) Intangible assets		-	-
	(b) Long-term loans and advances	7	3,73,214	2,98,214
2	**Current assets**			
	(a) Cash and Cash equivalents	8	12,88,816	70,864
	(b) Short-term loans and advances	9	-	5,02,470
	TOTAL		**16,69,805**	**8,79,323**
	See accompanying Notes to The Financial Statements	15-23		

The accompanying notes form an integral part of The Financial Statements.

For B K Khare and Co.
Chartered Accountants
Firm Registration Number - 105102W

Shirish Rahalkar
Partner
M.No. 111212
Place: Mumbai
Date: 26/05/2022

B.K. KHARE & CO. Chartered Accountants

For and On behalf of Board of Directors
SANGHVI FITNESS PRIVATE LIMITED

Darpan N Sanghvi
~~Managing~~ Director
DIN: 02912102
Place: Mumbai
Date: 26/05/2022

Narendra R Sanghvi
Director
DIN: 02912085
Place: Mumbai
Date: 26/05/2022

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005.

SANGHVI FITNESS PRIVATE LIMITED
Profit and loss statement for the period ended March 31, 2022

	Particulars	Refer Note No	For the period ended March 31, 2022	For the period ended March 31, 2021
1	Revenue from operations	10	7,50,000	-
2	Other income	11	-	15,870
3	**Total Income (1+2)**		**7,50,000**	**15,870**
4	Expenses:			
	Employee benefits expense	12	8,64,218	8,88,258
	Finance costs	13	12,395	12,337
	Other expenses	14	51,870	32,94,035
	Total expenses		**9,28,483**	**41,94,630**
5	**Profit / (Loss) before tax**		(1,78,483)	(41,78,760)
6	**Tax expense:**			
	(1) Current tax			
	(2) Deferred tax		-	-
7	**Profit (Loss) for the period ended**		**(1,78,483)**	**(41,78,760)**
8	Earnings per equity share:			
	(1) Basic		(1.78)	(417.88)
	(2) Diluted		(1.78)	(417.88)
	See accompanying Notes to The Financial Statements	15-23		

The accompanying notes form an integral part of The Financial Statements.

For B K Khare and Co.
Chartered Accountants
Firm Registration Number - 105102W

Rahalkar

B.K. KHARE & CO. Chartered Accountants

Shirish Rahalkar
Partner
M.No. 111212
Place: Mumbai
Date: 26/05/2022

For and On behalf of Board of Directors
SANGHVI FITNESS PRIVATE LIMITED

Darpan N Sanghvi
~~Managing~~ Director
DIN: 02912102
Place: Mumbai
Date: 26/05/2022

Narendra R Sanghvi
Director
DIN: 02912085
Place: Mumbai
Date: 26/05/2022

SANGHVI FITNESS PRIVATE LIMITED 105/2 Shivajinagar, Pune 411005

SANGHVI FITNESS PRIVATE LIMITED

Cash Flow Statement for the year ended March 31, 2022

	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A.	**Cash flow from Operating Activities**		
	Profit/Loss before Tax	**(1,78,483)**	**(41,78,760)**
	Adjustments for:		
	Depreciation & Amortisation Expenses	-	-
	Interest Expensres	-	-
	Operating profit before working capital changes	**(1,78,483)**	**(41,78,760)**
	Changes in:		
	Trade and Other Receivables	-	31,86,000
	Inventories	-	-
	Loans and Advances- short term	5,02,470	(4,42,742)
	Long term loans and advances	(75,000)	30,450
	Other Current Assets	-	-
	Trade and Other Payables	94,194	(3,84,340)
	Cash generated from operations	**3,43,181**	**(17,89,392)**
	Less: Taxes paid net of refund	-	-
	Net Cash from Operating Activities (A)	**3,43,181**	**(17,89,392)**
B.	**Cash flow from Investing Activities**		
	Purchase of Fixed Assets/Capital Expenditure	-	-
	Net Cash used in Investing Activities (B)	**-**	**-**
C.	**Cash flow from Financing Activities**		
	Change in Borrowings	8,74,771	17,99,783
	Interest Paid	-	-
	Net Cash used in Financing Activities (C)	**8,74,771**	**17,99,783**
D	**Net increase/decrease in cash and cash equivalents** (A+B+C)	**12,17,952**	**10,391**
E	**Opening Balance of Cash and Cash Equivalents**	**70,864**	**60,473**
F	**Closing Balance of Cash and Cash Equivalents (D+E)**	**12,88,816**	**70,864**
	Compunants of Cash And cash equivalents		
	cash in hand	-	-
	With Banks:		
	on Current Accounts	12,88,816	70,864
	on deposit accounts	-	-

