



Satinder Goyal & Co.
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF Dr. MOREPEN LIMITED

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Dr. Morepen Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

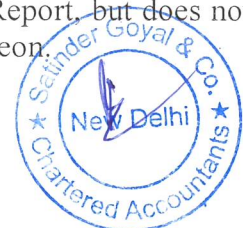
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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 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 independence requirements that are relevant to our audit of the standalone 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.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

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



Our opinion on financial statement 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 the operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of standalone financial statements

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 concluded 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.



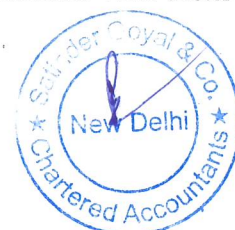
As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedure 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 financial controls 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 system 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 statement 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.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transaction and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 accounts as required by law have been kept by the company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

The company has not paid any remuneration to any director during the year under audit.

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 standalone financial statements;
- (ii) the Company did not have any long term contracts including derivate contracts;
- (iii) The company was not liable to transfer any amount to the Investor Education and Protection Fund.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N


S.K Goyal
(Partner)



Date : 4th May, 2019
Place : New Delhi

Membership No. : 084613

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the standalone financial statements of Dr. Morepen Limited for the year ended 31st March, 2019)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The Company has a program of physical verification of its fixed assets in a phased manner which in our opinion, is reasonable having regard to the size and the nature of its assets. As informed to us, no discrepancies was noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the title deeds of immovable property are held in the name of the Company.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the company has not granted any fresh loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. However old interest free unsecured loan to subsidiary company Total Care Limited amounting to Rs. 868.00 lakhs is outstanding as on March 31,2019. There are no fixed term for repayment. (Refer note 4 to the financial statements).
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act in respect of loans, providing guarantees and securities, as applicable.
- (v) The company has not accepted any deposit and does not have any unclaimed deposits as at 31.03.2019 and hence provision of clause 3(v) of the Order are not applicable to the company.
- (vi) The Central Government has not prescribed the maintenance of cost records for the company under section 148(1) of the Act.



- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the amount deducted /accrued in the books of accounts in respect of undisputed statutory dues including sales tax, service tax, duty of custom, duty of excise, cess have generally been regularly deposited during the year by the company with the appropriate authorities. *However the company is not regular in depositing the dues of Employee's State Insurance, Provident fund, Income Tax (TDS), Goods and Services Tax (GST).*

According to the records and information and explanations given to us, no undisputed amount payable in respect of provident fund, sales tax, income tax, value added tax, duty of custom, service tax, cess and other material statutory dues were in arrears as on March 31, 2019 for a period of more than six months from the date they became payable.


- (b) According to the records and information and explanation given to us there are no dues in respect of Income-tax, Sales-tax, VAT, Service-tax, Customs duty, cess outstanding as at March 31, 2019 due to any dispute.

- (viii) The company has not defaulted in repayment of loans or interest to Banks/FIs.
- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
- (x) To the best of our knowledge 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 by its officers or employees.
- (xi) The company has not paid any Managerial remuneration during the year.
- (xii) The company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or convertible debentures during the year under review. Accordingly, the provision of clause 3(xiv) of the Order are not applicable to the company.



- (xv) The company has not entered into any non- cash transaction with directors or person connected with them during the year. Accordingly, the provision of clause 3(xv) of the Order are not applicable to the company.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N



S.K Goyal
(Partner)
Membership No. : 084613

Date : 4th May, 2019
Place : New Delhi

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the standalone financial statements of Dr. Morepen Limited for the year ended 31st March 2019)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Dr. Morepen Limited** (“the Company”) as of March 31, 2019 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

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 issued by the Institute of Chartered Accountants of India. 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

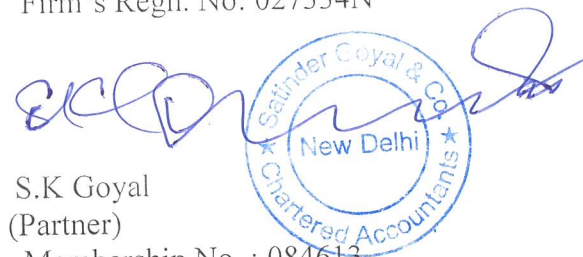
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria 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 issued by the Institute of Chartered Accountants of India.

