

S.P. Babuta and Associates

Chartered Accountants

#240, Sector 21-A, Chandigarh-160022, Tel: 91 172 2704943, 2713814, Email ID: spbabuta@hotmail.com, Website: www.babuta.com

Independent Auditor's Report

To the Members of Dr. Morepen Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Dr. Morepen Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, 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, 2025, 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 standalone financial statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 on the standalone financial statements.

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



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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 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 applicable 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Board of Directors is responsible for assessing the company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease the operations, or has no realistic alternative but to do so.

The Company's 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 conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 standalone 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.



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- 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 standalone 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 standalone 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, 2020 ("the Order"), issued by the Central Government in terms of section 143(11) of the Act, we give in 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, based on our audit, 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.



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- 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 Standalone Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows 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 relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls 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 Auditor's 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:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - b) The Company did not have any long term contracts including derivative contracts.
 - c) During the year, the company was not liable to transfer any amount to the Investor Education and Protection Fund.
 - d) The Gratuity Liability accrued remains uncovered to the extent of unfunded.
 - e) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement. (Refer Note No. 35(b) to the standalone financial statements)
 - f) The Company has not declared or paid any dividend during the year.

Based on our examination, which includes the test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2025



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which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For S.P. Babuta & Associates
Chartered Accountants
F.No. 007657N



CA S.P. Babuta
Managing Partner
FCA, IP, DISA, CCA
GST Cert, Forensic Auditor
Membership No. 086348

Date : 12th May, 2025
Place: Gurugram, Haryana

UDIN 25086348BMIM829695

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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, 2025)

(i)	(a)	(A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
		(B) The company is maintaining proper records showing full particulars of intangible assets;
	(b)	Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
	(c)	The company does not have any immovable property as at 31 st March 2025;
	(d)	The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
	(e)	According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
(ii)	(a)	As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancy of 10% or more in the aggregate for each class of inventory was noticed;
	(b)	During the year the company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets, hence provisions of this clause are not applicable to the company;
(iii)		According to the information and explanations given to us and based on audit procedures performed, we are of the opinion that during the year the company has made investments of Rs.80,000 (Rupees Eighty Thousand) against share application money in newly incorporated subsidiary Quick Med Private Limited, but not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. However old interest free unsecured loan to subsidiary company Total Care Limited amounting to Rs. 868.00 Lakhs (Rupees Eight hundred sixty eight lakhs) is outstanding as on 31 st March 2025. There is no fixed term for repayment (Refer note no. 3 to the financial statements);
(iv)		According to the information and explanations given to us and based on audit procedures performed, we are of the opinion that in respect of loans, investments, guarantees and security, the company has complied with the provisions of section 185 and 186 of the Act;
(v)		According to the information and explanations given to us, the company has not accepted any deposits and does not have any unclaimed deposits as on 31 st March 2025 and hence provisions 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 examination of the records of the company, during the year, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. No such dues are outstanding as on 31 st March 2025 for a period exceeding six months;
	(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, Custom duty, cess outstanding as at March 31, 2025 due to any dispute except as disclosed in Note No.18 (a) para 2 to the financial statements which is as under: -



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		Income tax demand of Rs.1,67,22,972/-for Assessment Year 2022-23 (Financial Year 2021-22) is under appeal before National Faceless Appeal Centre (NFAC) against the order passed by the assessment unit, Income Tax Department u/s143(3) read with the section 144B of the income tax act,1961, for the disallowance of Rs.5,42,38,332/-being depreciation claimed by the Company on intangible assets.
(viii)		According to the records and information and explanation given to us, no transaction/amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
(ix)	(a)	According to the records and information and explanation given to us, the company has not defaulted in repayment of loan or other borrowing or in the payment of interest thereon to any lender;
	(b)	According to the information and explanations given to us by the management, the company is not declared willful defaulter by any bank or financial institution or other lender during the year;
	(d)	According to the records and information and explanation given to us, the company has not raised any funds during the year under audit;
	(e)	According to the records and information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
	(f)	According to the records and information and explanation given to us, the company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
(x)	(a)	During the financial year 2024-2025, the Company allotted 1,01,69,875 (One Crore One Lakh Sixty-Nine Thousand Eight Hundred Seventy-Five) equity shares of face value ₹10 each, pursuant to the conversion of fully paid-up warrants issued to Blueheaven Marketing Pvt. Ltd. and Vignet Trading Pvt. Ltd. The equity shares were allotted at an issue price of ₹30 per share, comprising ₹10 towards face value, and ₹20 towards securities premium. The total consideration received upon conversion amounted to ₹3,050.96 lakhs, which includes ₹1,016.99 lakhs received earlier as application money at the time of warrant subscription, and ₹2,033.98 lakhs received upon conversion of the warrants. The allotment was duly approved by the shareholders of the Company through Special Resolutions passed on 31st March 2025. In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Company has completed all necessary statutory filings, including submission of Form PAS-3 with the Registrar of Companies (ROC) on 3rd April 2025.
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) of the Order is not applicable.
(xi)	(a)	During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or on the company, noticed or reported during the year, nor have we been informed of any such case by the Management;
	(b)	No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
	(c)	According to the records and information and explanation given to us, there is no whistleblower complaint received during the year by the company;
(xii)		The company is not a Nidhi Company and hence this clause is not applicable to the company;



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(xiii)		According to the information and explanations given to us and based on our examination of the records of the company, all 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)	(a)	The company has an internal audit system commensurate with the size and nature of its business;
	(b)	The report of the internal Auditors for the period under audit were considered by us;
(xv)		According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non- cash transaction with directors or person connected with them during the year;
(xvi)	(a)	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934;
	(b)	The company has not conducted any Non-Banking Financial or Housing Finance activities during the year;
	(c)	The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;
(xvii)		The company has not incurred cash losses in the financial year and in the immediately preceding financial year;
(xviii)		As explained to us by the management, there is no resignation of the statutory auditors during the period. Accordingly, clause 3(xviii) of the order is not applicable;
(xix)		On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
(xx)		According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to spend any amount under CSR Activities;

For S.P. Babuta & Associates

Chartered Accountants

F.No. 007657N



CA S.P. Babuta

Managing Partner

FCA, IP, DISA, CCA

GST Cert, Forensic Auditor

Membership No. 086348

Date : 12th May, 2025

Place: Gurugram, Haryana

UDIN: 250863488MI MBZ 9695

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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 2025)

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, 2025 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 (the "Guidance Note"). 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 and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial control. 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 includes 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.



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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, 2025, 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.

For S.P. Babuta & Associates

Chartered Accountants

F.No. 007657N



CA S.P. Babuta

Managing Partner

FCA, IP, DISA, CCA

GST Cert, Forensic Auditor

Membership No. 086348

Date : 12th May, 2025

Place: Gurugram, Haryana

UDIN:250863488MIM BZ9695

Dr. MOREPEN LIMITED
BALANCE SHEET AS AT 31st MARCH, 2025

(Rs. in Lakhs)

	Note No.	As at 31.03.2025	As at 31.03.2024
A ASSETS			
1. NON-CURRENT ASSETS			
<i>Fixed Assets :</i>			
Property, Plant and Equipment	2	56.71	70.20
Right to use assets	2	774.32	-
Intangible Assets	2	1,797.47	1,158.54
		<u>2,628.50</u>	<u>1,228.74</u>
<i>Financial Assets :</i>			
Investments	3	1,171.80	1,171.00
Other Financial Assets	4	130.25	144.45
Other Non-Current Assets	5	869.50	869.50
		<u>4,800.05</u>	<u>3,413.69</u>
2. CURRENT ASSETS			
Inventories	6	691.24	516.70
<i>Financial Assets :</i>			
Trade Receivables	7	3,577.65	2,256.19
Cash and Cash Equivalents	8	33.07	36.47
Bank Balances other than Cash and Cash Equivalents	8A	2.40	-
Other Current Assets	9	1,905.79	221.40
		<u>6,210.15</u>	<u>3,030.76</u>
TOTAL		<u>11,010.20</u>	<u>6,444.45</u>
B EQUITY AND LIABILITIES			
1. EQUITY			
Equity Share Capital	10	5,084.94	4,067.95
Other Equity		1,547.91	(416.28)
		<u>6,632.85</u>	<u>3,651.67</u>
2. NON - CURRENT LIABILITIES			
<i>Financial Liabilities :</i>			
Lease liabilities	11	469.39	-
Other Financial Liabilities	12	225.28	205.28
Provisions	13	154.30	105.30
		<u>848.97</u>	<u>310.58</u>
3. CURRENT LIABILITIES			
<i>Financial Liabilities :</i>			
Borrowings	14	43.31	80.68
Lease liabilities	11	310.99	-
Trade payables	15	2,731.94	1,922.80
Other Financial liabilities	16	153.23	161.21
Other Current Liabilities	17	160.30	177.42
Provisions	13	128.61	140.09
		<u>3,528.38</u>	<u>2,482.20</u>
TOTAL		<u>11,010.20</u>	<u>6,444.45</u>

SIGNIFICANT ACCOUNTING POLICIES

1

NOTES ON FINANCIAL STATEMENTS

2-36

As per our separate report of even date

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

For S.P.BABUTA & ASSOCIATES

Chartered Accountants

Firm Regn. No. 007657N

(CA S.P. Babuta)

Partner

Membership No. 086348



(Signature)
(Varun Suri)
Managing Director
DIN No. : 01456234

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

(Signature)
(Vipul Kumar)
Company Secretary
Membership No. : A37677

Dr. MOREPEN LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH, 2025

(Rs. in Lakhs)

	<u>Note No.</u>	<u>Year Ended</u> <u>31.03.2025</u>	<u>Year Ended</u> <u>31.03.2024</u>
REVENUE			
Revenue from Operations (Net)	19	16,532.82	9,071.72
Other Income	20	547.93	354.17
Total Revenue		<u>17,080.75</u>	<u>9,425.89</u>
EXPENSES			
Purchases of Stock-in-Trade	21	13,216.03	6,443.90
Changes in inventories of Stock-in-Trade		(77.68)	305.29
Employee Benefits Expenses	22	1,172.31	977.54
Finance Cost	23	109.83	20.08
Depreciation & Amortization	2	339.10	1,155.21
Other Expenses	24	1,290.65	1,377.92
Total Expenses		<u>16,050.24</u>	<u>10,279.94</u>
Profit/(Loss) before exceptional and extraordinary items and tax		<u>1,030.51</u>	<u>(854.05)</u>
Tax expense:			
(1) Current		37.34	-
Total Tax Expense		<u>37.34</u>	-
Profit/ (Loss) for the Year		<u>993.17</u>	<u>(854.05)</u>
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss :			
Actuarial Gain/(Loss) on Employee Benefits		(2.96)	(8.36)
Other Comprehensive Income for the Year		<u>(2.96)</u>	<u>(8.36)</u>
Total Comprehensive Income for the Year		<u>990.21</u>	<u>(862.41)</u>
Earning/(Loss) per share of par value of Rs.10/-			
(1) Basic	30	2.44	(2.10)
(2) Diluted		1.95	(1.68)

