



VASA RETAIL AND OVERSEAS LIMITED

(Formerly known as VASA INTERNATIONAL)

RETAILS – WHOLESALE – EXPORTS – IMPORTERS

CIN: L74110MH2017PLC301013

Regd. Office: 23, Floor-5, Plot-76, Prabhat, Bhulabhai Desai Road,
Cumballa Hill, Mumbai-400026.

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Email Id: hardik@vasagroup.in / info@vasagroup.in

11th May, 2022

To,
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.
Scrip code: VASA

Dear Sir/ Madam,

Sub.: Outcome of Board Meeting held today i.e. 11th May, 2022.

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e. 11th May, 2022; inter-alia considered and approved the following Unaudited Financial Results of the Company for the half year ended 30th September, 2021.

In terms of the provisions of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following:

- a. Standalone Unaudited Financial Results, Cash Flow Statement, Statement of Assets and Liabilities and Limited Review Report for the half year ended 30th September, 2021.

The meeting of the Board of Directors commenced at 6.30 p.m. and concluded at 10.30 p.m.

Kindly take the above in your record.

Yours faithfully,

FOR VASA RETAIL AND OVERSEAS LIMITED



**HARDIK BHUPENDRA VASA
MANAGING DIRECTOR
DIN - 03600510**

Encl: a/a.

Limited Review Report on Half Yearly Unaudited Standalone Financial Results of Vasa Retail and Overseas Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**To the Board of Directors of
VASA RETAIL AND OVERSEAS LIMITED**

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **Vasa Retail and Overseas Limited** ("the Company") for the half year ended 30th September 2021 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations').
2. This statement, which is the responsibility of the Company's management and approved by the Board of Directors of the Company, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, (AS 25) "*Interim Financial Reporting*" prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review 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 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. Basis for Qualified Conclusion

We draw attention to Note 3 of the Statement, regarding the expiry of license agreement between Oxford Limited ("Oxford") and the Company ("Vasa") during the previous year due to permanent discontinuance of business operations and activities by Oxford due to Covid-19 impact. Due to expiry of the agreement, all the remaining stock of licensed products has to be disposed of by the Company.



2nd Floor, Shree Gurudeo Tower, Above
Shirpur Co-op. Bank, Canada Corner,
Nashik - 422 005
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713, 7th Floor, Gold Crest Business
Center, L T Road, Borivali (West),
Mumbai - 400 092
PH: (022) 2892 1183

54, Shivaji Hsg. Soc. Road,
Behind J W Marriott, Shivaji Nagar,
Pune - 411 016
PH: (020) 2563 5155

Pending impairment review by the Company of all the assets and liabilities as at September 30, 2021, no provision in the books of account has been made by the Company. In the absence of assessment of impairment by the Company & pending confirmation, we are unable to comment on the recoverable/payable amount with regards to said terms and consequential impact, if any, on the Statement.

5. Material Uncertainty Relating to Going Concern & Subsequent Events

We draw attention to Note 4 & 5 of the Statement in view of potential impact of Covid-19 pandemic and nationwide lockdown on business, the outcome of which cannot be presently ascertained and other matters mentioned above. The Company continues to incur losses and its current liabilities exceed current assets, its manufacturing operations have temporarily suspended and there is considerable decline in the level of operations. Further, the Company has defaulted in repayment of its borrowings and payment of statutory dues during the period under review.

These events raise significant doubt on the ability of the Company to continue as a "Going Concern". These events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

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

6. Emphasis of Matter

We draw attention to Note 5 of the Statement, which describes that the potential business impact of COVID-19 pandemic and nationwide lockdown on the financial results of the Company is dependent on future developments, which remain uncertain.

Further all the facilities with Federal Bank and Axis Bank (Cash Credit, Funded Interest Term Loan, etc.) are classified as NPA w.e.f. 28th October, 2021 and 30th November, 2021 respectively on account of irregularities w.r.t repayment of overdrawn account. Further, all the unsecured business loans availed by the company and outstanding are also classified as NPA during the period under review.

Further, our attendance at the physical inventory verification done by the management was not possible under the Covid-19 restrictions imposed by the government and we therefore have fully relied on the management representation for the existence and condition of inventory, quantitative details and consumption.

Our opinion is not modified in respect of this matter.



7. Qualified Conclusion

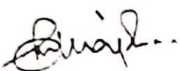
Based on our review conducted as above, except for the effects of the matters described in the Basis for Qualified Conclusion as stated above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with applicable accounting standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued there under and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

8. We draw attention to Note 5 of the standalone financial results, which describes that the potential impact of COVID-19 pandemic on the operations and financial results of the Company is dependent on future developments, which are uncertain.