Date : 4th May, 2019
Place : New Delhi

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

S.K Goyal
(Partner)

Membership No. : 084613



Dr. MOREPEN LIMITED
BALANCE SHEET AS AT 31st MARCH, 2019

(Rs. in Lakhs)

	<u>Notes</u>	<u>As at</u> <u>31.03.2019</u>	<u>As at</u> <u>31.03.2018</u>
A ASSETS			
1. NON-CURRENT ASSETS			
Fixed Assets :			
Property, Plant and Equipment	2	194.09	225.88
Intangible Assets		720.13	545.83
		<u>914.22</u>	<u>771.71</u>
Financial Assets :			
Investments	3	1171.00	1171.00
Other Non-Current Assets	4	2240.39	2300.89
		<u>4325.61</u>	<u>4243.60</u>
2. CURRENT ASSETS			
Inventories	5	336.00	294.23
Financial Assets :			
Trade Receivables	6	995.77	1005.70
Cash and Cash Equivalents	7	18.86	20.79
Loans	8	4.40	1.65
Other Current Assets	9	207.77	146.97
		<u>1562.80</u>	<u>1469.34</u>
TOTAL		<u>5888.41</u>	<u>5712.94</u>
B EQUITY AND LIABILITIES			
1. EQUITY			
Equity Share Capital	10	4067.95	4067.95
Other Equity		(254.12)	(277.60)
		<u>3813.83</u>	<u>3790.35</u>
2. NON - CURRENT LIABILITIES			
Financial Liabilities :			
Borrowings	11	3.77	25.04
Other Financial Liabilities	12	107.26	110.27
Provisions	13	115.72	97.07
		<u>226.75</u>	<u>232.38</u>
3. CURRENT LIABILITIES			
Financial Liabilities :			
Trade payables	14	1102.94	995.87
Other Financial liabilities	15	267.87	240.59
Other Current Liabilities	16	452.47	446.86
Provisions	13	24.55	6.89
		<u>1847.83</u>	<u>1690.21</u>
TOTAL		<u>5888.41</u>	<u>5712.94</u>

SIGNIFICANT ACCOUNTING POLICIES

NOTES ON FINANCIAL STATEMENTS

As per our separate report of even date

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For & on behalf of the Board of Directors of Dr. Morepen Limited

For Satinder Goyal & Co.

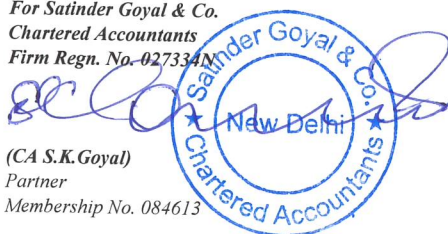
Chartered Accountants

Firm Regn. No.-027334

(CA S.K.Goyal)

Partner

Membership No. 084613



(Sukhcharan Singh)

Director

DIN No. : 00041987

(Ajay Kumar Sharma)

Director & CFO

DIN No. : 00041932

(Deepak Kumar Das)
 Company Secretary

Place : New Delhi
 Date : 04 May, 2019

Dr. MOREPEN LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

		(Rs. in Lakhs)	
	<u>Notes</u>	<u>Year Ended</u> <u>31.03.2019</u>	<u>Year Ended</u> <u>31.03.2018</u>
REVENUE			
Revenue from Operations (Net)	18	5438.12	4889.36
Other Income		-	-
Total Revenue		<u>5438.12</u>	<u>4889.36</u>
EXPENSES			
Purchases of Stock-in-Trade	19	3469.07	3082.64
Changes in inventories of Stock-in-Trade		(41.77)	(77.43)
Employee Benefits Expenses	20	1000.43	784.79
Finance Cost	21	3.92	6.27
Depreciation & Amortization	2	189.50	92.25
Other Expenses	22	779.98	679.03
Total Expenses		<u>5401.13</u>	<u>4567.55</u>
Profit/(Loss) before exceptional and extraordinary items and tax		36.99	321.81
Tax expense:			
(1) Tax		15.52	-
Profit/ (Loss) for the Year		<u>21.47</u>	<u>321.81</u>
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss :			
Actuarial Gain/(Loss) on Employee Benefits		2.71	(2.08)
(1) Tax OCI		0.70	-
Other Comprehensive Income for the Year		<u>2.01</u>	<u>(2.08)</u>
Total Comprehensive Income for the Year		<u>23.48</u>	<u>319.73</u>
Earning/(Loss) per share of par value of Rs.10/- Basic & Diluted	27	0.05	0.79