SIGNIFICANT ACCOUNTING POLICIES

NOTES ON FINANCIAL STATEMENTS

As per our separate report of even date

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

For S.P.BABUTA & ASSOCIATES

Chartered Accountants

Firm Regn. No. 007657N

(CA S.P.Babuta)

Partner

Membership No. 086348



(Signature)
 (Varun Suri)
 Managing Director
 DIN No. : 01456254

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

(Signature)
 (Vipul Kumar)
 Company Secretary
 Membership No. : A37677

Place : Gurugram

Date : 12th May, 2025

Dr. MOREPEN LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

	<u>Note No.</u>	<u>Year Ended</u> <u>31.03.2025</u>	<u>(Rs. in Lakhs)</u> <u>Year Ended</u> <u>31.03.2024</u>
A. <u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>			
Profit/(Loss) before Tax		1,030.51	(854.05)
Adjustments for:			
Depreciation & Amortisation	2	339.10	1,155.21
Provision for Employee benefit (OCI)		(2.96)	(8.36)
Finance Cost	23	109.83	20.08
Operating Profit before changes in Current Assets and Liabilities		1,476.48	312.88
Changes in current assets and current liabilities -			
Trade Receivables	7	(1,321.46)	14.83
Other current assets	8A,9	(1,686.79)	173.63
Inventories	6	(174.54)	310.16
Current liabilities	13,15,16,17	772.57	(565.53)
Income Tax (Including Tax on OCI)		(37.34)	-
NET CASH GENERATED/(USED) FROM OPERATING ACTIVITIES		(971.08)	245.97
B. <u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>			
Purchase of Property, Plant & Equipments	2	(6.74)	(4.25)
Addition of Rights to use of assets	2	(1,074.67)	-
Purchase/Addition of Intangibles	2	(657.45)	(366.52)
Other Financial Assets & Other Non-current assets	3,4,5	13.40	(13.24)
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES		(1,725.46)	(384.01)
C. <u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>			
Finance Cost	23	(109.83)	(20.08)
Proceeds from issue of share capital(Including securities premium)	10	1,990.96	-
Proceeds (Repayments) of Short Term Borrowings (Net)	14	(37.37)	80.68
Change in Lease Liabilities	11	780.38	-
Change in Other Long Term liabilities & provisions(Net)	12,13	69.00	102.91
NET CASH GENERATED/(USED) IN FINANCING ACTIVITIES		2,693.14	163.51
Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)		(3.40)	25.47
Cash and Cash Equivalents as at Beginning of the Year		36.47	11.00
Cash and Cash Equivalents as at End of the Year		33.07	36.47

SIGNIFICANT ACCOUNTING POLICIES

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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 S.P.BABUTA & ASSOCIATES

Chartered Accountants

Firm Regn. No. 007657N

(CA S.P.Babuta)
Partner
Membership No. 080348



(Vijay Suri)
Managing Director
DIN No. : 01456254



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

(Vipul Kumar)
Company Secretary
Membership No. : A37677

Place : Gurugram
Date : 12th May, 2025

Dr. MOREPEN LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2025

A. EQUITY SHARE CAPITAL

As at 31st March, 2025

Balance as at 1st April 2024	Change in equity share capital during the year	Balance as at March 31, 2025
4067.95	1,016.99	5084.94

As at 31st March, 2024

Balance as at 1st April 2023	Change in equity share capital during the year	Balance as at March 31, 2024
4067.95	-	4067.95

B. OTHER EQUITY AS AT 31st MARCH, 2025

	RESERVES & SURPLUS		Other items of other comprehensive income	Money Received against share warrant	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as at 1st April 2024	3,287.25	(4,760.22)	(3.31)	1,060.00	(416.28)
Security premium on issue of equity share	2,033.98	-	-	-	2,033.98
Money Received against Share warrant	-	-	-	1,996.96	1,996.96
Share warrant converted into equity share	-	-	-	(3,050.96)	(3,050.96)
Profit for the year	-	993.17	-	-	993.17
Other comprehensive income/(loss) for the year	-	-	(2.96)	-	(2.96)
Total comprehensive income/(loss) for the year	-	993.17	(2.96)	-	996.21
Balance as at March 31, 2025	5,321.23	(3,767.05)	(6.27)	-	1,547.91

OTHER EQUITY AS AT 31st MARCH, 2024

	RESERVES & SURPLUS		Other items of other comprehensive income	Money Received against share warrant	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as at 1st April 2023	3,287.25	(3,996.17)	5.05	1,060.00	446.13
Profit for the year	-	(834.05)	-	-	(834.05)
Other comprehensive income/(loss) for the year	-	-	(8.36)	-	(8.36)
Total comprehensive income/(loss) for the year	-	(834.05)	(8.36)	-	(862.41)
Money Received against Share warrant	-	-	-	-	-
Balance as at March 31, 2024	3,287.25	(4,760.22)	(3.31)	1,060.00	(416.28)

During the financial year 2020-21, the Company had issued, in aggregate, 1,01,69,875 Fully Convertible Warrants ("Warrants"), convertible into equivalent no. of equity shares, at an issue price of ₹30/- (Rupees Thirty only) per Warrant to Blueheaven Marketing Private Limited and Vignet Trading Private Limited ("Warrant Holders") on receipt of ₹435 Lakhs on 24th March 2021. These Warrants entitled the Warrant Holders to pay the entire Warrants issue amount and get convert them into an equivalent number of equity shares of face value ₹10/- (Rupees Ten only) each within a period of 12 months ("Warrants exercise period") from the date of allotment of said Warrants, i.e., by 23rd March 2022.

Further, upon request from the Warrant Holders, the Company had extended the exercise period to 9th March 2023 ("First Extension") through a Special Resolution passed on 10th March 2022.

In the financial year 2022-23, the Company had received partial outstanding amount of Warrants issued from the Warrant Holders (i.e., ₹198.00 Lakhs from Blueheaven Marketing Private Limited and ₹427.00 Lakhs from Vignet Trading Private Limited) along with a request for a further extension. Accordingly, the Company had extended the Warrant exercise period up to 6th March 2024 ("Second Extension") through a Special Resolution passed on 7th March 2023.

Subsequently, the Company had granted a further extension up to 4th March 2025 ("Third Extension") by Special Resolution passed on 5th March 2024, and an additional extension up to 2nd March 2026 ("Fourth Extension") through a Special Resolution passed on 3rd March 2025.

During the year under review, the Company has received the final outstanding balance along with a request letter dated 13th March 2025 to convert the said Warrants into equivalent number of equity shares from the Warrant Holders. Accordingly, the Board of Directors, in their meeting held on Monday, 31st March 2025, approved the allotment of, in aggregate, 1,01,69,875 equity shares of the face value ₹10/- each, at a price of ₹30/- (including a premium of ₹20/-), pursuant to conversion of an equivalent number of Warrants.

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 S.P. BABUTA & ASSOCIATES

Chartered Accountants

Firm Regn. No. 007657N

(CA S.P. Babuta)

Partner

Membership No. 006348



(Varun Suri)
Managing Director
DIN No. : 01456254

(Varun Suri)

Managing Director

DIN No. : 01456254

(Ajay Kumar Sharma)

Director & CFO

DIN No. : 00041932

(Vipul Kumar)
Company Secretary
Membership No. : A37677

Place : Gurugram

Date : 12th May, 2025

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 409, Antriksh Bhawan, 22, KG Marg, New Delhi-110001 and 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar, Sector-20, Gurugram, Haryana-122016. 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 thereafter, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 12, 2025.

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

Internally generated Intangible Assets - Research and Development expenditure

Expenditure pertaining to research is expensed as incurred. Expenditure incurred on development is capitalised if such expenditure leads to creation of an asset and/or benefits are expected over more than one period, otherwise such expenditure is charged to the Statement of Profit and Loss.

Expenditure providing benefits for more than one period is amortised proportionately over the periods during which benefits are expected to occur.

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment, if any. The Company determines the amortization 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 amortization 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 cost and net realizable value. 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 the 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

Dividends are recognized as liability in the financial statements in the period in which they are appropriately authorized and no longer at the discretion of the company. For interim dividends, this is typically the date of approval by the Board of Directors. For final dividends, liability is recognized upon approval by the shareholders at the Annual General Meeting.



Proposed dividends that are declared after the reporting date are not recognized as a liability at the end of the reporting period but are disclosed in the notes to the financial statements in accordance with Ind AS-10 'Events occurring after reporting period'

Dividends are distributed from retained earnings and are subject to the availability of sufficient distributable profits and liquidity. All dividend payments are made in compliance with applicable legal and regulatory requirements.

1.9 Right-of-use (ROU) Asset and Lease liabilities

The company recognizes a right-of-use (ROU) asset and a corresponding lease liability at the commencement date of a lease. The commencement date is the date on which the underlying asset is available for use by the Company.

Right-of-use of assets are initially measured at cost, which comprises the amount of initial lease liability, any lease payments made at or before the commencement date, less any lease incentive received, any initial direct costs incurred and an estimate of the costs to dismantle or restore the asset.

Lease liabilities are initially measured at the present value of future lease payments over the lease term, discounted using the interest rate implicit in the lease, or if it cannot be readily determined, the Company's incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using effective interest rate and are remeasured when there is a change in future lease payments arising from change in index or rate, a reassessment of options, or a modification of the lease.

The Company has elected not to recognize ROU assets and lease liabilities for leases with a lease term of 12 months or less (short-term leases) and for leases of low-value assets. Lease payment for such leases is recognized as an expense on a straight-line basis 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.

However, trade receivables that do not contain a significant financing component are measured at transaction price.



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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 recognized.

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 value of consideration received or receivable. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the company as part of the contract. 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 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.

Pursuant to Taxation Laws (Amendment) Ordinance 2019, the company has opted to pay Income Tax as provided under Section 115BAA of the Income Tax Act, 1961.

