



Span Divergent Ltd.

(Formerly Span Diagnostics Ltd.)

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

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Date: August 10, 2019

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

Dear Sir,

**Subject: Unaudited Quarterly Financial Results for the Quarter ended on June 30, 2019
Scrip Code: 524727**

We are pleased to forward herewith Unaudited Financial Results of the Company for the quarter and three months ended on June 30, 2019 along with Limited Review Report in compliance with the requirement Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said financial results have been approved by the Board of Directors at their meeting held on August 10, 2019.

We are also arranging to publish the same in newspaper.

You are therefore requested to take the above information on records.

Thanking you,

Yours faithfully,

For Span Divergent Limited

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



Encl.: As above

Span Divergent Limited
(Formerly known as Span Diagnostics Limited)
Regd. Office : 9th Floor, 902-904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat-395007
CIN:L74999GJ1980PLC003710

Statement of Standalone Unaudited Results for the Quarter ended June 30, 2019

(Rs. In Lacs)

Sr. No.	Particulars	Standalone			
		Quarter ended 30 June 2019	Quarter ended 31 March 2019	Quarter ended 30 June 2018	Year ended 31 March 2019
		Unaudited	Audited	Unaudited	Audited
1	Income from operations				
	Sale of Traded Products	-	-	-	-
	Other Operating Income - from Subsidiaries	42.79	41.72	40.73	172.85
	Other income	40.62	61.70	30.03	123.39
	Total income	83.41	103.42	70.76	296.24
2	Expenses				
	Purchases of stock-in-trade	-	-	-	-
	Changes in inventories of work-in-progress, stock-in-trade and finished goods	-	-	-	-
	Employee benefit expense	34.62	23.50	53.30	171.36
	Finance costs	10.35	5.41	3.84	17.26
	Depreciation and amortisation expense	22.92	27.68	17.86	112.35
	Donation	-	-	43.00	43.00
	Other expenses	36.81	9.95	19.36	82.66
	Total expenses	104.70	66.54	137.36	426.63
3	Profit / (Loss) before tax and Exceptional items (1-2)	(21.29)	36.88	(66.60)	(130.39)
4	Exceptional items	(50.95)	(183.10)	-	(183.10)
5	Profit/(Loss) before tax (3-4)	(72.24)	(146.22)	(66.60)	(313.49)
6	Tax expense:				
	- Current tax	-	-	-	-
	- Deferred tax	(25.45)	15.00	3.33	10.73
7	Profit/(Loss) for the period after tax (5-6)	(46.79)	(161.22)	(69.93)	(324.22)
8	Other comprehensive income				
	Item that will not be reclassified to Profit or Loss (Consisting of re-measurement of net defined benefit liabilities)	(1.99)	(8.67)	0.23	(7.98)
	Income tax relating to items that will not be reclassified to Profit or Loss	0.55	0.21	(0.06)	0.02
9	Total comprehensive income for the year (7+8)	(48.23)	(169.67)	(69.76)	(332.18)
10	Paid-up equity share capital (Face value of Rs. 10/- each)	546.17	546.17	546.17	546.17
11	Earnings per equity share for profit from operation attributable to owners of the entity:				
	Basic earnings per share *	(0.86)	(2.95)	(1.28)	(5.94)
	Diluted earnings per share *	(0.86)	(2.95)	(1.28)	(5.94)