SIGNIFICANT ACCOUNTING POLICIES
NOTES ON FINANCIAL STATEMENTS

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2-31


As per our separate report of even date


For & on behalf of the Board of Directors of Dr. Morepen Limited

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N


(CA S.K. Goyal)
Partner
Membership No. 084613




(Sukhcharan Singh)
Director
DIN No. : 00041987


(Ajay Kumar Sharma)
Director & CFO
DIN No. : 00041932


(Deepak Kumar Das)
Company Secretary

Place : New Delhi
Date : 04 May, 2019

Dr. MOREPEN LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

(Rs. in Lakhs)

	<u>Note No.</u>	<u>Year Ended</u> <u>31.03.2019</u>	<u>Year Ended</u> <u>31.03.2018</u>
A. CASH FLOWS FROM OPERATING ACTIVITIES :			
Profit before Tax		36.99	321.81
Adjustments for :			
Depreciation & Amortisation	2	189.50	92.25
Provision for Employee benefit		2.71	(2.08)
Finance Cost	21	3.92	6.27
Operating Profit before changes in Current Assets and Liabilities		233.12	418.25
Changes in current assets and current liabilities -			
Trade Receivables	6	9.93	(154.80)
Current Loans and other current assets	8,9	(63.55)	(99.35)
Inventories		(41.77)	(77.43)
Current liabilities	13,14,15,16	157.63	133.99
Income Tax		(16.23)	-
NET CASH GENERATED/(USED) FROM OPERATING ACTIVITIES		279.13	220.66
B. CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of Property, Plant & Equipments	2	(0.63)	(1.99)
Purchase/Addition of Intangibles	2	(331.38)	(605.28)
Loans & Other Non-current assets	4	60.50	6,125.48
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES		(271.51)	5518.21
C. CASH FLOWS FROM FINANCING ACTIVITIES:			
Finance Cost	21	(3.92)	(6.27)
Proceeds (Repayments) of Long Term Borrowings (Net)	11	(21.27)	(19.72)
Change in Other Long Term liabilities & provisions(Net)	12,13	15.64	(5771.42)
NET CASH GENERATED/(USED) IN FINANCING ACTIVITIES		(9.55)	(5797.41)
Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)		(1.93)	(58.54)
Cash and Cash Equivalents as at Beginning of the Year		20.79	79.33
Cash and Cash Equivalents as at End of the Year		18.86	20.79

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES ON FINANCIAL STATEMENTS

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As per our separate report of even date

For & on behalf of the Board of Directors of Dr. Morepen Limited

For Satinder Goyal & Co.

Chartered Accountants

Firm Regn. No. 0273347


(CA S.K. Goyal)
Partner
Membership No. 084613





(Sukhcharan Singh)

Director

DIN No. : 00041987



(Ajay Kumar Sharma)

Director & CFO

DIN No. : 00041932



(Deepak Kumar Das)

Company Secretary

Place : New Delhi

Date : 04 May, 2019

Dr. MOREPEN LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Balance as at 1st April 2018	Change in equity share capital during the year	Balance as at March 31, 2019
4067.95	-	4067.95

B. OTHER EQUITY

	RESERVES & SURPLUS		Other items of other comprehensive income	Total Other Equity
	Securities Premium	Retained Earnings		
Balance as at 1st April 2018	3287.25	(3565.66)	0.81	(277.60)
Profit for the year	-	21.47	-	21.47
Other comprehensive income/(loss) for the year	-	-	2.01	2.01
Total comprehensive income/(loss) for the year	-	21.47	2.01	23.48
Balance as at March 31, 2019	3287.25	(3544.19)	2.82	(254.12)

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES ON FINANCIAL STATEMENTS

2-31

As per our separate report of even date

For & on behalf of the Board of Directors of Dr. Morepen Limited

For Satinder Goyal & Co.

Chartered Accountants

Firm Regn. No. 027334



 (CA S.K. Goyal)
 Partner
 Membership No. 084613


 (Sukhcharan Singh)

Director

DIN No. : 00041987


 (Ajay Kumar Sharma)

Director & CFO

DIN No. : 00041932

Place : New Delhi

Date : 04 May, 2019


 (Deepak Kumar Das)
 Company Secretary

Dr. Morepen Limited

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

Company Overview

Dr. Morepen Limited ("the Company") is a Public limited company incorporated and domiciled in India . The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.. The Company is in the business of trading of OTC, Health and diagnostic products.

1.1 Basis for preparation of financial statements

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act'") as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 4 , 2019.

Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

Operating Cycle

Based on the nature of products/activities of the company and normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.2 Use of Estimates and Judgements

The presentation of financial statements in conformity with Ind AS requires the management of the company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported balances of assets and liabilities, disclosures of contingent assets and liabilities as at the date of financial statements and the reported amount of revenues and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee benefits, provisions for income taxes, useful life of depreciable assets and provisions for impairments & others.