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)

(Rs. in Lakhs)

PARTICULARS	Gross Block		As at 31.03.25		As at 01.04.24		Depreciation		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/ Adjustments	As at 31.03.25	As at 01.04.24	For the Year	Deduction/ Adjustment	As at 31.03.25	As at 31.03.25	As at 31.03.24
Office Equipments	10.43	-	-	10.43	9.65	0.22	-	9.87	0.56	0.78
Computer	72.17	6.74	-	78.91	56.64	9.93	-	66.57	12.34	15.53
Plant and Equipment	94.03	-	-	94.03	55.53	6.87	-	62.40	31.63	38.50
Furniture & Fixtures	48.16	-	-	48.16	40.46	3.21	-	43.67	4.49	7.70
Vehicles	162.65	-	-	162.65	154.96	-	-	154.96	7.69	7.69
Total	387.44	6.74	-	394.18	317.24	20.23	-	337.47	56.71	70.20
Previous Year	383.19	4.25	-	387.44	291.83	25.41	-	317.24	70.20	91.36

RIGHT OF USE ASSETS

PARTICULARS	Gross Block		As at 31.03.25		As at 01.04.24		Amortization		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/ Adjustments	As at 31.03.25	As at 01.04.24	For the Year	Deduction/ Adjustment	As at 31.03.25	As at 31.03.25	As at 31.03.24
Right to use	-	1,074.67	-	1,074.67	-	300.35	-	300.35	774.32	-
Total	-	1,074.67	-	1,074.67	-	300.35	-	300.35	774.32	-
Previous Year	-	-	-	-	-	-	-	-	-	-

INTANGIBLE ASSETS

PARTICULARS	Gross Block		As at 31.03.25		As at 01.04.24		Amortization		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/ Adjustments	As at 31.03.25	As at 01.04.24	For the Year	Deduction/ Adjustment	As at 31.03.25	As at 31.03.25	As at 31.03.24
Trade Marks	2,693.63	-	-	2,693.63	2,447.27	18.52	-	2,465.79	227.84	246.36
Customer acquisition Cost	3,386.90	657.45	-	4,044.35	2,474.72	-	-	2,474.72	1,569.63	912.18
Total	6,080.53	657.45	-	6,737.98	4,921.99	18.52	-	4,940.51	1,797.47	1,158.54
Previous Year	6,431.87	366.52	717.86	6,080.53	4,510.05	1,129.80	717.86	4,921.99	1,158.54	1,921.82

Grand Total

Current Year	6,467.97	1,738.86	-	8,206.83	5,239.23	339.10	-	5,578.33	2,628.50	1,228.74
Previous Year	6,815.06	370.77	717.86	6,467.97	4,801.88	1,155.21	717.86	5,239.23	1,228.74	2,013.18

Notes -

- 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 pending adjudication.
- Trademark Lifespring bought from subsidiary company Total Care Limited in the earlier years for Rs. 365.24 Lakhs, pending transfer of ownership to Burnol & Associates.
- Customer acquisition Cost comprises expenses incurred for investment for products & markets.
- The amount spent on marketing, advertisement and promotion of Burnol, Lemolate and other range of other OTC products is being capitalised as intangible assets. The amount is expected to generate revenue over extended period of time. The company with a view to align the amount invested with generation of revenue in the future years with generation of revenue in the future years has decided to charge the investment over six years period, first three years past year of investment there will not be any charge, investment amount will be charged over 12 quarters equated basis.



Dr. MOREPEN LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2024

(Rs. in Lakhs)
 As at
 31.03.2024

As at
 31.03.2023

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

QuickMed P.Ltd

8,000 (Previous Year Nil) shares application money pending allotment of Rs. 10/- each fully paid up

b. Other Investments (At Cost) -

Unquoted Investments -

Aggregate Amount

4. OTHER FINANCIAL ASSETS

Security Deposits

5. OTHER NON CURRENT ASSETS

Unsecured, considered good

Security Deposits with MSDL

Due from Subsidiary Company - Total Care Limited*

* Non interest bearing & having no fixed terms of repayment

6. INVENTORIES

Stock in Trade

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

Break-up of Inventory

Stock in Trade

Tablets

Tubes

Others

Total

7. TRADE RECEIVABLES

Unsecured

Considered good

Considered doubtful

Less - Allowance for doubtful debts

Ageing of Trade Receivables (2024-23)	< 6 months	Months 1 year	1-2 years	2-3 years	3 years or more	Total
Undisputed						
- Considered good	1,419.81	25.21	-	-	-	2,445.12
- Having significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
Disputed						
- Considered good	-	-	-	-	-	-
- Having significant increase in credit risk	30.77	32.67	72.29	31.63	161.36	329.26
- Credit Impaired	-	-	-	-	-	-
Total Receivables	1,450.58	57.88	72.29	31.63	161.36	2,114.95

Ageing of Trade Receivables (2023-20)	< 6 months	Months 1 year	1-2 years	2-3 years	3 years or more	Total
Undisputed						
- Considered good	2,045.42	39.23	-	-	-	2,144.95
- Having significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
Disputed						
- Considered good	-	-	-	-	-	-
- Having significant increase in credit risk	16.47	13.33	68.35	47.87	81.19	213.46
- Credit Impaired	-	-	-	-	-	-
Total Receivables	2,061.89	52.56	68.35	47.87	81.19	2,316.19

8. CASH AND CASH EQUIVALENTS

Balance with banks

Current Accounts

Cash in hand

8A. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

FDR with Gen* (Including Interest accrued)

*FDR with Gen represents performance guarantee under bid participation of ministry of defence supply CDA, Panaji, Goa

9. OTHER CURRENT ASSETS

Unsecured, considered good unless otherwise stated

Security Deposits (EMD) with Gen

Advances with suppliers and others

Balance with Government Authorities

Advances in employees

Prepaid Expenses



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Dr. MOREPEN LIMITED
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2024

10. A. SHARE CAPITAL

Authorised

5,10,00,000 (Previous Year 5,10,00,000) Equity Shares of Rs.10/- each

5,100.00	5,100.00
5,100.00	5,100.00

Issued, Subscribed and paid up

5,08,49,375 (Previous Year 4,06,79,500) Equity Share of Rs.10/- each fully paid up

5,084.94	4,067.95
5,084.94	4,067.95

B. Reconciliation of the numbers and amount of Equity shares:

	31.03.2025		31.03.2024	
	No.	Amount (Rs./Lakhs)	No.	Amount (Rs./Lakhs)
Outstanding at beginning of the year	40679500	4067.95	40679500	4067.95
Add - Shares issued during the year	18169875	1,816.99	-	-
Less - Shares bought back during the year	-	-	-	-
Outstanding at the end of year	58849375	5884.94	40679500	4067.95

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

a) 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.

b) In the event of liquidation of the company, the holder 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 31-03-2025		As at 31-03-2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd.	40679500	80	40679500	100

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

Name of Shareholder	As at 31-03-2025		As at 31-03-2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd.	40679500	80	40679500	100
Bluebeem Marketing Private Limited	5085000	10	-	-
Vigour Trading Private Limited	5084875	10	-	-

F. During last 5 years immediately preceding 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 Shares during aforesaid period of 5 years.

Board of Directors of the Company in their meeting held on Monday, March 31, 2025, inter-alia, considered and approved the allotment of equity shares on conversion of 1,81,69,875 (One Crore One Lakh Sixty-Nine Thousand Eight Hundred Seventy-Five) Equity Shares, face value of Rs. 10/- (Rupees Ten Only) each, arising out of conversion of equivalent number of Fully Convertible Warrants ('Warrants') issued at a price of Rs. 30/- (Rupees Thirty Only) (including premium of Rs.20/-) each. Pursuant to conversion, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increased to ₹50,84,93,750/- consisting of 5,08,49,375 fully paid-up Equity Shares of ₹10/- each.

11. LEASE LIABILITIES

Lease liabilities

Current Portion		Non Current Portion	
As at 31-3-25	As at 31-3-24	As at 31-3-25	As at 31-3-24
310.99	-	469.39	-
310.99	-	469.39	-

12. OTHER FINANCIAL LIABILITIES

Security received from business associates & others

225.28	203.28
225.28	203.28

13. PROVISIONS

Gratuity
 Leave Encashment
 Provision for Liquid Expenses
 Provision for Income Tax

Current Portion		Non Current Portion	
As at 31-3-25	As at 31-3-24	As at 31-3-25	As at 31-3-24
3.12	2.67	97.61	76.61
6.45	3.71	56.69	28.49
81.70	132.71	-	-
37.34	-	-	-
128.61	140.09	154.30	105.10

14. BORROWINGS

Short Term
 Unsecured
 Term Loans - from others
 Total

43.31	80.68
43.31	80.68

Unsecured
 Term Loans - Business Loan from NBFC
 Total

Current Portion		Non Current Portion	
As at 31.03.25	As at 31.03.24	As at 31.03.25	As at 31.03.24
43.31	80.68	-	-
43.31	80.68	-	-

Rate of Interest	Current Portion	
	2025-26	2024-25
27%	29.57	18.57
30%	13.74	61.91
Total	43.31	80.48



Dr. MOREPEN LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2025

15 TRADE PAYABLES

Total outstanding dues of micro small and medium enterprises*

27.27

1.07

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

2,794.67

1,921.73

2,721.94

1,922.80

*In respect to MSME vendors there is no outstanding demand with respect to overdue principal/ interest for the year ending on 31.3.2025.

Ageing of Trade Payables (2024-25)	<1 year	1-2 years	2-3 years	3 years or more	Total
(i) MSME	27.27	-	-	-	27.27
(ii) Others	2,891.94	12.12	0.61	-	2,904.67
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Payable	2,718.21	12.12	0.61	-	2,731.94

Ageing of Trade Payables (2023-24)	<1 year	1-2 years	2-3 years	3 years or more	Total
(i) MSME	1.07	-	-	-	1.07
(ii) Others	1,922.19	99.87	2.03	0.60	1,924.69
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	0.64	0.64
Total Payable	1,923.26	99.87	2.03	0.64	1,925.80

16 OTHER FINANCIAL LIABILITIES

Accrued salaries and benefits

137.49

151.94

Other payables

15.83

9.27

153.23

161.21

17 OTHER CURRENT LIABILITIES

Direct Taxes

28.72

10.41

Advances from Customers

136.79

133.76

Indirect Taxes

4.89

11.25

160.30

177.42

18 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

a) Contingent Liabilities

Claims against the Company not acknowledged as debts

-

109.00

Other money for which Company is contingently liable - (pending tax dispute for assessment year 2022-23 not recognised as liability in financial statements)

167.22

167.22

Trade Mark 'Barnol' was given as collateral security to Poojha Power Generation (P) Ltd. against Inter Corporate Deposit taken by Morepen Laboratories Limited, the holding company. No amount is shown as contingent liability, legal case in respect of the above trade mark is pending adjudication - also refer note 2(i)

