

Price Waterhouse Chartered Accountants LLP

Independent Auditor's Report

To the Members of API Holdings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of API Holdings Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive loss (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

4. Emphasis of Matter

We draw your attention to Note 43 to the financial statements regarding the Business Transfer Agreement (the "BTA") between the Company and Threpsi Solutions Private Limited, Aarush Tirupati Enterprise Private Limited, and Instinct Innovations Private Limited. The BTA has been given effect to in the financial statements in accordance with the Appendix C to Ind AS 103, Business Combination from April 01, 2021, and accordingly the comparative figures have been restated. Our opinion is not modified in respect of this matter.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC 5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

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Responsibilities of management and those charged with governance for the financial statements

6. 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone financial statements

8. 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.
9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.
 11. 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.

Report on other legal and regulatory requirements

12. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) 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 on its financial position in its financial statements – Refer Note 48 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

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- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51 to the financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51 to the financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for maintaining books of account in accounting software having a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, is applicable to the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.

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14. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sd/-

Nitin Khatri
Partner
Membership Number: 110282

UDIN: 23110282BGYBDL8063
Place: Mumbai
Date: December 05, 2023

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of API Holdings Limited on the standalone financial statements for the year ended March 31, 2023
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Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of API Holdings Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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.
5. 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 with reference to financial statements.

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of API Holdings Limited on the standalone financial statements for the year ended March 31, 2023
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Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, 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 issued by ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sd/-

Nitin Khatri
Partner
Membership Number: 110282
UDIN : 23110282BGYBDL8063

Place: Mumbai
Date: December 05, 2023

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of API Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2023

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- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
(B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the Company does not own any immovable properties (Refer Note 3 to the standalone financial statements). Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory, and have been appropriately dealt with in the books of account.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. (a) The Company has made investments in three companies, granted unsecured loans to five companies, and stood guarantee, to three companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, are as per the table given below:

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Referred to paragraph 12 of the Independent Auditors' Report of even date to the members of API Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2023

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Particulars	Guarantees (Rs. in million)	Loans (Rs. in million)
Aggregate amount granted/ provided during the year to Subsidiaries	3,903	29,152
Balance outstanding as a balance sheet date in respect of the above case of Subsidiaries	3,903	35,411

(Also refer Note 7, 37, and 49 to the financial statements)

- (b) In respect of the aforesaid investments/guarantees/loans, the terms and conditions under which such loans were granted/investments were made/guarantees provided are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, no schedule for repayment of principal has been stipulated by the Company. Therefore, in the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal. In respect of the aforesaid loans, the schedule of repayment of interest has been stipulated, and the parties are regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans/advances in nature of loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- (e) There were no loans /advances in nature of loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- (f) Following loans were granted during the year, including to related parties under Section 2(76), which are repayable on demand or where no schedule for repayment of principal has been stipulated by the Company.

Particulars	Related Parties (Rs. in million)
Aggregate of loans repayable on demand	29,152
Percentage of loans to the total loans	100%

(Also refer Note 15(ii) and 37 to the financial statements)

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- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted by the Company or amounts which are deemed to be deposits. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits, and therefore, the question of our commenting on whether the same has been complied with or not does not arise.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, cess, goods and services tax, though there has been a slight delay in a few cases. Also, refer note 48 to the financial statements regarding management's assessment on certain matters relating to provident fund.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer Note 21 to the financial statements)

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

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- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as per details below. Further, the Company has not defaulted in repayment of such loans raised (Also refer note 21 to the standalone financial statements).

Nature of loan taken	Name of lender	Amount of loan	Name of the subsidiary, joint venture, associate	Relation (subsidiary/ JV/ Associate)	Details of security pledged	Remarks, if any
Non-Convertible Debentures	Goldman Sachs India AIF Scheme-1	26,278.41	AHWSPL India Private Limited	Subsidiary	100% (one hundred percent) of the fully paid up share capital on fully diluted basis	
	Goldman Sachs India Alternative Investment Trust AIF Scheme-2		Akna Medical Private Limited		68.67% (sixty eight point six seven percent) of the fully paid up share capital on fully diluted basis	
	EvolutionX Debt Capital Master Fund 1 Pte. Ltd.		Threpsi Solutions Private Limited		100% (one hundred percent) of the fully paid up share capital on fully diluted basis	
			Docon Technologies Private Limited		100% (one hundred percent) of the fully paid up share capital on fully diluted basis	
			Thyrocare Technologies Limited		71.8% (sixty seven point three zero percent) of the fully paid up share capital on fully diluted basis	
			Aycon Graph Connect Private Limited		100% (one hundred percent) of the fully paid up share capital on fully diluted basis	

- (x)(a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

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- (x)(b) The Company has made a preferential allotment of preference shares during the year, in compliance with the requirements of Section Section 62 of the Act. The funds raised have been used for the purpose for which funds were raised.
- (xi)(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of such case by the Management.
- (xi)(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (xi)(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- (xiv)(a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (xiv)(b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

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- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 2,699.75 million in the financial year and of Rs. 5,729.93 million in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 38 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 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 at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to paragraph 12 of the Independent Auditors' Report of even date to the members of API Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2023

Page 7 of 7

- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Sd/-

Nitin Khatri

Partner

Membership Number 110282

UDIN: 23110282BGYBDL8063

Place: Mumbai

Date: December 05, 2023

API Holdings Limited
Standalone Balance Sheet as at March 31, 2023
(All amounts in Rupees Million, unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022 (Restated)
ASSETS			
Non-current assets			
Property, plant and equipment	3	114.51	215.04
Right-of-use assets	4	216.06	248.03
Goodwill	5	25.00	71.65
Other Intangible assets	6	3.14	4.95
Financial assets			
Investments	7	33,804.86	55,510.75
Loans	15	13,585.98	5,786.76
Other financial assets	8	60.38	47.59
Non-current tax assets (net)	9	347.15	219.54
Other non-current assets	10	108.29	364.43
Total non-current assets		48,265.37	62,468.74
Current assets			
Inventories	11	460.24	854.98
Financial assets			
Trade receivables	12	442.99	752.56
Cash and cash equivalents	13	541.96	416.04
Other bank balances	14	8.27	951.34
Loans	15	-	176.20
Other financial assets	16	4,658.07	26.88
Other current assets	17	518.69	620.88
Assets classified as held for sale	46	-	3,402.20
Total current assets		6,630.22	7,201.08
TOTAL ASSETS		54,895.59	69,669.82
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	18	6,142.04	6,142.04
Other equity			
Instruments entirely in the nature of equity	19	-	-
Equity component of compound financial instruments	20	78.90	78.90
Reserves and surplus	20	10,164.48	56,960.15
Total equity		16,385.42	63,181.09
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	21	31,132.39	-
Lease liabilities	4	213.89	215.92
Other financial liabilities	22	5,749.77	1,215.09
Provisions	23	9.22	7.65
Total non-current liabilities		37,105.27	1,438.66
Current liabilities			
Financial liabilities			
Borrowings	21	-	2,700.00
Lease liabilities	4	4.93	45.83
Trade payables		-	-
-total outstanding dues of micro and small enterprises	24	5.66	45.59
-total outstanding dues of other than micro and small enterprises	24	330.06	687.81
Others financial liabilities	25	1,009.53	1,250.68
Provisions	26	9.01	9.81
Contract liabilities	27A	3.81	6.73
Other current liabilities	27B	41.90	76.97
Liabilities directly associated with assets classified as held for sale	46	-	226.65
Total current liabilities		1,404.90	5,050.07
Total liabilities		38,510.17	6,488.73
TOTAL EQUITY AND LIABILITIES		54,895.59	69,669.82

Significant accounting policies 2
The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached.
For Price Waterhouse Chartered Accountants LLP
Firm's Registration No: 012754N/N500016

For and on behalf of Board of Directors of
API Holdings Limited
CIN :U60100MH2019PLC323444.

Sd/-

Nitin Khatri
Partner
Membership No. 110282

Sd/- Sd/-

Siddharth Shah **Dharmil Sheth**
Managing Director and Whole time Director
Chief Executive Officer DIN: 06999772
DIN: 05186193

Sd/- Sd/-

Yatharth Bhargava **Drashti Shah**
Chief Financial Officer Company Secretary and
ICAI Membership No. 504705 Chief Compliance Officer
Membership No. ACS22968

Place : Mumbai
Date: December 05, 2023

Place: Mumbai
Date: December 05, 2023

API Holdings Limited
Standalone Statement of Profit and Loss for the year ended March 31, 2023
(All amounts in Rupees Million, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Continuing operations			
Income			
Revenue from operations	28	6,686.40	8,718.13
Other income	29	5,655.62	1,768.86
Total income		12,342.02	10,486.99
Expenses			
Purchases of stock-in-trade	30	5,370.44	8,269.04
Changes in inventories of stock-in-trade	31	413.50	(255.68)
Employee benefit expense	32	3,074.88	6,623.85
Finance costs	33	4,397.37	509.72
Depreciation and amortisation expense	34	143.03	117.57
Other expenses	35	6,657.53	3,361.20
Total expenses		20,056.75	18,625.70
Loss before exceptional items and tax		(7,714.73)	(8,138.71)
Exceptional items	35A	44,677.65	39,193.45
Loss before tax		(52,392.38)	(47,332.16)
Income tax expense			
Current tax		-	-
Deferred tax charge / (credit)		-	-
Total tax expenses		-	-
Loss after tax from continuing operations		(52,392.38)	(47,332.16)
Discontinued operations	46		
Loss from discontinued operation before tax		(853.65)	(4,984.90)
Tax expenses/(credit) of discontinued operations		-	-
Loss from discontinued operations		(853.65)	(4,984.90)
Loss for the year		(53,246.03)	(52,317.06)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	36	3.49	(0.34)
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax		3.49	(0.34)
Total comprehensive income for the year		(53,242.54)	(52,317.40)
Earnings per share (Face Value of Re. 1 each)			
Basic and Diluted Earnings per share (In Rupees) from Continuing Operations		(8.53)	(8.56)
Basic and Diluted Earnings per share (In Rupees) from Discontinued Operations		(0.14)	(0.90)

Significant accounting policies

2

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP

Firm's Registration No: 012754N/N500016

For and on behalf of Board of the Directors of

API Holdings Limited

CIN :U60100MH2019PLC323444.

Sd/-

Sd/-

Sd/-

Nitin Khatri

Partner

Membership No. 110282

Siddharth Shah

Managing Director and

Chief Executive Officer

DIN: 05186193

Dharmil Sheth

Whole time Director

DIN: 06999772

Sd/-

Sd/-

Yatharth Bhargava

Chief Financial Officer

ICAI Membership No. 504705

Drashti Shah

Company Secretary and

Chief Compliance Officer

Membership No. ACS22968

Place : Mumbai

Date: December 05, 2023

Place : Mumbai

Date: December 05, 2023

API Holdings Limited
Standalone Statement of Changes in Equity for the year ended March 31, 2023
 (All amounts in Rupees Million, unless otherwise stated)

A Share Capital

Equity Share Capital

Particulars	Amount
As at March 31, 2021 (Restated)	256.20
Changes during the year	5,885.84
As at March 31, 2022 (Restated)	6,142.04
Changes during the year	-
As at March 31, 2023	6,142.04

B Instrument entirely in the nature of equity

Particulars	Amount
As at March 31, 2021 (Restated)	115.47
Changes during the year	(115.47)
As at March 31, 2022 (Restated)	-
Changes during the year	-
As at March 31, 2023	-

C Other Equity

Particulars	Reserves and Surplus						Equity component of compound financial instruments	Total
	Employee stock option outstanding	Amalgamation deficit balance	Capital reserve	Capital reserve for common control transaction	Accumulated deficit	Securities premium reserve		
Balance as at March 31, 2021 (Restated)	2,180.52	(33.54)	1.50	306.98	(9,490.86)	47,157.69	828.90	40,951.19
Loss for the year	-	-	-	-	(52,317.06)	-	-	(52,317.06)
Other comprehensive income / (loss) (net of tax)	-	-	-	-	(0.34)	-	-	(0.34)
Total comprehensive income / (loss) for the year	-	-	-	-	(52,317.40)	-	-	(52,317.40)
Transaction with owners in their capacity as owners								
Issue of equity shares and instruments in the nature of equity	-	-	-	-	-	67,314.51	-	67,314.51
Bonus shares issued	-	-	-	-	-	(5,583.67)	-	(5,583.67)
Transaction cost on issue of equity instruments	-	-	-	-	-	(131.57)	-	(131.57)
Share based payment expense	6,282.79	-	-	-	-	-	-	6,282.79
Employee share options repurchased during the year	(506.17)	-	-	-	(352.59)	-	-	(858.76)
Transfer on exercise of employee stock option	(905.33)	-	-	-	-	935.70	-	30.37
Impact due to common control business combination	-	-	-	-	2,101.59	-	-	2,101.59
Adjustment on conversion during the year	-	-	-	-	-	-	(750.00)	(750.00)
Balance as at March 31, 2022 (Restated)	7,051.81	(33.54)	1.50	306.98	(60,059.26)	109,692.66	78.90	57,039.05

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API Holdings Limited
Standalone Statement of Changes in Equity for the year ended March 31, 2023
(All amounts in Rupees Million, unless otherwise stated)

C Other Equity

Particulars	Reserves and Surplus						Equity component of compound financial instruments	Total
	Employee stock option outstanding	Amalgamation deficit balance	Capital reserve	Capital reserve for common control transaction	Accumulated deficit	Securities premium reserve		
Balance as at March 31, 2022 (Restated)	7,051.81	(33.54)	1.50	306.98	(60,059.26)	109,692.66	78.90	57,039.05
Loss for the year	-	-	-	-	(53,246.03)	-	-	(53,246.03)
Other comprehensive income / (loss) (net of tax)	-	-	-	-	3.49	-	-	3.49
Total comprehensive income / (loss) for the year	-	-	-	-	(53,242.54)	-	-	(53,242.54)
Transaction with owners in their capacity as owners								
Share based payment expense	6,236.93	-	-	-	-	-	-	6,236.93
Impact due to common control business combination	-	-	-	-	209.94	-	-	209.94
Balance as at March 31, 2023	13,288.74	(33.54)	1.50	306.98	(113,091.86)	109,692.66	78.90	10,243.38

Significant accounting policies

2

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm's Registration No: 012754N/N500016

For and on behalf of Board of the Directors of
API Holdings Limited
CIN : U60100MH2019PLC323444.

Sd/-

Sd/-

Sd/-

Nitin Khatri
Partner
Membership number: 110282

Siddharth Shah
Managing Director and Chief Executive Officer
DIN: 05186193

Dharmil Sheth
Whole time Director
DIN: 06999772

Sd/-

Sd/-

Place : Mumbai
Date: December 05, 2023

Place : Mumbai
Date: December 05, 2023

Drashti Shah
Company Secretary and
Chief Compliance Officer
Membership number: ACS22968

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API Holdings Limited
Standalone Statement of Cash Flow for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
A. Cash flow from operating activities		
(Loss)/Profit before tax from continued operations	(52,392.38)	(47,332.16)
(Loss)/Profit before tax from discontinued operations	(853.65)	(4,984.90)
Adjustments for:		
Depreciation and amortisation expense	155.24	146.31
Net loss on disposal of property, plant and equipment	14.29	-
Impairment of financial asset	44,631.00	40,030.20
Impairment of goodwill	546.65	3,379.39
Share based payment expense	2,651.70	3,006.31
Interest income	(3,870.08)	(1,397.91)
Unwinding of interest on security deposits	(2.33)	(2.31)
Gain on termination of lease	(38.04)	(6.61)
Finance costs	4,397.71	516.84
Amortisation of financial guarantee liability	(177.53)	(172.23)
Net Loss/(gain) on derivative instrument	4,557.60	(110.60)
(Gain)/loss on fair valuation of financial instruments	(150.84)	(115.07)
Expected credit loss provision on financial assets (net)	79.38	7.01
Provision for doubtful advances and deposits (net)	224.20	487.74
Provision /(Reversal) of provision for doubtful balances with government authorities	4.95	(63.01)
Deemed distribution income	(1,935.70)	-
Impact on account of common control transaction	209.94	2,101.59
Operating profit before working capital changes	(1,947.89)	(4,509.41)
Changes in working capital:		
(Increase)/ Decrease in trade receivables	166.42	(267.14)
(Increase)/ Decrease in Inventories	407.12	(386.18)
(Increase)/ Decrease in other current and non-current assets	128.15	(397.52)
(Increase)/ Decrease in other financial assets	8.41	(34.53)
Increase / (Decrease) in provisions	1.83	(44.84)
Increase / (Decrease) in trade payables	(331.66)	(274.00)
Increase / (Decrease) in other current and non-current financial liabilities	(116.87)	89.59
Increase / (Decrease) in other current and non-current liabilities	(56.31)	(23.46)
Cash generated/(used) from operations	(1,740.80)	(5,847.49)
Income taxes paid (net)	(127.61)	(88.39)
Net cash flow used in operating activities (A)	(1,868.41)	(5,935.88)
B. Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets	(22.44)	(287.86)
Proceeds from sale of property, plant and equipment and intangible assets	20.50	41.07
Investment in subsidiaries	(1,719.02)	(57,110.94)
Investment in associates	-	(2,548.00)
Investments in other equity instruments	-	(99.95)
Loan to subsidiaries	(29,151.89)	(31,694.08)
Loan repaid by subsidiaries	4,513.48	26,397.37
Interest received	3,350.76	1,314.05
Proceeds from sale of business/assets through slump sale	-	5,363.13
Amount (invested)/redeemed through fixed deposits (Net)	-	(160.27)
Proceeds from redemption of fixed deposits	910.30	-
Net cash flow used in investing activities (B)	(22,098.31)	(58,785.48)
C. Cash flows from financing activities		
Proceeds from issue of equity instruments	-	63,521.76
Payment of share issue costs	-	(131.57)
Proceed from issue of instruments entirely in the nature of equity	-	47.88
Proceed from issue of compulsory convertible debentures	-	3,209.33
Proceed from issue of compulsory convertible preference shares	5,483.47	-
Finance cost paid	(1,017.39)	(572.35)
Principal element of lease payments	(25.81)	(22.90)
Proceeds / (repayments) from short term borrowings (net)	(2,700.00)	2,597.74
Proceeds from long term borrowings	25,970.79	1,250.00
Repayments of long term borrowings	(3,702.19)	(3,813.95)
Payment for employee share options bought-back	-	(1,081.13)
Net cash flow from financing activities (C)	24,008.87	65,004.81
Net cash flows during the year (A+B+C)	42.15	283.45
Cash and cash equivalents (opening balance)	508.08	224.63
Cash and cash equivalents (closing balance)	550.23	508.08

API Holdings Limited**Standalone Statement of Cash Flow for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Components of cash and cash equivalents (refer note 13)		
Cash on hand		
-Continuing operations	1.71	3.60
-Discontinued operations	-	0.03
Balance with banks in current accounts		
-Continuing operations	540.25	412.44
-Discontinued operations		50.97
Add: Earmarked funds with banks (refer note 13)	8.27	41.04
Total	550.23	508.08

The following are the non cash investing and financing activities:

Fair value changes in valuation of financial instruments	150.84	115.07
Acquisition of Right to use assets	233.66	274.89
Bonus issue of shares	-	5,583.67
Adjustment on conversion of equity component of compound financial instruments	-	750.00
Net gain / (loss) on derivative instrument	4,557.60	110.60
Conversion of Optional Convertible Redeemable Debentures ("OCRD") into Equity	-	3.00
Conversion of Compulsorily Convertible Debentures ("CCD") into Equity	-	3,210.04
Conversion of Compulsorily Convertible Preference Shares ("CCPS") into Equity	-	19,092.40
Amount transferred to securities premium on exercise of share options	-	905.33
Investment in subsidiaries	4,190.71	10,551.52

Also, refer note 21 (v), Net Debt Reconciliation for disclosure of non-cash financing activities

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.

Significant accounting policies

2

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP

Firm's Registration No: 012754N/N500016

For and on behalf of Board of the Directors of

API Holdings Limited

CIN :U60100MH2019PLC323444.

Sd/-

Sd/-

Sd/-

Nitin Khatri

Partner

Membership number: 110282

Siddharth Shah

Managing Director and

Chief Executive Officer

DIN: 05186193

Dharmil Sheth

Whole time Director

DIN: 06999772

Sd/-

Sd/-

Yatharth Bhargava

Chief Financial Officer

ICAI Membership No. 504705

Drashti Shah

Company Secretary and

Chief Compliance Officer

Membership number: ACS22968

Place : Mumbai

Date: December 05, 2023

Place : Mumbai

Date: December 05, 2023

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

Note 1. Background

API Holdings Limited [formerly known as API Holdings Private Limited] (“API” or “the Company”) is a public Company limited by shares, incorporated on March 31, 2019 and domiciled in India. The Company, its subsidiaries (collectively the “Group”) and its associates, are engaged in diversified businesses primarily trading of pharmaceutical and cosmetic goods, licensing of internet portals or mobile applications (related to sales and distribution of pharmaceutical and cosmetic goods), diagnostic services, teleconsulting etc. The registered address of the Company is 902, 9th Floor, Raheja Plaza 1, B-Wing, Opposite R-City Mall, L.B.S Marg, Ghatkopar (W) Mumbai 400086.

The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the annual general meeting of the shareholders of the Company held on October 1, 2021 and consequently the name of the Company has changed to API Holdings Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on October 28, 2021.

During the year, API Holdings Limited ("the Company") has entered into a business transfer agreement (BTA) to transfer its diagnostics business to Docon Technologies Private Limited ("Subsidiary Company"). Further the Company has entered into a business transfer agreement (BTA) to acquire pharma business from Threpsi Solutions Private Limited ("Subsidiary Company"), Aarush Tirupati Enterprise Private Limited ("Subsidiary Company"), and Instinct Innovations Private Limited ("Subsidiary Company"). Refer note 43A, 43B and 43C

Above business combination involving businesses in which all the combining businesses are ultimately controlled by the same party i.e. API Holdings Limited both before and after the business combination, and that control is not transitory. The said transaction falls under definition of Common control business combination and accounting of same has been done in accordance with the pooling of interest method laid down in Appendix C of the India Accounting Standard 103 (Business combination of entities under common control) prescribed under Section 133 of the Companies Act, 2013.

In accordance with appendix C of Ind AS 103, the financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date. Since the common control was established prior to March 31, 2021 for the first time, the impact of BTA is given in financial statement from 1 April 2021 being the earliest period reported. Previous year figures and comparative information is restated accordingly.

On 30th September 2021 (the “Effective Date”), the Scheme of Amalgamation of Medlife International Private Limited ("MIPL") and Evriksh Healthcare Private Limited ("EHPL") with API Holdings Limited (formerly known as API Holdings Private Limited) and their respective shareholders the (“Scheme”) became effective from 25th January 2021 (the "Appointed Date") pursuant to filing of the order of Regional Director, Ministry of Corporate Affairs, Western Region (“RD”) sanctioning the Scheme with the Registrar of Companies, Mumbai. Pursuant to the Scheme becoming effective, the erstwhile Medlife International Private Limited and Evriksh Healthcare Private Limited stand dissolved without winding up and the entire business, assets, liabilities, undertaking, etc. of these companies stand transferred to and vest in API Holdings Limited (“the Company”).

Consequently, based on RD order and requirement of Appendix C to Ind AS-103 on Business Combinations, on the appointed date, the Company has accounted the merger of MIPL and EHPL as common control transaction effective January 22, 2021. Accordingly, the financial statements of the Company for the year ended March 31, 2021, have been restated to include results of erstwhile MIPL and EHPL with effect from January 22, 2021 (i.e., the common control acquisition date).

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

Note 2: Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the periods presented, unless otherwise stated.

A. Basis of preparation

The Company has incurred cash losses during the financial years ended March 31, 2023 and March 31, 2022 and some of the subsidiary companies have requested a letter of support (Refer note 2 to the standalone financial statements) for them to continue as a going concern. Further, there has been a breach of certain covenants relating to the non-convertible debentures issued by the Company. These financial statements have been prepared on a going concern basis considering the business plan for 12 months from the reporting period as approved by its Board of Directors which includes planned reduction in certain recurring and non-recurring costs (e.g. employee benefits, marketing and legal and professional fees, etc.), funds raised through the rights issue of equity shares subsequent to the balance sheet date, restructuring of terms for non-convertible debentures (including waiver of breach of covenants) subsequent to the reporting period, and binding term sheets entered by the Company with certain existing and new investors. Based on the above, the Company is confident of its ability to meet the funds requirement and to continue its business as a going concern and accordingly, the financial statements have been prepared on that basis..