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 financial statements.



1.3. Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

- a) Free hold land is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected significant costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.
- b) Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.
- c) Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.
- d) The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.4 Intangible Assets and Amortisation

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment, if any. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

1.5 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

- a) Depreciation on fixed assets is provided on straight-line method at the rates prescribed by the schedule II of the Companies Act, 2013 and in the manner as prescribed by it except assets costing less than Rs. 5000/- on which depreciation is charged in full during the year.



- b) *Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the company for its use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortization method and useful lives are reviewed periodically at end of each financial year.*

1.6. Valuation of inventories

Stocks of raw materials and other ingredients have been valued on First in First Out (FIFO) basis, at cost or net realizable value whichever is less, finished goods and stock-in-trade have been valued at lower of cost and net realizable value, work-in-progress is valued at raw material cost up to the stage of completion, as certified by the management on technical basis. Goods in transit are carried at cost.

1.7. Foreign Currency Transactions / Translations

- i) *Transactions denominated in foreign currency are recorded at exchange rates prevailing at the date of transaction or at rates that closely approximate the rate at the date of the transaction.*
- ii) *Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.*
- iii) *Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.*
- iv) *Foreign exchange differences recorded as an adjustment to borrowing costs are presented in the statement of profit and loss, as a part of finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.*
- v) *In case of long term monetary items outstanding as at the end of year, exchange differences arising on settlement / restatement thereof are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / up to the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss.*

1.8 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

1.9 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of minimum lease payments at the inception



of lease, whichever is lower. Lease under which the risks and rewards incidental to ownership are not transferred to lessee, is classified as operating lease. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the statement of profit and loss over the lease term.

2.0 **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

i) **Initial Recognition and measurement**

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss ("FVTPL"). Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

ii) **Subsequent measurement**

a) **Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

d) **Investments in subsidiaries, joint ventures and associates**

The Company has adopted to measure investments in subsidiaries, joint ventures and associates at cost in accordance with Ind AS 27 and carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

e) **Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.



Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Derecognition of financial instruments

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

iv) Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

2.1 Impairment of Assets

i) Financial Assets

In accordance with Ind AS 109, the company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

ii) Non-Financial Assets

The carrying amounts of the Company's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is



estimated in order to determine the extent of the impairment loss, if any.

The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

2.2 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured.

a) Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue is net of returns, trade discounts, Goods and Services Tax (GST).

Provisions for rebates, discount and return are estimated and provided for in the year of sales and recorded as reduction of revenue.

b) Dividend income is accounted for when the right to receive the income is established.

2.3 Interest

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

2.4 Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it



has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.5 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.6 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities



are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

2.7 **Earning per share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as at beginning of the period, unless they have been issued at a later date.

2.8 **Employee Retirement benefits**

i) Short term employee benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

ii) Post – employment benefits

Defined contribution plans –

Retirement benefits in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans –

Gratuity

The company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity payment plan provides for a lump sum payment to the vested employees at retirement, death, incapacitation while in employment or on termination of employment of an amount based on the respective employee's salary and tenure of employment. Vesting occurs upon completion of five years of service.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. Re-measurements comprising of actuarial gains and losses, are recognised in other comprehensive income which are not reclassified to profit or loss in the subsequent periods.



iii) Long – term employee benefits

Leave Encashment

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

2.9 **Segment Reporting**

The company operates in one reportable business segment i.e. “ OTC,Health & diagnostic products”.

3.0 **Cash and cash equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.



2 PROPERTY, PLANT AND EQUIPMENTS (TANGIBLE ASSETS)

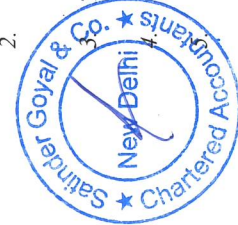
PARTICULARS	Gross Block			Depreciation			Carrying Value	
	As at 01.04.18	Addition	Disposals	As at 01.04.18	For the Year	Deduction	As at 31.03.19	As at 31.03.18
Land	14.94	-	-	-	-	-	14.94	14.94
Office Equipments	8.66	0.63	-	4.57	1.44	-	3.28	4.09
Computer	25.39	-	-	20.14	3.02	-	2.23	5.25
Plant and Equipment	94.03	-	-	14.29	6.88	-	72.86	79.74
Furniture & Fixtures	48.16	-	-	20.33	3.27	-	24.56	27.83
Vehicles	162.65	-	-	68.62	17.81	-	76.22	94.03
Total	353.83	0.63	-	127.95	32.42	-	194.09	225.88
Previous Year	351.84	1.99	-	95.15	32.80	-	225.88	256.69