-

-

b) Commitments

-

-

167.22

267.22



		(Rs. in Lakhs)	
		As at	As at
		31.03.2025	31.03.2024
19	<u>REVENUE FROM OPERATIONS</u>		
	<u>SALE OF PRODUCTS</u>		
	Domestic Sales	17,970.07	10,109.09
	Less : Discounts	(1,698.40)	(1,272.58)
		<u>16,271.67</u>	<u>8,836.51</u>
	<u>Other Operating Revenues</u>		
	Brand Usage Income	247.22	221.36
	Misc Income	0.08	0.83
	Delivery Charges	13.85	13.02
	<u>TOTAL REVENUE FROM OPERATIONS</u>	<u>16,532.82</u>	<u>9,071.72</u>
	<i>Break-up of revenue from sale of products</i>		
	<u>Traded Goods</u>		
	Tablets	8,292.81	3,029.77
	Tubes	2,530.35	2,139.30
	Others	7,146.91	4,940.02
	Total	<u>17,970.07</u>	<u>10,109.09</u>
20	<u>OTHER INCOME</u>		
	Unclaimed balances no more payable	94.22	7.40
	Business Support Service	444.07	344.79
	Interest on Income Tax Refund	-	1.98
	Interest Income on FDR	0.12	-
	Interest Income on Security Deposit(Lease deed)	9.52	-
	Total	<u>547.93</u>	<u>354.17</u>
21	<u>PURCHASE OF STOCK IN TRADE</u>		
	Traded Goods	13,031.63	6,212.43
	Freight Inward	105.10	79.74
	Packing Material	7.23	23.35
	Handling Charges	-	3.98
	Custom Duty	63.95	115.65
	Others	8.12	8.75
	Total	<u>13,216.03</u>	<u>6,443.90</u>
	<i>Purchase of Traded Goods</i>		
	<i>Classification</i>		
	<u>Traded Goods</u>		
	Tablets	6,420.05	1,811.39
	Tubes	1,036.39	847.85
	Others	5,575.19	3,553.19
	Total	<u>13,031.63</u>	<u>6,212.43</u>
22	<u>EMPLOYEE BENEFIT EXPENSES</u>		
	Salaries and Wages	1,049.53	902.57
	Contribution to provident fund and ESIC	61.30	54.59
	Gratuity & Leave Encashment Expenses	57.63	17.23
	Staff Welfare	3.85	3.15
	Total	<u>1,172.31</u>	<u>977.54</u>
23	<u>FINANCE COST</u>		
	Interest on Unsecured Business Loan	37.40	20.08
	Interest on Lease Rent	72.43	-
	Total	<u>109.83</u>	<u>20.08</u>
24	<u>OTHER EXPENSES</u>		
	Repair and Maintenance	28.75	25.38
	Rent	8.69	263.00
	Travelling and vehicle running expenses	331.48	276.93
	Insurance Expenses	13.11	11.19
	Freight Outward	165.58	108.92
	Miscellaneous Expenses	229.74	182.95
	Legal & Professional Expenses	101.43	43.33
	Marketing & Sales Promotion Expenses	411.87	466.22
	Total	<u>1,290.65</u>	<u>1,372.92</u>



25 PAYMENT TO AUDITORS (including GST)

Year Ended	(Rs. in Lakhs)	
	31.03.2025	31.03.2024
Audit Fee	2.50	2.50
Tax Audit Fee	2.50	2.50
Certification	0.10	0.23
Total	5.10	5.23

26 PRIOR PERIOD ITEMS

Expenses include Rs.4.62 Lakhs (Previous Year Rs. 21.13 Lakhs) as expenses (net) relating to earlier years.

27 DISCLOSURES ABOUT IMPORTS & EXPENDITURE IN FOREIGN CURRENCY

	(Rs. in Lakhs)	
	As at 31.03.2025	As at 31.03.2024
A. VALUE OF IMPORTS ON CIF BASIS		
Stock -in-trade	397.32	654.37
B. EXPENDITURE IN FOREIGN CURRENCY		
Foreign Travelling	-	2.99
	-	2.99

28 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 and diagnostics products".

29 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 Quick Med Private Limited Tinal Care Limited	Domestic Company
3 Associates Morepen Bio Inc., USA (Formerly Morepen Inc.) Morepen RX Limited Morepen Devices Limited Medain City Private Limited Morepen Mohipath Limited (Formerly Morepen Medtech Limited)	Foreign Company Domestic Company Domestic Company Domestic Company Domestic Company
4. Key Management Personnel	Mr. Varun Suri, Managing Director Mr. Ajay Kumar Sharma, Director & CFO Mr. Vipul Kumar, Company Secretary
5. Relatives of Key Management Personnel 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	Groom Town Private Limited Happier Life Private Limited NineHeaven Marketing P.Ltd Vignot Trading P. Ltd.

Transactions with related parties -

Particulars	Nature of transaction	(Rs. in Lakhs)
1. Holding Company	Sale of inventories	-
	Purchase of inventories (including Goods in Transit)	2309.48
	Brand Usage Income	247.22
	Business Support Services provided	288.36
	Balance as on 31.03.25 - Receivable (Maximum balance receivable Rs. 1780.66 Lakhs)	1570.69
2. Subsidiary Companies	Transactions During the Year	Nil
	Tinal Care Ltd - Amount Receivable balance as on 31.03.2025 (Maximum balance outstanding Rs. 868.00 Lakhs)	868.00
	Investment in Quick Med P. Ltd. (For allotment of equity shares)	0.00
3 Associates	Morepen Rx Limited	
	Sale of inventories (Net of Sales return)	2.76
	Purchase of inventories	6.78
	Business Support Services provided	48.90
	Reimbursement of common expenses to Morepen Rx Ltd	1.58
	Balance as on 31.03.25 - Receivable (Maximum balance receivable Rs.25.89 Lakhs)	16.19
4. Key Management Personnel	Remuneration	12.41
	Balance Payable as on 31.03.25 (Maximum balance outstanding Rs. 1.73 Lakhs)	0.97
5. 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	Groom Town Private Limited	
	Sale of inventories	513.64
	Purchase of inventories	30.29
	Business Support Services provided	109.64
	Balance as on 31.03.25 - Receivable (Maximum balance Receivable Rs. 773.78 Lakhs)	142.88
	Happier Life Private Limited	
	Business Support Services provided	3.17
	Balance as on 31.03.25 - Receivable (Maximum balance Receivable Rs. 4.48 Lakhs)	3.78
	Nine Heaven Marketing P. Ltd.	
	Issue of Equity Share by conversion of share warrant (Conversion of 30,85,000 share warrant into equity share of Rs.10 each)	508.50
	Vignot Trading P.Ltd	
	Issue of Equity Share by conversion of share warrant (Conversion of 50,84,875 share warrant into equity share of Rs.10 each)	508.49



30 **EARNING PER SHARE**

Particulars	Year Ended	
	31.03.2023	31.03.2024
Profit/(Loss) after tax (Rs. in Lakhs)	892.17	(634.05)
Weighted average number of equity shares outstanding	46707363	46679560
Basic Earning/(Loss) per share in rupees (face value Rs 10/- per share)	2.44	(2.10)
Weighted average number of equity shares used in computing diluted EPS	30849375	30849375
Diluted EPS - (Face value of Rs 10/- per share)	1.93	(1.60)

31 **EMPLOYEE BENEFITS**

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

(A) Disclosures for Defined Contribution Plans -

Particulars	(Rs. in Lakhs)	
	31.03.2023	31.03.2024
Employer's Contribution to Provident Fund	37.90	49.78
Employer's Contribution to Employee State Insurance	2.93	4.53
Employer's Contribution to L.W.F.	0.46	0.20

(B) Disclosures for Defined Benefit Plans - Unfunded

Particulars	Gratuity		Leave Encumbrment	
	31.03.2023	31.03.2024	31.03.2023	31.03.2024
Change in the present value of obligation:				
Present Value of Obligation as at beginning of the year	79.48	57.59	32.20	35.81
Add: Interest Cost	6.41	5.36	4.69	3.13
Add: Current Service Cost	15.77	11.58	36.79	20.19
Less: Benefits Paid	(3.96)	(2.40)	(23.62)	(32.19)
Add: Acquisitions	6.08	0.00	0.00	0.00
Less: Disposals	6.00	0.00	0.00	0.00
Add: Actuarial loss on obligations	2.95	8.36	13.09	5.26
Present Value of Obligation as at year end	100.74	79.48	61.15	32.20
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	15.77	11.58	36.79	20.19
Add: Interest Cost	6.41	5.36	4.69	3.13
Less: Expected Return on plan assets	-	-	-	-
Less: Settlement Credits	-	-	(18.11)	(28.28)
Add: Net actuarial loss recognized	2.95	8.36	13.09	5.26
Total expenses recognized in statement of profit & loss	25.14	25.29	33.46	20.20

(C) The following table sets out the assumptions used in actuarial valuation of gratuity and leave encumbrment-

Assumptions	31.03.2023	31.03.2024	31.03.2023	31.03.2024
Discount Rate	6.70%	7.00%	6.80%	7.00%
Expected return of Assets	N/A	N/A	N/A	N/A
Safety Escalation Rate	5%	5%	5%	5%
Employee Turnover rates	3%	3%	3%	3%

*Note: A sum of Rs.19.11 Lakhs (previous year Rs. 28.28 Lakhs) benefits paid as salaries in respect of compensated absences and Rs. 4.51 Lakhs (previous year Rs. 5.91 Lakhs) regular benefit payments upon exit from service is included in the amount of Rs. 23.62 Lakhs (previous year Rs. 32.19 Lakhs) of benefits paid.

32 **IMPAIRMENT**

It is the view of management that there are no impairment conditions that exist as on 31st March, 2023. Hence, no provision is required in the accounts for the year under review.

33 **TAXES**

Deferred tax assets of Rs.161.87 Lakhs in respect of sum of Rs. 643.16 Lakhs comprising of net taxable timing differences of depreciation & amortization, Unused tax losses, lease liabilities as provided by Indian Accounting Standard (Ind-As 12) "Income Taxes" notified w/y 133 of The Companies Act, 2013 is not recognized as a matter of prudence.

34 **RIGHT OF USE ASSETS AND LEASE LIABILITIES**

(a) In accordance with Ind AS-116, Leases, the Company recognizes a Right-of-Use (ROU) asset at the commencement of the lease term, representing the right to use the underlying leased asset over the lease period. The ROU asset is initially measured at cost, which includes the initial amount of lease liability, any lease payments made at or before the commencement date, and any initial direct costs incurred by the Company. The ROU asset is subsequently amortized on a straight-line basis over the lease term or the useful life of the underlying asset, whichever is shorter, unless the lease transfers ownership of the asset at the end of the lease term. As at the reporting date, the Right of Use Assets are disclosed separately under Note No. 2, under Right of use Assets.

(b) Lease liabilities are recognized at the present value of future lease payments at the commencement date of the lease. Interest expense in respect of lease liabilities during the year was Rs. 72.43 Lakhs

The company does not face significant restrictions or covenants imposed by lease arrangements.

The Company has recognized Rs.8.69 lakhs as rent expense during the year which pertains to short term lease/ low value asset which was not recognized as part of asset.

Total lease expense incurred during the year (including short term lease/ low value asset) was amounting to Rs.336.41 Lakhs

The Company has provided refundable, non-interest bearing deposits amounting to Rs.156.67 lakhs to lessors for various leased premises. These have been measured at amortized cost using an effective interest rate of 9.25%. The difference of Rs.39 lakhs has been recorded as Right of Use of Assets and amortized over the term period of these leases.

(c) During the year, the company recognized a sum of Rs. 300.35 lakhs towards annual depreciation and amortization expense on Right-of-Use (ROU) assets. In view of above, annual "Rent"/Other expenses are lower by Rs. 327.72 Lakhs. Further, during the year the company recognized annual interest expense of Rs. 72.43 lakhs representing the interest component of lease liabilities calculated using the effective interest rate method. National interest income for the current year for Rs. 9.32 lakhs has been recognised during the year in accordance with Ind AS 109 - Financial Instruments. On account of above, profits after tax for the year, are down by Rs. 33.54 lakhs, representing netting of rent expenses, interest income, against amortisation charges and interest expenses.