(i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These financial statements were authorised for issue by the Company's Board of Directors on December 05, 2023.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and contingent consideration (if any) is measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value; and
- share-based payments

(iii) New and amended standards adopted by the Company

The Ministry of Corporate Affairs had vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amended certain accounting standards, and are effective 1 April 2022. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods

(iv) New and amended standards issued but not effective

The Ministry of Corporate Affairs has vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules'), which amend certain accounting standards, and are effective 1 April 2023. The Rules predominantly amend Ind AS 12, Income Taxes and Ind AS 1, Presentation of Financial Statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications. These amendments are not expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the group's accounting policy already complies with the now mandatory treatment.

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

(v) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values, which includes overseeing all significant fair value measurements, including Level 3 fair values by the management. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified. The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(vi) Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Significant judgements:

a) Recognition of deferred tax assets:

The Company recognises deferred tax assets only to the extent that it is probable that future taxable profits will be available against which the tax losses can be utilized.

Estimation of the level of future taxable profits is therefore required to determine the appropriate carrying value of the deferred tax assets. Considering past losses, uncertainty of its ability to generate future taxable profit, the Company has recognised deferred tax assets only to the extent of deferred tax liabilities.

b) Business combination:

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In accounting for business combinations, judgment is required in identifying the acquirer and acquiree for the purpose of business combination and whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liabilities acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

c) Investments

A judgement is involved in determining whether the investor has a significant influence over the investee. It is dependent on various factors such as the quantum of investments, representation on board of directors or other governing bodies, participation in policy making processes, including decisions on dividend distributions, material transactions between investor and investee, interchange of managerial personnel or provision of essential technical information. The Company has determined that it has a significant influence over its investee, Marg ERP Limited, with 49% equity interest along with a call option on remaining equity interest which is exercisable at a future date. The Company does not have a significant influence over Aarman Solutions Private Limited considering, 19.99% equity interest in the investee with a written call on its entire interest in investee exercisable at fair value at any time, absence of board representation and absence of voting rights on policy making decisions.

d) Going concern assessment

The business plan for 12 months from reporting period end is based on management estimates of future revenue, planned reduction of recurring costs, equity and debt commitments which are based on information available upto the date of issue of these standalone financial statements and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the management assessment of the going concern.

Critical estimates:

a) Fair value of employee share options

The fair valuation of the employee share options is based on the Black-Scholes Model used for valuation of options. Key assumptions include expected volatility, share price, expected dividends, term and discount rate, under this pricing model.

b) Impairment of goodwill

The Company tests whether goodwill has suffered any impairment loss on an annual basis. The recoverable amount of the cash generating units (CGUs) is determined based on higher of value-in-use calculations or fair value less cost to sell which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the initial period are extrapolated using the estimated growth rates. The revenue or earnings multiples used in the fair value less cost to sale estimates is based on that of the comparable companies. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

c) Impairment of investment in subsidiaries and associates

The recoverable amount of the investment is determined based on higher of value-in-use calculations or fair value less cost to sell which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the initial period are extrapolated using the estimated growth rates.

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The revenue or earnings multiples used in the fair value less cost to sale estimates is based on that of the comparable companies. These growth rates are consistent with forecasts included in industry reports specific to the industry in which such investee company operates.

(vii) Current/non-current classification

The Company classifies an asset as current when:

- it expects to realise the asset or intends to sell or consume it in normal operating cycle
- it holds the asset primarily for the purpose of trading
- it expects to realise the assets within twelve months after the reporting period, or
- the asset is Cash or cash equivalent unless the asset is 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.

The Company classifies a liability as current when:

- it expects to settle the liability in normal operating cycle
- it holds the liability primarily for the purpose of trading
- the liability 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. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current-noncurrent classification of assets and liabilities.

B. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Managing Director and Chief Executive Officer of the Company, which assesses the financial performance and position of the Company as a whole and makes strategic decisions, has been identified as the chief operating decision maker.

C. Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (Rupees), which is the functional and presentation currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

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All the foreign exchange gains and losses are presented in the statement of profit and loss on a net basis with other income/other expenses as applicable.

Foreign exchange differences arising on foreign currency borrowings are presented in the statement of profit and loss, within finance costs.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as at FVOCI are recognised in other comprehensive income.

D. Revenue recognition

(i) sale of goods

The Company sells a range of pharmaceutical and cosmetic goods. Sales are recognised when control of the products is transferred, which occurs when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts and goods and service tax. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other current liabilities) and a right to recover the returned goods (included in other current assets) are recognised for the products expected to be returned. Accumulated experience is used to estimate such returns at the time of sale at a portfolio level.

No significant element of financing is deemed present as the sales are made with a credit term consistent with market practice.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(ii) sale of services

The Company provides services of delivery person and diagnostic services such as testing and imaging services. Revenue is recognised in the period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. Revenue from testing and imaging services is recognized at a point in time once the testing samples are processed for requisitioned diagnostic tests. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the stand-alone selling prices.

The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised. If the contract includes an hourly fee, revenue is recognised in the amount to which the Company has a right to invoice. The revenue

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is measured based on transaction price, which is the fair value of consideration received or receivable, and is net of discounts, allowances, returns, Goods and Service tax.

Customers are invoiced on a periodic basis and consideration is payable when invoiced in accordance with the credit period.

(iii) customer loyalty programme

The Company operates a loyalty programme where customers accumulate points for purchases made. A contract liability for the award points is recognised at the time of the sale. Revenue is recognised when the points are redeemed or when they expire. A contract liability is recognised until the points are redeemed or expire.

(iv) financing components

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money. No significant element of financing is deemed present as the sales are made with a credit term consistent with market practice.

E. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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F. Leases

As a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Company use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

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Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term.

Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

G. Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a business comprises the

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Company; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Company recognises any noncontrolling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the noncontrolling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity,
- amount of pre-existing relationships with the acquiree, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange.

The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

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Notes to Standalone financial statements as at and for the year ended March 31, 2023

(I) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(J) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts which are repayable on demand and form an integral part of the Company's cash management. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(K) Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

(L) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises cost of purchases and all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average cost. 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 necessary to make the sale.

(M) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

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Notes to Standalone financial statements as at and for the year ended March 31, 2023

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Company commits to purchase or sale the financial asset.

(iii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

7 Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income/ other expenses.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income / other expenses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other income/ other expenses in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income/ other expenses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment of financial assets

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Notes to Standalone financial statements as at and for the year ended March 31, 2023

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(v) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(vi) Income recognition

Interest income : Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends : Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

(N) Derivatives and hedging activities

Derivatives are only used for economic hedging purposes and not as speculative activities. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at FVPL. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The Company does not designate derivatives contracts as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other income/other expenses.

Embedded derivatives : Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109, Financial Instruments are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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Notes to Standalone financial statements as at and for the year ended March 31, 2023

Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

(O) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(P) Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

- Computer hardware - 3 years
- Office equipment – 5 years
- Vehicles – 10 years
- Plant and machinery – 15 years
- Electric fittings/installation – 10 years

Leasehold improvements are depreciated, using the straight-line method, over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The useful lives have been determined by the management which is in accordance with those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/other expenses.

(Q) Intangible assets

(i) Goodwill

Goodwill on acquisitions of subsidiaries and businesses is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity/business include the carrying amount of goodwill relating to the entity/business sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or

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Notes to Standalone financial statements as at and for the year ended March 31, 2023

groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

(ii) Computer software

Costs associated with maintaining software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(iii) Research and development

Research expenditure and development expenditure that do not meet the criteria in (ii) above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

(iv) Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over the following period:

- Computer software – 3 years
- Other intangibles – 3 years

(R) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the reporting period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(S) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of optionally convertible debentures is determined using a market interest rate for an equivalent non-convertible debenture. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the debentures. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income/expenses.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

The group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(T) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(U) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pretax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Material contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

the financial statements unless it is virtually certain that the future event will confirm the asset's existence and the asset will be realised.

(V) Employee benefits

(i) Short-term obligations

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.

(ii) Other long-term employee benefit obligations

The Company has liabilities for earned leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

Defined benefit plans

The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

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

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are incurred.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via Employee Stock Option Plans formulated by API Holdings Limited.

Employee options

The fair value of options granted under the Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The equity instruments generally vest in a graded manner over the vesting period. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants.

At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Where shares are forfeited due to a failure by the employee to satisfy the service conditions, any expenses previously recognised in relation to such shares are reversed effective from the date of the forfeiture.

Cancellation or settlements are accounted as an acceleration of vesting, and therefore recognised immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

If new equity instruments are granted to the employee and, on the date when those new equity instruments are granted, Company identifies the new equity instruments granted as replacement equity instruments for the cancelled equity instruments, the Company accounts for granting of replacement equity instruments in the same way as a modification of the original grant of equity instruments. When the terms of an equity-settled award are modified, the Company recognises as a minimum, the services received measured at the grant date fair value of the equity instruments granted, unless those equity instruments do not vest because of failure to satisfy a vesting condition (other than a market condition) that was specified at grant date. An additional expense is recognised for any modification that increases the total fair value of the share based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Payments made to the employee on the settlement of the options is accounted for as the repurchase of an equity interest, i.e. as a deduction from equity, except to the extent that the payment exceeds the fair value of the equity instruments granted, measured at the repurchase date. Any such excess is recognised as an expense and presented as cash flow from operating activities in the statement of cash flows. Any excess or shortfall between the repurchase date fair value and grant date fair value and excess in repurchase date fair value over the payments made is transferred to retained earnings. Amounts paid to the extent of the repurchase date fair value are presented as cash flow from financing activities in the statement of cash flows.

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

(W) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- 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.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(X) Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell.

A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the Standalone Balance Sheet. The liabilities classified as held for sale are presented separately from other liabilities in the Standalone Balance Sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the Standalone Statement of Profit and Loss.

(Y) Put liability

The Company enters into business combination arrangements which may include terms where the Company has written put options or a purchased call option along with the written put, over the equity of a subsidiary which permit the holder to put their shares in the subsidiary back to the Company at the exercise price specified in the arrangement. The Company analyses the terms of such arrangements to assess whether they provide the Company or the non-controlling interest with access to the risks and rewards associated with the actual ownership of the shares.

(Z) Contributed equity

API Holdings Limited

Notes to Standalone financial statements as at and for the year ended March 31, 2023

Equity shares are classified as equity. Compulsory convertible instruments such as preference shares and/or debentures that will be or are expected to be settled in the Company's own equity instruments are classified as equity if they are expected to be settled into a fixed number of equity shares. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(AA) Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the notes to accounts.

(AB) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest million Rupees as per the requirement of Schedule III, unless otherwise stated.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

3 Property, plant and equipment

Particulars	Office equipment	Computers and printers	Furniture and fixtures	Vehicles	Leasehold improvement	Total
<i>Gross Carrying amount</i>						
Balance as at March 31, 2021 (Restated)	30.47	10.76	24.62	2.61	15.37	83.83
Additions	86.31	36.45	45.57	-	58.03	226.36
Disposals	(7.57)	(3.22)	(3.49)	-	(0.95)	(15.23)
Balance as at March 31, 2022 (Restated)	109.21	43.99	66.70	2.61	72.45	294.96
Additions	7.72	1.58	2.20	-	3.92	15.42
Disposals	(23.08)	(6.11)	(17.31)	(0.74)	(14.30)	(61.54)
Balance as at March 31, 2023	93.85	39.46	51.59	1.87	62.07	248.84
<i>Accumulated depreciation</i>						
Balance as at March 31, 2021 (Restated)	4.47	2.03	2.14	0.36	2.27	11.27
Depreciation for the year	28.21	17.50	11.58	0.62	11.74	69.65
Disposals Adjustments	(0.64)	(0.30)	(0.03)	-	(0.03)	(1.00)
Balance as at March 31, 2022 (Restated)	32.04	19.23	13.69	0.98	13.98	79.92
Depreciation for the year	36.28	13.79	13.85	0.44	23.85	88.21
Disposals Adjustments	(14.45)	(2.84)	(7.54)	(0.58)	(8.39)	(33.80)
Balance as at March 31, 2023	53.87	30.18	20.00	0.84	29.44	134.33
<i>Net carrying amount:</i>						
Net carrying value as on March 31, 2022 (Restated)	77.17	24.76	53.01	1.63	58.47	215.04
Net carrying value as on March 31, 2023	39.98	9.28	31.59	1.03	32.63	114.51

Property, Plant and Equipment includes assets pledged as security (Refer note 21)

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

4 Right-of-use assets

The following amounts included in the carrying amount related to assets under operating lease, where the Company is a lessor:

a. Amounts recognised in balance sheet are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Right-of-use assets		
Buildings	216.06	248.03
Total	216.06	248.03

The following is the break-up of current and non-current lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Lease Liabilities		
Current	4.93	45.83
Non-current	213.89	215.92
Total	218.82	261.75

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Additions to the right of use assets	231.70	251.96

b. The amounts recognised in the statement of profit or loss are as follows:

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Depreciation of Right-of-use assets	34	53.11	45.55
Interest on lease liabilities	33	30.61	28.16
Expense relating to short-term leases	35	7.38	3.28
Gain on termination of lease	29	38.04	6.61
Total amount recognised in profit or loss		129.14	83.60

c. Total cash outflow (including short term and low value assets) 64.03 50.05

d. Extension and termination options are included in leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

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5 Goodwill

Particulars	Amount
Balance as at March 31, 2021 (Restated)	73.96
Impairment during the year	(2.31)
Balance as at March 31, 2022 (Restated)	71.65
Impairment during the year	(46.65)
Balance as at March 31, 2023	25.00

Impairment of non financial assets

Goodwill is not amortized, instead, it is tested for impairment annually or more frequently if indicators of impairment exist. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use or fair value less cost to sell calculations which require the use of certain assumptions. Considering the outlook of the current economic environment and other macro economic factors, management has drawn an operating plan in light of the latest available information.

Goodwill of Rs. 25 relates to the acquisition of businesses of distribution of pharmaceutical products in the territory of Kolkata. No tangible assets were acquired and accordingly the entire purchase consideration was attributed to goodwill. No other separately identifiable intangible assets were identified and all such intangible assets including vendor relationship, non-compete, trademark, etc. have been subsumed into goodwill. The business as a whole has been considered as a single cash generating unit for the purpose of testing goodwill for impairment.

Following key assumptions were considered while performing impairment testing : -

Terminal growth rate - 4%

Growth rate - 18% to 25%

Weighted Average Cost of Capital % (WACC) (Discount rate) - 15.24%

The projections cover a period of five years, as we believe this to be the most appropriate timescale over which to review and consider annual performances, before applying a fixed terminal value growth rate to the final year cash flows. The growth rates used to estimate future performance (revenue, cost of goods sold, expenses etc) are based on the reasonable estimates considering past performance. Terminal Growth Rate is the weighted average growth rate used to extrapolate cash flows beyond the budgeted period. The rates are consistent with forecasts included in industry reports.

The recoverable amounts of the above CGU's have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

No reasonably possible change in a key assumption on which management has based its determination of the recoverable amount would cause the carrying amount to exceed its recoverable amount.

6 Other Intangible Assets

Particulars	Computer software	Other intangibles	Total
<i>Gross Carrying amount</i>			
Balance as at March 31, 2021 (Restated)	7.73	-	7.73
Addition	0.54	-	0.54
Disposal	(0.11)	-	(0.11)
Balance as at March 31, 2022 (Restated)	8.16	-	8.16
Addition	1.36	-	1.36
Disposal	(1.72)	-	(1.72)
Balance as at March 31, 2023	7.80	-	7.80
<i>Accumulated amortisation</i>			
Balance as at March 31, 2021 (Restated)	0.87	-	0.87
Amortisation for the year	2.37	-	2.37
Disposals / Adjustments	(0.03)	-	(0.03)
Balance as at March 31, 2022 (Restated)	3.21	-	3.21
Amortisation for the year	1.71	-	1.71
Disposals / Adjustments	(0.26)	-	(0.26)
Balance as at March 31, 2023	4.66	-	4.66
Net carrying value as on March 31, 2022 (Restated)	4.95	-	4.95
Net carrying value as on March 31, 2023	3.14	-	3.14

The remaining amortisation period ranges from the financial year 2024 to 2025.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

7 Investments (Non-current)

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Investment in subsidiaries (At cost)		
Equity (unquoted)		
AHWSPL India Private Limited 10,000 (March 31, 2022- 10,000) Equity Shares of Rs 10 each, fully paid	2,554.31	2,554.31
Aycon Graph Connect Private Limited 10,000 (March 31, 2022- 10,000) Equity Shares of Rs 10 each, fully paid	8,830.09	8,830.09
Threpsi Solutions Private Limited [refer note (vii) below] 1,885,742 (March 31, 2022- 1,210,847) Equity Shares of Rs 10 each, fully paid	7,793.48	7,793.48
Docon Technologies Private Limited 14,253,118 (March 31, 2022- 14,253,118) Equity shares of Rs 10 each, fully paid	49,117.54	49,117.54
Akna Medical Private Limited [refer note (iv) below] 2,302,031 (March 31, 2022- 2,256,145) Equity shares of Rs 10 each, fully paid	8,443.70	8,299.08
Care Easy Health Tech Private Limited 8,000 (March 31, 2022- 8,000) Equity Shares of Rs 10 each, fully paid	0.08	0.08
Investment in compulsory convertible debentures of subsidiaries and step down subsidiaries (At cost)- unquoted		
Docon Technologies Private Limited. 433,367 (March 31, 2022: 433,367) 0.001% Compulsory convertible debentures having face value of Rs.3,067 each	1,329.14	1,329.14
Threpsi Solutions Private Limited 58,028 (March 31, 2022: 58,028) 0.001% Compulsory convertible debentures having face value of Rs.60,417 each	3,505.88	3,505.88
Aycon Graph Connect Private Limited 337 (March 31, 2022: 337) 0.001% Compulsory convertible debentures having face value of Rs.2,181,516 each, and 1,519 (March 31, 2022: Nil) 0.001% Compulsory convertible debentures having face value of Rs.2,31,007 each	1,086.07	735.17
Ascent Wellness and Pharma Solutions Private Limited 517 (March 31, 2022: 517) 0.001% Compulsory convertible debentures having face value of Rs.1,936,616 each, and 612 (March 31, 2022: Nil) 0.001% Compulsory convertible debentures having face value of Rs.1,999,183 each	2,224.73	1,001.23
Investments in associates (At Cost) - unquoted		
Marg ERP Limited ([Refer Note (v) below] 4,917,499 (March 31, 2022- 4,917,499) Equity Shares of Rs 10 each, fully paid	2,548.00	2,548.00
Investments in equity instruments- (At fair value through profit and loss) unquoted		
Aarman Solutions Private Limited [refer note (vi) below] 1,999,000 (March 31, 2022- 1,999,000) Equity Shares of Rs 10 each, fully paid	21.29	20.89
Aarman Solutions Private Limited [refer note (vi) below] 7,996,000 (March 31, 2022- 7,996,000) 0.000001% Compulsory Convertible Preference Shares of Rs 10 each, fully paid	85.16	83.56
Thane Janta Sahakari Bank 40 (March 31, 2022 : 40) Equity Shares of Rs 50 each, fully paid	-	-
Equity portion of loan/ Fair value of financial guarantee given on behalf of subsidiaries and step down subsidiaries [refer note (iii) below]		
AHWSPL India Private Limited	0.17	0.17
Aycon Graph Connect Private Limited	31.17	15.24
Threpsi Solutions Private Limited	564.44	194.51
Akna Medical Private Limited	37.95	36.19
Docon Technologies Private Limited.	21.11	17.13
Care Easy Health Tech Private Limited	0.13	0.13
Ascent Wellness and Pharma Solutions Private Limited	397.00	185.12
Employee stock options granted to employees of subsidiaries		
Threpsi Solutions Private Limited	3,143.75	1,807.39
Aycon Graph Connect Private Limited	290.17	159.88
Docon Technologies Private Limited.	359.03	95.72
AHWSPL India Private Limited	672.06	453.06
Care Easy Health Tech Private Limited	0.06	-
Akna Medical Private Limited	2,747.99	1,111.78
	95,804.50	89,894.77
Aggregate amount of impairment in value of investments (refer note below)	61,999.64	34,384.02
Total	33,804.86	55,510.75
Refer note 37 for related party transactions and balances		
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate amount of unquoted investments	33,804.86	55,510.75
Aggregate amount of impairment in value of investments	61,999.64	34,384.02
Aggregate amount of impairment in value of investments (refer note 35A)		
Aycon Graph Connect Private Limited	10,237.48	7,431.90
Docon Technologies Private Limited.	31,989.01	13,793.90
Threpsi Solutions Private Limited	7,863.58	7,863.58
Akna Medical Private Limited	10,945.83	5,294.64
Marg ERP Limited	963.74	-
	61,999.64	34,384.02

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

7 Investments (Non-current)**Notes:**

- (i) Investment in Subsidiaries and Associates have been carried at cost (net of impairment allowance)
- (ii) The details of subsidiaries along with ownership interest, country of incorporation, place of operation and principle activities are set out below

Name of the Entity	Principal Place of business / place of incorporation	Ownership interest held by the Company(%)		Principal business activity
		As at March 31, 2023	As at March 31, 2022 (Restated)	
AHWSPL India Private Limited	India	100	100	Management support service.
Aycon Graph Connect Private Limited	India	100	100	IT services for life Sciences and providing healthcare solutions.
Threpsi Solutions Private Limited	India	100	100	Distribution of pharmaceuticals and other consumer goods, developing technology and providing platform for healthcare products and services.
Docon Technologies Private Limited	India	100	100	EMR and clinic management services along with teleconsultation offerings for doctors,clinics and patients.
Akna Medical Private Limited	India	68.67	67.30	Hospital-focused supply chain platform
Care Easy Health Tech Private Limited	India	80	80	Technology enabled healthcare and healthcare ancillary services.

- (iii) The Company has issued financial guarantee for borrowings taken by Ascent Wellness and Pharma Solutions Private Limited, Threpsi Solutions Private Limited, and Akna Medical Private Limited. Financial Guarantee has been initially recognised at fair value and carried at cost until the investment in subsidiaries are derecognised or impaired.
- (iv) In addition to the investment in Akna Medical Private Limited, the Company entered into separate agreements with non-controlling shareholders, whereby the Company holds a call option to purchase shares held by those shareholders (representing 31.33% equity interest (March 31, 2022: 32.70%) if specified EBITDA thresholds are not met by end of the specified period in the respective agreements. These shareholders, in turn, hold a put option to put the shares to the Company at any time by end of the specified period defined in these agreements. During the year ended March 31, 2023, the parties amended the terms whereby the Company has an obligation to purchase the 31.33% equity interest basis the fixed price range and other terms specified in the amendment agreement. The put option liability is remeasured based on amended terms and difference is recognised in statement of profit and loss account as "Loss on fair value changes to derivative liability" amounting to Rs. 4,557.60 (March 31, 2022: Nil). During the year, the Company has acquired 45,886 equity shares of Akna from Angel Investors for an aggregate cash consideration of Rs. 144.81 (representing 1.37% equity interest).
- (v) In addition to the investment in Marg ERP Limited, the Company entered into separate agreements with non-controlling shareholders, whereby the Company holds a call option to purchase shares held by those shareholders (representing 50.64% equity interest) if specified EBITDA thresholds are not met by end of the specified period in the respective agreements. These shareholders, in turn, hold a put option to put the shares to the Company at any time by end of the specified period defined in these agreements.
- (vi) The Company has made an investment of Rs. 99.95 representing 19.99% of shareholding of Aarman Solutions Private Limited which is the holding company of Axelia Solutions Private Limited. As per the shareholding agreement, the Company does not have a representation at the Board of Directors or its committees, it does not have right to participate in the policy making matters or dividend distribution decisions. Further, the Company has a written call option on its entire 19.99% shareholding in favour of one of the other Shareholder of Aarman Solutions Private Limited which is exercisable at any time at the fair value. There are not interchange of managerial personnel between the Company and the investee. Aarman Solutions Private Limited and its subsidiaries have substantial contracts with the customers other than the Company.
- The Company has contractual arrangements with Axelia Solutions Private Limited through which it has recognised income from sale of services amounting to Rs. 1,339.53 (March 31, 2022: Rs. 654.49) which is included in Revenue from Operations and Incurred expenses (including sales promotion and marketing, commission and brokerage, postage and courier related cost) amounting to Rs. 206.39 (March 31, 2022: Rs. 594.18) which is included in Other expenses in the Statement of Profit and Loss. The Company has outstanding receivables amounting to Rs. 159.78 (March 31, 2022: Rs. 182.61) which is included in Trade receivables in the Balance Sheet; The Company has outstanding payables amounting to Rs. 81.69 (March 31, 2022: Rs.76.81) which is included in Other financial liabilities in the Balance Sheet. The Company does not extend financial support, nor does it intend to provide so to the investee and is not exposed to potential losses of investee.
- (vii) The Board of Directors of the Threpsi Solutions Private Limited vide resolution dated March 25, 2021 has approved a scheme of amalgamation between Medlife Wellness Retail Private Limited ("MLW" OR "Transferor Company 1"), Metarain Distributors Private Limited ("MYRA" OR "Transferor Company 2") and Arzt and Health Private Limited ("ARZT" OR "Transferor Company 3") with Threpsi Solutions Private Limited ('The Transferee Company ' or 'Company') and their respective shareholders. The company has filed the scheme with the National Company Law Tribunal and the same is approved by NCLT Mumbai on March 11, 2022 and NCLT Bengaluru on March 17, 2023. The scheme of merger is made effective from March 29, 2023 and accordingly, cost of investment in MLW, MYRA and ARZT has been added to cost of investment in Threpsi in the current year and comparative previous period.
- (viii) Refer note 21 for details of investments pledged against the secured borrowing.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

8 Other financial assets

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Security deposit	60.38	47.59
Total	60.38	47.59

9 Non-current tax assets (net)

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Income-tax Receivable	347.15	219.54
Total	347.15	219.54

10 Other non-current assets

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Unsecured, considered good, unless otherwise stated		
Balances with government authorities		
Considered good	108.29	357.36
Considered doubtful	17.35	12.40
Less: Provision for doubtful balances with government authorities	(17.35)	(12.40)
Capital Advances	-	7.07
Total	108.29	364.43

11 Inventories

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Stock-in-trade (Valued at lower of cost and net realisable value)	460.24	854.98
Total	460.24	854.98

Notes:

(i) Inventories of traded Goods include Stock-in-transit of NIL (March 31, 2022: Rs. 90.82).