For Jain Chhajed & Associates

Chartered Accountants

ICAI Firm Registration No: 127911W



CA Suyash Chhajed

Partner

Membership No.121597

UDIN: 22121597AIUULG4669



Place: Mumbai

Date: May 11, 2022

VASA RETAIL AND OVERSEAS LIMITED

CIN - L74110MH2017PLC301013

Statement of Unaudited Assets and Liabilities as at 30th September, 2021

(INR In Lakhs)

Sr. No.	Particulars	As at	As at
		Sept 30, 2021	March 31, 2021
		(Unaudited)	(Audited)
(A)	EQUITY AND LIABILITIES		
1	Shareholder's Fund		
	(a) Equity Share Capital	599.26	599.26
	(b) Reserve & Surplus	(1,123.76)	(281.57)
		(524.51)	317.69
2	Non-Current Liabilities		
	(a) Long Term Borrowings	1,081.22	704.84
	(b) Deferred Tax Liabilities	-	-
	(c) Other Long Term Liabilities	-	-
	(d) Long Term Provisions	3.12	3.12
		1,084.35	707.97
3	Current Liabilities		
	(a) Short Term Borrowings	1,086.83	1,445.91
	(b) Trade Payables		
	- Total Outstanding Dues of Micro Enterprises & Small Enterprises		-
	- Total Outstanding Dues of Creditors other than Micro Enterprises & Small Enterprises	112.44	228.00
	(c) Other Current Liabilities	112.85	90.05
	(d) Short Term Provisions	56.97	29.64
		1,369.10	1,793.61
	Total of EQUITY & LIABILITIES	1,928.94	2,819.26
(B)	ASSETS		
1	Non-Current Assets		
	(a) Property, Plant and Equipments		
	(i) Tangible Assets	41.97	74.96
	(ii) Intangible Assets	1.51	1.80
	(iii) Capital Work In Progress		
	(b) Non Current Investments	-	-
	(c) Deferred Tax Assets (Net)	1.74	0.91
	(d) Long Term Loans & Advances	6.76	6.76
	(e) Other Non Current Assets	3.99	3.99
		55.97	88.42
2	Current Assets		
	(a) Inventories	529.13	1,454.94
	(b) Trade Receivables	974.67	837.60
	(c) Short Term Loans and Advances	178.54	3.12
	(d) Cash and Cash Equivalents	143.61	368.91
	(e) Other Current Assets	47.01	66.27
		1,872.96	2,730.84
	Total of ASSETS	1,928.94	2,819.26



For VASA RETAIL AND OVERSEAS LIMITED


 Authorised Signatory

VASA RETAIL AND OVERSEAS LIMITED

CIN - L74110MH2017PLC301013

Statement of Unaudited Financial Results for the half year ended 30th September, 2021

INR in Lakhs, except per share data

Sr. No.	Particulars	Half Year Ended on		Year Ended	
		30.09.2021	31.03.2021	30.09.2020	31.03.2021
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Income				
	(a) Revenue from operations (Net of Tax)	441.16	561.50	537.66	1,099.15
	(b) Other Income	9.12	0.97	27.65	28.62
	Total Revenue (a+b)	450.28	562.46	565.31	1,127.77
2	Expenses				
	(a) Purchase of Stock-in-Trade	200.81	794.21	428.81	1,223.01
	(b) Changes in Inventories of Stock-in-Trade	925.81	136.66	4.02	140.68
	(b) Employee Benefits Expenses	1.02	68.63	7.27	75.90
	(b) Finance Costs	149.33	183.66	90.60	274.27
	(e) Depreciation and Amortization Expenses	6.37	5.34	8.22	13.56
	(g) Other Expenses	9.98	182.63	24.24	206.87
	Total Expenses (a to g)	1,293.31	1,371.13	563.15	1,934.29
3	Profit Before Tax (1-2)	(843.03)	(808.67)	2.15	(806.52)
4	Tax Expense				
	Current Tax	-	-	-	-
	Deferred Tax	(0.84)	0.11	(0.62)	(0.51)
	Total Tax Expenses	(0.84)	0.11	(0.62)	(0.51)
5	Profit After Tax (3-4)	(842.20)	(808.78)	2.78	(806.00)
6	Earning per Equity Share (EPS)* (Face value of Rs. 10 each)				
	Basic EPS	(14.05)	(13.50)	0.05	(13.45)
	Diluted EPS	(14.05)	(13.50)	0.05	(13.45)

* Not annualised, except year end Basic and Diluted EPS



For VASA RETAIL AND OVERSEAS LIMITED

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VASA RETAIL AND OVERSEAS LIMITED

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Statement of Unaudited Cash Flow for the half year ended 30th September, 2021

(INR in Lakhs)