* For the period only and not annualised

Note :-

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on August 10, 2019.
- The figures for the quarter ended 31 March 2018 is the balancing figure between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the relevant financial year.
- Other Operating Income comprises of interest on fluctuating capital provided by the Company to its LLP subsidiaries and management fees income which is based on the revenue earned by subsidiaries during the quarter.
- In case of subsidiary Aranya Agri Biotech LLP till June 30, 2019, the LLP had accumulated losses of Rs.6.49 Crores during the preceding 3 years and Rs. 1.11 crore in the current quarter and as of that date, there is substantial erosion in the net worth of the LLP. Hence the management has decided to impair the investment and Rs. 0.51 Crores provided in the books of the company and treated as an exceptional item during the Quarter. Notwithstanding the above, the financial results of the LLP have been prepared on going concern basis as management is exploring the possibilities to revive the LLP by reorganising the business which may be able to establish profitable operation.
- In case of subsidiary Biospan Scientific LLP till March 31, 2019, the LLP had accumulated losses of Rs.1.47 Crores during the preceding 3 years and Rs. 0.10 crore in F.Y. 2018-19 and as of that date, there was substantial erosion in the net worth of the LLP. Hence the management had decided to impair the investment and Rs. 1.83 Crores provided in the books of the company and had treated as an exceptional item during the year 2018-19. Notwithstanding the above, the financial results of the LLP had been prepared on going concern basis as management is exploring the possibilities to revive the LLP on its own or by entering in to business tie-ups and it might be able to establish profitable operation.
- In case of another subsidiary Biospan Contamination Control Solution Pvt. Ltd as at March 31, 2019, the subsidiary company had accumulated losses of Rs.1.85 Crores during the year 2018-19 and as of that date, the subsidiary company's total liabilities exceeded its total assets by Rs. 1.75 Crores. Notwithstanding the above, the financial results of the subsidiary company had been prepared on going concern basis as management believes that the company would be able to establish profitable operation and the losses incurred were on account of temporary reasons. Further, management is confident that with appropriate product license, the company would achieve adequate revenue and negative net worth would turn positive by 2023.
- The Company has adopted modified retrospective approach as per para C8 (c)(ii) of Ind AS 116 - Leases to its Lessees, effective from annual reporting period beginning April 1, 2019. This has resulted in recognizing a right of use assets (an amount equal to lease liability) of Rs. 9.31 lacs as at April 1, 2019. In the statement of profit and loss for the current period, operating leases expenses has charged from rent to depreciation cost for the right to use assets and finance cost for interest accrued on lease liability.

To this extent, performance for the current period June 30, 2019 is not comparable with previous period results.

Reconciliation for above effect on statement of profit and loss for the current quarter as follows;

Adjustments to increase/(decrease) in profit	Quarter ended June 30, 2019	Changes due to Ind AS 116	Quarter ended June 30, 2019
	Comparable basis	Increase/(Decrease)	as reported
Other expenses	39.37	(2.55)	36.81
Finance costs	10.33	0.02	10.35
Depreciation and amortization expenses	20.66	2.26	22.92
Profit before tax	(72.51)	(0.27)	(72.24)

- The Company has primarily engaged in the business of investing in its subsidiaries. There are no separate reportable segment as per Ind AS 108 - Operating segments.
- Previous periods figures have been regrouped and rearranged wherever necessary.

For, Span Divergent Limited



(Signature)

Viral Desai
Managing Director

Place : Surat
Date : 10 August, 2019

Span Divergent Limited
(Formerly known as Span Diagnostics Limited)
Regd. Office : 9th Floor, 902-904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat-395007
CIN:L74999GJ1980PLC003710

Statement of Consolidated Unaudited Results for the Quarter ended June 30, 2019

Sr. No.	Particulars	Consolidated			
		Quarter ended 30 June 2019	Quarter ended 31 March 2019	Quarter ended 30 June 2018	Year ended 31 March 2019
		Unaudited	Audited	Unaudited	Audited
1	Income from operations				
	Sale of Products	345.05	612.82	384.50	2,413.98
	Other income	34.62	54.67	20.96	114.45
	Total income	379.67	667.49	405.46	2,528.43
2	Expenses				
	Cost of materials consumed	126.69	250.83	454.86	1,789.40
	Purchases of stock-in-trade	12.69	8.79	36.17	74.48
	Changes in inventories of work-in-progress, stock-in-trade and finished goods	89.52	60.53	(180.76)	(45.12)
	Employee benefit expense	111.02	109.62	132.45	529.36
	Finance costs	57.10	56.43	38.17	188.82
	Depreciation and amortisation expense	75.45	90.05	80.14	362.22
	Donation	-	-	43.00	43.00
	Other expenses	201.49	181.36	214.15	750.65
	Total expenses	673.96	757.61	818.18	3,692.81
3	Profit / (Loss) before tax and Exceptional items (1-2)	(294.29)	(90.12)	(412.72)	(1,164.38)
4	Exceptional items	(50.95)	(183.10)	-	(183.10)
5	Profit/(Loss) before tax (3-4)	(345.24)	(273.22)	(412.72)	(1,347.49)
6	Tax expense:				
	- Current tax	-	-	-	-
	- Deferred tax	(27.76)	28.31	14.98	58.16
7	Profit/(Loss) for the period after tax (5-6)	(317.48)	(301.53)	(427.70)	(1,405.64)
8	Other comprehensive income				
	Item that will not be reclassified to Profit or Loss (Consisting of re-measurement of net defined benefit liabilities)	(4.02)	(13.65)	(1.80)	(16.09)
	Income tax relating to items that will not be reclassified to Profit or Loss	1.10	1.58	0.48	2.21
9	Total comprehensive income for the year (7+8)	(320.40)	(313.60)	(429.02)	(1,419.52)
10	Paid-up equity share capital (Face value of Rs. 10/- each)	546.17	546.17	546.17	546.17
11	Earnings per equity share for profit from operation attributable to owners of the entity:				
	Basic earnings per share *	(5.81)	(5.52)	(7.83)	(25.74)
	Diluted earnings per share *	(5.81)	(5.52)	(7.83)	(25.74)