: are an intergral part of these financial statements

For B K Khare and Co.
Accountants
Number - 105102W

Rahalkar

B.K. KHARE & CO. Chartered Accountants

Shirish Rahalkar
Partner
M.No. 111212
Place: Mumbai
Date: 26/05/2022

For and On behalf of Board of Directors
SANGHVI FITNESS PRIVATE LIMITED

Darpan N Sanghvi
Managing Director
DIN: 02912102
Place: Mumbai
Date: 26/05/2022

Narendra R Sanghvi
Director
DIN: 02912085
Place: Mumbai
Date: 26/05/2022

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005.

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the year ended March 31, 2022

Note: 1 Share capital

Share Capital	31-Mar-22	31-Mar-21
	Amount	Amount
Authorised		
10,000 Equity shares of 10 each with voting rights	1,00,000	1,00,000
Total	**1,00,000**	**1,00,000**
Issued ,Subscribed & Fully Paid up		
10,000 Equity shares of 10 each with voting rights	1,00,000	1,00,000
Total	**1,00,000**	**1,00,000**

NOTE 1 A

Reconciliation of number of Shares	As at March 31, 2022		As at March 31, 2021	
Particulars	Number	Amount	Number	Amount
Equity Share				
Shares outstanding at the beginning of the year	**10,000**	**1,00,000**	**10,000**	**1,00,000**
Shares Issued during the year	-		-	
Shares bought back during the year	-		-	

b)Rights attached to 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. In the unlikely event of liquid distribution of all preferential amounts, in proportion to their shareholding.

c) Details of Shareholders holding more than 5% of shares in the Company

SR NO	Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
		No. of Shares held		No. of Shares held	
1	Promoters - Holding Company (Sanghvi Brands Pvt Ltd)	9,749	97.49%	9,749	97.49%
2	Shed Design Ltd. U.K.	250	2.50%	250	2.50%
3	Mr Narendra Sanghvi	1	0.01%	1	0.01%
	At the end of the year	**10,000**	**100%**	**10,000**	**100%**

Shares held by promoters at the end of the year As at March 31, 2022				% Change during the year
S.No.	Name of the Promoter	No. of Shares**	%of total shares**	
1	Sanghvi Brands Limited	9,749	97.49	No Change
2	Narendra Sanghvi	1	0.01	

** Details shall be given separately for each class of shares

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005.

SANGHVI FITNESS PRIVATE LIMITED

Notes to the Financial Statements for the period ended March 31, 2022

Note: 2 Reserves and surplus

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
Profit & Loss account		
Opening balance	(1,03,44,159)	(61,65,399)
Add: Profit/(Loss) for the current period/year	(1,78,483)	(41,78,760)
Closing balance of Profit & Loss account	**(1,05,22,642)**	**(1,03,44,159)**
Total	**(1,05,22,642)**	**(1,03,44,159)**

Note: 3 Short-term borrowings

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
Loans and advances from related parties		
Sanghvi Beauty & Salon Pvt Ltd	1,30,250	26,800
Sanghvi Brands Ltd	1,16,31,621	1,08,60,300
Total	**1,17,61,871**	**1,08,87,100**

Note: 4 Trade Payable

Trade payables due for payment **As at March 31, 2022**

Trade Payables ageing schedule

Particulars	Outstanding for following periods from				Total
	Less Than 1 Year	1-2 Years	2 - 3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payables due for payment **As at March 31, 2021**

Trade Payables ageing schedule

Particulars	Outstanding for following periods from				Total
	Less Than 1 Year	1-2 Years	2 - 3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	10,000	-	-	-	10,000
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Note: 5 Other Current Liabilities

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
Statutory remittances	1,74,803	80,256
Interest payable on loan from holding company	25,674	25,674
Other Liabilities	1,30,099	1,20,452
Total	**3,30,576**	**2,26,382**

B.K. KHARE & CO. Chartered Accountants

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005.

