

Auditor's Report on the audit of the Annual Consolidated Financial Results of the Group pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

INDEPENDENT AUDITOR'S REPORT

**The Board of Directors
Take Solutions Limited**

Report on the Audit of Consolidated Financial Results

Opinion

We have audited the accompanying consolidated annual financial results of **Take Solutions Limited** (hereinafter referred to as the "Parent Company") and its subsidiary (Parent Company and its subsidiary together referred to as "the Group") for the quarter and year ended March 31, 2020 attached herewith, being submitted by the Parent Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate audited financial results of the subsidiary, the aforesaid consolidated financial results:

- i. include the annual financial results pertaining to the entities listed in Annexure.
- ii. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- iii. give a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of net profit and total comprehensive income and other financial information of the Group for the year ended March 31, 2020.

Basis for Opinion

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

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Emphasis of Matter

We draw attention to the following matter in the Notes to the consolidated financial results:

The management has taken into consideration the impact of the known internal and external events arising from COVID-19 pandemic in the assessment of recoverability of trade receivables, goodwill on acquisition, intangible assets and contract assets up to the date of approval of these financial results. In this assessment, the group has performed sensitivity analysis on the key assumptions used. Such review and analysis performed by the group did not reveal any impairment losses.

However, the impact assessment of COVID-19 is an ongoing process, given the uncertainties associated with its nature and duration. The impact of global health pandemic might be different from that estimated as at the date of approval of these financial results and the group will continue to closely monitor any significant impact on the group's financial position.

Our opinion is not modified in respect of the above matter.

Board of Directors' Responsibilities for the Consolidated Financial Results

These Consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Parent Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit and total comprehensive income and other financial information of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board 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 of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results 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 results by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial results 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 consolidated financial results.

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

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the group companies has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated



G.D. Apte & Co.
Chartered Accountants

Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial results 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.

The Financial Results include the results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100515W
UDIN:20113053AAAABM5150

Umesh S. Abhyankar
Partner
Membership Number: 113053
Pune, June 11, 2020



Annexure

Annexure referred to in Paragraph 2 of our Audit Report on the Consolidated Financial Results of Take Solutions Limited for the Quarter and year ended March 31, 2020

Sr. No.	Particulars
A	Subsidiaries
1	APA Engineering Private Limited
2	Ecron Acunova Limited
3	TAKE Solutions Global Holding Pte Ltd
4	TAKE Solutions Limited ESOP Trust
5	Navitas LLP
B	Step Down Subsidiaries
1	APA Engineering Pte Ltd, Singapore
2	APA Engineering Inc., USA
3	TAKE Solutions Information Systems Pte Ltd, Singapore
4	TAKE Enterprise Services Inc., USA
5	TAKE Innovations Inc , USA
6	Navitas Life Sciences Holdings Limited, UK
7	Million Star Technologies Limited, Mauritius
8	Intelent Inc, USA
9	Navitas Life Sciences Limited, UK
10	Navitas Inc., USA
11	Navitas Life Sciences S. A. S. Colombia
12	Acunova Life Science Inc., USA
13	Navitas Lifesciences Company Limited, Thailand
14	Acunova Life Sciences Limited, UK
15	Navitas Life Sciences, GmbH, Germany
16	Ecron Acunova Sdn. Bhd., Malaysia
17	Ecron Acunova Sp. Z. O. O., Poland
18	Ecron LLC, Ukraine



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Chartered Accountants

19	Ecron Acunova LLC, Russia
20	Navitas Life Sciences A/S, Denmark
21	Navitas Life Sciences Pte Ltd, Singapore





TAKE SOLUTIONS LTD

CIN: L63090TN2000PLC046338

Regd. Office : 27, Tank Bund Road, Nungambakkam, Chennai 600 034

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Statement of Audited Consolidated Financial Results for the quarter and year ended March 31, 2020