(ii) Write-downs of expiry items amounted to Rs. 6.13 as on March 31, 2023 (March 31, 2022: Rs. 18.76). These were recognised as an expense during the year and included in "Changes in inventories of stock-in-trade" in statement of profit and loss.

(iii) Write-downs of inventories to net realisable value amounted to Rs. 9.36 (March 31, 2022: Rs. 27.67 ; March 31, 2021: Nil). These were recognised as an expense during the year and included in 'changes in value of inventories of stock-in-trade in statement of profit and loss.

12 Trade Receivables

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Trade receivables from contract with customers – billed	444.35	711.07
Trade receivables from contract with customers – unbilled	15.93	19.04
Trade receivables from contract with customers – related parties	63.60	24.06
Less: Loss allowance for doubtful receivables [refer note 38 (a) (i)]	(80.89)	(1.61)
Total	442.99	752.56

Refer note 37 for related party transactions and balances

Break-up of security details

	As at	
	March 31, 2023	March 31, 2022 (Restated)
(a) Trade receivables considered good - secured	-	-
(b) Trade receivables considered good - unsecured	523.88	754.17
(c) Trade receivables which have significant increase in credit risk	-	-
(d) Trade receivables -credit impaired	-	-
	523.88	754.17
Less: Loss allowance for doubtful receivables [refer note 38 (a) (i)]	(80.89)	(1.61)
	442.99	752.56

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API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

Trade receivables ageing schedule

As at March 31, 2023	Unbilled	Not Due	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	Total
Undisputed trade receivable	-	-	-	-	-	-	-
considered good	15.93	65.08	363.02	30.71	49.14	-	523.88
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
considered good	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
	15.93	65.08	363.02	30.71	49.14	-	523.88

As at March 31, 2022 (Restated)	Unbilled	Not Due	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	Total
Undisputed trade receivable	-	-	-	-	-	-	-
considered good	19.04	109.35	607.24	15.66	2.88	-	754.17
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
Disputed trade receivable	-	-	-	-	-	-	-
considered good	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
	19.04	109.35	607.24	15.66	2.88	-	754.17

13 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
Balances with banks		
- in current accounts	540.25	412.44
Cash on hand	1.71	3.60
Total	541.96	416.04

Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.

Refer note 21 for cash and cash equivalents pledged as security against secured borrowings

14 Other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
Fixed deposits with original maturity for more than 3 months and less than 12 months	-	910.30
Earmarked funds with banks #	8.27	41.04
Total	8.27	951.34

Details of bank balances / deposits

Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances' - 910.30

Earmarked funds with banks represent balances which is held by the Company for the purpose of pooling the monies collected on behalf of retailers for its subsequent payments to the retailers.

Refer note 21 for other bank balances pledged as security against secured borrowings

API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

15 Loans

Particulars	Non-Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Loan to Subsidiaries	13,585.98	5,786.76	-	176.20
Total	13,585.98	5,786.76	-	176.20
Refer note 37 for related party balances				
i) Break-up of security details				
Loans considered good – secured	-	-	-	-
Loans considered good – unsecured	35,410.79	10,596.19	-	176.20
Loans which have significant increase in credit risk	-	-	-	-
Loans – credit impaired	-	-	-	-
Total	35,410.79	10,596.19	-	176.20
Loss Allowance (refer note 35A)	21,824.81	4,809.43	-	-
Total Loans	13,585.98	5,786.76	-	176.20

ii) Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):

Particulars	Amount Outstanding as at March 31, 2023	Percentage to the total loans and advances in the nature of loans	Amount Outstanding as at March 31, 2022 (Restated)	Percentage to the total loans and advances in the nature of loans
a) Amounts repayable on demand*				
Promoters	-	-	-	-
Directors	-	-	-	-
Key managerial personnel	-	-	-	-
Other related parties	35,410.79	100%	10,772.39	100%

*Gross amount before allowance for impairment

iii) The loans granted to subsidiary companies are receivable on demand, however the Company as on March 31, 2022 extended financial support to its certain subsidiary in order to meet the shortfall in its fund requirements (if any) for a period of not less than 12 months and accordingly classified the loan receivable from such companies under Non-Current.

16 Other financial assets (Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good, unless otherwise stated		
Interest accrued but not due on fixed deposits	0.06	0.38
Receivable on account of Slump Sale (refer note 46)	2,552.75	-
Derivative asset-Forward contract [refer note (ii) below]	2,084.55	-
Security deposits	1.03	0.86
Other receivables [refer note (i) below]	19.68	25.64
Total	4,658.07	26.88

Refer note 37 for related party transactions and balances

(i) Other receivables includes reimbursement of expenses recoverable from certain shareholders and amount collected by delivery persons on behalf of Retailers for its subsequent payments to the Retailers. Corresponding liability is included in other current financial liabilities.

(ii) Ascent Wellness and Pharma Solutions Private Limited ("Ascent") holds 51% in Mahaveer Medisales Private Limited ("Mahaveer"). Apart from the above investment, Ascent also had a call option to buy the minority interest with the management shareholders of Mahaveer. The call option is fair valued at each reporting date and impact of same is recognised through FVTPL.

In February 9, 2023, an agreement ("Implementation Agreement") was entered into between API Holdings Limited, Ascent, the Management Shareholders and other shareholders of Mahaveer where API Holdings Limited agreed to buy not more than 22.03% of the shareholding of Mahaveer from its Management Shareholders and other shareholders of Mahaveer at a purchase consideration of Rs. 837.5 and remaining 26.97% by issuing 37.1 million equity shares of API Holdings Limited to Management Shareholders and other shareholders of Mahaveer as consideration. This resulted into extinguishment of the old call option in the books of ascent and derivative asset for call option recognised in the books of API Holdings Limited. The derivative assets has been accounted by recognizing deemed distribution as a credit to the statement of profit and loss of Rs. 1,935.70. The assets has been fair valued on March 31, 2023 and impact has been recognised as Gain on fair valuation of financial instruments measured at fair value through profit and loss of Rs. 148.85.

17 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good, unless otherwise stated		
Balances with government authorities	1,107.23	926.10
Less: Provision for balance with government authorities [refer note (i) below]	(699.07)	(486.23)
Advances to suppliers		
Considered good	57.52	40.07
Considered doubtful	0.87	0.87
Less: Provision for advance to suppliers	(0.87)	(0.87)
Right to recover returned goods	21.57	40.33
Claims receivable from supplier		
Considered good	6.61	10.84
Considered doubtful	14.62	25.00
Less: Provision for doubtful receivables	(14.62)	(25.00)
Advances to employees	0.43	2.04
Prepaid expenses	24.40	87.73
Total	518.69	620.88

Refer note 37 for related party transactions and balances

(i) The provision for balances with government authorities have been accounted for to comply with the accounting standards, strictly without prejudice to the Company's legal rights, claims, remedies and contentions available under applicable laws and regulations.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

18 Share capital

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Authorised		
Equity shares		
10,048,189,000 equity shares of Re.1/- each (March 31, 2022 - 10,048,189,000 equity shares of Re.1/- each)	10,048.19	10,048.19
	10,048.19	10,048.19
Issued, subscribed and fully paid up		
Equity shares		
6,142,041,070 equity shares of Re.1/- each (March 31, 2022 - 6,142,041,070 equity shares of Re.1/- each)	6,142.04	6,142.04
Total	6,142.04	6,142.04

(i) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

Particulars	As at		As at	
	March 31, 2023		March 31, 2022 (Restated)	
	No. of Shares	Rs. In million	No. of Shares	Rs. In million
Equity Shares				
Shares outstanding at the beginning of the year	6,142,041,070	6,142.04	25,620,120	256.20
Conversion of Compulsorily Convertible Debentures (CCD IV, V, VI, VII & VIII) into Equity {refer note (ii) (a) below}	-	-	2,167,332	21.67
Conversion of Compulsorily Convertible Debentures (CCD IX) into Equity {refer note (ii) (b) below}	-	-	401,712	4.02
Conversion of Compulsorily Convertible Preference Shares (CCPS) into Equity {refer note (ii) (c) below}	-	-	16,264,768	162.65
Conversion of Optional Convertible Redeemable Debentures (OCRD) into Equity {refer note (ii) (d) below}	-	-	4,200	0.04
New issue during the year (refer note ii (e) below)	-	-	10,979,231	109.79
Bonus shares issued {refer note ii (f) below}	-	-	554,373,630	5,543.74
Pre sub division of equity shares	6,142,041,070	6,142.04	609,810,993	6,098.11
Pursuant to sub-division of equity shares of Rs.10 each into equity share of Re 1 each {refer note ii (g) below}	-	-	6,098,109,930	6,098.11
New issue during the year{refer note ii (h) below}	-	-	43,931,140	43.93
Shares outstanding at the end of the year	6,142,041,070	6,142.04	6,142,041,070	6,142.04

(ii) Note:

- During the year ended March 31, 2022, pursuant to its Board Resolution dated July 01, 2021, August 13, 2021, September 04, 2021, September 15, 2021, and September 30, 2021, the Company has converted 722,444 of its fully paid Compulsory Convertible Debentures (CCD) into 21,67,332 Equity shares having face value of Rs 10 each, in the ratio of 3 fully paid Equity share of Rs 10 each (post giving bonus effect) for every 1 fully paid CCD.
- During the year ended March 31, 2022, pursuant to its Board Resolution dated September 28, 2021, the Company has converted 1,33,904 of its fully paid Compulsory Convertible Debenture (CCD) held by Ivy Icon Solutions LLP into 4,01,712 Equity shares having face value of Rs 10 each, in the ratio of 3 fully paid Equity share of Rs 10 each (post giving bonus effect) for every 1 fully paid CCD.
- During the year ended 31 March 2022, pursuant to its Board Resolution dated 06 September 2021 and 26 October 2021, the Company has converted 31,504 and 1,62,33,264 respectively of its fully paid Compulsory Convertible Preference Share (CCPS) into 1,62,64,768 Equity shares having face value of Rs 10 each, in the ratio of 1 fully paid Equity share of Rs 10 each for every 1 (One) fully paid-up CCPS of Rs.10 each.
- During the year, pursuant to its Board Resolution dated July 24, 2021, the Company has converted its 30 fully paid Optional Convertible Redeemable Debenture (OCRD) into 4,200 Equity shares having face value of Rs 10 each.

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

- (e) Pursuant to Board resolution dated April 5, 2021, the Company had issued 37,34,878 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 2,000.33 per Equity Share (including premium of Rupees 1,990.33 per Equity Share).
Pursuant to Board resolution dated May 20, 2021, the Company had issued 1,72,173 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 2,000.33 per Equity Share (including premium of Rupees 1,990.33 per Equity Share).
Pursuant to Board resolution dated June 2, 2021, the Company had issued 1,59,018 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 2,515.77 per Equity Share (including premium of Rupees 2,505.77 per Equity Share).
Pursuant to Board resolution dated July 1, 2021, the Company had issued 652,217 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 2,515.77 per Equity Share (including premium of Rupees 2,505.77 per Equity Share).
Pursuant to Board resolution dated August 13, 2021, the Company had issued 231,652 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,396 per Equity Share (including premium of Rupees 5,386 per Equity Share).
Pursuant to Board resolution dated August 21, 2021, the Company had issued 14,24,385 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,396 per Equity Share (including premium of Rupees 5,386 per Equity Share).
Pursuant to Board resolution dated September 2, 2021, the Company had issued 18,53,224 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,396 per Equity Share (including premium of Rupees 5,386 per Equity Share).
Pursuant to Board resolution dated September 16, 2021, the Company had issued 3,10,968 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,396 per Equity Share (including premium of Rupees 5,386 per Equity Share).
Pursuant to Board resolution dated September 20, 2021, the Company had issued 2,24,740 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,865 per Equity Share (including premium of Rupees 5,855 per Equity Share).
Pursuant to Board resolution dated October 09, 2021, the Company had issued 12,29,153 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,900 per Equity Share (including premium of Rupees 5,890 per Equity Share).
Pursuant to Board resolution dated October 13, 2021, the Company had issued 3,78,362 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,900 per Equity Share (including premium of Rupees 5,890 per Equity Share).
Pursuant to Board resolution dated October 20, 2021, the Company had issued 5,56,610 equity shares of face value of Rupees 10 each on preferential allotment basis at an issue price of Rupees 5,900 per Equity Share (including premium of Rupees 5,890 per Equity Share).
Pursuant to Board resolution dated October 20, 2021, the Company had issued 11,103 equity shares of face value of Rupees 10 each on exercise of Employee stock option vested under various ESOP plan at an issue price of Rupees 10 per Equity Share (including premium of Rupees nil per Equity Share). Further, the Company had issued 40,748 equity shares of face value of Rupees 10 each on exercise of Employee stock option vested under various ESOP plan at an issue price of approximately Rupees 440.99 per Equity Share (including premium of approximately Rupees 430.99 per Equity Share).
- (f) During the year, pursuant to its Board Resolution dated October 29, 2021, the Company has allotted Bonus shares in the proportion of 10 (Ten) new fully paid-up equity shares of Rs.10 each for every 1 (One) fully paid-up equity share of Rs. 10 each held by Shareholders as on record date October 28, 2021. The Company has allotted 55,43,73,630 equity shares of the company having face value of Rs. 10 each as Bonus shares by capitalisation of securities premium account.
- (g) During the year, pursuant to a resolution passed by the Board on October 13, 2021 and a resolution passed by our Shareholders in the EGM held on October 13, 2021, the Company has subdivided its share capital from face value of 10 each to face value of Re 1 each, held by shareholders of the Company, as on the record date i.e. October 29, 2021.
- (h) During the year, pursuant to its Board resolution dated November 29, 2021 the Company has allotted of 4,39,31,140 equity Shares on exercise of 39,93,740 ESOPs under API Holdings Employee Stock Options Pool 15 which are fully vested at an exercise price of Rs. 4.207 per ESOP, and the remaining 3,99,37,400 ESOPs under API Holdings Employee Stock Options Pool 15 being held on account of adjustment made to ESOPs pursuant to bonus issuance of equity shares of the Company.
- (iii) Rights, preferences and restrictions attached to the shares:**
Equity shares have a par value of Re 1 each (March 31, 2022: Re 1 each). The shareholders of the Company are entitled to vote on poll for the fully paid-up equity shares held by them in proportion to the shareholders' share in the paid-up equity share capital of the Company. All equity shares rank pari passu with each other subject to any contractual right that certain Investors may have in accordance with the Articles of Association of the Company. In the event of liquidation of the Company, the assets and available proceeds shall be discharged in accordance with the provisions of the Articles of Association of the Company.

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

(iv) Details of shareholders holding more than 5% of a class of equity shares in the Company:

Particulars	As at		As at	
	March 31, 2023		March 31, 2022 (Restated)	
	No. of Shares	% of holding	No. of Shares	% of holding
Equity shares:				
Naspers Ventures B. V.	813,316,570	13.24%	813,316,570	13.24%
Evermed Holdings Pte. Ltd.	396,033,000	6.45%	396,033,000	6.45%
MacRitchie Investments Pte. Ltd.	732,516,290	11.93%	732,516,290	11.93%
Prasid Uno Family Trust through its trustee Surbhi Singh	374,780,680	6.10%	374,780,680	6.10%
TPG Growth V SF Markets Pte. Ltd	449,492,340	7.32%	449,492,340	7.32%

(v) Shares reserved for issue :

The Company has reserved equity shares for issuance as follows :

a) ESOPs issued to employees pursuant to various ESOP Schemes of the Company (refer note 42)

(vi) Aggregate number of shares issued for consideration other than cash

Particulars	No. of Shares	
	As at	As at
	March 31, 2023	March 31, 2022 (Restated)
Bonus shares issued {refer note 18 (ii) (f)}	-	554,373,630
Issued during the year pursuant to Conversion of CCD, CCPS, ORCD, and share warrant into Equity	-	18,838,012

(vii) The Company has not bought back any shares from incorporation till date.**19 Instruments entirely in the nature of Equity**

Particulars	As at	As at
	March 31, 2023	March 31, 2022 (Restated)
Authorised		
Preference shares		
26,26,11,000 Compulsory convertible preference shares of Re 1/- each (March 31, 2022: 26,26,11,000 Compulsory convertible preference shares of Re. 1 each)	262.61	262.61
	262.61	262.61
Issued, subscribed and fully paid up shares		
Preference shares		
Nil (March 31, 2022: Nil) compulsorily convertible preference shares (CCPS) of Rs. 10 each fully paid up (refer note (ii))	-	-
Debentures		
Nil (March 31, 2022: Nil) 0.0001% Compulsorily Convertible Debentures of face value Rs. 4443.31 each and Re. 1 each paid up (refer note (v))	-	-
	-	-

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

(i) Reconciliation of the number of shares/debenture outstanding at the beginning and at end of the reporting year:

Particulars	As at March 31, 2023		As at March 31, 2022 (Restated)	
	No. of Shares	Rs. In million	No. of Shares	Rs. In million
Preference shares:				
Shares outstanding at the beginning of the year	-	-	11,475,189	114.75
New issue during the year	-	-	4,789,579	47.90
Conversion of Compulsorily Convertible Preference Shares (CCPS) into Equity {refer note 18 (ii) (c)}	-	-	(16,264,768)	(162.65)
Shares outstanding at the end of the year	-	-	-	-
Debentures:				
Debentures outstanding at the beginning of the year	-	-	722,444	0.72
New issue during the year (refer note (v) below)	-	-	399,935	0.40
Conversion of Compulsorily Convertible Debentures ("CCDs") into Equity {refer note 18 (ii) (a)}	-	-	(722,444)	(0.72)
Conversion of Compulsorily Convertible Debentures ("CCDs") into NCD and redemption thereafter {refer note (iv) below}	-	-	(399,935)	(0.40)
Debentures outstanding at the end of the year	-	-	-	-

(ii) Terms and rights attached to preference shares:

Compulsorily Convertible Preference shares issued by the Company have a par value of Rupees 10 each. The Preference shareholders of the Company are entitled to vote on every resolution placed before the Company on a poll for the fully paid-up Preference shares held by them in proportion to the shareholders' share in the paid-up share capital of the Company. In the event of liquidation of the Company, the assets and available proceeds shall be discharged in accordance with the provisions of the Articles of Association of the Company.

The Company has issued Twenty Seven series of Compulsorily Convertible Preference shares ("CCPS") (CCPS I to CCPS XV, CCPS XVI, CCPS XVI -A, CCPS XVII to CCPS XXVI) having a face value of Rs. 10/- per share. These shares are compulsorily convertible into equity shares of equal numbers (subject to the provisions of the Articles of Association of the Company) on or before the maturity date ("Maturity Date") ranging between September 30, 2029 (earliest) and September 01, 2041 (farthest). Further, the Preference shareholder has the right to convert the compulsorily convertible preference shares into equity shares at any time before maturity by providing a written notice to the holding company. The compulsorily convertible preference shares shall be automatically converted into equity shares on earlier of (i) Maturity Date or (ii) later of (a) the date immediately prior to the filing of the draft red herring prospectus with the Securities and Exchange Board of India or (ii) immediately upon expiry of the maximum period permitted under the law after filing of the draft red herring prospectus for holding such compulsorily convertible preference shares on the company proposing to undertake an IPO for the issue of Equity Shares to the public.

The compulsorily convertible preference shares shall be entitled to receive a cumulative dividend at the rate of 0.0001% (zero point zero zero zero one per cent) per annum on the face value of each Preference share and the dividend shall accrue from year to year when not paid, and accrued dividends shall be paid in full.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend declared by the board. The Preference shares carry a dividend rate of 0.0001% per annum. During the year ended March 31, 2022, the Company converted all its outstanding Compulsorily Convertible Preference shares into fully paid-up equity shares.

(iii) The Company since inception:

- has not bought back any shares
- has issued 68,42,983 number of preference shares pursuant to Scheme of Amalgamation without consideration being received in cash.
- has issued 1,933,155 number of compulsorily convertible preference shares pursuant to acquisition of equity shares of Medlife International Private Limited on swap basis, without consideration being received in cash.
- has issued 24,267 number of compulsory convertible debentures pursuant to Scheme of Amalgamation without consideration being received in cash, subsequently the same got converted into CCPS in the swap ratio of 1:56.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

(iv) During the year ended March 31, 2022, the Company has issued Compulsory Convertible Debentures ("CCD") ranging from Series CCD X to Series CCD XIV of having face value of Rs 2,000.33 each and are paid up to the extent of Re 1/- each to the founders. Based on board resolution dated September 06, 2021 and shareholder resolution dated September 09, 2021, the Company has converted these Compulsory Convertible Debentures ("CCD") into Non-Convertible Debentures (NCDs) The NCDs of members amounting Rs. 159,974 considered as Deposit under Companies (Acceptance of Deposits) Rules, 2014. On September 27, 2021 the Company has redeemed all these NCD's. The Company has complied with applicable compliance in relation to same.

The holder of CCDs shall be entitled to remit/make payment towards the amount remaining unpaid on any CCDs before conversion of CCDs into equity shares. The holders of CCDs shall be required to pay the monies unpaid on CCDs immediately prior to the filing of red herring prospectus with the Securities Exchange Board of India for an initial public offering by the company on a recognized stock exchange in India, failing which CCDs will be forfeited.

These CCDs are compulsorily convertible into equity shares at the ratio of 1:1 (subject to the provisions of the Articles of Association of the Company) on or before the maturity date ("Maturity Date") being 31st October, 2030 for CCDs ranging from CCD I - CCD IX and 15th March 2031 for CCDS ranging from CCD X- CCDXIV. Further, the holders of CCDs have a right to convert the CCDs into equity shares at any time before Maturity Date by providing a written notice to the Company. The CCDs shall be automatically converted into equity shares on earlier of (i) Maturity Date or (ii) later of (a) the date immediately prior to the filing of the draft red herring prospectus with the Securities and Exchange Board of India or (b) immediately upon expiry of the maximum period permitted under the law after filing of the draft red herring prospectus for holding such compulsorily convertible preference shares on the Company proposing to undertake an IPO (iii) immediately prior to a Conversion Liquidation Event as specified in the shareholder's agreement.

During the year, pursuant to its Board Resolution dated July 01, 2021, August 13, 2021, September 04, 2021, September 15, 2021, and September 30, 2021, the Company has converted 722,444 of its fully paid Compulsory Convertible Debenture (CCD) into 2,167,332 Equity shares having face value of Rs 10 each, in the ratio of 3 fully paid Equity share of Rs 10 each (post giving bonus effect) for every one fully paid CCD. Further, vide special resolution passed at Extra ordinary general meeting held on September 09, 2021 399,935 CCDs have been converted into Non Convertible Debentures in the ratio of 1:1 and consequently redeemed during the year.