The table below provides details regarding contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis:

(Rs. in Lakhs)	
Particulars	Amount
Less than 1 year	-
1 - 3 years	780.38
More than 5 Years	-

33 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) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Balances of Non-current liabilities, Current liabilities, Long terms loans and advances, Trade receivables, Short term loans and advances and banks 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.



		(Rs. in Lakh)		
36	Ratios	As at 31.03.2025	As at 31.03.2024	Variation in ratio
	Current Ratio	1.76	1.22	44%
	- Numerator - Current Assets	6,210.15	3,030.76	
	- Denominator - Current Liabilities	3,528.38	2,482.20	
	Debt Equity Ratio	0.01	0.02	-70%
	- Numerator - Debt	43.31	80.68	
	- Denominator			
	Equity	5,084.94	4,067.95	
	Reserves & Surplus	1,554.18	(1,472.97)	
	Warrants	-	1,060.00	
	OCI	(6.27)	(3.31)	
	Total Equity	6,632.85	3,651.67	
	Debt Service Coverage Ratio	3.19	3.19	0%
	- Numerator - EBITDA	1,479.44	321.24	
	- Denominator			
	Interest on loans	109.83	20.08	
	Principal loans	354.30	80.68	
	Total Loan liability	464.13	100.76	
	Return on Equity Ratio	14.97%	-23.39%	164%
	- Numerator - PAT	993.17	(854.05)	
	- Denominator			
	Equity	5,084.94	4,067.95	
	Reserves & Surplus	1,554.18	(1,472.97)	
	Warrants	-	1,060.00	
	OCI	(6.27)	(3.31)	
	Total Equity	6,632.85	3,651.67	
	Inventory Turnover Ratio	21.75	10.05	117%
	- Numerator - Cost of Goods Sold	13,138.36	6,749.19	
	- Denominator - Average Inventory	603.97	671.78	
	Trade Receivable Turnover Ratio(days)	62.33	87.65	-29%
	- Numerator - Revenue	17,080.75	9,425.89	
	- Denominator - Average Debtors	2,916.92	2,263.60	
	Trade Payable Turnover Ratio (days)	64.66	118.72	-46%
	- Numerator - COGS	13,138.36	6,749.19	
	- Denominator - Average Creditors	2,327.37	2,195.25	
	Net Capital Turnover Ratio	2.58	2.58	0%
	- Numerator - Revenue	17,080.75	9,425.89	
	- Denominator			
	Equity	5,084.94	4,067.95	
	Reserves & Surplus	1,554.18	(1,472.97)	
	Warrants	-	1,060.00	
	OCI	(6.27)	(3.31)	
	Total Equity	6,632.85	3,651.67	
	Net Profit Ratio	5.81%	-9.06%	164%
	- Numerator - PAT	993.17	(854.05)	
	- Denominator - Revenue	17,080.75	9,425.89	
	NP Ratio			
	Return on Capital employed	14.74%	-21.05%	170%
	- Numerator - (PAT+Interest)	1,103.00	(833.97)	
	- Denominator			
	Shareholder Wealth	6,632.85	3,651.67	
	Non Current Liabilities	848.97	310.58	
		7,481.82	3,962.25	
	Return on Investment	9.02%	-13.25%	168%
	- Numerator - PAT	993.17	(854.05)	
	- Denominator - Total Assets	11,010.20	6,444.45	



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Independent Auditor's Report

To the Members of Dr. Morepen Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Dr. Morepen Limited** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March 2025, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated 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 Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

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

The Holding 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 consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.



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

Management's responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, read with relevant rules issued thereunder.

The respective board of directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company as aforesaid.

In preparing the consolidated financial statements, the respective board of directors of the entities included in the Group are responsible for assessing the ability of the Group to continue as 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 respective board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from



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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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transaction and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are independent auditors.

We communicate with those charged with governance of the Holding Company and such entities included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

We did not audit the financial statement of subsidiary namely Total Care Ltd. (Indian Subsidiaries) included in consolidated financial statements. Financial statement of this subsidiary reflects total assets of Rs. 3.70 lakhs as at March 31, 2025, total revenue of Rs. 11.01 lakhs, total profit after tax of Rs.8.30 lakhs and total comprehensive income of Rs.8.30 lakhs for the year ended on that date, as considered in the consolidated financial statements. The aforesaid financial statement has been audited by their auditor whose report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as



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it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the auditor of such entity.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of the Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the books of accounts.
- d) In our Opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant rules issues thereunder.
- e) On the basis of the written representations received from the directors of the Holding company and its Indian subsidiaries as on 31st March 2025 taken on record by the Board of Directors of the respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report as per Annexure A.
- g) There are no qualifications or adverse remarks made by the respective auditors in their reports issued under the Companies (Auditor's Report) Order (CARO) for any of the companies included in the consolidated financial statements.
- h) 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.

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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
- (ii) The companies in the Group did not have any long term contracts including derivative contracts;



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- (iii) During the year, the Group was not liable to transfer any amount to the Investor Education and Protection Fund.
- (iv) The Gratuity Liability accrued remains uncovered to the extent of unfunded.
- (v) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement. (Refer Note No. 35(b) to the consolidated financial statements)
- (vi) No Company in the group has declared or paid any dividend during the year.
- (vii) Based on our examination, which includes the test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements are required to be audited under the act, the company, subsidiaries have used accounting software for maintaining its books of accounts for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tempered with.

Additionally, the audit trail has been preserved by the company and above referred subsidiaries as per the statutory requirements for record retention.

For S.P. Babuta & Associates
Chartered Accountants

F.No. 007657N



CA S.P. Babuta

Managing Partner

FCA, IP, DISA, CCA

GST Cert, Forensic Auditor

Membership No. 086348

Date : 12th May, 2025

Place: Gurugram, Haryana

UDIN: 25086348BIMI MCA 3691

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the consolidated financial statements of Dr. Morepen Limited for the year ended 31st March 2025)

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")

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended 31st March 2025, we have audited the internal financial controls over financial reporting of Dr. Morepen Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiary together referred to as "the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of directors of the holding company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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 internal financial controls over financial reporting of the Holding company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls system over financial reporting of the Holding company and its subsidiaries incorporated in India.



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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.

Inherent 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, to the best of our information and according to the explanation given to us, the Holding company and its subsidiaries incorporated in India, have, 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 31st March 2025, based on the internal control over financial reporting criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note.

For S.P. Babuta & Associates

Chartered Accountants

F.No. 007657N



CA S.P. Babuta

Managing Partner

FCA, IP, DISA, CCA

GST Cert, Forensic Auditor

Membership No. 086348

Date : 12th May, 2025

Place: Gurugram, Haryana

UDIN 25086348BMIMCA369J

Dr. MOREPEN LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2025

(Rs. in Lakhs)

	Notes No.	As at 31.03.2025	As at 31.03.2024
A ASSETS			
1. NON-CURRENT ASSETS			
<i>Fixed Assets :</i>			
Property, Plant and Equipment	2	56.71	70.20
Right to use Asset	2	774.32	-
Goodwill	2	467.99	467.99
<i>Intangible Assets</i>	2	1,797.47	1,158.54
		<u>3,096.49</u>	<u>1,696.73</u>
<i>Financial Assets :</i>			
<i>Investments</i>			
Other Financial Assets	3	130.52	144.72
Other Non-Current Assets	4	1.50	1.50
		<u>3,228.51</u>	<u>1,842.95</u>
2. CURRENT ASSETS			
Inventories	5	691.24	516.70
<i>Financial Assets :</i>			
Trade Receivables	6	3,577.65	2,260.71
Cash and Cash Equivalents	7	35.48	36.71
Bank Balances other than Cash and Cash Equivalents	7A	2.40	-
Other Current Assets	8	1,908.32	223.78
		<u>6,215.09</u>	<u>3,037.90</u>
TOTAL		<u>9,443.60</u>	<u>4,880.85</u>
B EQUITY AND LIABILITIES			
1. EQUITY			
Equity Share Capital	9	5,084.94	4,067.95
Other Equity		(21.22)	(1,992.88)
		<u>5,063.72</u>	<u>2,075.07</u>
2. MINORITY INTEREST			
	10	(45.46)	(43.97)
3. NON - CURRENT LIABILITIES			
<i>Financial Liabilities :</i>			
Lease liabilities	11	469.39	-
Other Financial Liabilities	12	225.28	205.28
Provisions	13	154.30	103.30
		<u>848.97</u>	<u>310.58</u>
4. CURRENT LIABILITIES			
<i>Financial Liabilities :</i>			
Borrowings	14	43.31	80.68
Lease liabilities	11	310.99	-
Trade payables	15	2,732.64	1,923.40
Other Financial liabilities	16	154.00	161.21
Other Current Liabilities	17	206.82	235.79
Provisions	13	128.61	140.09
		<u>3,576.37</u>	<u>2,541.17</u>
TOTAL		<u>9,443.60</u>	<u>4,880.85</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 S.P.BABUTA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007657N

(CA S.P. Babuta)
Partner
Membership No. 186178

Place : Gurugram
Date : 12th May, 2025



(Varun Suri)
Managing Director
DIN No. : 01456254

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

(Vipul Kumar)
Company Secretary
Membership No. : A37677

Dr. MOREPEN LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2025

		(Rs. in Lakhs)	
		Year Ended	Year Ended
	Notes No.	<u>31.03.2025</u>	<u>31.03.2024</u>
REVENUE			
Revenue from Operations (Net)	19	16,543.82	9,075.72
Other Income	20	547.94	354.17
Total Revenue		<u>17,091.76</u>	<u>9,429.89</u>
EXPENSES			
Purchases of Stock-in-Trade	21	13,216.03	6,443.90
Changes in inventories of Stock-in-Trade		(77.68)	305.29
Employee Benefits Expenses	22	1,172.32	977.55
Finance Cost	23	109.83	20.08
Depreciation & Amortization	2	339.10	1,155.21
Other Expenses	24	1,293.86	1,380.78
Total Expenses		<u>16,053.46</u>	<u>10,282.81</u>
Profit/(Loss) before tax		<u>1,038.30</u>	<u>(852.92)</u>
Tax expense:			
(1) Earlier Years		0.00	0.01
(2) Current Year		37.34	-
(3) Deferred tax			
Total Tax Expense		<u>37.35</u>	<u>0.01</u>
Profit/ (Loss) for the Year		<u>1,000.95</u>	<u>(852.93)</u>
Share of minority interest in Profit/(loss)		0.31	0.06
Profit/(Loss) for the year available for majority shareholders		<u>1,000.64</u>	<u>(853.99)</u>
Other Comprehensive Income			
<i>Items that will not be reclassified to Profit & Loss :</i>			
Actuarial Gain/(Loss) on Employee Benefits		(2.96)	(8.36)
Other Comprehensive Income for the Year		<u>(2.96)</u>	<u>(8.36)</u>
Total Comprehensive Income for the Year		<u>997.68</u>	<u>(861.35)</u>
Earning/(Loss) per share of par value of Rs.10/-			
(1) Basic	30	2.46	(2.10)
(2) Diluted		1.97	(1.68)