INTANGIBLE ASSETS

PARTICULARS	Gross Block			Amortization			Carrying Value	
	As at 01.04.18	Addition	Disposals	As at 01.04.18	For the Year	Deduction	As at 31.03.19	As at 31.03.18
Trade Marks	2688.47	-	-	2336.93	18.26	-	2355.19	351.54
Customer acquisition Cost	240.04	331.38	-	45.75	138.82	-	184.57	194.29
Total	2,928.51	331.38	-	2,382.68	157.08	-	2,539.76	545.83
Previous Year	2323.23	605.28	-	2323.23	59.45	-	2382.68	-
Grand Total	3,282.34	332.02	-	2,510.63	189.50	-	2,700.13	771.71
Previous Year	2,675.08	607.27	-	2,418.38	92.26	-	2,510.63	256.69

Notes -

- Land appearing above was sold in earlier years and advance received against sale is appearing in the Note No. 17 of notes of Financial Statements under the head Other Current liabilities. Revenue on this transaction is not recognised in the books as some obligations are still pending.
- Trade mark "Burnol" forming part of Trade Marks was given as a Collateral security against inter-corporate deposit taken by the parent company. Legal case in respect of the above trade mark is pending final adjudication.
The brands having gross value of Rs 300.00 Lakhs are owned by the company on assignment basis.
Trademark Lifespring bought from subsidiary company Total Care Limited in the earlier years for Rs. 365.24 Lakhs, pending transfer of ownership.
Customer acquisition Cost comprises expenses incurred for investment for products & markets.



Dr. MOREPEN LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

(Rs. in Lakhs)
As at As at
31.03.2019 31.03.2018

3 INVESTMENTS

a. Trade Investments

Investment in Equity instruments (Unquoted)

Subsidiary Company

Total Care Ltd

8,86,716 (Previous Year 8,86,716) Equity Shares of Rs. 100/- each fully paid up

1171.00 1171.00

Provision for fall in carrying value of investments, in respect of losses in the subsidiary company has not been made, as this, in management's perception, is temporary in nature.

b. Other Investments (At Cost) -

- -

1171.00 1171.00

Unquoted Investments -

Aggregate Amount

1171.00 1171.00

4 OTHER NON CURRENT ASSETS

Unsecured, considered good

*Capital Advances**

1352.92 1413.42

*Due from Subsidiary Company -Total Care Limited***

868.00 868.00

Security Deposits

19.47 19.47

2240.39 2300.89

* Represents the sum advanced for the acquisition of marketing rights/buyout of new OTC brands.

** Non interest bearing & having no fixed terms of repayment

5 INVENTORIES

Stock in Trade

336.00 294.23

336.00 294.23

The inventory of stock in trade has been taken, valued and certified by the management.

Break-up of Inventory

Classification

Stock in Trade

Tablets

36.37 66.70

Tubes

55.52 15.16

Others

244.11 212.37

Total

336.00 294.23

6 TRADE RECEIVABLES

Unsecured

Considered good

995.77 1005.70

Considered doubtful

44.37 33.22

Less : Provision for doubtful debts

(44.37) (33.22)

995.77 1005.70

7 CASH AND CASH EQUIVALENTS

Balances with banks

Current Accounts

17.41 19.86

Cash in hand

1.46 0.93

18.86 20.79

8 LOANS

Financial Assets at amortised cost

Loans to Employees

4.40 1.65

4.40 1.65



		(Rs. in Lakhs)	
		As at	As at
		31.03.2019	31.03.2018
9	<u>OTHER CURRENT ASSETS</u>		
	<i>Unsecured, considered good unless otherwise stated</i>		
	Advance with suppliers and others	161.69	121.80
	Balance with Government Authorities	19.36	8.55
	Advances to employees	13.33	4.24
	Recoverable from Customs/Insurance	-	7.80
	Prepaid Expenses	13.39	4.58
		<u>207.77</u>	<u>146.97</u>
	Advances Considered Doubtful	4.04	9.15
	Less : Provision for doubtful advances	(4.04)	(9.15)
		<u>-</u>	<u>-</u>
		<u>207.77</u>	<u>146.97</u>