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API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

20 Other Equity

Particulars	Reserves and Surplus						Equity component of compound financial instruments	Total
	Employee stock option outstanding	Amalgamation deficit balance	Capital reserve	Capital reserve for common control transaction	Accumulated deficit	Securities premium reserve		
Balance as at March 31, 2021 (Restated)	2,180.52	(33.54)	1.50	306.98	(9,490.86)	47,157.69	828.90	40,951.19
Loss for the year	-	-	-	-	(52,317.06)	-	-	(52,317.06)
Other comprehensive income / (loss) (net of tax)	-	-	-	-	(0.34)	-	-	(0.34)
Total comprehensive income / (loss) for the year	-	-	-	-	(52,317.40)	-	-	(52,317.40)
Transaction with owners in their capacity as owners								
Issue of equity shares and instruments in the nature of equity	-	-	-	-	-	67,314.51	-	67,314.51
Bonus shares issued	-	-	-	-	-	(5,583.67)	-	(5,583.67)
Transaction cost on issue of equity instruments	-	-	-	-	-	(131.57)	-	(131.57)
Share based payment expense	6,282.79	-	-	-	-	-	-	6,282.79
Employee share options repurchased during the year	(506.17)	-	-	-	(352.59)	-	-	(858.76)
Transfer on exercise of employee stock option	(905.33)	-	-	-	-	935.70	-	30.37
Impact due to common control business combination	-	-	-	-	2,101.59	-	-	2,101.59
Adjustment on conversion during the year	-	-	-	-	-	-	(750.00)	(750.00)
Balance as at March 31, 2022 (Restated)	7,051.81	(33.54)	1.50	306.98	(60,059.26)	109,692.66	78.90	57,039.05
Loss for the year	-	-	-	-	(53,246.03)	-	-	(53,246.03)
Other comprehensive income / (loss) (net of tax)	-	-	-	-	3.49	-	-	3.49
Total comprehensive income / (loss) for the year	-	-	-	-	(53,242.54)	-	-	(53,242.54)
Transaction with owners in their capacity as owners								
Share based payment expense	6,236.93	-	-	-	-	-	-	6,236.93
Impact due to common control business combination	-	-	-	-	209.94	-	-	209.94
Balance as at March 31, 2023	13,288.74	(33.54)	1.50	306.98	(113,091.86)	109,692.66	78.90	10,243.38

Descriptions of Other Equity

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of the Act. Stamp duty is written off from Securities premium.

(ii) Equity component of Compound Financial Instruments:

The 91Streets Media Technologies Private Limited had issued share warrants to the supplier and availed facility to utilise the advertising services from the supplier. The transaction was accounted in accordance with the share based transaction wherein the present value of goods and services received was accounted as deferred payment liabilities and residual value is accounted as equity component of compound financial instrument within Other equity. During the year ended March 31, 2022, pursuant to its Board Resolution dated September 28, 2021, the Company has converted 133,904 of its fully paid Compulsory Convertible Debenture (CCD) held by Ivy Icon Solutions LLP into 401,712 Equity shares having face value of Rs 10 each, in the ratio of 3 fully paid Equity share of Rs 10 each (post giving bonus effect) for every 1 fully paid CCD.

(iii) Capital reserve

Capital Reserves represents bargain purchase in previous acquisitions.

(iv) Employee stock options:

The employee stock option reserve is used to recognize the grant date fair value of options issued to employees under stock option schemes.

(v) Amalgamation Deficit Balance

Amalgamation deficit balance has arisen as a result of accounting for amalgamation between Swifto Services Private Limited and Thea Technologies Private Limited and 91Streets Media Technologies Private Limited with API Holdings Limited and the respective shareholders.

(vi) Capital reserve for common control transaction

Excess of purchase consideration over net assets acquired under common control transaction.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

21 Borrowings

Particulars	Non-Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
At Amortised Cost				
Secured, considered good				
Non convertible debentures [refer note (i) below]	26,278.41	-	-	-
From bank and financial institution [refer note (iii) below]	-	-	-	2,700.00
Less: Umamortised discount on issue of Non convertible debentures	(629.49)	-	-	-
Unsecured, considered good				
Compulsorily convertible preference shares [refer note (ii) below]	5,483.47	-	-	-
	31,132.39	-	-	2,700.00

Borrowings are subsequently measured at amortised cost and therefore interest accrued on borrowings are included in the respective amounts.

- (i) During the year, The Company ("Issuer") has issued 2,28,000 (Tranche 1: 1,52,000, and Tranche 2: 76,000) unlisted, unrated, secured, redeemable, non-convertible debentures having a face value of Rs. 1,00,000/- each, for cash, at a discount of 3%, for an issue price of Rs. 1,00,000/- each on private placement basis ("NCDs"). On September 30, 2022, the Company redeemed 13,200 and 6,600 debentures of Tranche 1 and Tranche 2 respectively and issued 13,200 and 6,600 debentures of Tranche 3A and Tranche 4A. Further on March 08, 2023, the Company redeemed 10,662 and 5,271 debentures of Tranche 1 and Tranche 2 respectively and issued 13,200 and 6,600 debentures of Tranche 3B and Tranche 4B.

Particulars	No. of NCD's	Date of Allotment	Maturity Date	Terms of Repayment	Coupon/Interest Rate	As at March 31, 2023*	As at March 31, 2022 (Restated)
Tranche 2	64,129	June 22, 2022	June 21, 2027	Single repayment at the end of the term, Unless redeemed earlier in accordance with the terms of Third amended and restated Debenture Trust Deed	7% +3 Months SOFR+ Credit Adjustment Spread	7,428.20	-
Tranche 4A	6,600	September 30, 2022	June 21, 2027			711.73	-
Tranche 4B	6,600	March 08, 2023	June 21, 2027		667.31	-	
Tranche 1	128,138	June 22, 2022	June 21, 2026		11% +3 Months SOFR+ Credit Adjustment Spread	14,721.92	-
Tranche 3A	13,200	September 30, 2022	June 21, 2026			1,415.57	-
Tranche 3B	13,200	March 08, 2023	June 21, 2026			1,333.68	-
	231,867					26,278.41	-

*Borrowings are subsequently measured at amortised cost and therefore interest accrued on borrowings are included in the respective amounts.

Refer note 38 for defaults and breaches in relation to financial liabilities

Description of Security

- (a) a first ranking exclusive pledge by the Issuer over the 100% (one hundred percent) of the fully paid up share capital of AHWSPL (on a Fully Diluted Basis).
- (b) a first ranking exclusive pledge by the Issuer over the such percentage of the fully paid up share capital of Akna (on a Fully Diluted Basis) held by the Issuer (or its nominees), which as on the reporting Date is 68.67% (sixty eight point three seven percent) of the fully paid up share capital of Akna (on a Fully Diluted Basis).
- (c) a first ranking exclusive pledge by the Issuer over the 100% (one hundred percent) of the fully paid up share capital of Aycon (on a Fully Diluted Basis).
- (d) a first ranking exclusive pledge by the Issuer over the 100% (one hundred percent) of the fully paid up share capital of Threpsi (on a Fully Diluted Basis).
- (e) a first ranking exclusive pledge by the Issuer over 100% (one hundred percent) of the fully paid up share capital of Docon (on a Fully Diluted Basis).
- (f) a first ranking exclusive pledge by Docon over the 71.18% (seventy one point one eight percent) of the fully paid equity share capital of Thyrocare (on a Fully Diluted Basis), provided that such pledge percentage may stand reduced up to 70.68% (seventy point six eight percent) of the fully paid up equity share capital of Thyrocare (on a Fully Diluted Basis), solely on account of any further ESOPs of Thyrocare being granted under the Existing ESOS. The Thyrocare Pledged Shares shall not constitute less than 70.68% (seventy point six eight percent) of the fully paid up equity share capital of Thyrocare (on a Fully Diluted Basis) for any reason whatsoever.
- (g) a first ranking exclusive charge by way of hypothecation over the following assets of the Issuer ("Hypothecated Assets"):
- each bank account of the Issuer and all funds from time to time deposited therein, both present and future;
 - Insurance Contracts, both present and future;
 - Movable Assets, both present and future;
 - Current Assets of the Issuer, both present and future;
 - all Intangible Assets, both present and future; and
 - all rights, title, interest, benefits and claims of the Issuer under or arising from the Equity Commitment Letters;

API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

- (ii) During the year ended March 31, 2023, the Company has issued Compulsorily Convertible Preference shares ("CCPS A") having a face value of Re. 1/- per share. As at March 31, 2023, each CCPS A shall be convertible into such number of Equity Shares at such price per share as determined by the board of the Company and which price per share shall not exceed Rs. 53.64 (subject to the provisions of the Articles of Association of the company) on or before the maturity date ("Maturity Date") until September 1, 2042. Further, the Preference shareholder has the right to convert the compulsorily convertible preference shares into equity shares at any time before maturity by providing a written notice to the holding company. The compulsorily convertible preference shares shall be automatically converted into equity shares on earlier of (i) Maturity Date or (ii) later of (a) the date immediately prior to the filing of the draft red herring prospectus with the Securities and Exchange Board of India (if necessitated by Applicable Law); or (b) immediately upon expiry of the maximum period permitted under the law after filing of the draft red herring prospectus for holding such CCPS A by the holders of the CCPS A.

The compulsorily convertible preference shares shall be entitled to receive a cumulative dividend at the rate of 0.0001% (zero point zero zero zero one percent) per annum on the face value of each Preference share and the dividend shall accrue from year to year when not paid, and accrued dividends shall be paid in full. As per Ind AS 32, an instrument is classified as an equity instrument when an entity is obliged to deliver a fixed number of its own equity instruments for fixed consideration, As at March 31, 2023 CCPS A is classified as financial liability as the same is not meeting 'fixed-for-fixed' criterion being conversion price per share is not fixed. Board at its meeting held on July 24, 2023, approved the conversion price of CCPS A to be Rs. 4.356/-

- (iii) For the year ended March 31, 2022, the loan from bank and financial institutions of Rs. 2,700 carry effective interest at 9% to 12.50% per annum and repayable within year. The loan is secured against First ranking exclusive charge by way of pledge over (a) 100% of the share capital of Threpsi Solutions Private Limited, (b) 100% of the share capital of Docon Technologies Private Limited, and (c) 67.30% of the share capital of Akna Medical Private Limited (on a fully diluted basis) (d) Shares acquired from promoters of Thyrocare Technologies Limited ("Thyrocare") and (e) pledge over 10,000 equity shares of Aycon Graph Connect Private Limited. During the year ended March 31, 2023, the said loan has been repaid by the Company.

- (iv) The Company has utilised the borrowings for the purposes for which it has been obtained. Further, the Company has complied filing of the requisite statements to the bank or financial institutions and there are no discrepancies with underlying books of accounts. There are no charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(v) Net Debt Reconciliation

Particulars	As at	As at
	March 31, 2023	March 31, 2022 (Restated)
Cash and cash equivalents*	550.23	508.08
Lease liability	(218.82)	(261.75)
Non-current borrowings**	(31,132.39)	-
Current borrowings	-	(2,700.00)
Other financial liability	(5,739.00)	(1,181.40)
	(36,539.98)	(3,635.07)

* Cash and Cash equivalents includes earmarked funds with Banks.

** Non-Current borrowings includes current maturities included under other current borrowings

Particulars	Cash and cash equivalent	Lease liability	Non-current borrowings	Current borrowings	Other financial liability	Total
Net debt as at April 01 2022 (Restated)	508.08	(261.75)	-	(2,700.00)	(1,181.40)	(3,635.07)
Cash flows (net)	42.15	26.04				68.19
Proceeds from long term borrowings	-	-	(25,970.79)	-	-	(25,970.79)
Proceeds from issue of Compulsorily convertible preference shares	-	-	(5,483.47)	-	-	(5,483.47)
Repayment of borrowings	-	-	3,702.19	2,700.00	-	6,402.19
Interest expense	-	(30.61)	(4,268.46)	(98.02)	-	(4,397.09)
Interest paid	-	30.61	888.14	98.02	-	1,016.77
Other non-cash movements						
Acquisition - Leases	-	(231.70)	-	-	-	(231.70)
Disposals of Right-of-use asset	-	210.55	-	-	-	210.55
Gain on termination of lease	-	38.04	-	-	-	38.04
Change in fair value of derivative liability (net)	-	-	-	-	(4,557.60)	(4,557.60)
Net debt as at March 31, 2023	550.23	(218.82)	(31,132.39)	-	(5,739.00)	(36,539.98)

API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

- (ii) During the year ended March 31, 2023, the Company has issued Compulsorily Convertible Preference shares ("CCPS A") having a face value of Re. 1/- per share. As at March 31, 2023, each CCPS A shall be convertible into such number of Equity Shares at such price per share as determined by the board of the Company and which price per share shall not exceed Rs. 53.64 (subject to the provisions of the Articles of Association of the company) on or before the maturity date ("Maturity Date") until September 1, 2042. Further, the Preference shareholder has the right to convert the compulsorily convertible preference shares into equity shares at any time before maturity by providing a written notice to the holding company. The compulsorily convertible preference shares shall be automatically converted into equity shares on earlier of (i) Maturity Date or (ii) later of (a) the date immediately prior to the filing of the draft red herring prospectus with the Securities and Exchange Board of India (if necessitated by Applicable Law); or (b) immediately upon expiry of the maximum period permitted under the law after filing of the draft red herring prospectus for holding such CCPS A by the holders of the CCPS A. The compulsorily convertible preference shares shall be entitled to receive a cumulative dividend at the rate of 0.0001% (zero point zero zero zero one percent) per annum on the face value of each Preference share and the dividend shall accrue from year to year when not paid, and accrued dividends shall be paid in full. As per Ind AS 32, an instrument is classified as an equity instrument when an entity is obliged to deliver a fixed number of its own equity instruments for fixed consideration. As at March 31, 2023 CCPS A is classified as financial liability as the same is not meeting 'fixed-for-fixed' criterion being conversion price per share is not fixed. Board at its meeting held on July 24, 2023, approved the conversion price of CCPS A to be Rs. 4.356/-
- (iii) For the year ended March 31, 2022, the loan from bank and financial institutions of Rs. 2,700 carry effective interest at 9% to 12.50% per annum and repayable within year. The loan is secured against First ranking exclusive charge by way of pledge over (a) 100% of the share capital of Threpsi Solutions Private Limited, (b) 100% of the share capital of Docon Technologies Private Limited, and (c) 67.30% of the share capital of Akna Medical Private Limited (on a fully diluted basis) (d) Shares acquired from promoters of Thyrocare Technologies Limited ("Thyrocare") and (e) pledge over 10,000 equity shares of Aycon Graph Connect Private Limited. During the year ended March 31, 2023, the said loan has been repaid by the Company.
- (iv) The Company has utilised the borrowings for the purposes for which it has been obtained. Further, the Company has complied filing of the requisite statements to the bank or financial institutions and there are no discrepancies with underlying books of accounts. There are no charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(v) Net Debt Reconciliation

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Cash and cash equivalents*	550.23	508.08
Lease liability	(218.82)	(261.75)
Non-current borrowings**	(31,132.39)	-
Current borrowings	-	(2,700.00)
Other financial liability	(5,739.00)	(1,181.40)
	(36,539.98)	(3,635.07)

* Cash and Cash equivalents includes earmarked funds with Banks.

** Non-Current borrowings includes current maturities included under other current borrowings

Particulars	Cash and cash equivalent	Lease liability	Non-current borrowings	Current borrowings	Other financial liability	Total
Net debt as at April 01 2022 (Restated)	508.08	(261.75)	-	(2,700.00)	(1,181.40)	(3,635.07)
Cash flows (net)	42.15	26.04	-	-	-	68.19
Proceeds from long term borrowings	-	-	(25,970.79)	-	-	(25,970.79)
Proceeds from issue of Compulsorily convertible preference shares	-	-	(5,483.47)	-	-	(5,483.47)
Repayment of borrowings	-	-	3,702.19	2,700.00	-	6,402.19
Interest expense	-	(30.61)	(4,268.46)	(98.02)	-	(4,397.09)
Interest paid	-	30.61	888.14	98.02	-	1,016.77
Other non-cash movements						
Acquisition - Leases	-	(231.70)	-	-	-	(231.70)
Disposals of Right-of-use asset	-	210.55	-	-	-	210.55
Gain on termination of lease	-	38.04	-	-	-	38.04
Change in fair value of derivative liability (net)	-	-	-	-	(4,557.60)	(4,557.60)
Net debt as at March 31, 2023	550.23	(218.82)	(31,132.39)	-	(5,739.00)	(36,539.98)

Particulars	Cash and cash equivalent	Lease liability	Non-current borrowings	Current borrowings	Other financial liability	Total
Net debt as at April 01, 2021 (Restated)	224.63	(86.99)	(2,736.40)	(102.26)	-	(2,701.02)
Cash flows (net)	283.45	18.61	-	-	-	302.06
Proceeds from long term borrowings	-	-	(1,250.00)	-	-	(1,250.00)
Repayment of borrowings	-	-	3,813.95	(2,597.74)	-	1,216.21
Interest expense	-	(28.16)	(295.97)	(184.98)	-	(509.11)
Interest paid	-	28.16	355.15	184.98	-	568.28
Other non-cash movements						
Acquisition - Leases	-	(251.96)	-	-	-	(251.96)
Disposal - Leases	-	51.98	-	-	-	51.98
Gain on termination of lease	-	6.61	-	-	-	6.61
Conversion of OCRD into equity	-	-	3.00	-	-	3.00
Fair value adjustments	-	-	110.28	-	-	110.28
Recognition of derivative liability	-	-	-	-	(1,292.00)	(1,292.00)
Change in fair value of derivative liability (net)	-	-	-	-	110.60	110.60
Net debt as at March 31, 2022 (Restated)	508.08	(261.75)	-	(2,700.00)	(1,181.40)	(3,635.07)

API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023
(All amounts in Rupees Million, unless otherwise stated)

22 Other financial liabilities (Non-current)

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Financial guarantee contract liability	10.77	33.69
Derivative liability [refer note 7 (iv)]	5,739.00	1,181.40
	5,749.77	1,215.09

23 Provisions (Non-current)

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Provision for employee benefits		
Gratuity (refer note 36)	9.22	7.65
	9.22	7.65

24 Trade payables

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Total outstanding dues of micro enterprises and small enterprises	5.66	45.59
Total outstanding dues of creditors other than micro enterprises and small enterprises	305.47	521.49
Trade payables to related parties (refer note 37)	24.59	166.32
	335.72	733.40

Trade payable ageing schedule as at March 31, 2023

Particulars	Accrued Expenses	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and Small Enterprises	-	-	5.66	-	-	-	5.66
Other than Micro and Small Enterprises	79.61	55.96	169.33	0.57	-	-	305.47
Disputed dues – Micro and Small Enterprises	-	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-	-
Due to related parties	-	-	24.59	-	-	-	24.59
	79.61	55.96	199.58	0.57	-	-	335.72

Trade payable ageing schedule as at March 31, 2022 (Restated)

Particulars	Accrued Expenses	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and Small Enterprises	-	-	45.59	-	-	-	45.59
Other than Micro and Small Enterprises	139.90	-	380.73	0.86	-	-	521.49
Disputed dues – Micro and Small Enterprises	-	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-	-
Due to related parties	13.75	-	152.57	-	-	-	166.32
	153.65	-	578.89	0.86	-	-	733.40

Information related to Micro and Small Enterprises, as per the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Development Act), are given below. The information given below have been determined to the extent such enterprises have been identified on the basis of information available with the Company.

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
(i) Principle Amount Outstanding	5.66	54.11
(ii) Interest on Principle Amount Due	-	-
(iii) Interest and Principle amount paid beyond appointment day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed date during the year) but without adding the amount of interest specified under MSME Development Act.	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the year.	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSME Development Act.	-	-

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

25 Other financial liabilities (Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Employee benefits payable	31.38	41.18
Creditors for capital goods	0.01	8.33
Business acquisition payable	938.46	992.74
Payable to group companies	0.07	-
Financial guarantee contract liability	23.23	125.95
Other payables**	16.38	82.48
	1,009.53	1,250.68

Refer note 37 for related party balances

**It also includes cash collected by delivery persons on behalf of Retailers for its subsequent payments to the Retailers Rs. 14.09 (M)

26 Provisions (Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Gratuity (refer note 36)	0.18	1.23
Compensated absences (refer note 36)	8.83	8.58
	9.01	9.81

27A Contract liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Contract liabilities [refer note 28 (iii)]	3.81	6.73
	3.81	6.73

27B Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory liabilities [refer note (i) below]	19.78	35.08
Refund liabilities [refer note (ii) below]	22.12	41.89
	41.90	76.97

(i) Statutory liabilities include Tax Deducted at Source, Profession Tax, Provident Fund, ESIC, Service Tax, Sales Tax / Goods and Services Tax.

(ii) Where a customer has a right to return a product within a given period, the Company recognises a refund liability for the amount of consideration received for which the entity does not expect to be entitled Rs. 22.12 (March 31, 2022: Rs. 44.16). The Company also recognises a right to recover the returned goods measured by reference to the former carrying amount of the goods Rs. 21.57 (March 31, 2022: Rs. 40.33); refer note 17. The costs to recover the products are not expected to be material.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

28 Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Revenue from contracts with customers		
Sale of goods #	5,800.44	7,834.28
Sale of services*	882.61	882.11
Other operating revenue		
Other operating revenue	3.35	1.74
	6,686.40	8,718.13

The Revenue recognised above represents contract price.

Sale of goods primarily pertains to trading and distribution of pharmaceutical and cosmetic goods.

* Sale of services pertains to the rendering services of delivery person.

Disclosures pursuant to Ind AS 115

The revenue from sale of goods is recognised at a point in time when the performance obligation is satisfied, control in goods is transferred to customer. The Company has identified a single performance obligation i.e. sale of goods. Contracts with customers are of short term in nature. There is no unfulfilled obligation outstanding as at current or previous year. Primary customers of the Company are retail sellers of medicines or fast moving consumer goods. The performance obligation in respect of services is satisfied over the period of time. There is no unfulfilled obligation outstanding as of current or previous year end. There are two customers contributing more than 10% revenue -Rs. 4,394.73 (March 31, 2022: three customers contributing Rs. 6,287.79).

(i) Reconciliation of revenue recognised with contract price:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Contract Price	6,708.52	8,760.02
Adjustments for:		
Refund liabilities	(22.12)	(41.89)
Discounts	-	-
Revenue from operations	6,686.40	8,718.13

(ii) Recognition of revenue over the period of time and at a point in time.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Over a period of time	882.61	882.11
At a point in time	5,803.79	7,836.02
	6,686.40	8,718.13

(iii) Movement in contract balances

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Contract liabilities		
Opening Balance	6.73	-
Add: Revenue not recognised in the reporting period that is to be included in the contract liability balance at the end of the period.	3.81	6.73
Less: Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period.	(6.73)	-
Closing Balance	3.81	6.73

(iv) The aggregate amount of transaction price allocated to remaining performance obligations is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Year ended March 2023	-	6.73
Year ended March 2024	3.81	-
Total	3.81	6.73

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

29 Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Income from financial assets measured at amortised cost		
Interest income on fixed deposits with banks	60.75	191.82
Interest income on loan given to related parties	3,276.05	1,206.09
Unwinding of interest on security deposits	2.33	2.31
Interest on Income tax refund	13.64	3.42
Gain on fair valuation of financial instruments measured at fair value through profit and loss [refer note (i) below]	150.84	75.60
Deemed distribution Income [refer note 16 (ii)]	1,935.70	-
Net gain on derivative instruments	-	110.60
Amortisation of financial guarantee liability	177.53	172.23
Gain on termination of lease (refer note 4)	38.04	6.61
Liabilities no longer required written back	0.07	-
Miscellaneous income	0.67	0.18
	5,655.62	1,768.86

(i) For year ended March 31, 2023, it includes impact of fair valuation of derivative asset (call option) amounting to Rs. 148.85, [Refer note 16 (ii)]

For year ended March 31, 2022, It includes fair value gain on liability component during conversion of 1,33,904 fully paid CCDs held by Ivy Icon Solutions LLP into equity shares.