* For the period only and not annualised

Note :-

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on August 10, 2019.
- The figures for the quarter ended 31 March 2018 is the balancing figure between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the relevant financial year.
- In case of subsidiary Aranya Agri Biotech LLP till June 30, 2019, the LLP had accumulated losses of Rs.6.49 Crores during the preceding 3 years and Rs. 1.11 crore in the current quarter and as of that date, there is substantial erosion in the net worth of the LLP. Hence the management has decided to impair the investment and Rs. 0.51 Crores provided in the books of the company and treated as an exceptional item during the Quarter. Notwithstanding the above, the financial results of the LLP have been prepared on going concern basis as management is exploring the possibilities to revive the LLP by reorganising the business which may be able to establish profitable operation.
- In case of subsidiary Biospan Scientific LLP till March 31, 2019, the LLP had accumulated losses of Rs.1.47 Crores during the preceding 3 years and Rs. 0.10 crore in 2018-19 and as of that date, there was substantial erosion in the net worth of the LLP. Hence the management had decided to impair the investment and Rs. 1.83 Crores were provided in the books of the company and treated as an exceptional item during the year 2018-19. Notwithstanding the above, the financial results of the LLP had been prepared on going concern basis as management is exploring the possibilities to revive the LLP on its own or by entering in to business tie-ups and it might be able to establish profitable operation.
- In case of another subsidiary Biospan Contamination Control Solution Pvt. Ltd as at March 31, 2019, the subsidiary company had accumulated losses of Rs.1.85 Crores during 2018-19 and as of that date, the subsidiary company's total liabilities exceeded its total assets by Rs. 1.75 Crores Notwithstanding the above, the financial results of the subsidiary company had been prepared on going concern basis as management believes that the company would be able to establish profitable operation and the losses incurred were on account of temporary reasons. Further, management is confident that with appropriate product license, the company would achieve adequate revenue and negative net worth would turn positive by 2023.
- The Company has adopted modified retrospective approach as per para C8 (c)(ii) of Ind AS 116 - Leases to its Lessees, effective from annual reporting period beginning April 1, 2019. This has resulted in recognizing a right of use assets (an amount equal to lease liability) of Rs. 9.31 lacs as at April 1, 2019. In the statement of profit and loss for the current period, operating leases expenses has charged from rent to depreciation cost for the right to use assets and finance cost for interest accrued on lease liability.

To this extent, performance for the current period June 30, 2019 is not comparable with previous period results.
Reconciliation for above effect on statement of profit and loss for the current quarter as follows;

Adjustments to increase/(decrease) in profit	(Amount in lacs)		
	Quarter ended June 30, 2019 Comparable basis	Changes due to Ind AS 116 Increase/(Decrease)	Quarter ended June 30, 2019 as reported
Other expenses	204.05	(2.55)	201.49
Finance costs	57.07	0.02	57.10
Depreciation and amortization expenses	73.19	2.26	75.45
Profit before tax	(345.51)	(0.27)	(345.24)

In case of Aranya Agri Biotech LLP, premise taken on lease has been considered short term lease and accounted rental charges in the statement of profit and loss.