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 S.P.BABUTA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007657N

(CA S.P. Babuta)
Partner
Membership No. 086348



(Signature)
(Varun Suri)
Managing Director
DIN No. : 01436254



(Signature)
(Ajay Kumar Sharma)
Director & CFO
DIN No. : 00641932

(Signature)
(Vipul Kumar)
Company Secretary
Membership No. : A37677

Place : Gurugram
Date : 12th May, 2025

Dr. MOREPEN LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs)
 Year Ended
 31.03.2024

	Note No.	31.03.2025	31.03.2024
A. CASH FLOWS FROM OPERATING ACTIVITIES:-			
Profit/(Loss) before Tax		1,038.30	(852.92)
Adjustments for:			
Depreciation & Amortisation	2	339.10	1,155.21
Provision for Employee benefits (OCI)		(2.96)	(8.36)
Finance Cost	23	109.83	20.08
Operating Profit before changes in Current Assets and Liabilities		1,484.27	314.91
Changes in current assets and current liabilities -			
Trade Receivables	6	(1,316.94)	13.85
Other current assets	7A,8	(1,686.94)	173.49
Inventories	3	(174.54)	310.16
Current liabilities	13,13,16,17	761.38	(567.00)
Income Tax (including Tax on OCI)		(37.34)	(0.01)
NET CASH GENERATED/(USED) FROM OPERATING ACTIVITIES		(969.91)	244.46
B. CASH FLOWS FROM INVESTING ACTIVITIES:-			
Purchase of Property, Plant & Equipments	2	(6.74)	(4.25)
Addition of Rights to use of assets	2	(1,074.67)	-
Purchase/Addition of Intangibles, Goodwill	2	(637.43)	(360.32)
Other Financial Assets & Other Non-current assets	3,4	14.20	(13.29)
NET CASH GENERATED/(USED) IN INVESTING ACTIVITIES		(1,724.66)	(384.01)
C. CASH FLOWS FROM FINANCING ACTIVITIES:-			
Finance Cost	23	(109.83)	(20.08)
Proceeds from issue of share capital(Including securities premium)	9	1,990.96	-
Increase/(decrease) in minority interest	10	0.20	-
Proceeds (Repayments) of Short Term Borrowings (Net)	14	(37.37)	86.68
Change in Lease Liabilities	11	780.38	-
Change in Other Long Term liabilities & provisions(Net)	12,13	69.00	102.91
NET CASH GENERATED/(USED) IN FINANCING ACTIVITIES		2,693.34	161.51
Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)		(1.23)	23.96
Cash and Cash Equivalents as at Beginning of the Year		36.71	12.75
Cash and Cash Equivalents as at End of the Year		35.48	36.71

SIGNIFICANT ACCOUNTING POLICIES
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 S.P.BABUTA & ASSOCIATES
 Chartered Accountants
 Firm Regn. No. 007637N

(CA S.P.Babuta)
 Partner
 Membership No. 060748



Place : Gurugram
 Date : 12th May, 2025

(Parun Sarin)
 Managing Director
 DIN No. : 01456234



(Ajay Kumar Sharma)
 Director & CFO
 DIN No. : 00041032

(Vijal Kumar)
 Company Secretary
 Membership No. : A37677

Dr. MOREPEN LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2025

A. EQUITY SHARE CAPITAL.

As at 31st March, 2025 (Rs. in Lakhs)

Balance as at 1st April 2024	Change in equity share capital during the year	Balance as at March 31, 2025
4067.95	1,016.99	5084.94

As at 31st March, 2024

Balance as at 1st April 2023	Change in equity share capital during the year	Balance as at March 31, 2024
4067.95	-	4067.95

B. OTHER EQUITY AS AT 31st MARCH, 2025

	RESERVES & SURPLUS		Other items of other comprehensive income	Money Received against share warrant	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as at 1st April 2024	3,287.25	(6,336.83)	(3.30)	1,060.00	(1,992.88)
Security premium on issue of equity share	2,033.98	-	-	-	2,033.98
Money Received against Share warrant	-	-	-	1,990.96	1,990.96
Conversion of Share warrant into equity share	-	-	-	(3,050.96)	(3,050.96)
Profit for the year	-	1,000.64	-	-	1,000.64
Other comprehensive income/(loss) for the year	-	-	(2.96)	-	(2.96)
Total comprehensive income/(loss) for the year	-	1,000.64	(2.96)	-	997.68
Balance as at March 31, 2025	5,321.23	(5,336.19)	(6.26)	-	(21.22)

ii. OTHER EQUITY AS AT 31st MARCH, 2024

	RESERVES & SURPLUS		Other items of other comprehensive income	Money Received against share warrant	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as at 1st April 2023	3,287.25	(3,483.84)	5.06	1,060.00	(1,131.53)
Profit for the year	-	(852.99)	-	-	(852.99)
Other comprehensive income/(loss) for the year	-	-	(8.36)	-	(8.36)
Total comprehensive income/(loss) for the year	-	(852.99)	(8.36)	-	(861.35)
Balance as at March 31, 2024	3,287.25	(6,336.83)	(3.30)	1,060.00	(1,992.88)

During the financial year 2020-21, the Company had issued, in aggregate, 1,01,69,875 Fully Convertible Warrants ("Warrants"), convertible into equivalent no. of equity shares, at an issue price of ₹30/- (Rupees Thirty only) per Warrant to Blueheaven Marketing Private Limited and Vignet Trading Private Limited ("Warrant Holders") on receipt of ₹435 Lakhs on 24th March 2021. These Warrants entitled the Warrant Holders to pay the entire Warrants issue amount and get convert them into an equivalent number of equity shares of face value ₹10/- (Rupees Ten only) each within a period of 12 months ("Warrants exercise period") from the date of allotment of said Warrants, i.e., by 23rd March 2022.

Further, upon request from the Warrant Holders, the Company had extended the exercise period to 9th March 2023 ("First Extension") through a Special Resolution passed on 10th March 2022.

In the financial year 2022-23, the Company had received partial outstanding amount of Warrants issued from the Warrant Holders (i.e., ₹198.00 Lakhs from Blueheaven Marketing Private Limited and ₹427.00 Lakhs from Vignet Trading Private Limited) along with a request for a further extension. Accordingly, the Company had extended the Warrant exercise period up to 6th March 2024 ("Second Extension") through a Special Resolution passed on 7th March 2023.

Subsequently, the Company had granted a further extension up to 4th March 2025 ("Third Extension") by Special Resolution passed on 5th March 2024, and an additional extension up to 2nd March 2026 ("Fourth Extension") through a Special Resolution passed on 3rd March 2025.

During the year under review, the Company has received the final outstanding balance along with a request letter dated 13th March 2025 to convert the said Warrants into equivalent number of equity shares from the Warrant Holders. Accordingly, the Board of Directors, in their meeting held on Monday, 31st March 2025, approved the allotment of, in aggregate, 1,01,69,875 equity shares of the face value ₹10/- each, at a price of ₹30/- (including a premium of ₹20/-), pursuant to conversion of an equivalent number of Warrants.

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 S.P.BABUTA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 007657N

(CA S.P. Babuta)
Partner
Membership No. 685348



Place : Gurugram
Date : 12th May, 2025

(Varun Suri)
Managing Director
DIN No. : 01456254

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



(Vibul Kumar)
(Vibul Kumar)
Company Secretary
Membership No. : A37677



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 409, Antriksh Bhawan, 22, KG Marg, New Delhi-110001 and 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar, Sector-20, Gurugram, Haryana-122016. 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, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The consolidated financial statements consist of financial statements of Dr. Morepen Ltd. (parent company) and its subsidiary namely Total Care Ltd., (Domestic Company) and Quick Med P. Ltd. (Domestic Company)

The names of subsidiary companies included in consolidation and parent company's holding therein are as under-

Subsidiary Company	Country of Incorporation	Percentage of Holding %
Total Care Ltd.	India	95
Quick Med P. Ltd.*	India	80

*(Pending share allotment on 31st March, 2025)

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 12, 2025.

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

Internally generated Intangible Assets - Research and Development expenditure

Expenditure pertaining to research is expensed as incurred. Expenditure incurred on development is capitalised if such expenditure leads to creation of an asset and/or benefits are expected over more than one period, otherwise such expenditure is charged to the Statement of Profit and Loss.

Expenditure providing benefits for more than one period is amortised proportionately over the periods during which benefits are expected to occur.



Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment, if any. The Company determines the amortization 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 amortization 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. 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 recognized 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.
- iv) In case of long term monetary items outstanding as at the end of year, exchange differences arising on settlement / restatement thereof are capitalized 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 Right-of-use (ROU) of Asset and Lease liabilities

The company recognizes a right-of-use (ROU) asset and a corresponding lease liability at the commencement date of a lease. The commencement date is the date on which the underlying asset is available for use by the Company.

Right-of-use of assets are initially measured at cost, which comprises the amount of initial lease liability, any lease payments made at or before the commencement date, less any lease incentive received, any initial direct costs incurred and an estimate of the costs to dismantle or restore the asset.

Lease liabilities are initially measured at the present value of future lease payments over the lease term, discounted using the interest rate implicit in the lease, or if it cannot be readily determined, the Company's incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using effective interest rate and are remeasured when there is a change in future lease payments arising from change in index or rate, a reassessment of options, or a modification of the lease.

The Company has elected not to recognize ROU assets and lease liabilities for leases with a lease term of 12 months or less (short-term leases) and for leases of low-value assets. Lease payment for such leases is recognized as an expense on a straight-line basis 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 recognized 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.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

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 recognized in the Statement of Profit and Loss.

Other Financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized 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, maximizing the use of relevant observable inputs and minimizing 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 recognized 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 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.

Pursuant to Taxation Laws (Amendment) Ordinance 2019, the company has opted to pay Income Tax as provided under Section 115BAA of the Income Tax Act, 1961.