30 Purchases of stock-in-trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Purchase of stock in trade	5,370.44	8,269.04
	5,370.44	8,269.04

31 Changes in inventories of stock-in-trade

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Opening stock		
Traded goods	854.98	610.79
Right to recover returned goods	40.33	28.84
Closing stock		
Traded goods	(460.24)	(854.98)
Right to recover returned goods	(21.57)	(40.33)
	413.50	(255.68)

32 Employee benefit expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Salaries, bonus and allowances	381.05	3,567.37
Contribution to provident and other funds	16.70	19.12
Gratuity expense (refer note 36)	5.15	6.99
Compensated absences	6.45	10.93
Employee share based payment expenses	2,651.70	3,006.31
Staff welfare expenses	13.83	13.13
	3,074.88	6,623.85

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

33 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Interest on financial liabilities at amortised cost	2,595.81	392.82
Interest on borrowings from related parties	30.51	20.40
Interest on delayed payment of direct tax and statutory dues	0.28	0.61
Interest and finance charges on lease liability (refer note 4)	30.61	28.16
Other finance charges (refer note below)	1,740.16	67.73
	4,397.37	509.72

Other finance charges includes processing fees, underwriting fees and other charges paid to banks and financial institution against short term borrowings and redemption premium amounts accrued against non-convertible debentures issued during the year (refer note 21)

34 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Depreciation of property, plant and equipment (refer note 3)	88.21	69.65
Depreciation of right of use asset (refer note 4)	53.11	45.55
Amortization of intangible assets (refer note 6)	1.71	2.37
Total	143.03	117.57

35 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Legal and professional fees	411.94	1,252.71
Independent Director remuneration and sitting fees	11.19	12.26
Payments to auditors (refer note 35 (i) below)	12.61	44.44
Information technology expenses	37.11	27.29
Concierge fees	7.95	13.79
Sales promotion and marketing expense	7.24	149.92
Manpower charges	150.01	314.71
Commission & Brokerage	0.31	0.63
Lease expenses (refer note 35 (ii) below)	7.38	3.28
Contractual payment for delivery associates & phlebotomists	775.99	768.79
Consumables and processing charges	42.42	91.52
Bank and payment gateway charges	24.50	27.25
Rates and taxes	200.84	55.08
Travelling expenses	14.54	25.78
Water, electricity and fuel expenses	18.52	20.05
Office and administration expenses	12.32	14.62
Telephone and Communication Charges	2.04	2.06
Insurance expenses	10.22	12.52
Postage and courier	0.27	0.43
Repairs and Maintenance - Others	6.00	8.63
Security services	10.22	13.38
Printing and stationery	3.24	3.40
Expected credit loss provision on financial assets (net)	79.38	1.15
Foreign Currency Translation	2.19	-
Provision for doubtful advances and deposits (net)	224.20	487.74
Loss on fair value changes to derivative liability [Refer note 7 (iv)]	4,557.60	-
Net loss on disposal of property, plant and equipment	14.29	-
Miscellaneous expenses	13.01	9.77
	6,657.53	3,361.20

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

35 Other expenses (Continued)	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
<u>35 (i) Payment to Auditors (excluding GST)</u>		
Audit Fees	4.50	3.26
Tax Audit Fees	-	0.10
Other services	8.11	41.08
	12.61	44.44
<u>35 (ii) Lease payments not recognised as a Lease Liability</u>		
Short Term Lease	7.38	3.28
	7.38	3.28

35 (iii) Corporate social responsibility (CSR) expenditure

As per the requirement of Section 135(1) Companies Act, CSR provision are applicable to the Company. In view of the same, CSR Committee was duly constituted by the Board and CSR policy is in place. There is no average profit in preceding financial year, hence no amounts required to be spent for FY 2022-23 and FY 2021-22 by the Company.

35A Exceptional Items

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Impairment in value of non financial assets (refer note below)		
Goodwill (refer note 5)	46.65	-
Impairment in value of financial assets (refer note below)		
Investment in subsidiary and associates (refer note 7)	27,615.62	34,384.02
Loan to related parties (refer note 15)	17,015.38	4,809.43
	44,677.65	39,193.45

Considering the outlook of the current economic environment and other macro economic factors, management has drawn an operating plan in light of the latest available information. Basis the operating plan, a downward revision to projections was necessitated and accordingly as a result of impairment testing, impairment was identified as the recoverable value of respective assets does not exceeded their respective carrying amounts as at March 31, 2023, considering the size and nature of amounts involved the same are classified as exceptional items and are disclosed separately.

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API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

36 Employee benefits

a. Defined contribution plans

The Company contributes towards provident fund managed by the Central Government and towards employees state Insurance contribution scheme in pursuance of ESI Act, 1948 (as amended) which is debited to Statement of Profit and Loss as incurred. The Company has no obligation other than making contribution to the fund.

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss, which are included in contribution to provident and other funds.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Contribution to provident and other funds	16.70	19.12

b. Leave obligation

The employees of the Company are entitled to compensated absences as per the policy of the Company. The entire amount of the provision of Rs 8.83 (March 31, 2022 Rs. 8.58) is presented as current since the Company does not have an unconditional right to defer settlement for any of the obligation. However, based on past experience, the Company does not expect all the employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months. Leave obligation not expected to be settled within next 12 month is Rs 3.24 (March 31, 2022 Rs. 3.67).

c. Post-employment obligations

The Company provides for gratuity to employees as per Payment of Gratuity Act, 1972. Every employee who has completed five years or more of continuous service gets a gratuity on death or resignation or retirement at 15 days basic salary (last drawn salary) for each completed years of services as per Company policy. The provision for gratuity is actuarially determined using the 'Projected Unit Credit Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the Other Comprehensive Income. The following table sets out the status of the gratuity plan as required under Ind AS 19 'Employee benefits'.

Particulars	Gratuity (Unfunded)	
	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Movement in net liability recognised in the Balance sheet:		
Obligations as at the beginning of the year	8.88	3.38
Current service cost	3.47	6.58
Past service cost/ (Credit)	1.68	-
Interest Expense	-	0.41
Benefit payments	(1.14)	(1.83)
Remeasurements- Actuarial (gains) / losses	(3.49)	0.34
Released during business transfer	-	-
Obligations as at the end of the year	9.40	8.88
Expenses recognised in the Statement of Profit and Loss		
Current service cost	3.47	6.58
Past service cost/ (Credit)	1.68	-
Interest Expense	-	0.41
Discontinued operations	-	-
Total expense recognised in the statement of profit and loss	5.15	6.99
Expense recognised in the other comprehensive income		
Loss from change in financial assumptions	(2.25)	1.64
Loss/(gain) from change in demographic assumptions	(0.15)	(2.67)
Experience losses / (gain)	(1.09)	1.37
Discontinued operations	-	-
Total expenses / (gain) recognized in the other comprehensive income	(3.49)	0.34

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

(a) Economic Assumptions

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Discount rate	7.20%	6.10%
Expected rate of salary increase	7.00%	12.00%

(b) Demographic Assumptions

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Retirement Age	60 years	60 years
Mortality Table	100% of IALM 2012-14	100% of IALM 2012-14
Attrition / Withdrawal Rates: (per annum)	30.00% (per annum)	20.00% (per annum)

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

36 Employee benefits (Continued)

(c) Sensitivity analysis of defined benefit obligation

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
a) Impact of the change in discount rate on defined benefit obligation		
i) Impact due to increase of 1%	(0.30)	(0.55)
ii) Impact due to decrease of 1%	0.32	0.61
b) Impact of the change in salary increase on defined benefit obligation		
i) Impact due to increase of 1%	0.29	0.50
ii) Impact due to decrease of 1%	(0.29)	(0.47)
c) Impact of the change in attrition rate		
i) Impact due to increase of 50%	(0.48)	(0.22)
ii) Impact due to decrease of 50%	0.40	0.24
d) Impact of change in Mortality Rate		
i) Impact due to increase of 10%	0.00	0.00
ii) Impact due to decrease of 10%	(0.00)	(0.00)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Statement of Assets and Liabilities. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(d) Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

Demographic Risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Life expectancy:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Escalation Risk:

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Interest-Rate Risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Regulatory Risk:

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

Interest-Rate Risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

(e) Defined Benefit Liability and Employer Contributions

The company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly. Expected contributions to post - employment benefit plans - since the scheme is managed on unfunded basis, the next year contribution is taken as Nil. (March 31, 2022- Nil)

The weighted average duration of the defined benefit obligation is 3 years (March 31, 2022-6 years)

(f) Maturity profile of defined benefit obligation (undiscounted basis)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Year 1	2.09	1.16
Between 2 to 5 years	5.21	7.17
More than 5 years	2.57	14.29

37 Related party transactions and balances

(i) Names of related parties and description of relationship

Name of the Entity	Relationship with the entity
Threpsi Solutions Private Limited (Refer note 7(viii)) Arzt And Health Private Limited (w.e.f. August 27, 2020) (Refer note 7(viii)) Medlife Wellness Retail Private Limited (w.e.f. January 22, 2021) (Refer note 7(viii)) Metarain Distributors Private Limited (w.e.f. January 22, 2021) (Refer note 7(viii)) AHWSPL India Private Limited Ascent Wellness and Pharma Solutions Private Limited Akna Medical Private Limited (w.e.f. September 17, 2021) Aycon Graph Connect Private Limited Docon Technologies Private Limited (w.e.f. August 27, 2020) AKP Healthcare Private Limited Aushad Pharma Distributors Private Limited Rau and Co Pharma Private Limited Reenav Pharma Private Limited Instinct Innovations Private Limited (upto March 31, 2023) Dial Health Drug Supplies Private Limited Ayro Retail Solutions Private Limited Aarush Tirupati Enterprise Private limited (upto March 31, 2023) Aryan Wellness Private Limited D. C. Agencies Private Limited Desai Pharma Distributors Private Limited Eastern Agencies Healthcare Private Limited Mahaveer Medi-Sales Private Limited Muthu Pharma Private Limited Pearl Medicals Private Limited VPI Medisales Private Limited (upto March 31, 2023) Shell Pharmaceuticals Private Limited Avighna Medicare Private Limited Venkatesh Medico Private Limited Care Easy Health Tech Private Limited (w.e.f. November 29, 2021) Thyrocare Technologies Limited (w.e.f. September 02, 2021) Nuclear Healthcare Limited (w.e.f. September 02, 2021) Allumer Medical Private Limited (w.e.f. September 17, 2021) Shreeji Distributors Pharma Private Limited (w.e.f. September 17, 2021) Vardhman Health Specialities Private Limited (w.e.f. September 17, 2021) Cosaints Products Private Limited (w.e.f. February 10, 2023) Healthchain Private Limited (w.e.f. September 17, 2021) Pulse Hitech Health Services (Ghatkopar) LLP (w.e.f. November 24, 2022) Supplithis Technologies Private Limited (w.e.f. September 17, 2021)	Subsidiary and Step down Subsidiary Companies
Equinox Labs Private Limited (w.e.f. September 02, 2021 through Thyrocare Technologies Ltd.) Impex Healthcare Private Limited (w.e.f. September 17, 2021 through Akna Medical Private Ltd.) Marg ERP Limited (w.e.f. October 14, 2021)	Associate
Siddharth Shah Harsh Parekh Dharmil Sheth (w.e.f. September 09, 2021) Dhaval Shah Hardik Dedhia (w.e.f. September 09, 2021) Aditya Puri (w.e.f. April 20, 2021) Ashutosh Sharma (w.e.f. April 05, 2021) Ankur Nand Thadani (w.e.f. March 02, 2021) Deepak Vaidya (w.e.f. April 20, 2021, and upto September 09, 2021) Deepak Vaidya (w.e.f. September 09, 2021) Vineeta Rai (w.e.f. September 09, 2021) Subramaniam Somasundaram (w.e.f. September 09, 2021) Ramakant Sharma (w.e.f. September 09, 2021, and upto April 21, 2022) Jaydeep Tank (w.e.f. September 09, 2021) Jaydeep Tank HUF (w.e.f. September 09, 2021) Puri Advisors LLP (w.e.f. April 20, 2021)	Co-founder, Managing Director and CEO Co-founder, Whole Time Director, Chief Business Officer/ Co-founder, Whole Time Director, Chief Business Officer/ Co-founder and Chief business officer/ KMP Co-founder and Chief Innovation Officer/ KMP Chairman and Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director Entities having significant influence of director Entities having significant influence of director
Manjula Dedhia (w.e.f. September 09, 2021) Hemangi Desai Vishal Vijay Gupta (w.e.f. August 27, 2020, and upto September 07, 2021) Kartik Srivatsa (w.e.f. August 27, 2020, and upto September 09, 2021) Sandeep Kumar Singh (w.e.f. August 27, 2020, and upto September 09, 2021) Dovaldas Buzinskis (w.e.f. November 09, 2020, and upto September 09, 2021) Prem Venkatachalam Pavor (w.e.f. August 27, 2020, and upto April 08, 2021) Puncham Mukim (w.e.f. August 27, 2020, and upto April 08, 2021)	Relatives of KMP Relatives of KMP Director Director Director Director Director Director
Evermed Holdings Pte. Ltd. (w.e.f. August 27, 2020, and upto September 27, 2021) Bessemer India Capital Holdings II Ltd. (w.e.f. August 27, 2020, and upto June 23, 2021) Eight Roads Ventures India III LP and F-Prime Capital Partners Healthcare Fund V LP (w.e.f. August 27, 2020, and upto April 05, 2021) Lightstone Fund S.A. (w.e.f. August 27, 2020, and upto June 23, 2021) The Fundamentum Partnership Fund I (w.e.f. August 27, 2020, and upto January 25, 2021) CDPQ Private Equity Asia Pte. Ltd. (w.e.f. August 27, 2020, and upto July 24, 2021) TPG Growth V SF Markets Pte. Ltd. (w.e.f. March 01, 2021) MacRitchie Investments Pte. Ltd. (w.e.f. August 27, 2020) Naspers Ventures B. V. (w.e.f. April 05, 2021) Prasad Uno Family Trust (w.e.f. January 25, 2021, and upto September 27, 2021) TIMF Holdings (w.e.f. December 30, 2020, and upto January 25, 2021)	Entities having significant influence over the Company (having rights to appoint board member)

37 Related party transactions and balances (Continued)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
(A)	Transactions during the year		
1	Sales of goods (net of returns)		
	Threpsi Solutions Private Limited	401.88	769.12
	Akna Medical Private Limited	2.99	-
	Aryan Wellness Private Limited	0.82	-
	Ascent Wellness and Pharma Solutions Private Limited	5.36	1.74
	Avighna Medicare Private Limited	0.01	-
	D. C. Agencies Private Limited	0.41	0.12
	Eastern Agencies Healthcare Private Limited	0.03	0.45
	Muthu Pharma Private Limited	0.02	-
	VPI Medisales Private Limited	0.00	-
	Docon Technologies Private Limited	-	41.91
2	Sale of services		
	Threpsi Solutions Private Limited	30.71	54.94
	D. C. Agencies Private Limited	26.68	25.56
	Ayro Retail Solutions Private Limited	32.84	22.69
	Aryan Wellness Private Limited	22.92	18.36
	Eastern Agencies Healthcare Private Limited	23.89	17.37
	Ascent Wellness and Pharma Solutions Private Limited	53.05	22.36
	Muthu Pharma Private Limited	8.48	-
	Desai Pharma Distributors Private Limited	7.61	6.04
	VPI Medisales Private Limited	1.11	0.48
	Akna Medical Private Limited	5.46	0.16
	Shreeji Distributors Pharma Private Limited	0.32	0.13
	Thyrocare Technologies Limited	2.66	-
3	Sale of fixed assets (net of returns)		
	Thyrocare Technologies Limited	1.92	12.63
	Ascent Wellness and Pharma Solutions Private Limited	0.31	1.06
	Akna Medical Private Limited	0.18	-
	Avighna Medicare Private Limited	0.00	-
	Care Easy Health Tech Private Limited	0.38	-
	D. C. Agencies Private Limited	0.07	-
4	Purchase of goods (net of returns)		
	Threpsi Solutions Private Limited	529.51	1,640.64
	Venkatesh Medico Private Limited	0.00	1.94
	Eastern Agencies Healthcare Private Limited	90.52	0.54
	Desai Pharma Distributors Private Limited	0.03	0.02
	Ascent Wellness and Pharma Solutions Private Limited	4.26	11.21
	Muthu Pharma Private Limited	1.17	-
	D. C. Agencies Private Limited	1.28	0.85
	VPI Medisales Private Limited	6.29	11.00
	Aryan Wellness Private Limited	0.42	0.00
	Docon Technologies Private Limited	-	9.34
	Akna Medical Private Limited	0.06	-
	AKP Healthcare Private Limited	0.19	0.00
	Aushad Pharma Distributors Private Limited	0.01	-
	Avighna Medicare Private Limited	8.02	1.07
	Shreeji Distributors Pharma Private Limited	17.42	7.24
5	Purchase of fixed assets (net of Returns)		
	Threpsi Solutions Private Limited	-	7.15
	Docon Technologies Private Limited	0.44	-
6	Other Expense		
a.	Independent director commission		
	Deepak Vaidya	2.50	2.50
	Ramakant Sharma	-	1.20
	Jaydeep Tank	1.20	1.20
	Subramaniam Somasundaram	4.50	4.50
	Vineeta Rai	2.50	2.50
b.	Director sitting fees		
	Aditya Puri	0.07	0.02
	Deepak Vaidya	0.13	0.08
	Ramakant Sharma	-	0.04
	Jaydeep Tank	0.09	0.06
	Subramaniam Somasundaram	0.12	0.10
	Vineeta Rai	0.08	0.06
c.	Coincierge fees		
	Threpsi Solutions Private Limited	7.99	13.79
d.	Legal professional fees		
	Puri Advisors LLP	11.70	11.21
7	Loan repayment of loan given		
	Threpsi Solutions Private Limited	1,956.39	13,505.59
	Ascent Wellness and Pharma Solutions Private Limited	2,003.05	9,547.75
	Docon Technologies Private Limited	250.00	2,655.50
	Aycon Graph Connect Private Limited	297.34	680.36
	AHWSPL India Private Limited	6.70	8.20

37 Related party transactions and balances (Continued)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
8	Loan given		
	Threpsi Solutions Private Limited	17,882.71	17,663.16
	Ascent Wellness and Pharma Solutions Private Limited	10,001.21	9,187.31
	Docon Technologies Private Limited	327.76	3,307.27
	Aycon Graph Connect Private Limited	633.18	1,286.87
	Care Easy Health Tech Private Limited	307.02	236.57
	AHWSPL India Private Limited	-	12.90
9	Interest income		
	Threpsi Solutions Private Limited	2,268.82	799.22
	Ascent Wellness and Pharma Solutions Private Limited	846.57	232.97
	Docon Technologies Private Limited	29.95	128.47
	Aycon Graph Connect Private Limited	88.56	43.95
	AHWSPL India Private Limited	0.02	0.85
	Care Easy Health Tech Private Limited	42.14	0.63
10	Interest expense		
	Aycon Graph Connect Private Limited	23.88	14.61
	Ascent Wellness and Pharma Solutions Private Limited	6.63	5.79
11	Interest received		
	Threpsi Solutions Private Limited	1,976.17	714.76
	Ascent Wellness and Pharma Solutions Private Limited	-	219.88
	Docon Technologies Private Limited	681.04	78.58
	Aycon Graph Connect Private Limited	25.96	32.62
	AHWSPL India Private Limited	73.24	0.68
	Care Easy Health Tech Private Limited	-	0.50
12	Call money received on compulsory convertible debentures:		
	Siddharth Shah	-	583.45
	Harsh Parekh	-	547.58
	Dharmil Sheth	-	774.30
	Dhaval Shah	-	756.39
	Hardik Dedhia	-	547.58
13	Conversion of compulsory convertible debentures into equity		
	Siddharth Shah	-	583.58
	Harsh Parekh	-	547.71
	Dharmil Sheth	-	774.48
	Dhaval Shah	-	756.56
	Hardik Dedhia	-	547.71
14	Conversion of compulsory convertible debentures into non convertible debentures		
	Siddharth Shah	-	0.08
	Harsh Parekh	-	0.08
	Dharmil Sheth	-	0.08
	Dhaval Shah	-	0.08
	Hardik Dedhia	-	0.08
15	Redemption of non convertible debentures		
	Siddharth Shah	-	0.08
	Harsh Parekh	-	0.08
	Dharmil Sheth	-	0.08
	Dhaval Shah	-	0.08
	Hardik Dedhia	-	0.08
16	Compulsory convertible debentures issued		
	Siddharth Shah	-	0.08
	Harsh Parekh	-	0.08
	Dharmil Sheth	-	0.08
	Dhaval Shah	-	0.08
	Hardik Dedhia	-	0.08
17	Equity shares allotment (For details of bonus equity shares and split refer note 18)		
	Aditya Puri	-	300.00
	Deepak Vaidya	-	250.00
	Ramakant Sharma	-	6.67
	Jaydeep Tank	-	6.00
	Jaydeep Tank HUF	-	0.67
	MacRitchie Investments Pte. Ltd.	-	1,249.99
	Naspers Ventures B. V.	-	1,433.33
	TPG Growth V SF Markets Pte. Ltd.	-	1,133.33
18	Compulsory convertible preference shares issued to		
	Ramakant Sharma	-	3.33
	Jaydeep Tank	-	2.99
	Jaydeep Tank HUF	-	0.33
	MacRitchie Investments Pte. Ltd.	1,875.00	625.00
	Naspers Ventures B. V.	1,875.00	716.66
	TPG Growth V SF Markets Pte. Ltd.	1,000.00	566.67
	Siddharth Shah	15.00	-
	Harsh Parekh	15.00	-
	Dharmil Sheth	15.00	-
	Dhaval Shah	15.00	-
	Hardik Dedhia	15.00	-

37 Related party transactions and balances (Continued)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
19	Conversion of compulsory convertible preference shares into equity		
	Ramakant Sharma	-	8.31
	Jaydeep Tank	-	2.99
	Jaydeep Tank HUF	-	0.33
	Siddharth Shah	-	76.86
	Manjula Dedhia	-	8.64
	Hemangi Desai	-	8.71
	MacRitchie Investments Pte. Ltd.	-	7,519.29
	Naspers Ventures B. V.	-	6,517.23
	TPG Growth V SF Markets Pte. Ltd.	-	5,306.84
20	Reimbursement of expenses to		
	Siddharth Shah	0.92	0.04
	Dharmil Sheth	0.79	2.83
	Dhaval Shah	0.06	0.34
	Harsh Parekh	0.37	0.04
	Thyrocare Technologies Limited	1.19	11.17
	Threpsi Solutions Private Limited	-	13.17
21	Reimbursement of expenses from		
	Docon Technologies Private Limited	-	4.55
22	Employee stock options granted to employees of subsidiaries		
	Threpsi Solutions Private Limited	1,336.36	1,525.41
	Akna Medical Private Limited	1,636.21	1,111.78
	AHWSPL India Private Limited	219.00	404.20
	Aycon Graph Connect Private Limited	130.29	124.34
	Docon Technologies Private Limited	263.31	95.72
	Care Easy Health Tech Private Limited	0.06	-
23	Investment in subsidiaries		
	Docon Technologies Private Limited	-	49,082.92
	Akna Medical Private Limited	144.62	8,299.08
	Care Easy Health Tech Private Limited	-	0.08
24	Investment in associates		
	Marg ERP Limited	-	2,548.00
25	Investment in compulsory convertible debentures of subsidiaries		
	Threpsi Solutions Private Limited	-	3,505.88
	Docon Technologies Private Limited	-	1,329.14
	Ascent Wellness and Pharma Solutions Private Limited	1,223.50	1,001.23
	Aycon Graph Connect Private Limited	350.90	735.17
26	Purchase consideration for business transfer		
	Threpsi Solutions Private Limited	938.45	938.45
	Aarush Tirupati Enterprises Private Limited	28.28	28.28
	Instinct Innovations Private Limited	25.00	25.00
27	Sales consideration for business transfer		
	Threpsi Solutions Private Limited	-	110.06
	Docon Technologies Private Limited	2,602.89	2,602.89
28	Guarantee provided by the Company on behalf		
	Ascent Wellness and Pharma Solutions Private Limited	2,403.00	6,840.00
	Aycon Graph Connect Private Limited	-	560.00
	Threpsi Solutions Private Limited	1,500.00	9,190.00
	Akna Medical Private Limited	-	650.00
29	Guarantee commission income		
	Ascent Wellness and Pharma Solutions Private Limited	94.24	77.38
	Aycon Graph Connect Private Limited	3.36	5.04
	Threpsi Solutions Private Limited	70.18	82.71
	Akna Medical Private Limited	9.75	5.02
30	Purchase of shares of subsidiary		
	Aycon Graph Connect Private Limited	-	34.62