(₹ In Lakhs except per share data)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		Mar 31, 2020	Dec 31, 2019	Mar 31, 2019	Mar 31, 2020	Mar 31, 2019
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Revenue from operations	37,066.59	65,110.93	53,393.80	221,289.95	203,899.85
2	Other Income	1,562.73	343.87	194.77	2,638.89	1,074.91
3	Total Revenue	38,629.32	65,454.80	53,588.57	223,928.84	204,974.76
4	Expenses					
	Cost of revenue	14,756.14	17,749.17	14,992.00	66,161.99	57,399.66
	Employee benefit expenses	18,316.54	19,835.45	15,571.22	71,858.06	59,162.26
	Finance cost	1,026.66	1,076.27	873.77	4,127.43	2,501.07
	Depreciation and amortisation	4,034.57	4,107.30	3,971.44	16,692.80	15,350.96
	Other expenses	19,491.86	16,693.39	14,723.74	66,380.29	48,991.88
	Total Expenses	57,625.77	59,461.58	50,132.17	225,220.57	183,405.83
5	Profit/(Loss) before tax (3-4)	(18,996.45)	5,993.22	3,456.40	(1,291.73)	21,568.93
6	Tax expense					
	Current tax	783.26	1,048.53	661.95	4,148.00	3,199.40
	Shortfall / (excess) provision of earlier years	(0.15)	(150.71)	8.08	(172.14)	27.31
	Deferred tax	(3,864.40)	(19.05)	80.16	(4,173.40)	502.99
7	Profit/(Loss) for the period (5-6)	(15,915.16)	5,114.45	2,706.21	(1,094.19)	17,839.23
	Attributable to:					
	Shareholders of the company	(15,793.04)	5,043.84	2,787.92	(1,236.03)	17,729.64
	Non-controlling interest	(122.12)	70.61	(81.71)	141.84	109.59
8	Other Comprehensive Income					
	a) i) Items that will not be reclassified to profit or (loss)	(10.96)	(26.56)	35.90	(139.15)	(42.31)
	ii) Income tax provision / (reversal) relating to the items that will not be reclassified to profit or (loss)	14.74	(8.47)	17.71	(27.51)	(13.24)
	b) i) Items that will be reclassified to profit or (loss)	3,156.80	3,274.14	(7,977.16)	7,283.92	3,213.36
	ii) Income tax provision / (reversal) relating to the items that will be reclassified to profit or (loss)	(4.54)	(10.89)	(1.89)	(15.29)	17.34
	Total Other Comprehensive Income	3,135.64	3,266.94	(7,957.08)	7,187.57	3,166.95
	Attributable to:					
	Shareholders of the company	3,147.95	3,267.01	(7,956.75)	7,199.88	3,167.05
	Non-controlling interest	(12.31)	(0.07)	(0.33)	(12.31)	(0.10)
9	Total Comprehensive Income	(12,779.52)	8,381.39	(5,250.87)	6,093.38	21,006.18
	Attributable to:					
	Shareholders of the company	(12,645.09)	8,310.85	(5,168.83)	5,963.85	20,896.69
	Non-controlling interest	(134.43)	70.54	(82.04)	129.53	109.49
10	Paid-up equity share capital (Face value ₹ 1/- each)	1,461.29	1,462.20	1,461.36	1,461.29	1,461.36
11	Earnings per share (of ₹ 1/- each not annualised)					
	(a) Basic	(10.81)	3.45	1.90	(0.85)	12.13
	(b) Diluted	(10.79)	3.45	1.89	(0.84)	12.09

Segment Wise Revenue and Results

Primary Segment Information

Particulars	(₹ In Lakhs)				
	Quarter Ended			Year Ended	
	Mar 31, 2020	Dec 31, 2019	Mar 31, 2019	Mar 31, 2020	Mar 31, 2019
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1. Segment Revenue					
(i) Life Sciences	34,324.12	61,531.12	49,997.31	207,920.85	188,048.57
(ii) Supply Chain Management	2,742.47	3,579.81	3,396.49	13,369.10	15,851.28
Revenue from Operations	37,066.59	65,110.93	53,393.80	221,289.95	203,899.85
2. Segment Results					
(i) Life Sciences	(17,246.65)	7,636.73	5,526.53	5,011.07	28,457.72
(ii) Supply Chain Management	(391.29)	347.51	(6.41)	660.57	456.48
Total	(17,637.94)	7,984.24	5,520.12	5,671.64	28,914.20
Less: (i) Finance cost	1,026.66	1,076.27	873.77	4,127.43	2,501.07
(ii) Other Un-allocable Expenditure net off Un-allocable Income	331.85	914.75	1,189.95	2,835.94	4,844.20
Profit Before Tax	(18,996.45)	5,993.22	3,456.40	(1,291.73)	21,568.93

Segregation of assets, liabilities, depreciation and other non-cash expenses into various primary segments has not been carried out as the assets are used interchangeably between segments. Accordingly, no disclosure relating to segmental assets and liabilities has been made.