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 01.04.24	Addition	(Disposals)/Adjustments	For the Year	As at 31.03.25	As at 31.03.24
Office Equipments	10.43	-	-	0.22	9.87	0.56
Computer	72.17	6.74	-	9.93	66.57	12.34
Plant and Equipment	94.03	-	-	6.87	62.40	15.53
Furniture & Fixtures	48.16	-	-	3.21	43.67	38.50
Vehicles	162.65	-	-	-	154.96	7.70
Total	387.44	6.74	-	20.23	337.47	7.69
Previous Year	383.19	4.25	-	25.41	317.24	70.20

RIGHT OF USE ASSET

PARTICULARS	Gross Block		Amortization		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/Adjustments	For the Year	As at 31.03.25	As at 31.03.24
Right to use	-	1,074.67	-	300.35	300.35	-
Total	-	1,074.67	-	300.35	300.35	-
Previous Year	-	-	-	-	-	-

Goodwill

PARTICULARS	Gross Block		Depreciation / Amortization		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/Adjustments	For the Year	As at 31.03.25	As at 31.03.24
Goodwill	467.99	-	-	-	467.99	467.99
Total	467.99	-	-	-	467.99	467.99
Previous Year	467.99	-	-	-	467.99	467.99

Intangible Assets

PARTICULARS	Gross Block		Depreciation / Amortization		Carrying Value	
	As at 01.04.24	Addition	(Disposals)/Adjustments	For the Year	As at 31.03.25	As at 31.03.24
Trade Marks	2,693.63	-	-	18.52	2,465.79	246.36
Customer acquisition Cost	3,386.90	657.45	-	-	2,474.72	912.18
Total	6,080.53	657.45	-	18.52	4,940.51	1,158.54
Previous Year	6,431.87	366.32	-	1,129.80	4,921.99	1,158.54

Grand Total

Current Year	6,935.96	1,738.86	-	339.10	5,578.33	3,096.49
Previous Year	7,283.05	370.77	717.86	1,155.21	3,350.23	1,696.74

Notes -

- Trade mark "Barnol" 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 adjudication.
- 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. Deductions represents intangibles fully charged and therefore derecognised during the year.
- The amount spent on marketing, advertisement and promotion of Barnol, Lamolait and other range of other OTC products is being capitalised as intangible assets under development. The amount invested is expected to generate revenue over extended period of time, the company with a view to align the amount invested with generation of revenue in the future years has decided, to charge the investment over six years period, first three years post year of investment there will not be any charge, investment amount will be charged over 12 quarter equated basis.



	As at 31.03.2023	(Rs. in Lakhs) As at 31.03.2022				
3. OTHER FINANCIAL ASSETS						
Security Deposits	138.52	144.72				
	<u>138.52</u>	<u>144.72</u>				
4. OTHER NON CURRENT ASSETS						
Security Deposits with NSDL	1.50	1.50				
	<u>1.50</u>	<u>1.50</u>				
5. INVENTORIES						
Stock in Trade	691.24	516.70				
	<u>691.24</u>	<u>516.70</u>				
<i>The inventory of stock in trade has been taken, valued and certified by the management.</i>						
<i>Break-up of Inventory</i>						
Stock in Trade						
Tablets	193.06	161.59				
Tubes	45.80	47.27				
Others	452.38	267.85				
Total	<u>691.24</u>	<u>516.70</u>				
6. TRADE RECEIVABLES						
Unsecured						
Considered good	3,443.12	2,149.47				
Considered doubtful	333.10	247.36				
Less : Allowance for doubtful debts	(198.57)	(136.12)				
	<u>3,577.65</u>	<u>2,260.71</u>				
Ageing of Trade Receivables (2024-25)						
	< 6 months	6months-1 year	1-2 years	2-3 years	3 years or more	Total
Undisputed						
- Considered good	3,419.61	25.51	-	-	-	3,445.12
- Having significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
Disputed						
- Considered good	-	-	-	-	-	-
- Having significant increase in credit risk	39.77	22.67	72.29	31.61	165.70	333.10
- Credit Impaired	-	-	-	-	-	-
Total Receivables	<u>3,459.38</u>	<u>48.18</u>	<u>72.29</u>	<u>31.61</u>	<u>165.70</u>	<u>3,797.32</u>
Ageing of Trade Receivables (2022-24)						
	< 6 months	6months-1 year	1-2 years	2-3 years	3 years or more	Total
Undisputed						
- Considered good	2,049.94	99.53	-	-	-	2,149.47
- Having significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
Disputed						
- Considered good	-	-	-	-	-	-
- Having significant increase in credit risk	14.47	13.33	66.36	63.87	87.09	247.36
- Credit Impaired	-	-	-	-	-	-
Total Receivables	<u>2,064.41</u>	<u>113.08</u>	<u>66.36</u>	<u>63.87</u>	<u>87.09</u>	<u>2,394.81</u>
7. CASH AND CASH EQUIVALENTS						
Balances with banks						
Current Accounts	34.78	35.84				
Cash on hand	0.70	0.87				
	<u>35.48</u>	<u>36.71</u>				
74. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS						
FDR with Gem*(Including Interest accrued)	2.49	-				
	<u>2.49</u>	<u>-</u>				
<i>*FDR with Gem represents performance guarantee under bid participation of ministry of defence supply CDA,Patna/Gunahati</i>						
8. OTHER CURRENT ASSETS						
Unsecured, considered good unless otherwise stated						
Security Deposit (EMD with Gem)	0.25	-				
Advance with suppliers and others	1,674.62	42.10				
Balance with Government Authorities	203.80	153.97				
Advances to employees	15.34	13.08				
Prepaid Expenses	14.31	12.63				
	<u>1,908.32</u>	<u>223.78</u>				



	As at 31.03.2025	(Rs. in Lakhs) As at 31.03.2024
9. A. SHARE CAPITAL		
Authorized		
5,10,00,000 (Previous Year 5,10,00,000) Equity Shares of Rs. 10/- each	5,100.00	5,100.00
	<u>5,100.00</u>	<u>5,100.00</u>
Issued, Subscribed and paid up		
3,08,49,375 (Previous Year 4,66,79,500) Equity Shares of Rs. 10/- each fully paid up	3,084.94	4,067.95
	<u>3,084.94</u>	<u>4,067.95</u>

B. Reconciliation of the numbers and amount of Equity shares:

	31.03.2025		31.03.2024	
	No.	Amount (Rs./Lakhs)	No.	Amount (Rs./Lakhs)
Outstanding at beginning of the year	40679500	4067.95	40679500	4067.95
Add: Shares issued during the year	18169875	1,816.99	-	-
Less: Shares bought back during the year	-	-	-	-
Outstanding at the end of year	<u>58849375</u>	<u>5884.94</u>	<u>40679500</u>	<u>4067.95</u>

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

a) (i) The company has only one class of shares referred to 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 31-03-2025		As at 31-03-2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd	40679500	88.00	40679500	100

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

Name of Shareholder	As at 31-03-2025		As at 31-03-2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Morepen Laboratories Ltd	40679500	88.00	40679500	100
Bhuvanesh Marketing Private Limited	5095000	10.00	-	-
Plymus Trading Private Limited	5084875	10.00	-	-

F. During last 5 years immediately preceding 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.

Board of Directors of the Company in their meeting held on Monday, March 31, 2025, inter-alia, considered and approved the allotment of equity shares on conversion of 1,01,69,875 (One Crore One Lakh Sixty-Nine Thousand Eight Hundred Seventy-Five) Equity Shares, face value of Rs. 10/- (Rupees Ten Only) each, arising out of conversion of equivalent number of Fully Convertible Warrants ("Warrants") issued at a price of Rs. 30/- (Rupees Thirty Only) (including premium of Rs.20/-) each.

Pursuant to conversion, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increased to ₹50,84,92,750/- consisting of 5,08,49,375 fully paid-up Equity Shares of ₹10/- each.

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

10. MINORITY INTEREST

Share Capital	46.67	46.67
Share Application Money pending allotment	0.20	-
Share in Profit/(Loss)	(92.31)	(92.64)
	<u>(45.44)</u>	<u>(45.97)</u>

11. LEASE LIABILITIES

	Current Portion		Non Current Portion	
	As at 31-3-25	As at 31-3-24	As at 31-3-25	As at 31-3-24
Lease liabilities	310.99	-	468.39	-
	<u>310.99</u>	<u>-</u>	<u>468.39</u>	<u>-</u>

12. OTHER FINANCIAL LIABILITIES

Security received from business associates & others	225.28	201.28
	<u>225.28</u>	<u>201.28</u>

13. PROVISIONS

	Current Portion		Non Current Portion	
	As at 31-3-25	As at 31-3-24	As at 31-3-25	As at 31-3-24
Gratuity	3.12	2.67	97.61	76.81
Leave Encumbrance	6.45	3.71	56.69	28.49
Provision for Unpaid Expenses	81.70	121.71	-	-
Provision for Income Tax	17.34	-	-	-
	<u>128.61</u>	<u>149.09</u>	<u>154.30</u>	<u>105.30</u>

14. BORROWINGS

Short Term Unsecured	-	-	42.31	80.68
Term Loans - from others	-	-	43.31	80.68
Total	<u>-</u>	<u>-</u>	<u>85.62</u>	<u>161.36</u>
Unsecured				
Term Loans - Business Loan from NBFC	43.31	80.68	-	-
Total	<u>43.31</u>	<u>80.68</u>	<u>-</u>	<u>-</u>

Current Portion

Rate of Interest	2023-26
25%	28.57
20%	13.74
Total	<u>42.31</u>



	As at 31.03.2023	(Rs. in Lakhs) As at 31.03.2022
13 TRADE PAYABLES		
Total outstanding dues of micro small and medium enterprises*	37.72	1.32
Total outstanding dues of creditors other than micro small and medium enterprises	2,704.92	1,921.68
	<u>2,742.64</u>	<u>1,923.00</u>

*In respect to MSME vendors there is no outstanding demand with respect to overdue principal/interest for the year ending on 31.3.2023.