- The group is submitting the quarterly consolidated financial results for the first time in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with circular no. CIR/CFD/CMD1/44/2019 dated March 29, 2019 and accordingly the consolidated reported figures for the quarter ended March 31, 2019 and quarter ended June 30, 2018 have been approved by Parent's Board of Directors and are not subjected to limited review by auditors
- Previous periods figures have been regrouped and rearranged wherever necessary.

Place : Surat
Date : 10 August, 2019



For, Span Divergent Limited

Viral Desai
Managing Director

Independent Auditor's Review Report on quarterly Unaudited Standalone Financial Results of Span Divergent Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To the Board of Directors

Span Divergent Limited

(Formerly known as Span Diagnostics Limited)

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of Span Divergent Limited ("the Company") for the quarter ended June 30, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and



HARIBHAKTI & CO. LLP

Chartered Accountants

Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We draw attention to Note 4 to the Statement, in case of subsidiary Aranya Agri Biotech LLP till June 30, 2019, the LLP had accumulated losses of Rs.6.49 Crores during the preceding 3 years and Rs. 1.11 crore in the current quarter and as of that date, there is substantial erosion in the net worth of the LLP. Hence the management has decided to impair the investment and Rs. 0.51 Crores provided in the books of the company and treated as an exceptional item during the Quarter.

We also draw attention to Note 5 to the statement, in case of subsidiary Biospan Scientific LLP which has accumulated losses of Rs.1.57 Crores and as at 31st March 2019 there was substantial erosion in the net worth of the LLP. Hence the management had decided to impair the investment and Rs. 1.83 Crores were provided in the books of the company and had treated as an exceptional item during the year 2018-19.

Our report is not modified in respect of these matters.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048



Hemant J. Bhatt

Partner

Membership No.:036834

UDIN: 19036834AAAAAP8436

Place: Surat

Date: August 10, 2019

Independent Auditor's Review Report on quarterly Unaudited Consolidated Financial Results of Span Divergent Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To The Board of Directors

Span Divergent Limited

(Formerly known as Span Diagnostics Limited)

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Span Divergent Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. Attention is drawn to the fact that the consolidated figures for the corresponding quarters ended March 31, 2019 and June 30, 2018, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
3. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
4. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



HARIBHAKTI & CO. LLP

Chartered Accountants

5. The Statement includes the results of the following entities:

Sr. No.	Name of the Entity	Relationship
1	Span Diagnostics SA (Pty) Ltd	Wholly Owned Subsidiary
2	Biospan Contamination Control Solutions Private Limited	Subsidiary
3	Dryfruit Factory LLP	Subsidiary
4	Aranya Agri Biotech LLP	Subsidiary
5	Biospan Scientific LLP	Subsidiary
6	Span Diagnostics LLP	Subsidiary
7	Desai Farmharvest LLP	Subsidiary

6. Based on our review conducted and procedures performed as stated in paragraph 4 above, and based on the consideration of the review reports submitted by the Management referred to in paragraphs 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. We draw attention to Note 3 to the Statement, in case of subsidiary Aranya Agri Biotech LLP till June 30, 2019, the LLP had accumulated losses of Rs.6.49 Crores during the preceding 3 years and Rs. 1.11 crore in the current quarter and as of that date, there is substantial erosion in the net worth of the LLP. Hence the management has decided to impair the investment and Rs. 0.51 Crores provided in the books of the company and treated as an exceptional item during the Quarter.
- We also draw attention to Note 5 to the statement, in case of subsidiary Biospan Scientific LLP which has accumulated losses of Rs.1.57 Crores and as at 31st March 2019 there was substantial erosion in the net worth of the LLP. Hence the management had decided to impair the investment and Rs. 1.83 Crores were provided in the books of the company and had treated as an exceptional item during the year 2018-19.
- Our report is not modified in respect of these matters.



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8. The unaudited consolidated financial results includes the interim financial results of a wholly owned subsidiary which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs. 0.09 crore as at June 30, 2019 and total revenue of Rs. Nil, total net profit/(loss) after tax of Rs. Nil and total comprehensive income / loss of Rs. Nil for the quarter ended June 30, 2019, as considered in the unaudited consolidated financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group including its associates and joint ventures.

Our report on the Statement is not modified in respect of the above matter.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Hemant J. Bhatt

Partner

Membership No.:036834

UDIN:19036834AAAAAQ4459



Place: Surat

Date: August 10, 2019