37 Related party transactions and balances (Continued)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
(B)	Outstanding year-end balances		
1	Trade receivables		
	Ascent Wellness and Pharma Solutions Private Limited	25.50	7.74
	Ayro Retail Solutions Private Limited	10.89	3.85
	D. C. Agencies Private Limited	8.27	3.68
	Threpsi Solutions Private Limited	6.88	3.37
	Aryan Wellness Private Limited	3.61	2.21
	Eastern Agencies Healthcare Private Limited	5.57	2.17
	Muthu Pharma Private Limited	0.94	-
	Desai Pharma Distributors Private Limited	1.64	0.63
	Akna Medical Private Limited	5.50	0.19
	VPI Medisales Private Limited	0.02	0.13
	Shreeji Distributors Pharma Private Limited	0.26	0.07
	Avighna Medicare Private Limited	0.00	-
	Care Easy Health Tech Private Limited	0.10	-
	Thyrocare Technologies Limited	0.47	-
2	Trade payables		
	Payables relating to Discontinued operations		
	Thyrocare Technologies Limited	-	44.54
	Payables relating to Continuing operations		
	Threpsi Solutions Private Limited	2.47	140.93
	Eastern Agencies Healthcare Private Limited	18.97	0.05
	Akna Medical Private Limited	(0.21)	-
	AKP Healthcare Private Limited	0.09	0.00
	Aryan Wellness Private Limited	0.10	0.00
	Ascent Wellness and Pharma Solutions Private Limited	1.01	0.33
	Avighna Medicare Private Limited	1.29	0.19
	D. C. Agencies Private Limited	0.39	-
	Desai Pharma Distributors Private Limited	0.02	0.00
	Muthu Pharma Private Limited	0.25	-
	Shreeji Distributors Pharma Private Limited	0.52	0.69
	Docon Technologies Private Limited	-	9.77
	VPI Medisales Private Limited	(0.57)	0.60
	Puri Advisors LLP	-	3.04
	Deepak Vaidya	0.03	2.25
	Ramakant Sharma	-	1.08
	Jaydeep Tank	0.02	1.08
	Subramaniam Somasundaram	0.02	4.05
	Vineeta Rai	0.01	2.25
	Siddharth Shah	0.47	-
	Harsh Parekh	0.32	-
	Hardik Dedhia	0.22	-
	Dharmil Sheth	0.38	-
	Dhaval Shah	0.48	-
3	Loan and advances		
	Threpsi Solutions Private Limited	25,365.25	9,438.93
	Ascent Wellness and Pharma Solutions Private Limited	8,631.87	633.71
	Aycon Graph Connect Private Limited	616.12	280.27
	Care Easy Health Tech Private Limited	543.59	236.57
	Docon Technologies Private Limited	253.96	176.20
	AHWSPL India Private Limited	-	6.70
4	Other receivable		
	Threpsi Solutions Private Limited	-	842.18
	Thyrocare Technologies Limited	2.13	0.04
5	Business acquisition receivable		
	Docon Technologies Private Limited	2,552.75	-
6	Business acquisition payable		
	Threpsi Solutions Private Limited	938.46	938.46
7	Investment in subsidiaries (Equity)		
	AHWSPL India Private Limited	2,554.31	2,554.31
	Aycon Graph Connect Private Limited	8,830.09	8,830.09
	Threpsi Solutions Private Limited	7,793.48	7,793.48
	Docon Technologies Private Limited	49,117.54	49,117.54
	Akna Medical Private Limited	8,443.70	8,299.08
	Care Easy Health Tech Private Limited	0.08	0.08
8	Investment in associates (Equity)		
	Marg ERP Limited	2,548.00	2,548.00
9	Equity portion of loan/ fair value of financial guarantee given to subsidiaries		
	AHWSPL India Private Limited	0.17	0.17
	Aycon Graph Connect Private Limited	31.17	15.24
	Threpsi Solutions Private Limited	564.44	194.51
	Akna Medical Private Limited	37.95	36.19
	Docon Technologies Private Limited	21.11	17.13
	Care Easy Health Tech Private Limited	0.13	0.13
	Ascent Wellness and Pharma Solutions Private Limited	397.00	185.12

37 Related party transactions and balances (Continued)

Sr. No.	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
10	Employee stock options granted to employees of subsidiaries		
	Threpsi Solutions Private Limited	3,143.75	1,807.39
	Care Easy Health Tech Private Limited	0.06	-
	Aycon Graph Connect Private Limited	290.17	159.88
	Docon Technologies Private Limited	359.03	95.72
	AHWSPL India Private Limited	672.06	453.06
	Akna Medical Private Limited	2,747.99	1,111.78
11	Other payable		
	Thyrocare Technologies Limited	-	12.06
12	Investment in compulsory convertible debentures of subsidiaries		
	Threpsi Solutions Private Limited	3,505.88	3,505.88
	Docon Technologies Private Limited	1,329.14	1,329.14
	Ascent Wellness and Pharma Solutions Private Limited	2,224.73	1,001.23
	Aycon Graph Connect Private Limited	1,086.07	735.17
13	Guarantee provided by the Company on behalf		
	Ascent Wellness and Pharma Solutions Private Limited	2,403.00	8,840.00
	Aycon Graph Connect Private Limited	-	560.00
	Threpsi Solutions Private Limited	1,500.00	9,190.00
	Akna Medical Private Limited	650.00	650.00
14	Fair value liability of financial guarantee given to subsidiaries		
	Ascent Wellness and Pharma Solutions Private Limited	6.03	70.88
	Aycon Graph Connect Private Limited	-	3.36
	Threpsi Solutions Private Limited	7.46	55.14
	Akna Medical Private Limited	20.52	30.27
(C)	Compensation Paid to Key Managerial Personnel (KMP) and Directors		
	Short term employee benefits***	60.20	3,275.34
	Share based payments	2,566.90	2,553.30
*** Excludes provision for gratuity and leave encashment recognised on the basis of actuarial valuation as separate figures are not available.			

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API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

38 Financial instruments: Disclosures

(a) Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's overall risk management program focuses on robust liquidity management as well as monitoring of various relevant market variables, thereby consistently seeking to minimize potential adverse effects on the Company's financial performance. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

(i) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The maximum credit risk comprises the carrying amounts of the financial assets. The Company's exposure to credit risk arises mainly from cash and cash equivalents, trade receivables, security deposits, investments, loans and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its

Credit risk management

Credit risk rating:

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

The Company has assigned following credit ratings to its financial assets

Credit rating	Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
A: Low credit risk	Trade Receivables, Cash and cash equivalents, Other bank balances, Loans, security deposits, investments and other financial assets	16,770.20	8,363.55

Credit risk exposure :

Cash and cash equivalent and other bank balances

Credit risk related to cash and cash equivalents is managed by accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country. Management does not expect any losses from non-performance by these counterparties.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes bank deposits, advances and other receivables. Credit risk related to these assets are managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensures that amounts are within defined limits. The expected credit loss on these financial instruments is expected to be insignificant.

Trade and other receivables

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. The expected credit loss allowance is based on the ageing of the days for which the receivables are due and the expected loss rates have been computed based on ageing.

Reconciliation of loss allowance provision

Particulars	Trade Receivables
Loss allowance as on April 01, 2021 (Restated)	-
Changes in loss allowance	(1.61)
Loss allowance as on March 31, 2022 (Restated)	(1.61)
Changes in loss allowance	(79.28)
Loss allowance on March 31, 2023	(80.89)

Ageing of trade receivables and credit risk arising therefrom is as below:

Particulars	As at March 31, 2023			As at March 31, 2022 (Restated)		
	Gross Credit Risk	Allowance for credit losses	Net credit risk	Gross Credit Risk	Allowance for credit losses	Net credit risk
Unbilled	15.93	-	15.93	19.04	-	19.04
Not Due	65.08	-	65.08	109.35	-	109.35
Less than 6 Months	363.02	22.71	340.31	607.24	2.41	604.83
6 Months to 1 Year	30.71	8.93	21.78	15.66	3.37	12.29
1-2 Years	49.14	49.25	(0.11)	2.88	19.31	(16.43)
2-3 Years	-	-	-	-	-	-
Total	523.88	80.89	442.99	754.17	25.09	729.08

Financial Guarantees

In respect of guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed is the maximum amount which the Company would pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely that not such an amount will not be payable under the the guarantees provided .

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

38 Financial instruments: Disclosures

(ii) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates. The Company manages its liquidity risk by ensuring that sufficient funds are available through a combination of equity and debt financing.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	As at March 31, 2023				Total
	On demand	Less than 1 year	1-5 years	More than 5 years	
Non-derivatives					
Borrowings	-	-	26,278.41	5,483.47	31,761.88
Lease Liability	-	37.12	399.94	-	437.06
Trade payable	-	335.15	0.57	-	335.72
Financial Guarantee Liability	-	3,903.00	650.00	-	4,553.00
Other financial liabilities	-	986.30	-	-	986.30
	-	5,261.57	27,328.92	5,483.47	38,073.96

Particulars	As at March 31, 2022 (Restated)				Total
	On demand	Less than 1 year	1-5 years	More than 5 years	
Non-derivatives					
Borrowings	-	2,831.06	-	-	2,831.06
Lease Liability	-	81.03	263.02	-	344.05
Trade payable	-	732.54	0.86	-	733.40
Financial Guarantee Liability	-	18,590.00	650.00	-	19,240.00
Other financial liabilities	-	1,124.73	-	-	1,124.73
	-	23,359.36	913.88	-	24,273.24

(iii) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks – foreign currency risk, interest rate risk and price risk.

Foreign currency risk

Foreign currency risk refers to risk that the fair value of future cash flows of an exposure may fluctuate due to change in the foreign exchange rates. The Company is exposed to foreign currency risk arising out of transactions in foreign currency.

The foreign currency exposure of the Company as at the year end basis the closing exchange rates is as under:

(Amount in millions)

Particulars	As at March 31, 2023		As at March 31, 2022 (Restated)	
	INR	USD	INR	USD
Borrowings	26,278.41	319.62	-	-
Net exposure in respect of recognized assets and liabilities	26,278.41	319.62	-	-

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR or US dollar at March 31, 2023 would have affected the measurement of financial instruments denominated in foreign currency and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or loss	
	Strengthening	Weakening
March 31, 2023		
INR (10% movement)	2,627.84	(2,627.84)
March 31, 2022 (Restated)		
INR (10% 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 changes in market interest rates. The Company is not exposed to such risk as the borrowings are availed at fixed rate of interest.

Price risk

The Company's investment in certain equity shares is exposed to price risk.

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API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

38 Financial instruments: Disclosures

(b) Capital management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by total equity (including non-controlling interest). For debt-equity ratio refer note 38.1

During the year the Company has issued non convertible debentures to Goldman Sachs and Evolution X (refer note 21 (i)). For details of the NCD terms, compliance to the covenants agreed in the debenture trust deed ("DTD") and subsequent actions taken by the Company are as follows:

Issuance of Tranche 1 Debentures (Tranche 1 NCDs): On June 23, 2022, the Company issued and allotted 1,52,000 unlisted, unrated, secured, redeemable, non-convertible debentures ("NCDs") of a face value of Rs.1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 15,200 to Goldman Sachs India AIF Scheme-1 and Goldman Sachs India Alternative Investment Trust AIF Scheme-2 (collectively referred to as "Goldman Sachs").

Issuance of Tranche 2 Debentures (Tranche 2 NCDs): On June 23, 2022, the Company issued and allotted 76,000 NCDs of a face value of Rs.1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 7,600 to Goldman Sachs.

Redemption of Tranche 1 NCDs and Tranche 2 NCDs: On September 30, 2022, the Company redeemed 13,200 Tranche 1 NCDs and 6,600 Tranche 2 NCDs held by Goldman Sachs.

Issuance of Tranche 3 Sub-Tranche A Debentures (Tranche 3A NCDs): On September 30, 2022, the Company issued and allotted 13,200 NCDs of a face value of Rs. 1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 1,320 to EvolutionX Debt Capital Master Fund 1 Pte. Ltd.

Issuance of Tranche 4 Sub-Tranche A Debentures (Tranche 4A NCDs): On September 30, 2022, the Company issued and allotted 6,600 NCDs of a face value of Rs. 1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 660 to EvolutionX.

Issuance of Tranche 3 Sub-Tranche B Debentures (Tranche 3B NCDs): On March 8, 2023, the Company issued and allotted 13,200 NCDs of a face value of Rs. 1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 1,320 to EvolutionX.

Issuance of Tranche 4 Sub-Tranche B Debentures (Tranche 4B NCDs): On March 8, 2023, the Company issued and allotted 6,600 NCDs of a face value of Rs. 1,00,000 (Indian Rupees One Lakh only) each aggregating up to an amount equivalent to Rs. 660 to EvolutionX.

Redemption of Tranche 1 NCDs and Tranche 2 NCDs: On March 8, 2023, the Company redeemed 10,662 Tranche 1 NCDs and 5,271 Tranche 2 NCDs held by Goldman Sachs.

Issuance of Reservation of Rights Letters ("ROR Letters"): Vistra ITCL (India) Limited ("Debenture Trustee") issued reservation of rights letters whereby they inter alia (i) intimated the Company of its failure to comply with some covenants under the third amended and restated debenture trust deed dated September 13, 2022 ("DTD") executed between the Company and the Debenture Trustee as a result of which certain events of default (EODs) had occurred and were continuing, and (ii) directed the Company to take certain actions to cure such EODs within timelines mentioned in the ROR Letters.

Undertaking Rights Issue: One of the conditions under the ROR Letters issued by Goldman Sachs was to undertake a minimum fund raise of Rs. 20,000. In order to, inter alia, comply with this fund raise condition, the Company undertook a rights issue in September 2023, for an amount upto Rs. 35,000 by way of issuance of Series B compulsorily convertible preference shares of the Company ("CCPS B"). Company has subsequently received subscriptions of approximately Rs. 18,673 which has been allotted by December 5, 2023. The rights issue is still open as on the date of approval of financial statements.

Execution of Framework Agreement: On December 1, 2023, the Company and the Debenture Trustee entered into a framework agreement ("Framework Agreement").

Key terms of the Framework Agreement are as follows:

-Waivers granted as part of the settlement: As part of the Framework Agreement, previously identified defaults of certain covenants of the DTD as well as other matters (including material breach of other representations, conditions and covenants) disclosed as part of the disclosure letter to the Framework Agreement have been agreed to be waived. General waiver has also been provided to all defaults including breach of financial covenants set forth in the DTD.

-Conditions to settlement: Goldman Sachs / EvolutionX have stipulated certain pre-conditions to the settlement which includes raising Rs. 20,000 by way of a rights issue; and execution of revised shareholders agreement of the Company.

As part of the settlement, Company will redeem (i) Tranche 2 NCDs having nominal value of Rs. 6,413; (ii) Tranche 4A NCDs having nominal value of Rs. 6,600; and (iii) Tranche 4B NCDs having nominal value of Rs. 6,600 as following:

a. Cash payment

b. CCPS B issuance amounting to USD 36.5 million.

The settlement needs to be completed by April 05, 2024. The terms of the Tranche 1 NCDs, Tranche 3A and 3B NCDs which will survive the settlement and remain outstanding shall be governed by the provisions of the fourth amended and restated debenture trust deed executed between the Company and the Debenture Trustee on December 1, 2023.

38.1 Financial Ratios

S.no	Particulars*	Times/ %	As at March 31, 2023	As at March 31, 2022	Change (%)	Explanation where changes is more than 25%
(i)	Current Ratio	Times	4.72	0.79	499%	FY 2022-23 is not comparable with FY 2021-22 due to common control restatement on account of business combinations, refer note 43A 43B 43C for details
(ii)	Debt-Equity Ratio	Times	0.01	0.05	-72%	
(iii)	Debt Service Coverage Ratio	Times	5.71	18.07	-68%	
(iv)	Return on Equity Ratio	Times	(1.34)	(1.00)	34%	
(v)	Inventory turnover ratio	Times	8.40	10.44	-20%	
(vi)	Trade Receivables turnover ratio	Times	11.19	13.44	-17%	
(vii)	Trade payables turnover ratio	Times	10.05	7.95	26%	
(viii)	Net capital turnover ratio	Times	1.28	(8.51)	-115%	
(ix)	Net profit ratio	Times	(7.96)	(6.00)	33%	
(x)	Return on Capital employed	%	-7.8%	-18.7%	-58%	
(xi)	Return on investment	%	-6.7%	-21.6%	-69%	

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

38 Financial instruments: Disclosures

Ratio Definition

(i)	Current Ratio =	$\frac{\text{Current assets}}{\text{Current Liabilities}}$
	Current Assets:	Inventories + Trade Receivables + Cash and cash equivalents + Short term loans + Current Investments + Other Financial Assets + Other current assets
	Current Liabilities:	Short Term Borrowings + Current lease liabilities + Trade payables + Other current financial liabilities + Contract Liabilities + Short term provision + other current Liabilities
(ii)	Debt-Equity Ratio =	$\frac{\text{Debt}}{\text{Shareholder's Funds}}$
	Debt:	Lease Liabilities + Short Term Borrowings + Interest accrued but not due
	Shareholder's Funds:	Equity Share Capital + Other Equity
(iii)	Debt Service Coverage Ratio=	$\frac{\text{Earnings available for debt services}}{\text{Debt Service}}$
	Earnings available for debt services:	Net Profit after taxes + Depreciation and Amortisation + Finance costs+ Non cash operating expenses
	Debt Service:	Finance costs and Principal repayments (including repayment of lease liabilities)
(iv)	Return on Equity Ratio=	$\frac{\text{Net Profit after taxes}}{\text{Average Shareholder's fund}}$
	Shareholder's Funds:	Equity Share Capital + Other Equity
(v)	Inventory turnover ratio=	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory}}$
	Cost of Goods Sold:	Purchases of stock-in-trade + Changes in inventories
	Average Inventory:	(Opening Stock + Closing Stock)/2
(vi)	Trade Receivables turnover ratio=	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivables ((Opening trade receivable + Closing trade receivable)/2)}}$
(vii)	Trade payables turnover ratio=	$\frac{\text{Purchases of stock-in-trade}}{\text{Average Trade payables (Opening trade payable + Closing trade payable)/2}}$
(viii)	Net capital turnover ratio=	$\frac{\text{Revenue from Operations}}{\text{Working Capital}}$
	Working Capital:	Current Assets - Current Liabilities
(ix)	Net profit ratio =	$\frac{\text{Net Profit after taxes (Continuing business)}}{\text{Revenue from operations (Continuing business)}}$
(x)	Return on Capital employed=	$\frac{\text{Earnings before interest, taxes and exceptional items}}{\text{Capital employed}}$
	Capital employed:	Total Assets - Current Liabilities (excluding borrowings)
(xi)	Return on investment=	$\frac{\text{Earnings before interest, taxes and exceptional items}}{\text{Average total assets ((Opening total assets + Closing total assets)/2)}}$

39 Earnings per share

(Amount in million, except no. of shares)

Particulars	As at	As at
	March 31, 2023	March 31, 2022 (Restated)
(Loss)/Profit from continuing operation	(52,392.38)	(47,332.16)
(Loss)/Profit used in calculating Basic/Diluted Earnings per share	(52,392.38)	(47,332.16)
(Loss)/Profit from discontinued operation	(853.65)	(4,984.90)
(Loss)/Profit used in calculating Basic/Diluted Earnings per share	(853.65)	(4,984.90)
Weighted average number of shares used in basic/diluted earnings per share	6,142,041,070	5,530,566,129
Basic and Diluted Earnings per share (In Rupees) from Continued Operations	(8.53)	(8.56)
Basic and Diluted Earnings per share (In Rupees) from Discontinued Operations	(0.14)	(0.90)

The following instruments issued by the company have not been considered in calculation of diluted earnings per share, the same being anti-dilutive in nature

a) ESOPs issued to employees pursuant to various ESOP schemes of the Company (refer note 42)

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

40 Financial instruments

The classification of each category of financial instruments and their carrying amounts are as below:

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Financial assets at amortised cost		
Trade receivables [^]	442.99	752.56
Cash and cash equivalents [^]	541.96	416.04
Other bank balances [^]	8.27	951.34
Loans [^]	13,585.98	5,962.96
Other financial assets [^]	-	176.20
At fair value through profit and loss		
Non-current investments	106.45	104.45
Derivative asset- call options	2,084.55	-
Total financial assets	16,770.20	8,363.55
Financial liabilities at amortised cost		
Borrowings ^{^*}	31,132.39	2,700.00
Lease liabilities	218.82	261.75
Trade payables [^]	335.72	733.40
Other financial liabilities [^]	1,020.30	1,284.37
At fair value through profit and loss		
Derivative liability	5,739.00	1,181.40
Total financial liabilities	38,446.23	6,160.92

There are no Financial instruments that have been classified as Fair Value through Other Comprehensive Income (FVTOCI).

[^] Fair values for these financial instruments have not been disclosed because their carrying amount are a reasonable approximation of their fair value.^{*} Borrowings includes current maturities of long term debt.**(a) Fair value hierarchy****Level 1**

This includes the fair value of financial instruments traded in active markets which is based on quoted market prices at the end of the reporting

Level 2

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2023	Level 1	Level 2	Level 3	Total
Financial Assets				
Derivative asset- Forward contract	-	-	2,084.55	2,084.55
Non current investments- Other investments	-	-	106.45	106.45
Financial Liabilities				
Derivative liability	-	-	5,739.00	5,739.00
<hr/>				
As at March 31, 2022(Restated)	Level 1	Level 2	Level 3	Total
Financial Assets				
Non current investments- Other investments	-	-	104.45	104.45
Financial Liabilities				
Derivative liability	-	-	1,181.40	1,181.40

Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO). The team takes assistance of external valuation experts, wherever required.