Note :

1. Consolidated Statement of Assets and Liabilities

(₹ In Lakhs)			
Particulars		As at Mar 31, 2020	As at Mar 31, 2019
		(Audited)	(Audited)
	ASSETS		
	Non-current assets		
(a)	Property, plant and equipment	28,955.85	26,376.02
(b)	Capital work in progress	76.89	141.60
(c)	Right-of-use asset	4,870.62	-
(d)	Goodwill	23,837.54	23,148.18
(e)	Other intangible assets		
	(i) Goodwill on business acquisition	32,827.39	30,634.02
	(ii) Other intangible assets	32,860.29	28,975.76
(f)	Intangible assets under development	6.00	3,983.73
(g)	Financial Assets		
	(i) Investments	1,167.27	660.92
	(ii) Loans	715.80	709.32
	(iii) Other financial asset	-	-
(h)	Deferred tax assets (net)	1,879.85	278.99
(i)	Income tax assets (net)	878.09	943.89
(j)	Other non-current assets	362.84	344.40
	Total Non-Current Assets	128,438.43	116,196.84
	Current assets		
(a)	Inventories	342.23	1,755.40
(b)	Financial assets		
	(i) Investments	582.55	362.08
	(ii) Trade receivables	70,082.98	52,540.41
	(iii) Unbilled receivables	11,233.13	17,790.28
	(iv) Cash and cash equivalents	4,513.20	4,676.48
	(v) Bank balances other than (iii) above	36.16	2,287.34
	(vi) Loans	-	216.49
	(vii) Other financial assets	14,009.92	20,307.47
(c)	Other current assets	19,086.81	17,258.64
	Total Current Assets	119,886.98	117,194.59
	Total Assets	248,325.41	233,391.43
	EQUITY AND LIABILITIES		
	Equity		
(a)	Equity share capital	1,462.25	1,461.36
(b)	Other equity	156,072.65	150,361.93
(c)	Non-controlling interests	1,004.13	917.71
	Total Equity	158,539.03	152,741.00
	Non-current liabilities		
(a)	Financial liabilities		
	Borrowings	17,353.18	3,888.36
(b)	Lease liabilities	3,917.36	-
(c)	Provisions	719.81	110.74
(d)	Deferred tax liabilities (net)	1,821.64	4,269.26
(e)	Other non-current liabilities	-	7.64
	Total Non-Current Liabilities	23,811.99	8,276.00
	Current liabilities		
(a)	Financial liabilities		
	(i) Borrowings	34,062.41	41,634.05
	(ii) Trade Payables	6,092.75	1,427.17
	(iii) Other financial liabilities	13,973.70	19,870.97
(b)	Lease liabilities	1,058.04	-
(c)	Other current liabilities	8,543.08	5,505.07
(d)	Provisions	82.28	447.76
(e)	Income tax liabilities (net)	2,162.13	3,489.42
	Total Current Liabilities	65,974.39	72,374.43
	Total Equity and Liabilities	248,325.41	233,391.43