10 A. SHARE CAPITAL**Authorised**

4,50,00,000 (Previous Year 4,50,00,000) Equity Shares of Rs.10/- each

4500.00 4500.00

4500.00 4500.00

Issued, Subscribed and paid up

4,06,79,500 (Previous Year 4,06,79,500) Equity Share of Rs.10/- each fully paid up

4067.95 4067.95

4067.95 4067.95

B. Reconciliation of the numbers and amount of**Equity shares -**

	31.03.2019		31.03.2018	
	Nos.	Amount (Rs./Lakhs)	Nos.	Amount (Rs./Lakhs)
Outstanding at beginning of the year	40679500	4067.95	40679500	4067.95
Add : Shares issued during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
Outstanding at the end of year	40679500	4067.95	40679500	4067.95

C. Rights, preferences and restrictions attached to each class of Shares -

a) i) The company has only one class of shares referred as equity shares, having a par value of Rs. 10/- each-. Each holder of equity shares is entitled to one vote per share.

ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of preferential amounts. The distribution will be in the proportion of the number of equity shares held by the shareholders.

D. Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate;

Name of Holding Company	As at 31-03-2019		As at 31-03-2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd.	40679500	100	40679500	100

E. Shares in the company held by each shareholder holding more than 5% shares -

Name of Shareholder	As at 31-03-2019		As at 31-03-2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd.	40679500	100	40679500	100

F. During last 5 years immediately preceeding the balance sheet date, no Equity Share has been issued pursuant to any contract without payment being received in cash. Further the company has neither allotted any share by way of bonus shares, nor it had bought back any Equity Share during aforesaid period of 5 years.

G. No shares have been forfeited by the company during the year.



(Rs. in Lakhs)
As at As at
31.03.2019 31.03.2018

11 BORROWINGS

Secured

Term Loans from Banks

<u>Non Current Portion</u>		<u>Current Portion</u>	
<i>As at 31-3-19</i>	<i>As at 31-3-18</i>	<i>As at 31-3-19</i>	<i>As at 31-3-18</i>
3.77	25.04	21.26	19.72
3.77	25.04	21.26	19.72

a. Term Loans from Banks

Current Portion of long term borrowings is appearing under the head Other financial Liabilities(Refer Note No. 15)

b. Term Loans from Banks represents vehicle loans, repayable on monthly basis, are secured by way of hypothecation of specific assets purchased under the hire purchase scheme.

<u>Year of Repayment</u>	<u>2020-21</u>	<u>Total</u>
Annual Repayment Amount (Rs./Lakhs)	3.77	3.77
Annual Rate of Interest	10 -16%	10 -16%

12 OTHER FINANCIAL LIABILITIES

Security received from business associates & others

107.26	110.27
107.26	110.27

13 PROVISIONS

Provision for employees benefit(unfunded) -

Gratuity

Leave Encashment

Provision for Income Tax

<u>Long-Term</u>		<u>Short -Term</u>	
<i>As at 31-3-19</i>	<i>As at 31-3-18</i>	<i>As at 31-3-19</i>	<i>As at 31-3-18</i>
68.80	58.47	3.79	2.22
46.92	38.60	3.55	4.67
-	-	17.21	-
115.72	97.07	24.55	6.89

14 TRADE PAYABLES

Total outstanding dues of micro small and medium enterprises

Total outstanding dues of creditors other than micro small and medium enterprises

124.15	-
978.79	995.87
1102.94	995.87

No interest during the year has been paid or payable under the terms of the MSMED Act, 2006.



Dr. MOREPEN LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

		(Rs. in Lakhs)	
		As at	As at
		<u>31.03.2019</u>	<u>31.03.2018</u>
15	<u>OTHER FINANCIAL LIABILITIES</u>		
	Accrued salaries and benefits	198.01	142.57
	Current portion of long term borrowings (Refer Note No. 11)	21.26	19.72
	Other payables	48.60	78.30
		<u>267.87</u>	<u>240.59</u>
16	<u>OTHER CURRENT LIABILITIES</u>		
	Direct Taxes	9.32	6.78
	Indirect Taxes	8.15	5.08
	Advance against sale of Fixed Assets*	435.00	435.00
		<u>452.47</u>	<u>446.86</u>
	* Advance against sale of Fixed Assets		
	Advance against the sale of fixed assets represents amount received for the sale of land apperaing in the Note no. 2(1) of notes of financial statments under the head Fixed Asset and the revenue on this transaction is not recognised in the books as some obligations are still pending.		
17	<u>CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT</u>		
	a) Contingent Liabilities		
	Claim against the Company not acknowledged as	-	-
	(Against collateral security of Trade Mark 'Burnol' given to Poysha Power Generation (P) Ltd. against Inter Corporate Deposit taken by Morepen Laboratories Limited, the holding company . No amount is shown as contingent liability as the brand has been fully depreciated - also refer note 2(2))		
	b) Commitments	-	-
		-	-