40 Financial instruments

Inputs used in the fair valuation of level 3 instruments

Particulars	Fair value as at March 31, 2023	Significant unobservable inputs	Inputs	Sensitivity																			
Derivative liability	5,739.00	Equity volatility	27.84%	A sensitivity analysis has been done for the obligation value for different equity volatility levels. The estimated value for the scenarios is as follows: March 31, 2023 <table border="1"> <thead> <tr> <th colspan="2">Sensitivity Analysis</th> </tr> <tr> <th>Equity Volatility</th> <th>Value</th> </tr> </thead> <tbody> <tr> <td>22.84%</td> <td>5,743.49</td> </tr> <tr> <td>27.84%</td> <td>5,739.00</td> </tr> <tr> <td>32.84%</td> <td>5,734.75</td> </tr> </tbody> </table>	Sensitivity Analysis		Equity Volatility	Value	22.84%	5,743.49	27.84%	5,739.00	32.84%	5,734.75									
Sensitivity Analysis																							
Equity Volatility	Value																						
22.84%	5,743.49																						
27.84%	5,739.00																						
32.84%	5,734.75																						
Derivative asset- Forward contract	2,084.55	Weighted Average Cost of Capital (WACC), and Terminal Growth %	13.96% 4%	A sensitivity analysis has been done for the investment value for different levels of terminal growth and WACC. The estimated value for the scenarios is as follows: <table border="1"> <thead> <tr> <th rowspan="2">WACC</th> <th colspan="3">Terminal Growth %</th> </tr> <tr> <th>3%</th> <th>4%</th> <th>5%</th> </tr> </thead> <tbody> <tr> <td>12.96%</td> <td>2,245.22</td> <td>2,486.79</td> <td>2,788.97</td> </tr> <tr> <td>13.96%</td> <td>1,898.39</td> <td>2,084.55</td> <td>2,312.30</td> </tr> <tr> <td>14.96%</td> <td>1,610.72</td> <td>1,756.93</td> <td>1,932.45</td> </tr> </tbody> </table>	WACC	Terminal Growth %			3%	4%	5%	12.96%	2,245.22	2,486.79	2,788.97	13.96%	1,898.39	2,084.55	2,312.30	14.96%	1,610.72	1,756.93	1,932.45
WACC	Terminal Growth %																						
	3%	4%	5%																				
12.96%	2,245.22	2,486.79	2,788.97																				
13.96%	1,898.39	2,084.55	2,312.30																				
14.96%	1,610.72	1,756.93	1,932.45																				
Non current investments- Other investments	106.45	Weighted Average Cost of Capital (WACC), and Perpetuity Growth %	21.10% 4%	A sensitivity analysis has been done for the investment value for different levels of perpetuity growth and WACC. The estimated value for the scenarios is as follows: <table border="1"> <thead> <tr> <th rowspan="2">WACC</th> <th colspan="2">Perpetuity Growth Rate %</th> </tr> <tr> <th>3.00%</th> <th>5.00%</th> </tr> </thead> <tbody> <tr> <td>20.10%</td> <td>107.80</td> <td>110.71</td> </tr> <tr> <td>22.10%</td> <td>103.07</td> <td>105.21</td> </tr> </tbody> </table>	WACC	Perpetuity Growth Rate %		3.00%	5.00%	20.10%	107.80	110.71	22.10%	103.07	105.21								
WACC	Perpetuity Growth Rate %																						
	3.00%	5.00%																					
20.10%	107.80	110.71																					
22.10%	103.07	105.21																					

Particulars	Fair value as at March 31, 2022 (Restated)	Significant unobservable inputs	Inputs	Sensitivity																			
Non current investments- Other investments	104.45	Weighted Average Cost of Capital (WACC), and Perpetuity Growth %	22.10% 4%	A sensitivity analysis has been done for the investment value for different levels of perpetuity growth and WACC. The estimated value for the scenarios is as follows: <table border="1"> <thead> <tr> <th rowspan="2">WACC</th> <th colspan="2">Perpetuity Growth Rate %</th> </tr> <tr> <th>3.00%</th> <th>5.00%</th> </tr> </thead> <tbody> <tr> <td>21.10%</td> <td>105.15</td> <td>108.95</td> </tr> <tr> <td>23.10%</td> <td>100.85</td> <td>103.75</td> </tr> </tbody> </table>	WACC	Perpetuity Growth Rate %		3.00%	5.00%	21.10%	105.15	108.95	23.10%	100.85	103.75								
WACC	Perpetuity Growth Rate %																						
	3.00%	5.00%																					
21.10%	105.15	108.95																					
23.10%	100.85	103.75																					
Derivative liability	1,181.40	Market Volatility WACC	32.84% 13.86%	A sensitivity analysis has been done for the obligation value for different volatility levels and WACC. The estimated value for the scenarios is as follows: March 31, 2022 <table border="1"> <thead> <tr> <th rowspan="2">Volatility</th> <th colspan="3">WACC</th> </tr> <tr> <th>13.36%</th> <th>13.86%</th> <th>14.36%</th> </tr> </thead> <tbody> <tr> <td>27.84%</td> <td>1,183.20</td> <td>1,181.50</td> <td>1,183.90</td> </tr> <tr> <td>32.84%</td> <td>1,178.50</td> <td>1,181.40</td> <td>1,181.20</td> </tr> <tr> <td>37.84%</td> <td>1,172.90</td> <td>1,178.60</td> <td>1,178.40</td> </tr> </tbody> </table>	Volatility	WACC			13.36%	13.86%	14.36%	27.84%	1,183.20	1,181.50	1,183.90	32.84%	1,178.50	1,181.40	1,181.20	37.84%	1,172.90	1,178.60	1,178.40
Volatility	WACC																						
	13.36%	13.86%	14.36%																				
27.84%	1,183.20	1,181.50	1,183.90																				
32.84%	1,178.50	1,181.40	1,181.20																				
37.84%	1,172.90	1,178.60	1,178.40																				

The following table presents the changes in level 3 items for the year ended March 31, 2023 and March 31, 2022 (Restated):

Particulars	Unlisted Equity Instruments	Derivative liability	Derivative asset- Forward contract
As at April 01, 2021 (Restated)	-	-	-
Acquisitions	99.95	(1,292.00)	-
Gains(losses) recognised on account of FVTPL	4.50	110.60	-
As at March 31, 2022 (Restated)	104.45	(1,181.40)	-
Acquisitions	-	-	1,935.70
Gains(losses) recognised on account of FVTPL	2.00	(4,557.60)	148.85
As at March 31, 2023	106.45	(5,739.00)	2,084.55

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41 Tax Expenses

(i) Income tax expense in the statement of profit and loss consists of

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Current income tax:		
In respect of the current year	-	-
Deferred tax:		
In respect of the current year	-	-
Tax expense on discontinued operation	-	-
Income tax expense / (credit) recognised in statement of profit or loss	-	-
Income tax recognised in other comprehensive income	-	-

(ii) The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit/(loss) before taxes is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Loss before tax including discontinued operation	(52,392.38)	(47,332.16)
Statutory tax rate	25.17%	25.17%
Tax expense / (credit) at applicable rate	(13,186.11)	(11,912.56)
Tax impact on account of :		
Tax effect of losses lapsed due to business combination	384.87	(875.33)
Tax effect of capital gain/loss arises due to transfer of Investments	-	(5.44)
Tax effects of amounts which are non-deductible in calculating taxable income	10,549.29	11,206.46
Deferred tax asset not recognised on unabsorbed depreciation and business losses	1,850.54	1,525.09
Tax effects of items for which deferred tax was not recognised	401.41	61.78
Tax expenses pertaining to the year	-	-

(iii) Deferred taxes

Deferred tax assets/(liabilities) as at March 31, 2023 in relation to:

Particulars	As at April 1, 2022 (Restated)	Recognised in statement of profit and loss	Recognised in Other Comprehensive Income	As at March 31, 2023
Deferred Tax Assets				
Lease liabilities	63.13	(8.75)	-	54.38
Unabsorbed depreciation and business losses	1.13	0.00	-	1.13
Deferred Tax Liabilities				
Right to use assets	(63.13)	8.75	-	(54.38)
Investment in Subsidiary	(1.13)	(0.00)	-	(1.13)
Deferred tax assets/(liabilities) (net)	-	-	-	-
Net Deferred tax assets/(liabilities) recognised in books*	-	-	-	-

Deferred tax assets/(liabilities) as at March 31, 2022 (Restated) in relation to:

Particulars	As at April 1, 2021 (Restated)	Recognised in statement of profit and loss	Recognised in Other Comprehensive Income	As at March 31, 2022 (Restated)
Deferred Tax Assets				
Lease liability	29.43	33.70	-	63.13
Unabsorbed depreciation and business losses	0.20	0.93	-	1.13
Deferred Tax Liabilities				
Right to use assets	(29.63)	(33.50)	-	(63.13)
Investment in Subsidiary	-	(1.13)	-	(1.13)
Deferred tax assets/(liabilities) (net)	-	-	-	-
Net Deferred tax assets/(liabilities) recognised in books*	-	-	-	-

*As per Indian Accounting Standard 12, 'Income Taxes', net deferred tax assets/(liabilities) computed as mentioned above. However, in view of business losses and unabsorbed depreciation in current year and earlier years, the deferred taxes are recognized only to the extent of deferred tax liabilities.

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

(iv) **Deferred tax assets not recognised**

Particulars	As at March 31, 2023	As at March 31, 2022 (Restated)
Property, plant and equipment and intangible assets	34.15	2.74
Unabsorbed depreciation and business losses	3,493.39	1,642.85
Lease liability	0.69	3.45
Provision for employee benefits	4.59	9.55
Unamortised amounts under Sec 35D/35DD	4.51	6.77
Provision for loss allowances	204.57	147.42
Borrowings	313.00	-
Others	9.81	-
Deferred tax assets*	4,064.71	1,812.78

*The Company has not recognised the Deferred tax assets in absence of reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(v) **Tax losses carried forward**

Description	As at March 31, 2023	As at March 31, 2022 (Restated)	Year of Expiry
<u>Business loss for assessment year</u>			
2020-21	-	-	2028-29
2021-22	330.74	330.74	2029-30
2022-23	5,975.67	5,975.67	2030-31
2023-24	7,300.21	-	2031-32
<u>Unabsorbed depreciation for assessment year</u>			
2020-21	-	-	No Expiry
2021-22	23.55	23.55	No Expiry
2022-23	66.85	66.85	No Expiry
2023-24	52.56	-	No Expiry
<u>Capital Loss for assessment year</u>			
2020-21	-	-	2024-25
2021-22	138.43	138.43	2025-26
2022-23	26.17	26.17	2026-27
2023-24	-	-	2027-28

(This space is intentionally left blank)

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

42 Share Based Payment

- A (i) The Group has established Employee Stock Option Scheme 2020 (ESOP 2020) with effect from 27th August 2020 to enable the employees of the Group to participate in the future growth and success of the Company. ESOP 2020 is operated at the discretion of the Board.

These options which confer a right but not an obligation on the employee to apply for equity shares of the Company once the terms and conditions set forth in the ESOP 2020 and the option agreement have been met. Vesting conditions would be subject to continued employment with the Group.

- (ii) During the financial year ended March 31, 2021, the Company had modified the earlier Employee Stock Option plans which were issued to employees of 91Streets Media Technologies Private Limited ("91Streets / Acquirer") as per the Scheme of Amalgamation approved by National Company Law Board with effective date of merger of 91 Streets with the Company i.e. August 27, 2020.

The Scheme was accounted for as a business combination using the acquisition method of accounting under the provisions of Ind AS 103, Business Combinations with the Effective Date being the acquisition date. 91Streets has been determined to be the acquirer for accounting purposes and hence the replacement of Employee Stock Option Plans issued by the 91Streets with API Holdings Private Limited, has been considered as at the modification date. There is no incremental fair value on account of replacement of employee stock option plans as at modification date i.e. August 27, 2020.

- (iii) During the financial year ended March 31, 2021, the Company has modified the earlier Employee Stock Option plans which were issued by Ascent Heath and Wellness Solutions Private Limited (Acquiree) as per the Scheme of Amalgamation approved by National Company Law Board with effective date of amalgamation of 27th August 2020. The Scheme was accounted for as a business combination using the acquisition method of accounting under the provisions of Ind AS 103, Business Combinations with the Effective Date being the acquisition date.

The Group has below share based payment arrangement under ESOP 2020 for the year ended March 31, 2023 and March 31, 2022:

	March 31, 2023		March 31, 2022	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance as on 1 April	4.96	57,41,18,850	2.183	5,17,079
Granted during the period \$ #	9.15	33,31,64,624	1	12,63,240
Exercised during the period \$ ^	-	-	1.16	(1,50,408)
Forfeited during the period \$	1.00	(3,85,23,098)	1.49	(17,650)
No of options repurchased during the period \$	-	-	1.01	(1,08,078)
Add: Impact on account of merger (refer note below) ^^				1,62,274
Impact of Bonus issued during the period	NA	NA	NA	5,51,04,251
Impact of Shares split during the period	NA	NA	NA	51,09,36,374
Number of options before bonus and split	6.79	86,87,60,376	5.00	56,77,07,082
New grants post bonus and split	-	-	1.00	64,11,768
No of option outstanding as at period end	6.79	86,87,60,376	4.96	57,41,18,850
Vested	5.03	24,47,20,877	2.75	9,43,46,908
Exercisable	5.03	24,47,20,877	2.75	9,43,46,908

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42 Share Based Payment

Share options outstanding at the end of the year March 31, 2023 and March 31, 2022 have the following expiry date and exercise prices:

Grant Date	Exercise price Revised (Post Modification) (Rs.) #	Expected term of options granted	Share options March 31, 2023 (refer note (i) below)	Expected term of options granted	Share options 31 March 2022 (refer note (i) below)
01-Oct-2015	1.00	2-5 years	1,10,880	Upon occurrence of liquidity event \$\$	1,10,880
01-May-2017	1.00		79,04,930		1,05,92,450
01-Jul-2017	1.00		1,54,990		1,54,990
01-Mar-2018	1.00		45,02,190		54,36,420
25-Jul-2018	1.00		1,66,320		6,09,840
01-Oct-2018	1.00		59,56,170		60,25,470
01-Nov-2018	1.00		1,01,640		1,01,640
01-Dec-2018	1.00		9,240		9,240
18-Feb-2019	1.00		94,20,180		94,20,180
01-Oct-2019	1.00		-		27,47,580
01-Oct-2019	4.01		1,10,56,100		1,13,62,670
01-Jan-2020	4.01		2,14,53,190		2,22,00,309
01-Jan-2020	8.02		98,77,890		98,77,890
01-Apr-2020	4.01		26,25,590		27,69,800
01-May-2020	4.01		8,580		15,31,530
01-Jun-2020	4.01		1,91,510		3,23,180
01-Jul-2020	4.01		12,540		12,540
27-Aug-2020 *	1.00		-		2,05,920
27-Aug-2020 *	4.00		68,81,820		68,81,820
27-Aug-2020 *	4.01		1,88,30,900		1,90,74,330
01-Sep-2020	1.00		8,23,020		8,23,020
01-Sep-2020	4.01		9,51,720		10,37,300
01-Sep-2020	12.15		1,28,36,670		1,28,36,670
01-Oct-2020	4.01		84,30,400		98,56,440
01-Nov-2020	4.01		2,47,170		2,47,170
01-Jan-2021	4.01	90,12,950	1,02,04,920		
02-Mar-2021	4.01	6,17,430	6,17,430		
01-Apr-2021	4.01	1,72,480	2,64,330		
01-May-2021	4.01	99,000	99,000		
01-Jul-2021	1.00	16,97,960	16,46,480		
01-Jul-2021	4.00	42,900	94,380		
01-Jul-2021	4.01	2,55,750	2,55,750		
01-Aug-2021	1.00	13,53,86,773	14,74,07,695		
01-Sep-2021	1.00	5,00,382	7,49,100		
15-Sep-2021	1.00	13,75,00,000	13,75,00,000		
30-Sep-2021	1.00	94,60,550	95,79,020		
01-Oct-2021	1.00	1,04,28,602	1,48,78,820		
01-Oct-2021	4.01	62,040	62,040		
01-Oct-2021	18.18	4,39,92,850	4,39,92,850		
07-Oct-2021	1.00	6,40,64,109	6,62,38,040		
02-Dec-2021	1.00	23,59,898	37,89,786		
01-Jan-2022	1.00	4,79,920	11,35,123		
01-Jan-2022	4.01	1,23,750	1,23,750		
01-Feb-2022	1.00	3,08,346	6,23,856		
01-Mar-2022	1.00	4,59,928	6,07,201		
01-Apr-2022	1.00	1,11,669	-		
01-May-2022	1.00	48,23,189	-		
01-Jun-2022	1.00	59,10,538	-		
01-Jul-2022	1.00	43,95,343	-		
01-Aug-2022	1.00	91,45,051	-		
01-Sep-2022	1.00	24,238	-		
01-Sep-2022	4.01	39,61,220	-		
01-Oct-2022	1.00	81,108	-		
01-Nov-2022	1.00	18,70,548	-		
01-Jan-2023	1.00	38,37,743	-		
02-Jan-2023	10.83	27,50,00,000	-		
01-Feb-2023	1.00	1,90,78,621	-		
01-Mar-2023	1.00	9,41,850	-		

Notes :

(a) The number of options have been adjusted on account of bonus share issued and share split. For details refer note 18 (ii) (f) and 18 (ii) (g)

(b) \$ The average exercise price has been revised on account of modification in option Exercise price, Bonus share issued and share split. Refer table below for revised exercised price details.

(c) ^ During the year ended 31 March 2022, the average share price on the date of exercise is Rs. 5900

(d) # For the year ended March 31, 2022, the average exercise price for new grants has been derived at after giving effect of bonus and split

(e) * Represents the replacement date of the employee stock options granted to the employees of Ascent Health and Wellness Solutions Private Limited (Acquiree) as per the Scheme of Amalgamation approved by National Company Law Board with effective date of amalgamation of 27th August 2020

(f) No options expired during the periods covered in the above tables. Vested options are exercisable upon completion of vesting period.

(g) \$\$ ESOP Scheme 2020 defines "Liquidity Event" as the date of expiry of options. "Liquidity Event" for ESOP Scheme 2020 means any event or transaction as decided and approved by the Board as liquidity event for the purposes of ESOP plan, from time to time, which more particularly includes the following events:

- Strategic Sale event conferring a right of drag along to the Current Shareholders
- Listing, whereby the Shares of the Company get listed on any recognized Stock Exchange; and
- Any other event, which the Board may designate as a liquidity event for the purpose of the ESOP

The options granted under above scheme can only be exercised in the case of happening of a Liquidity Event. Further, prior to listing, in case none of the Liquidity Events happens, the Board, shall have the right (without any obligation) to settle any or all of the unexercised Vested Options, in one or more tranches, by way of cash payment. However, the management intends to settle the

	March 31 2023	March 31 2022
Weighted average remaining contractual life of options outstanding at end of year	2.63 years	2.35 years

42 Share Based Payment (Continued)

The model inputs for options granted includes :

Grant Date	Model Input on a grant date					Share price Post Modification date	Model Input on a Post- Modification date ##				Share price Pre Modification date	Model Input on a Pre- Modification date ##				Incremental Fair value on account of modification ##
	Share price at grant date	Expected price volatility of the company's shares	Risk-free interest rate	Time to Maturity	Weighted average of fair value of stock option (Rs.)		Expected price volatility of the company's shares	Risk-free interest rate	Time to Maturity	Fair value of stock options (Rs.)		Share price Pre Modification date	Expected price volatility of	Risk-free interest rate	Time to Maturity	
01-Oct-2015	49,695	21.67%	7.56%	4 years	11,293 to 18,800	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.91%	4.03%	0.50 years	5,573.67	316.54
01-May-2017	77,488	21.12%	6.96%	4 years	20,866 to 31,591	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.91%	4.03%	0.50 years	5,444.62	445.59
01-Jul-2017	77,488	21.12%	6.96%	4 years	20,866 to 31,591	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.91%	4.03%	0.50 years	5,444.62	445.59
01-Mar-2018	1,19,324	22.49%	7.61%	4 years	47,453	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
25-Jul-2018	1,20,125	23.61%	7.97%	4 years	47,687	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
01-Oct-2018	1,19,808	23.73%	8.00%	4 years	46,530	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
01-Nov-2018	1,19,808	23.73%	8.00%	4 years	46,530	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
01-Dec-2018	1,19,808	23.73%	8.00%	4 years	46,530	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
18-Feb-2019	2,24,105	24.73%	7.12%	4 years	1,39,211	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.22%	4.03%	0.55 years	5,200.69	689.52
01-Oct-2019	2,24,131	24.16%	6.66%	4 years	1,38,267	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Jan-2020	2,08,764	24.20%	6.50%	4 years	1,21,408	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Jan-2020	2,08,764	24.20%	6.50%	4 years	1,21,408	5,900	32.94%	4.08%	0.92 years	5,050.54	5,900	33.33%	4.03%	0.97 years	4,614.86	435.68
01-Apr-2020	2,08,764	24.20%	6.50%	4 years	1,21,408	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-May-2020	2,08,764	24.20%	6.50%	4 years	1,21,408	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Jun-2020	2,47,272	40.23%	4.48%	4 years	1,46,763	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Jul-2020	2,47,272	40.23%	4.48%	4 years	1,46,763	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
27-Aug-2020 *	4,415.58	40.23%	4.48%	1-4 years	3,195	5,900	28.81%	4.08%	0.52 years	5,890.21	5,900	28.91%	4.03%	0.50 years	5,469.10	421.11
27-Aug-2020 *	4,415.58	41.61%	5.06%	1-4 years	2,728	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	35.65%	4.03%	1.16 years	5,262.30	220.96
01-Sep-2020	4,415.58	37.64%	4.79%	4 years	1,776.00	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Oct-2020	4,415.58	37.95%	4.91%	4 years	2,774.66	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Nov-2020	5,601.00	38.19%	4.63%	4 years	3,881.10	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Jan-2021	5,601.00	38.72%	4.40%	4 years	3,866.17	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
02-Mar-2021	5,601.00	37.62%	5.02%	4 years	3,886.63	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-Apr-2021	5,601.00	37.62%	5.02%	4 years	3,886.63	5,900	35.33%	4.08%	1.39 years	5,483.26	5,900	30.33%	4.03%	0.86 years	5,254.55	228.71
01-May-2021	5,601.00	37.62%	5.02%	4 years	3,886.63	5,900	0.35	0.04	1.39 years	5,483.26	5,900.00	0.30	0.04	0.86 years	5,254.55	228.71
01-Jul-2021	5,107.20	36.30%	4.07%	1.12 years	4,685.94	5,900	0.29	0.04	0.52 years	5,890.21	5,900.00	0.32	0.04	0.88 years	5,758.09	132.12
01-Jul-2021	5,107.20	36.30%	4.07%	1.10 years	5,097.65	5,900	0.35	0.04	1.39 years	5,483.26	5,900.00	0.30	0.04	0.86 years	5,254.55	228.71
01-Aug-2021	5,107.20	39.31%	4.23%	2.24 years	5,098.10	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Sep-2021	5,900.00	40.06%	4.69%	2.28 years	5,891.02	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
15-Sep-2021	5,900.00	39.34%	4.84%	2.50 years	4,846.80	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
30-Sep-2021 ^^	NA	NA	NA	NA	NA	5,900	0.34	0.04	1.00 years	5,859.59	4,926.70	0.50	0.04	0.50 years	4,828.50	1,031.09
01-Oct-2021	5,900.00	33.72%	4.08%	3 years	3,979.99	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Oct-2021	5,900.00	40.39%	4.69%	2.2 years	5,502.60	5,900	0.35	0.04	1.39 years	5,483.26	5,900.00	0.30	0.04	0.86 years	5,254.55	228.71
01-Oct-2021	5,900.00	40.06%	4.69%	2.28 years	5,891.02	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
07-Oct-2021	5,900.00	40.06%	4.69%	2.28 years	5,891.02	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
02-Dec-2021	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Jan-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Feb-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Mar-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Apr-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-May-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Jun-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Jul-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Aug-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Sep-2022	53.71	41.91%	4.71%	2.22 years	52.81	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Oct-2022	15.44	52.87%	7.28%	5.94 years	14.80	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Nov-2022	15.44	52.87%	7.28%	5.94 years	14.80	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Jan-2023	15.44	52.87%	7.28%	5.94 years	14.80	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
02-Jan-2023	15.44	52.87%	7.29%	5.94 years	-	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Feb-2023	4.96	52.87%	7.15%	5.94 years	4.36	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
01-Mar-2023	4.96	52.87%	7.15%	5.94 years	4.36	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: The dividend yield considered for valuation of above stock option is Nil.

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

42 Share Based Payment (Continued)

The fair value at grant date is independently determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

* Represents the replacement date of the employee stock options granted to the employees of Ascent Health and Wellness Solutions Private Limited (Acquiree) as per the Scheme of Amalgamation approved by National Company Law Board with effective date of amalgamation of 27th August 2020.

During the year ended March 31, 2022, the Company has vide its Board resolution dated September 28, 2021, has modified the vesting schedule of all the existing employee stock options, to allow quarterly vesting post one year cliff period for all employee stock options, keeping the total vesting period same and modified exercise price as well of existing as mentioned in the above table, w.e.f. from October 01, 2021.

^^ On September 30, 2021 (the "Effective Date"), the Scheme of Amalgamation of Medlife International Private Limited ("MIPL") and Evriksh Healthcare Private Limited ("EHPL") with API Holdings Limited (formerly known as API Holdings Private Limited) ("the Company") and their respective shareholders ("the Scheme") became effective from January 25, 2021 (the "Appointed Date") pursuant to filing of the order of Regional Director, Ministry of Corporate Affairs, Western Region ("RD") with the Registrar of Companies, Mumbai. Pursuant to the Scheme becoming effective, the erstwhile Medlife International Private Limited and Evriksh Healthcare Private Limited stand dissolved without winding up and the entire business, assets, liabilities, undertaking, etc. of these companies stand transferred to and vest with the Company. As MIPL was an wholly owned subsidiary of the Company and as EHPL was a wholly owned subsidiary of MIPL, no shares were allotted in lieu or exchange of the holdings in these companies or no consideration was paid pursuant to the Merger.

The above Scheme has been approved by the RD vide its order dated September 24, 2021 and the same has been filed with the Registrar of Companies on September 30, 2021 which is the "Effective Date" as per the Scheme.

Pursuant to the scheme, the options holders of MIPL has been provided options of API Holdings Limited in the swap ratio as on January 25, 2021. Since the scheme is effective from September 30, 2021 the replacement of share options to erstwhile MIPL employees is accounted as modification in the books of API Holdings Limited as per the requirements of Ind AS 102 - Share Based Payments. The weighted average fair value of the options replaced during the period is Rs 5,859.59 and the incremental charge recognised over remaining vesting period on accounting of modification and replacement with Employee Stock Option Scheme 2020 (ESOP 2020) is Rs. 1,031.09

Share-based payment expenses	For the year ended March 31, 2023	For the year ended 31 March 2022
Total expense recognised in employee benefit expense	2,651.70	3,006.31

Disclosures related to repurchase of options	For the year ended March 31, 2023	For the year ended 31 March 2022
Amounts paid for repurchase of options	-	858.76
Additional share based payments expenses recognised on repurchase and included above	-	56.76

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees millions, unless otherwise stated)

43A Business Combination

Pursuant to the Business Transfer Agreement dated March 23, 2023 and March 30, 2023 between the Company and its wholly owned subsidiary company Threpsi Solutions Private Limited, the Company has purchased the pharma business by way of slump sale for a lumpsum consideration of Rs 938.45.