Particulars	Year Ended 30 Sept 2021 (Unaudited)	Year Ended 31 March 2021 (Audited)
Cash Flow from Operating Activities		
Profit Before Tax:	(843.03)	(806.52)
Adjustment for:		
Depreciation and Amortisation	6.37	13.56
Finance Cost	149.33	274.27
Interest Income	(6.11)	(27.03)
Foreign Exchange (Gain) / Loss	(3.01)	9.63
Loss on sale of Property, Plant & Equipment	1.56	-
Operating profit before working capital changes	(694.89)	(536.09)
Adjustments for changes in working capital		
(Increase) / Decrease in Trade Receivables	(137.07)	380.21
(Increase) / Decrease in Other Assets	(156.16)	63.77
(Increase) / Decrease in Inventories	925.81	140.68
Increase / (Decrease) in Trade Payables	(115.57)	(438.66)
Increase / (Decrease) in Other Liabilities	50.14	49.10
	(127.74)	(341.00)
Taxes Paid (Net)	-	-
Net Cash Flow from Operating Activities	(127.74)	(341.00)
Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment	-	(1.13)
Sale of Property, Plant & Equipment	25.35	-
Interest Income	6.11	27.03
Net Cash Flow from Investing Activities	31.46	25.90
Cash Flow from Financing Activities		
Proceeds from Issue of Equity Share Capital	-	-
Proceeds from / (Repayment of) Long Term Borrowings (Net)	376.38	527.30
Proceeds from / (Repayment of) Short Term Borrowings (Net)	(359.08)	(10.29)
Interest Payment	(149.33)	(274.27)
Foreign Exchange Fluctuations (Gains)	3.01	(9.63)
Net Cash Flow from Financing Activities	(129.02)	233.12
Net Increase / (Decrease) in Cash and Cash Equivalents	(225.30)	(81.98)
Cash and Cash Equivalents - Opening Balance	368.91	450.89
Cash and Cash Equivalents - Closing Balance	143.60	368.91

Note:

(a) Cash Flow has been prepared using Indirect Method

(b) Cash and Cash Equivalents Includes Bank Fixed Deposits given as a security to the Banks



For VASA RETAIL AND OVERSEAS LIMITED

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Notes:

1. The above unaudited standalone financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on May 11, 2022. The above results have been subjected to "limited review" by the statutory auditors of the Company.
2. The audited standalone financial results are prepared in accordance with the Companies (Accounts) Rules, 2014 and applicable accounting standards as prescribed under section 133 of the Companies Act, 2013. As per MCA Notification dated 16th February, 2015 Companies whose Shares are listed on SME Exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirement of adoption of IND-AS.
3. The Company has entered into an exclusive license agreement with Oxford Limited on 10th June, 2016 to obtain the right to use the Licensed Mark on and in connection with the manufacture, promotion and sale of products under the "Oxford Brand" for a period of 5 years till 31st December, 2021.

Due to disruption caused by the Covid 19 pandemic and closure of Oxford business since March 2020, Oxford Limited has decided to cease its global business operations and activities. Accordingly, due to expiry of the Oxford Agreement and non-payment of final royalty amounting to \$20,500, all the remaining stock of licensed products has to be disposed off by Company. Accordingly, the Company has disposed considerable stock at discounted rate through Stock Clearance Notice given in the newspapers (News Hub & Pratahkal) dated 12/05/2021.

4. Considering these developments, in particular, the present non-oxford stationery and paper business, the financial results continue to be prepared on going concern basis. However, since the Company continues to incur loss, current liabilities exceed current assets and Company has defaulted in repayment of borrowings, payment of regulatory and statutory dues, these events indicate that material uncertainty exists that may cast significant doubt on Company's ability to continue as a going concern. This matter has been referred to by the Auditors in their Limited Review Report.
5. The Company is actively monitoring the impact of the global health pandemic on its financial condition, liquidity, operations, suppliers, industry, and workforce. The company has used the principles of prudence in applying judgments, estimates and assumptions based on the current estimates. In assessing the recoverability of assets such as inventories, financial assets and other assets, based on current indicators of future economic conditions, the company expects to recover the carrying amounts of its assets.

For VASA RETAIL AND OVERSEAS LIMTEL


Authorised Signatory

The extent to which COVID-19 impacts the operations will depend on future developments which remain uncertain. However, due to closure of schools, colleges and educational institutions for considerable period due to Covid-19 pandemic, there is direct severe business impact on the business operations of the company.

Management believes that it has taken into account all the possible impact of known events arising from COVID-19 pandemic in the preparation of the standalone financial results. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The company will continue to monitor any material changes to future economic conditions.

6. The Company is primarily engaged in trading of stationery items and raw material of paper i.e. pulp. In the opinion of the management, this is the only segment as per Accounting Standard – 17 on Segment Reporting issued by the Institute of Chartered Accountants of India.
7. Previous period figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current period's classification.

For Vasa Retail & Overseas Limited

For VASA RETAIL AND OVERSEAS LIMTEL

Hardik Vasa

Chairman and Managing Director
(DIN – 03600510)



Place: Mumbai

Date: May 11, 2022