Dr. MOREPEN LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

		(Rs. in Lakhs)	
		As at	As at
		<u>31.03.2019</u>	<u>31.03.2018</u>
18	<u>REVENUE FROM OPERATIONS</u>		
	<u>SALE OF PRODUCTS</u>		
	Domestic Sales	5996.88	5187.54
	Less : Discounts	(558.93)	(347.16)
		<u>5437.95</u>	<u>4840.38</u>
	<u>Other Operating Revenues</u>		
	Health Care Services	0.17	48.98
		<u>5438.12</u>	<u>4889.36</u>
	<u>TOTAL REVENUE FROM OPERATIONS</u>		
	Break-up of revenue from sale of products		
	Classification		
	<u>Traded Goods</u>		
	Tablets	1404.70	1270.30
	Tubes	1576.44	1370.12
	Others	3015.74	2547.12
	Total	<u>5996.88</u>	<u>5187.54</u>
19	<u>PURCHASE OF STOCK IN TRADE</u>		
	Traded Goods	3333.10	2988.99
	Freight Inward	46.92	37.48
	Packing Material	35.28	23.73
	Custom Duty	39.39	27.20
	Others	14.38	5.24
		<u>3469.07</u>	<u>3082.64</u>
	Purchase of Traded Goods		
	Classification		
	<u>Traded Goods</u>		
	Tablets	743.89	726.34
	Tubes	636.12	492.50
	Others	1953.09	1770.15
	Total	<u>3333.10</u>	<u>2988.99</u>
20	<u>EMPLOYEE BENEFIT EXPENSES</u>		
	Salaries and Wages	924.48	717.92
	Contribution to provident fund and ESIC	50.91	44.85
	Gratuity & Leave Encashment Expenses	25.04	22.02
		<u>1000.43</u>	<u>784.79</u>
21	<u>FINANCE COST</u>		
	Interest on Vehicle loan	3.92	6.27
		<u>3.92</u>	<u>6.27</u>
22	<u>OTHER EXPENSES</u>		
	Repair and Maintenance	0.71	4.73
	Rent	57.52	56.98
	Travelling and vehicle running expenses	338.69	272.73
	Insurance Expenses	10.60	12.76
	Freight Outward	133.87	114.48
	Miscellaneous Expenses	67.21	67.70
	Legal & Professional Expenses	70.36	58.96
	Marketing & Sales Promotion Expenses	101.02	90.69
		<u>779.98</u>	<u>679.03</u>



Dr. MOREPEN LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

23 PAYMENT TO AUDITORS (excluding services tax/GST)

Year Ended	(Rs. in Lakhs)	
	31.03.2019	31.03.2018
Audit Fee	4.50	1.00
Tax Audit Fee	0.50	0.50
Certification by the Previous Auditors	-	0.20
Certification	0.77	0.55
Total	5.77	2.25

24 DISCLOSURES ABOUT IMPORTS & EXPENDITURE IN FOREIGN CURRENCY

	(Rs. in Lakhs)	
	As at 31.03.2019	As at 31.03.2018
A. VALUE OF IMPORTS ON CIF BASIS		
Stock -in -trade	202.65	64.52
	202.65	64.52

25 SEGMENT REPORTING

In accordance with Ind AS-108, "Operating Segment " the Company's business activity falls within a single primary business segment viz. "Trading in OTC Health Products & Services"

26 RELATED PARTY DISCLOSURES

Disclosure as required by accounting standard "Related Party Disclosures" (Ind AS 24) issued by the Institute of Chartered Accountants of India are given here under:

Related Parties

1. Holding Company Morepen Laboratories Limited	Domestic Company
2. Subsidiary Company Total Care Limited	Domestic Company
3 Associates Morepen Inc.	Foreign Company
4. Key Management Personnel	Mr. Sanjay Suri, Managing Director Mr. Ajay Kumar Sharma, Director & CFO Mr. Deepak Kumar Das, Company Secretary
5. Relatives of Key Management Personnels with which the company has any transactions during the year	Nil
6. Entities over which key management personnel/ or Relatives of key management personnel are able to exercise significant influence with which the company has any transactions during the year	Edit 25 Lifestyle Private Limited