2. Consolidated Statement of Cash flows

Particulars	(₹ In Lakhs)	
	Year ended	
	Mar 31, 2020	Mar 31, 2019
	(Audited)	(Audited)
NET PROFIT/ (LOSS) BEFORE TAX	(1,291.73)	21,568.93
Adjustments for		
Depreciation and Amortisation	16,692.80	15,350.96
Finance Cost	4,127.43	2,501.07
Interest income	(125.92)	(403.10)
(Profit)/Loss on sale of investments	(1.58)	(78.90)
Employee stock option expense	319.25	405.60
Dividend income	(1.09)	(112.30)
Foreign exchange adjustments - loss/(gain)	(1,196.52)	(179.70)
Profit on revaluation of financial instruments	(446.58)	-
Provision for Expected credit loss	1,560.45	137.20
Operating Profit before Working Capital Changes	19,636.51	39,189.76
(Increase)/Decrease in loans and adv, trade receivables and other assets	(10,678.70)	(24,774.70)
Increase/ (Decrease) in trade payables, liabilities and provisions	17,393.94	(3,010.90)
Cash flow from/ (used in) Operations	26,351.75	11,404.16
Direct taxes paid, net of refunds	(5,237.33)	(1,046.70)
NET CASH FROM /(USED) IN OPERATING ACTIVITIES	21,114.42	10,357.46
<u>B) CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Property Plant and Equipment	(15,760.28)	(12,844.40)
Product development expenses	(2,489.68)	(6,400.90)
Sale of fixed assets	1.01	219.60
(Purchase) / sale of investments	(217.11)	5,026.30
(Purchase) / sale on account of Business Combinations	(7,487.80)	(35,071.25)
Dividend income	1.09	112.30
Interest income	125.92	403.10
Reduction / (Increase) of bank deposits	2,257.95	85.40
NET CASH FROM /(USED) IN INVESTING ACTIVITIES	(23,568.90)	(48,469.85)
<u>C) CASH FLOW FROM FINANCING ACTIVITIES</u>		
Net movement in Long/short-term borrowings	7,925.90	15,135.80
Proceeds from exercise of employee options	64.76	184.40
Dividend Paid on equity shares including dividend distribution tax	(711.38)	(2,828.20)
Payment of Lease Liability	(1,526.31)	-
Finance Cost	(3,699.16)	(2,501.07)
NET CASH FROM /(USED) IN FINANCING ACTIVITIES	2,053.81	9,990.93
Net Increase/(Decrease) in Cash & Cash equivalents	(400.67)	(28,121.46)
Add: Cash and cash equivalents as at the beginning of the year	4,676.48	31,713.90
Exchange difference on translation of foreign currency cash and cash equivalents	237.39	1,084.04
Cash & Cash equivalents as at the end of the year	4,513.20	4,676.48

- 3 The Consolidated Financial Results for the quarter and year ended March 31, 2020 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the company in their respective meetings held on June 11, 2020. The statutory auditors of the company have carried out audit of the results for the quarter and year ended March 31, 2020.
- 4 Effective April 1, 2019, the Group adopted Ind AS 116 'Leases' and applied the same to the lease arrangements entered during the period from April 1, 2019 to March 31, 2020 and also for lease arrangements existing on April 1, 2019 using the modified retrospective approach recognizing right -of -use asset and corresponding lease liability . Accordingly , comparatives for the year ended March 31, 2019 and other periods disclosed have not been retrospectively adjusted. The effect of the adoption is not significant to the profit for the period.
- 5 The Consolidated and Standalone financial results for the quarter and year ended March 31, 2020 are available on the Company's website (www.takesolutions.com) and the website of BSE (www.bseindia.com) and NSE (www.nseindia.com)
- 6 The Novel Coronavirus (COVID-19), a Global Pandemic, is rapidly spreading throughout the world. Outbreak of COVID - 19 has significantly affected the social and economic activities worldwide and, as a result, could affect the operations and results of the Company. In line with the advisories, orders and directions issued by the local and state government authorities to prevent and contain the spread of Coronavirus, the Management has taken necessary measures. The Management has taken into consideration the impact of the known internal and external events arising from COVID-19 pandemic in the assessment of recoverability of trade receivables, contract assets and certain investments in subsidiaries upto the date of approval of these financial results. In this assessment, the company has performed sensitivity analysis on the key assumptions used. Such review and analysis performed by the company did not reveal any impairment losses.

However the impact assessment of COVID-19 is an ongoing process, given the uncertainties associated with its nature and duration. The impact of global health pandemic might be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any significant impact on the company's financial position.

- 7 During the quarter ended March 31, 2020, employees exercised 4,500 equity shares under Employee Stock Option Scheme of the Group.

- 8 The financial results of TAKE Solutions Limited (Standalone information)

Particulars	(₹ In Lakhs)			
	Quarter Ended			Year Ended
	Mar 31, 2020	Dec 31, 2019	Mar 31, 2019	Mar 31, 2019
	(Audited)	(Unaudited)	(Audited)	(Audited)
Total income	1,664.91	1,205.70	(2,945.31)	4,711.14
Net profit/(loss) before tax	1,267.30	589.56	(3,890.05)	2,550.65
Net profit/(loss) for the period	1,067.58	659.33	(3,753.50)	2,493.82
Total comprehensive income	1,069.03	658.32	(3,757.14)	2,492.85

- 9 Previous period figures have been regrouped /reclassified, wherever necessary to conform to current period's classification.

For and on behalf of the Board of Directors

Sd/-

Place : Chennai
Date : June 11, 2020

Srinivasan H.R.
Vice Chairman & Managing Director