Details of Purchase Consideration and Net Asset acquired on the date of acquisition are as follows:

Purchase Consideration	938.45
Cash and cash equivalents	1.58
Trade receivables	642.14
Non Current Financial assets	55.13
Inventories	465.89
Property Plant & Equipment	105.61
Current Financial Assets	6.61
Other current assets	175.85
Intangible assets	0.34
Total Assets	1,453.15
Trade Payable	489.22
Other Financial Liabilities	2.97
Other Current Liabilities	22.51
Total liabilities	514.70
Net Assets	938.45

43B Business Combination

Pursuant to the Business Transfer Agreement dated March 23, 2023 and March 30, 2023 between the Company and its step-down subsidiary company Aarush Tirupati Enterprise Private Limited, the Company has purchased the pharma business by way of slump sale for a lumpsum consideration of Rs. 25.

Details of Purchase Consideration and Net Asset acquired on the date of acquisition are as follows:

Purchase Consideration	25.00
Goodwill	25.00
Trade receivables	352.01
Other financial assets	2.17
Property Plant & Equipment	1.57
Right-of-use assets	1.21
Cash and cash equivalents	30.71
Other current assets	4.01
Total Assets	416.68
Trade Payable	350.92
Other Financial Liabilities	39.25
Provisions	0.05
Lease liabilities	1.46
Other Current Liabilities	-
Total liabilities	391.68
Net Assets	25.00

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees millions, unless otherwise stated)

43C Business Combination

Pursuant to the Business Transfer Agreement dated March 30, 2023 between the Company and its step-down subsidiary company Instinct Innovations Private Limited, the Company has purchased the pharma business by way of slump sale for a lumpsum consideration of Rs 28.28.

Details of Purchase Consideration and Net Asset acquired on the date of acquisition are as follows:

Purchase Consideration	28.28
Trade receivables	13.59
Other financial assets	7.74
Property Plant & Equipment	5.01
Cash and cash equivalents	3.61
Other current assets	9.67
Total Assets	39.62
Trade Payable	2.44
Other Financial Liabilities	1.25
Provisions	1.80
Other Current Liabilities	5.85
Total liabilities	11.34
Net Assets	28.28

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

44 Amalgamation of Subsidiaries

- (i) On September 30, 2021 (the "Effective Date"), the Scheme of Amalgamation of Medlife International Private Limited ("MIPL") and Evriksh Healthcare Private Limited ("EHPL") with API Holdings Limited and their respective shareholders the ("Scheme") became effective from January 25, 2021 (the "Appointed Date") pursuant to filing of the order of Regional Director, Ministry of Corporate Affairs, Western Region ("RD") sanctioning the Scheme with the Registrar of Companies, Mumbai. Pursuant to the Scheme becoming effective, the erstwhile Medlife International Private Limited and Evriksh Healthcare Private Limited stand dissolved without winding up and the entire business, assets, liabilities, undertaking, etc. of these companies stand transferred to and vest in API Holdings Limited (formerly known as API Holdings Private Limited, "the Company"). As MIPL was an wholly owned subsidiary of the Company and as EHPL was a wholly owned subsidiary of MIPL, no shares were allotted in lieu or exchange of the holdings in these companies or no consideration was paid pursuant to the Amalgamation. API Holdings Limited obtained control over the entity effective from January 22, 2021 with 97.1% voting rights. Subsequently on January 25, 2021, the Company acquired remaining voting rights.

Consequently, basis RD order and requirement of Appendix C to Ind AS-103 on Business Combinations, on the appointed date, the Company has accounted the amalgamation of MIPL and EHPL as common control transaction effective January 22, 2021. Accordingly, the financial statements of the Company for the year ended March 31, 2021 have been restated to include results of erstwhile MIPL and EHPL with effect from January 22, 2021 (i.e. the common control acquisition date).

Pursuant to order, all the assets and liabilities of the erstwhile MIPL and EHPL have been transferred to and vested in the Standalone financial statements at its carrying amounts as appearing in the consolidated financial statements of API Holdings Limited and the excess of carrying value of investments in erstwhile MIPL over the net value of assets, liabilities and reserves of erstwhile MIPL and EHPL amounting to Rs. 6,657.08 has been debited to Goodwill. The carrying amount of asset and liabilities (including Intangibles and goodwill) pertaining to subsidiaries of MIPL as appearing the consolidated financial statements is recorded as Investments in standalone financial statements.

The above Scheme has been approved by the Regional Director, Ministry of Corporate Affairs, Western Region ("RD") vide its order dated September 24, 2021 and the same has been filed with the Registrar of Companies on September 30, 2021 which is the "Effective Date" as per the Scheme.

The position of assets and liabilities as at the common control acquisition date is as follows:

PARTICULARS	MIPL	EHPL	TOTAL
Non Current Assets			
Property, plant and equipment	50.04	0.01	50.05
Intangible assets	3.07	-	3.07
Right-of-use assets	115.40	-	115.40
Financial assets			
Investments	7,780.93	-	7,780.93
Loans	14.01	0.16	14.17
Non-Current tax assets (net)	34.23	0.85	35.08
Other non current assets	231.74	0.02	231.76
	8,229.42	1.04	8,230.46
Current Assets			
Inventories	14.27	-	14.27
Financial assets			
Trade receivables	60.75	0.02	60.77
Cash and cash equivalents	8.73	0.06	8.79
Other Bank Balances	46.41	0.10	46.51
Loans	603.36	2.23	605.59
Other financial assets	871.82	-	871.82
Other current assets	53.61	0.41	54.02
	1,658.95	2.82	1,661.77
TOTAL ASSETS (A)	9,888.37	3.86	9,892.23
Non Current Liabilities			
Financial liabilities			
Borrowings	2,550.93	-	2,550.93
Lease liabilities	85.52	-	85.52
Other Financial liabilities	0.01	-	0.01
Provisions (Non Current)	38.32	-	38.32
	2,674.78	-	2,674.78
Current Liabilities			
Financial liabilities			
Borrowings	250.00	20.95	270.95
Lease liabilities	37.96	-	37.96
Trade payables	-	-	-
-total outstanding dues of micro enterprises and small enterprises	8.45	-	8.45
-total outstanding dues of creditors other than micro enterprises and small enterprises	545.78	0.55	546.33
Others financial liabilities	117.70	1.79	119.49
Provisions	40.31	-	40.31
Other current liabilities	5.11	0.09	5.20
	1,005.31	23.38	1,028.69
TOTAL LIABILITIES (B)	3,680.09	23.38	3,703.47
NET ASSETS (A)-(B)			6,188.76
Cancellation of Investments in MIPL			(11,751.91)
Portion of market-based measure of Medlife's share-based payments scheme			(1,093.93)
Goodwill			6,657.08

API Holdings Limited
Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees millions, unless otherwise stated)

45 Business Combination under common control

During the year, API Holdings Limited ("the Company") has entered into a business transfer agreement (BTA) to transfer its diagnostics business to Docon Technologies Private Limited ("Subsidiary Company"). Further the Company has entered into a business transfer agreement (BTA) to acquire pharma business from Threpsi Solutions Private Limited ("Subsidiary Company"), Aarush Tirupati Enterprise Private Limited ("Subsidiary Company"), and Instinct Innovations Private Limited ("Subsidiary Company"). Refer note 43A, 43B and 43C. This business combination involving businesses in which all the combining businesses are ultimately controlled by the same party i.e. API Holdings Limited both before and after the business combination, and that control is not transitory. The said transaction falls under definition of Common control business combination and accounting of same has been done in accordance with the pooling of interest method laid down in Appendix C of the India Accounting Standard 103 (Business combination of entities under common control) prescribed under Section 133 of the Companies Act, 2013.

In accordance with appendix C of Ind AS 103, the financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date. Since the common control was established prior to March 31, 2021 for the first time, the impact of BTA is given in financial statement from April 01, 2021 being the earliest period reported. Previous year figures and comparative information is restated accordingly.

The extracts of the balance sheets of the Company (to the extent there were restatement adjustments) as reported as at April 01, 2021 and March 31, 2022, the impact of the acquisition and the resultant post acquisition balance sheet extracts as at those dates have been presented below.

Particulars	01-Apr-21			31-Mar-22		
	Prior to restatement	Acquisition Adjustment	As at March 31, 2021 (Restated)	Prior to restatement	Acquisition Adjustment	As at March 31, 2022 (Restated)
ASSETS						
Non-current assets						
Property, plant and equipment	41.69	30.87	72.56	22.92	192.12	215.04
Right-of-use asset	28.76	60.43	89.19	5.19	242.84	248.03
Goodwill	6,659.39	(6,585.43)	73.96	3,280.00	(3,208.35)	71.65
Other Intangible assets	8.60	(1.76)	6.84	4.16	0.79	4.95
Financial assets						
Investments	19,586.02	(1.66)	19,584.36	55,532.54	(21.79)	55,510.75
Loans	-	-	-	5,786.76	-	5,786.76
Other financial assets	-	11.20	11.20	-	47.59	47.59
Non-current tax assets (net)	131.15	-	131.15	219.54	-	219.54
Other non-current assets	621.12	(210.85)	410.27	350.09	14.34	364.43
Total non-current assets	27,076.73	(6,697.20)	20,379.53	65,201.20	(2,732.46)	62,468.74
Current assets						
Inventories	21.98	588.81	610.79	16.25	838.73	854.98
Financial assets						
Trade receivables	236.85	256.16	493.01	241.87	510.69	752.56
Cash and cash equivalents	123.60	88.87	212.47	255.84	160.20	416.04
Other bank balances	781.04	(79.25)	701.79	951.24	0.10	951.34
Loans	10,960.33	-	10,960.33	176.20	0.00	176.20
Other financial assets	6,221.09	(883.76)	5,337.33	41.70	(14.82)	26.88
Other current assets	178.40	295.92	474.32	330.68	290.20	620.88
Assets classified as held for sale	-	7,986.76	7,986.76	-	3,402.20	3,402.20
Total current assets	18,523.29	8,253.51	26,776.80	2,013.78	5,187.30	7,201.08
TOTAL ASSETS	45,600.02	1,556.31	47,156.33	67,214.98	2,454.84	69,669.82
EQUITY AND LIABILITIES						
Equity						
Share capital	256.20	-	256.20	6,142.04	-	6,142.04
Other equity						
Instruments entirely in the nature of equity	115.47	0.00	115.47	-	-	-
Equity component of compound financial instruments	828.90	-	828.90	78.90	-	78.90
Reserves and surplus	39,967.82	154.47	40,122.29	56,244.25	715.90	56,960.15
Total equity	41,168.39	154.47	41,322.86	62,465.19	715.90	63,181.09
Liabilities						
Non-current liabilities						
Financial liabilities						
Borrowings	1,364.83	-	1,364.83	-	-	-
Lease liabilities	15.46	60.00	75.46	2.48	213.44	215.92
Other financial liabilities	20.68	(0.01)	20.67	1,215.09	-	1,215.09
Provisions	39.22	(36.70)	2.52	13.08	(5.43)	7.65
Total non-current liabilities	1,440.19	23.29	1,463.48	1,230.65	208.01	1,438.66
Current liabilities						
Financial liabilities						
Borrowings	1,449.39	-	1,449.39	2,700.00	-	2,700.00
Lease liabilities	14.89	(3.36)	11.53	2.80	43.03	45.83
Trade payables						
-total outstanding dues of micro and small enterprises	4.16	(3.80)	0.36	13.19	32.40	45.59
-total outstanding dues of other than micro and small enterprises	1,056.94	(90.53)	966.41	469.16	218.65	687.81
Others financial liabilities	334.34	904.28	1,238.62	264.14	986.54	1,250.68
Provisions	42.53	(39.58)	2.95	23.05	(13.24)	9.81
Contract liabilities	-	2.26	2.26	3.90	2.83	6.73
Other current liabilities	89.19	14.70	103.89	42.90	34.07	76.97
Liabilities directly associated with assets classified as held for sale	-	594.58	594.58	-	226.65	226.65
Total current liabilities	2,991.44	1,378.55	4,369.99	3,519.14	1,530.93	5,050.07
Total liabilities	4,431.63	1,401.84	5,833.47	4,749.79	1,738.94	6,488.73
TOTAL EQUITY AND LIABILITIES	45,600.02	1,556.31	47,156.33	67,214.98	2,454.84	69,669.82

45 Business Combination under common control

The below table provides the details on adjustment to the statement of profit and loss for the year ended 31 March 2022 as reported and as adjusted for the period till date of acquisition (refer note 43A, 43B and 43C) to give effect of acquisition are as follows:

Particulars	For the year ended March 31, 2022			For the year ended March 31, 2023		
	Prior to restatement	Acquisition Adjustment	Post Restatement	Prior to restatement	Acquisition Adjustment	Post Restatement
Continuing operations						
Income						
Revenue from operations	1,697.40	7,020.73	8,718.13	2,172.47	4,513.93	6,686.40
Other Income	1,771.01	(2.15)	1,768.86	5,634.83	20.79	5,655.62
Total income	3,468.41	7,018.58	10,486.99	7,807.30	4,534.72	12,342.02
Expenses						
Purchases of stock-in-trade	156.13	8,112.91	8,269.04	24.14	5,346.30	5,370.44
Changes in inventories of stock-in-trade	(136.14)	(119.54)	(255.68)	5.65	407.85	413.50
Employee benefit expense	6,759.65	(135.80)	6,623.85	2,951.33	123.55	3,074.88
Finance costs	468.58	41.14	509.72	4,243.96	153.41	4,397.37
Depreciation and amortisation expense	35.20	82.37	117.57	11.78	131.25	143.03
Other expenses	3,585.50	(224.30)	3,361.20	6,029.27	628.26	6,657.53
Total expenses	10,868.92	7,756.78	18,625.70	13,266.13	6,790.62	20,056.75
Loss before exceptional items and tax	(7,400.51)	(738.20)	(8,138.71)	(5,458.83)	(2,255.90)	(7,714.73)
Exceptional items						
Impairment of Goodwill	3,379.39	(3,379.39)	-	46.65	-	46.65
Impairment in value of financial assets	40,030.20	(836.75)	39,193.45	44,631.20	(0.20)	44,631.00
	43,409.59	(4,216.14)	39,193.45	44,677.85	(0.20)	44,677.65
Loss before tax	(50,810.10)	3,477.94	(47,332.16)	(50,136.68)	(2,255.70)	(52,392.38)
Income tax expense						
Current tax	-	-	-	-	-	-
Deferred tax charge / (credit)	-	-	-	-	-	-
Total tax expenses / (credit)	-	-	-	-	-	-
Loss after tax from continuing operations	(50,810.10)	3,477.94	(47,332.16)	(50,136.68)	(2,255.70)	(52,392.38)
Discontinued operations						
Loss from discontinued operation before tax	-	(4,984.90)	(4,984.90)	(853.65)	-	(853.65)
Tax expenses/(credit) of discontinued operations	-	-	-	-	-	-
Loss from discontinued operations	-	(4,984.90)	(4,984.90)	(853.65)	-	(853.65)
Loss for the year/period	(50,810.10)	(1,506.96)	(52,317.06)	(50,990.33)	(2,255.70)	(53,246.03)
Other comprehensive income						
Items that will not be reclassified to profit or loss	-	-	-	-	-	-
Remeasurements of post-employment benefit obligations	32.86	(33.20)	(0.34)	3.49	-	3.49
Income tax relating to these items	-	-	-	-	-	-
Other comprehensive income for the year, net of tax	32.86	(33.20)	(0.34)	3.49	-	3.49
Total comprehensive income for the year/ period	(50,777.24)	(1,540.16)	(52,317.40)	(50,986.84)	(2,255.70)	(53,242.54)

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API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees millions, unless otherwise stated)

46 Discontinued operation

Pursuant to the Business Transfer Agreement dated March 10, 2023 between the Company and its wholly owned subsidiary company Docon Technologies Private Limited, the Company has sold the business of diagnostics by way of slump sale for a lumpsum consideration of Rs 2,602.89.

(a) Details of Sale Consideration and Net Asset disposed on the date of sale are as follows:

Sale Consideration	2,602.89
Net Assets transferred	
Goodwill	2,780.00
Trade receivables	84.23
Other financial assets	51.89
Property Plant & Equipment	3.78
Right-of-use assets	2.34
Inventories	3.87
Cash and cash equivalents	0.05
Other current assets	1.88
Total Assets	2,928.04
Trade Payable	226.80
Other Financial Liabilities	75.91
Provisions	18.05
Lease liabilities	2.49
Other Current Liabilities	1.90
Total liabilities	325.15
Net Assets	2,602.89

(b) Loss from discontinued operation of diagnostics business (PE-Labs)

Particulars	For the period ended March 10, 2023	For the year ended March 31, 2022
Income		
Revenue from operation	1,218.39	798.65
Other income	20.28	11.03
Total Income	1,238.67	809.68
Expenses		
Purchases of traded goods	-	8.40
Change in inventory of traded goods	-	11.59
Employee benefit expenses	193.16	279.67
Depreciation and amortization expense	12.21	28.74
Finance cost	0.62	7.12
Other expenses	1,386.33	1,276.15
Total expenses	1,592.32	1,611.67
Loss before tax and exceptional items	(353.65)	(801.99)
Exceptional items	(500.00)	(4,216.14)
Loss before tax	(853.65)	(5,018.13)
Deferred tax charge / (credit)	-	-
Loss for the year	(853.65)	(5,018.13)
Total Other comprehensive income	-	33.23
Total comprehensive loss from discontinued operation	(853.65)	(4,984.90)

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees millions, unless otherwise stated)

(c) Assets and liabilities of disposal group classified as held for sale

The following assets and liabilities were reclassified as held for sale in relation to the discontinued operation as at 31 March 2022:

Particulars	As at 31 March 2023	As at 31 March 2022 (Restated)
Assets classified as held for sale		
Property, plant and equipment	-	15.98
Right-of-use assets	-	2.82
Goodwill	-	3,280.00
Other non-current assets	-	0.30
Inventories	-	16.25
Trade receivables	-	20.46
Cash and cash equivalents	-	51.00
Other financial assets	-	14.84
Other current assets	-	0.55
Total assets of disposal group held for sale	-	3,402.20
Liabilities directly associated with assets classified as held for sale		
Non-current provisions	-	7.17
Lease liabilities	-	2.80
Trade payables	-	160.78
Others financial liabilities	-	22.39
Current provisions	-	13.31
Other current liabilities	-	20.20
Total liabilities of disposal group held for sale	-	226.65

(This space is intentionally left blank)

API Holdings Limited**Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023**

(All amounts in Rupees Million, unless otherwise stated)

47 Segment reporting

Operating segments are those components of the business whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") of the Company to make decisions for performance assessment and resource allocation. The Board of Directors of the Company are identified as the Chief Operating Decision Makers. The CODM primarily uses a measure of growth in revenue within India to access the performance of the operating segment, however they receive information about expenses, salaries, receivables, payables and cashflows of the segments on monthly basis. Since there is only one reportable segment, segment information is not different than carrying amount presented in the standalone financial statements.

48 Contingent liabilities, Contingent Assets and Commitments**Contingent liabilities**

Particulars	As at	
	March 31, 2023	March 31, 2022 (Restated)
Claims not acknowledged as debt [refer note (i) below]	-	-
Provident Fund [refer note (ii) below]	*	*
Indirect tax	17.23	4.27

Notes:

- (i) Mr. A. Sundararaju and Mr. A. Velumani (the "Petitioners") have filed commercial suits against API Holdings Limited ("The Company") amongst 6 other respondents, before Hon'ble Bombay High Court. As per the suits, the Petitioners have claimed a sum amounting to Rs 2,611.47 (March 31, 2022- Rs. 518.50 against the respondents while alleging that the Company has colluded with the legal advisors of the Petitioners to facilitate the sale of shares of Thyrocare Technologies Limited by the Petitioners to Docon Technologies Private Limited through an off-market transaction, rather than as an on-market sale. Since the claim amount is jointly mentioned by the petitioner for all 7 respondents, claim amount pertaining to the Company is not separately ascertainable.
- (ii) The Company has evaluated the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No C-1/1(33)2019/Vivekananda Vidyamandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. Based on the assessment made by the management, the said judgment does not have any significant impact on these financial statements. The Company will continue to monitor and evaluate its position based on future events and developments.

Other Commitments

The Company from time to time provides need based support to Subsidiaries and Associate entity towards capital and other capital requirements. As at March 31, 2023, the Company has provided financial support letters to Threpsi Solutions Private Limited, Aycon Graph Connect Private Limited, Akna Medical Private Limited, and AHWSPL India Private Limited and its subsidiaries.

49 Disclosure of loans given, guarantee issued and securities provided under section 186(4) of the Companies Act 2013.

Name of the party	Nature of transaction	Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient	As at March 31, 2023	As at March 31, 2022 (Restated)
Threpsi Solutions Private Limited	Loan Given	General Corporate Purpose	17,882.71	17,663.16
Ascent Wellness and Pharma Solutions Private Limited			10,001.21	9,187.31
Aycon Graph Connect Private Limited			633.18	1,286.87
Care Easy Health Tech Private Limited			307.02	236.57
Docon Technologies Private Limited			327.76	3,307.27
AHWSPL India Private Limited			-	12.90
Ascent Wellness and Pharma Solutions Private Limited	Financial Guarantee	Business Purpose, as a collateral.	2,403.00	6,840
Aycon Graph Connect Pvt. Ltd.			-	560.00
Threpsi Solutions Pvt. Ltd.			1,500.00	9,190.00
Akna Medical Private Limited			-	650.00

Refer note 7 and 37 for additional details

- 50 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholder's suggestions. However, the date on which the code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

51 Additional regulatory information required by Schedule III to the Companies Act, 2013**a) Details of benami property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

b) Wilful defaulter

The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) Transactions with struck off companies

The Company does not have any transactions with companies struck-off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

d) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

e) Compliance with approved scheme of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

f) Utilisation of borrowed funds and share premium

The Company has received securities premium through issue of equity and preference shares during the year ended March 31, 2023, and year ended March 31, 2022. There is no understanding with investors, in writing or otherwise, to lend or invest in other person or entities, directly or indirectly or provide any guarantee, security or the like to or on behalf of the said investors. The management has absolute discretion on use of such funds. Further, the Company has provided funds to its subsidiaries for their business purposes. The management of subsidiary companies do not consult with the Holding Company on the manner of utilisation of such funds nor the Holding Company has understanding in writing or otherwise on the manner of use of such funds by subsidiary companies. Hence, the additional regulatory disclosure with respect to the utilisation of borrowed funds and share premium are not included in these financial statements.

API Holdings Limited

Notes to the Standalone Financial Statements as at and for the year ended March 31, 2023

(All amounts in Rupees Million, unless otherwise stated)

g) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

h) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

i) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

j) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

k) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

52 Events occurring after the reporting period

The Company has breached certain financial covenants under the third amended and restated debenture trust deed dated September 13, 2022 (“DTD”) executed between the Company and the Debenture Trustee as a result of which certain events of default (EODs) had occurred and were continuing at the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date. However, subsequent to the reporting period and prior to the approval of the financial statements, the lender has officially waived the breaches as outlined in the framework agreement and hence the Company does not classify the liability as current. Refer note 38 (c) for details.

53 Previous year’s figures have been regrouped / reclassified wherever necessary, to conform to current period’s classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 01, 2021.

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration No : 012754N/N500016

Sd/-

Nitin Khatri
Partner
Membership No. 110282

Place: Mumbai
Date: December 05, 2023

For and on behalf of the Board of Directors
API Holdings Limited
(formerly known as API Holdings Private Limited)
CIN :U60100MH2019PLC323444.

Sd/-

Siddharth Shah
Managing Director and
Chief Executive Officer
DIN: 05186193

Sd/-

Yatharth Bhargava
Chief Financial Officer
ICAI Membership No. 504705

Place: Mumbai
Date: December 05, 2023

Sd/-

Dharmil Sheth
Whole time Director
DIN: 06999772

Sd/-

Drashti Shah
Company Secretary and
Chief Compliance Officer
Membership No. ACS22968