Transactions with related parties -

Particulars	Nature of transaction	(Rs. in Lakhs)
1. Holding Company	Sale of inventories	1.72
	Purchase of inventories	411.81
	Balance as on 31.03.19 – Receivable (Maximum balance Receivable Rs. 139.00 Lakhs)	139.00
2. Subsidiary Companies	Transactions During the Year	Nil
	Amount Receivable balance as on 31.03.2019 (Maximum balance outstanding Rs. 868.00 Lakhs)	868.00
3. Key Management Personnel	Remuneration	4.65
	Balance Payable as on 31.03.19 (Maximum balance outstanding Rs.0.46 Lakhs)	0.46
	Transactions During the Year	6.48
4. Entities over which key management personnel/ or Relatives of key management personnel are able to exercise significant influence with which the company has any transactions during the year	Balance Payable as on 31.03.19	Nil
	(Maximum balance outstanding 1.62 Lakhs)	



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EARNING PER SHARE

Particulars	Year Ended	Year Ended
	31.03.2019	31.03.2018
Profit/(Loss) after tax (Rs. in Lakhs)	21.47	321.81
Weighted average number of equity shares outstanding	40679500	40679500
Basic Earning/(loss) per share in rupees (face value Rs.10/- per share)	0.05	0.79

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EMPLOYEE BENEFITS

Disclosures as per Accounting Standard, Ind AS -19 (Revised) 'Employee Benefits' is as under -

(A) Disclosures for Defined Contribution Plans -

(Rs. in Lakhs)

Particulars	31.03.2019	31.03.2018
Employer's Contribution to Provident Fund	37.27	32.24
Employer's Contribution to Employees State Insurance	13.63	12.61

(B) Disclosures for Defined Benefit Plans - Unfunded

Particulars	Gratuity		Leave Encashment	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Change in the present value of obligation:				
Present Value of Obligation as at beginning of the year	60.68	53.88	43.27	39.80
Add: Interest Cost	5.17	4.38	3.49	3.14
Add: Current Service Cost	10.98	9.27	8.98	5.59
Less:- Benefit Paid	(1.53)	(8.93)	(1.69)	(4.89)
Add: Actuarial loss on obligations	(2.71)	2.09	(3.58)	(0.37)
Present Value of Obligation as at year end	72.59	60.68	50.47	43.27
Change in the fair value of plan Assets:				
Fair Value of Plan Assets at the beginning of the year	-	-	-	-
Add : Expected Return on Plan Assets	-	-	-	-
Add : Contributions	-	-	-	-
Less: Benefits Paid	-	-	-	-
Fair Value of Plan Assets as at year end	-	-	-	-
Expense recognized in the Statement of Profit and Loss				
Current Service Cost	10.98	9.27	8.98	5.59
Add: Interest Cost	5.17	4.38	3.49	3.14
Less: Expected Return on plan assets	-	-	-	-
Less: Settlement Credit	-	-	-	-
Add: Net actuarial loss recognised	(2.71)	2.09	(3.58)	(0.37)
Total expenses recognized in statement of profit & loss	13.44	15.74	8.89	8.36
The following table sets out the assumptions used in actuarial valuation of gratuity and leave encashment-				
Assumptions	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Discount Rate	7.70%	7.70%	7.70%	7.60%
Expected return of Assets	N/A	N/A	N/A	N/A
Salary Escalation Rate	5%	5%	5%	5%
Employee Turnover rates	3%	3%	3%	3%

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IMPAIRMENTIt is the view of management that there are no impairment conditions that exist as on 31st March, 2019. Hence, no provision is required in the accounts for the year under review.

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TAXES

- a) Deferred tax asset on accumulated losses, is not recognized as a matter of prudence provision for Income tax made during the current year is as per provisions of I.Tax Act .

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OTHERS SIGNIFICANT DISCLOSURES-

- a) In the opinion of the Board, the assets, except stated otherwise, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and the provision for depreciation and for all known liabilities is adequate and considered reasonable.



- b) *The company, with a view to increase its visibility in the promising FMHG/OTC business and reap the potential benefits in the above business streams, with added advantages of better brand building, customer confidence and better product quality, has decided to acquire/buyout new brands, expand the existing brands and product portfolio and has advanced a sum of Rs. 1352.92 Lakhs for buyout of brands for the company.*
- c) *Balance with the parties under the head current liabilities ,long term loans and advances ,trade receivables, bank balances, short term loan & advances are subject to confirmation.*
- d) *Sales Tax assessments for earlier years are in progress. Demand, if any, shall be accounted for, on the completion of assessments.*
- e) *Previous year figures have been regrouped and rearranged wherever necessary to suit the present year layout.*