Note : 7 Long Term Loans and Advances

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
Tax Deducted at Source (net of provisions)	3,73,214	2,98,214
Total	**3,73,214**	**2,98,214**

Note: 8 Cash and Cash Equivalents

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
Cash and bank balances		
(a) Cash on hand	-	-
(b) Bank Balances	12,88,816	70,864
Total	**12,88,816**	**70,864**

Note: 9 Short-term loans and advances

Particualrs	As at March 31, 2022	As at March 31, 2021
	Amount	Amount
a. Other loans and advances		
Unsecured, considered good		
Balances with Government Authorities	-	5,02,470
Total	**-**	**5,02,470**

D.K. KHARE & CO. Chartered Accountants

SANGHVI FITNESS PRIVATE LIMITED 105/7, Shivajinagar, Pune 411005.

SANGHVI FITNESS PRIVATE LIMITED
Notes to the Financial Statements for the period ended March 31, 2022

Note 10 Revenue from operations

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
	Amount	Amount
Technical Fees	7,50,000	-
Total	**7,50,000**	**-**

Note 11 Other Income

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
	Amount	Amount
Interest on Income tax refund	-	230
Other Income	-	15,640
Total	**-**	**15,870**

Note 12 Employee Costs

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
	Amount	Amount
Salaries and incentives	8,64,218	8,88,027
Staff welfare expenses	-	231
Total	**8,64,218**	**8,88,258**

Note 13 Finance Costs

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
	Amount	Amount
Interest Expense	3,000	1,370
Bank Charges	9,395	10,967
Total	**12,395**	**12,337**

Note 14 Other Expenses

SR No	Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
		Amount	Amount
1	Rates & Taxes	-	1,978
2	Audit fee (Ref Note 16)	37,000	50,000
3	Legal & professinal Fees	7,500	48,000
4	Telephone Expenses	7,370	8,040
5	Advances write off	-	(1,458)
6	Information Technology Cost	-	1,425
7	Miscellaneous Expenses	-	50
8	Provision for Expenses of bad and Doubtful	-	31,86,000
Total		**51,870**	**32,94,035**

SANGHVI FITNESS PVT LTD
Fixed Assets Schedule for period ended March 31, 2022

Note: 6 - Property, Plant and Equipment & Intangible Assets

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block	
	As at March 31, 2021	Additions/ (Disposals)	As at March 31, 2022	As at March 31, 2021	Depreciation charge for the year	On disposals	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Property, Plant and Equipment									
Computers & Accessories	2,19,547	-	2,19,547	2,11,772	-	-	2,11,772	7,775	7,775
Office Equipments	7,500	-	7,500	7,500	-	-	7,500	-	-
Total	2,27,047	-	2,27,047	2,19,272	-	-	2,19,272	7,775	7,775

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

15. SIGNIFICANT ACCOUNTING POLICIES:

a) Company overview

Sanghvi Fitness Private Limited (previously known as Evander Holyfield Fitness Pvt Ltd) is a private limited company domiciled in India and incorporated on 15th December, 2013 under the provisions of Companies Act, 1956. The Company in the business of Operating gyms, etc for wellness and health related treatments. The Company has its registered office at Shivajinagar, Pune.

b) Basis of preparation of financial statements

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention on an accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section133 of the Companies Act, 2013('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or to a revision an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon Management's best knowledge of current events and actions, actual results could differ from these estimates.

d) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Service income is recognized net of duties and taxes, as and when services are rendered. Revenue in respect of Technical fees is recognised as the related services are performed.

As per agreement entered by the Company with certain Franchisees, the Company is obliged to refund technical fees received in case of termination of its licensing arrangement with the licensors of the brand within a specified period which ranges from 1 to 2 years. As per management, refund of technical fees is not likely.

B.K. Khare & Co. Chartered Accountants

Sanghvi Fitness Private Limited 105/2, Shivajinagar, Pune 411005.

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

e) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation until the date of the balance sheet and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Such costs include taxes, duties, freight and incidental expenses relating to the acquisition and installation of Property, Plant and Equipment. Cost also includes the interest paid/ payable during the period of construction in respect of borrowed funds pertaining to construction/ acquisition of qualifying Property, Plant and Equipment.

f) Depreciation and Amortization

Depreciation on Property, Plant and Equipment is provided on the Straight-line Method (SLM) over the useful lives of assets as prescribed in Schedule -II of the Companies Act 2013. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized on SLM basis over their estimated useful life.

g) Current Assets, loans & advances

Current Assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business.

h) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

i) Income Tax

Tax expense comprises of current and deferred. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

j) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

k) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

16. Auditor's Remuneration

Particulars	31.03.2022 (Rs.)	31.03.2021 (Rs.)
Statutory Audit Fees	55,000	50,000
Total	**50,000**	**50,000**

17. Earnings per Share

Sr. No.	Particulars	31.03.2022 (Rs.)	31.03.2021 (Rs.)
a.	Profit/(Loss) for the year	(1,78,483)	(41,78,760)
b.	Weighted Average no. of Equity Shares	10,000	10,000
	Basic EPS (a/b)	**(1.78)**	**(417.87)**

18. Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

19. Related Party Disclosure

Names of related party and nature of relationship

Relationship	**Name of the Party**
Key Managerial Personnel	Mr. Darpan Sanghvi
Relative of Key Managerial Personnel	Mr Narendra R Sanghvi
Holding Company	Sanghvi Brands Ltd
Fellow Subsidiary	Sanghvi Beauty & Salon Pvt Ltd.

Transaction with related parties

Particulars	Nature of Transaction	31.03.2022 (Rs.)	31.03.2021 (Rs.)
1. Sanghvi Brands Ltd	Loan Taken	(7,71,321)	(17,72,984)
2. Sanghvi Beauty and Salon Pvt Ltd	Loan Taken	(1,03,450)	(75,000)

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

Closing Balances with related parties [Receivable/(Payable)]

Particulars	Relationship	31.03.2022 (Rs.)	31.03.2021 (Rs.)
1. Sanghvi Brands Ltd	Holding Company	(1,16,31,621)	(1,08,60,300)
2. Sanghvi Beauty and Salon Pvt Ltd	Fellow Subsidiary	(1,30,250)	(26,800)

20. Trade receivables and trade payables are subject to confirmation from and reconciliation with counterparties. Management does not expect any impact of such procedures on stated balances as at the year-end.

21. The business has been impacted during the year on account of COVID-19. During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. However, with increased vaccinations and consequent reduction in number of cases and easing of all restrictions, the company has witnessed recovery in both leisure and business segments in all the other months. Management has secured cash reserve to enable the Company to meet its obligations as they fall due and for its operational need. The Company has assessed future projections and based on estimates, expects to recover the carrying amount of these assets. Even though material uncertainty about going concern exists, considering various mitigating factors, the management does not see any risks in the ability to continue as a going concern and meeting its liabilities as and when payable. Accordingly, financials have been prepared on going concern basis. The impact of COVID--19 may be different from that estimated as at the date of approval of these consolidated financial results and the Company management will continue to closely monitor any material changes to future economic conditions.

B.K. KHARE & CO. Chartered Accountants

SANGHVI FITNESS PRIVATE LIMITED 105/2, Shivajinagar, Pune 411005.

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

22. Additional Regulatory Information

(i) Following Ratios to be disclosed:-

Ratio	Numerator	Denominator	31st March 2022	31st March 2021	% Variance	Reason for Variance
Current ratio	Current assets	Current liabilities	0.11	0.05	107%	In current financial year management have paid most of past liabilities, apart from this balances with respect to cash and bank balance, inventories and receivable have gone down.
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.02	0.41	-96%	Due to loss in current year shareholder fund went down significantly.
Net capital turnover ratio	Net Sales	Working Capital	(0.07)	-	-	La
Net profit ratio	Net Profit	Net Sales	(0.00)	(0.54)	-99%	In current financial year, loss went down significantly as most of the centers were operative throughout the year.
Return on capital employed	Earning before interest and taxes	Capital Employed	0.02	0.41	-96%	In the current financial year capital employed went down, as company paid most of the past liabilities.

SANGHVI FITNESS PRIVATE LIMITED
105/2, Shivajinagar, Pune 411005

SANGHVI FITNESS PVT LTD

Notes to the Financial Statements for the period ended 31 March 2022

23. The Previous figures are rearranged/ regrouped wherever necessary.

As per our attached report on even date

For B K Khare and Co.
Chartered Accountants
Firm Registration Number - 105102W

Shirish Rahalkar
Partner
M.No. 111212
Place: Pune
Date: 26th May 2022

For and on behalf of Board of Directors of
SANGHVI FITNESS PVT LTD

Darpan N Sanghvi	Narendra R Sanghvi
Managing Director	Director
DIN: 02912102	DIN: 02912085
Place: Pune	Place: Pune
Date: 26th May 2022	Date: 26th May 2022