Ageing of Trade Payables (2022-23)	<1 year	1-2 years	2-3 years	3 years or more	Total
(i) MSME	37.72	-	-	-	37.72
(ii) Others	2,692.19	12.12	0.61	-	2,704.92
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Payable	2,719.91	12.12	0.61	-	2,732.64

Ageing of Trade Payables (2021-22)	<1 year	1-2 years	2-3 years	3 years or more	Total
(i) MSME	1.32	-	-	-	1.32
(ii) Others	1,822.34	90.87	2.03	0.60	1,915.84
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	6.04	6.04
Total Payable	1,823.66	90.87	2.03	6.64	1,923.20

14 OTHER FINANCIAL LIABILITIES

Accrued salaries and benefits	137.00	151.94
Other payables	16.60	9.27
	<u>154.00</u>	<u>161.21</u>

17 OTHER CURRENT LIABILITIES

Direct Taxes	18.76	10.48
Advance from Customers	136.70	151.76
Indirect Taxes	6.82	13.75
Others	44.54	57.82
	<u>206.82</u>	<u>233.79</u>

18 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

a) Contingent Liabilities		
Claims against the Company not acknowledged as debts	-	100.00
Other money for which Company is contingently liable - (pending tax dispute for assessment year 2022-23 not recognised as liability in financial statement)	167.22	167.22

Trade Mark 'Barnol' was given as collateral security to Piysha Power Generation (P) Ltd. against Inter Corporate Deposit taken by Morepen Laboratories Limited, the holding company. No amount is shown as contingent liability. legal case in respect of the above trade mark is pending adjudication - also refer note 2(1)

b) Commitments

	-	-
	<u>167.22</u>	<u>167.22</u>



Dr. MOREPEN LIMITED

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

	As at 31.03.2025	(Rs. in Lakhs) As at 31.03.2024
19 REVENUE FROM OPERATIONS		
SALE OF PRODUCTS		
Domestic Sales	17,970.07	10,109.09
Less : Discounts	(1,098.40)	(1,272.58)
Exports	-	-
	<u>16,271.67</u>	<u>8,836.51</u>
Other Operating Revenues		
Brand Usage Income	247.22	221.36
Misc Income	0.08	0.83
Delivery Charges	13.85	13.02
Commission Income	11.00	4.00
TOTAL REVENUE FROM OPERATIONS	<u>16,543.82</u>	<u>9,075.72</u>
Break-up of revenue from sale of products		
Traded Goods		
Tablets	8,292.81	3,029.77
Tubes	2,530.35	2,139.30
Others	7,146.91	4,940.02
Total	<u>17,970.07</u>	<u>10,109.09</u>
20 OTHER INCOME		
Unclaimed balances no more payable	94.22	7.40
Business Support Service	444.07	344.79
Interest on Income Tax Refund	0.01	1.98
Interest Income on FDR	0.12	-
Interest Income on Lease deed Security Deposit	9.52	-
Total	<u>547.94</u>	<u>354.17</u>
21 PURCHASE OF STOCK IN TRADE		
Traded Goods	13,031.63	6,212.43
Freight Inward	105.10	79.74
Packing Material	7.23	23.35
Handling Charges	-	3.98
Custom Duty	63.95	115.65
Others	8.12	8.73
	<u>13,216.03</u>	<u>6,443.90</u>
Purchase of Traded Goods		
Classification		
Traded Goods		
Tablets	6,420.05	1,811.39
Tubes	1,036.39	847.85
Others	5,575.19	3,553.19
Total	<u>13,031.63</u>	<u>6,212.43</u>
22 EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	1,049.51	902.57
Contribution to provident fund and ESIC	61.31	54.60
Gratuity & Leave Encashment Expenses	57.63	17.23
Staff Welfare	3.85	3.15
	<u>1,172.32</u>	<u>977.55</u>
23 FINANCE COST		
Interest on Unsecured Business Loan	37.40	20.08
Interest on Lease Expenses	72.43	-
	<u>109.83</u>	<u>20.08</u>
24 OTHER EXPENSES		
Repair and Maintenance	28.75	25.38
Rent	10.25	264.56
Travelling and vehicle running expenses	331.48	276.93
Insurance Expenses	13.11	11.19
Freight Outward	165.58	108.92
Miscellaneous Expenses	229.98	183.70
Legal & Professional Expenses	102.84	43.88
Marketing & Sales Promotion Expenses	411.87	466.22
	<u>1,293.86</u>	<u>1,380.78</u>



25 PAYMENT TO AUDITORS

Year Ended	(Rs. in Lakhs)	
	31.03.2023	31.03.2022
Audit Fee	3.25	3.00
Tax Audit Fee	2.50	2.30
Certification	0.35	0.33
Total	6.10	5.63

26 PRIOR PERIOD ITEMS

Expenses include Rs. 4.62 Lakhs (Previous Year Rs. 21.13 Lakhs) as expenses (net) relating to earlier years.

27 DISCLOSURES ABOUT IMPORTS & EXPENDITURE IN FOREIGN CURRENCY

A. VALUE OF IMPORTS ON CIF BASIS

Stock -in-trade	397.22	634.37
	397.22	634.37

EXPENDITURE IN FOREIGN CURRENCY

a. Foreign Travelling

	-	2.99
	-	2.99

28 SEGMENT REPORTING

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

29 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 Quick Med Private Limited Total Care Limited	Domestic Company Domestic Company
3. Associates Morepen Bio Inc., USA (Formerly Morepen Inc.) Morepen RX Limited Morepen Devices Limited Morepen Medipath Limited (Formerly Morepen Molecular Limited) Medison City Private Limited	Foreign Company Domestic Company Domestic Company Domestic Company Domestic Company
4. Key Management Personnel	Mr. Varun Suri, Managing Director Mr. Rajat Suri Mr. Arjun Suri Mr. Ajay Kumar Sharma, Director & CFO Mr. Sanjay Suri, Director Mr. Manoj Kumar Sharma, Director Mr. Doolam Giri, Director Mr. Pankaj Kumar, Company Secretary
5. Relatives of Key Management Personnel 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	Groom Ties Private Limited Happier Life Private Limited Blue Haven Marketing P. Ltd Fogget Trading P. Ltd Medison City Private Limited

Transactions with related parties -

Particulars	Nature of transaction	(Rs. in Lakhs)
1. Holding Company	Sale of inventories Purchase of inventories (Including Goods in Transit) Brand Usage Income Business Support Services provided Balance as on 31.03.23 - Receivable (Maximum balance receivable Rs. 1780.66 Lakhs)	- 2305.48 247.22 288.10 1576.69
2. Associates	Morepen Rx Limited Sale of inventories (Net of Sales return) Purchase of inventories Business Support Services provided Reimbursement of common expenses to Morepen Rx Ltd Balance as on 31.03.23 - Receivable (Maximum balance receivable Rs. 25.84 Lakhs)	2.76 6.78 40.90 1.58 16.29
3. Key Management Personnel	Remuneration Balance Payable as on 31.03.23 (Maximum balance outstanding Rs. 1.73 Lakhs)	12.41 0.97
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	Groom Ties Private Limited Sale of inventories Purchase of inventories Business Support Services provided Balance as on 31.03.23 - Receivable (Maximum balance Receivable - Rs. 775.78 Lakhs) Happier Life Private Limited Business Support Services provided Balance as on 31.03.23 - Receivable (Maximum balance Receivable - Rs. 4.48 Lakhs) Blue Haven Marketing P. Ltd. Issue of Equity Share by conversion of share warrant (Conversion of 50,83,000 share warrant into equity share of Rs.10 each) Fogget Trading P. Ltd Issue of Equity Share by conversion of share warrant (Conversion of 50,64,875 share warrant into equity share of Rs.10 each)	311.64 36.29 189.61 142.88 3.77 3.78 308.20 508.49



30 **EARNING PER SHARE**

Particulars	Year ended	
	31.03.2025	31.03.2024
Profit(Loss) after tax (Rs. in Lakhs)	1006.64	(832.95)
Weighted average number of equity shares outstanding	40707563	40679500
Basic Earning (Loss) per share in equity (Face value Rs. 10/- per share)	2.46	(2.03)
Weighted average number of equity shares used in computing diluted EPS	30849375	30849375
Diluted EPS - (Face value of Rs. 10/- per share)	1.97	(1.64)

31 **EMPLOYEE BENEFITS**

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

(A) Disclosures for Defined Contribution Plans -

Particulars	(Rs. in Lakhs)	
	31.03.2025	31.03.2024
Employer's Contribution to Provident Fund		
Employer's Contribution to Employees State Insurance	57.90	49.78
Employer's Contribution to L.W.P.	2.93	1.11
	6.46	6.28

(B) Disclosures for Defined Benefit Plans - Unfunded

Particulars	Gratuity		Leave Encashment	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Change in the present value of obligations:				
Present Value of Obligation at or beginning of the year	79.48	57.59	32.20	33.91
Add: Interest Cost	6.41	5.36	4.69	3.13
Add: Current Service Cost	15.77	11.58	36.79	29.19
Less: Benefit Paid	(3.96)	(3.40)	(21.62)	(22.19)
Add: Acquisitions	0.08	-	-	-
Less: Disposals	-	-	-	-
Add: Actuarial loss on obligations	2.96	8.36	11.09	1.26
Present Value of Obligation at year end	106.74	78.46	63.18	32.20
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 at year end	-	-	-	-
Expense recognized in the Statement of Profit and Loss				
Current Service Cost	15.77	11.58	36.79	29.19
Add: Interest Cost	6.41	5.36	4.69	3.13
Less: Expected Return on plan assets	-	-	-	-
Less: Settlement Credit	-	-	(19.11)	(18.26)
Add: Net actuarial loss recognized	2.96	8.36	11.09	1.26
Total expenses recognized in statement of profit & loss	25.14	25.30	25.46	9.29

iv) The following table sets out the assumptions used in actuarial valuation of gratuity and leave encashment:

Assumptions	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Discount Rate	6.70%	7.00%	6.40%	7.00%
Expected return of Assets	N/A	N/A	N/A	N/A
Salary Escalation Rate	5%	5%	5%	5%
Employee Turnover rates	2%	3%	2%	3%

*Note: A sum of Rs.19.11 Lakhs (previous year Rs. 28.28 Lakhs) benefits paid as salaries in respect of compensated absences and Rs.4.51 Lakhs (previous year Rs.3.91 Lakhs) regular benefit payments upon exit from service is included in the amount of Rs. 23.62 Lakhs (previous year Rs. 32.19 Lakhs) of benefits paid.

32 **IMPAIRMENT**

It is the view of management that there are no impairment conditions that exist as on 31st March, 2025. Hence, no provision is required in the accounts for the year under review.

33 **TAXES**

Deferred tax assets of Rs.161.87 Lakhs in respect of sum of Rs. 643.16 Lakhs comprising of net taxable timing differences of depreciation & amortization, Unused tax losses, lease liabilities as provided by Indian Accounting Standard (Ind-As 12) "Income Taxes" notified w/s 133 of The Companies Act, 2013 is not recognized as a matter of prudence.

34 **RIGHT OF USE ASSETS AND LEASE LIABILITIES**

40 In accordance with Ind AS-116, Leases, the Company recognizes a Right-of-Use (ROU) asset at the commencement of the lease term, representing the right to use the underlying leased asset over the lease period. The ROU asset is initially measured at cost, which includes the initial amount of lease liability, any lease payments made at or before the commencement date, and any initial direct costs incurred by the Company. The ROU asset is subsequently amortized on a straight-line basis over the lease term or the useful life of the underlying asset, whichever is shorter, unless the lease transfers ownership of the asset at the end of the lease term. As at the reporting date, the Right of Use Assets are disclosed separately under Note No. 2, under Right of use Assets.

41 Lease liabilities are recognized at the present value of future lease payments at the commencement date of the lease. Interest expense of lease liabilities during the year was Rs. 72.43lakhs.

The company does not face significant restrictions or covenants imposed by lease arrangements.

The Company has recognized Rs.8.69 lakhs as rent expense during the year which pertains to short term lease/ low value asset which was not recognized as part of asset.

Total lease expense incurred during the year (including short term lease/ low value asset) was amounting to Rs.336.41 Lakhs

The Company has provided refundable, non-interest bearing deposits amounting to Rs.156.67 lakhs to lessors for various leased premises. These have been measured at amortized cost using an effective interest rate of 9.25%. The difference of Rs.39 lakhs has been recorded as Right of Use of Asset and amortized over the term period of these leases.

42 During the year, the company recognized a sum of Rs. 300.35 lakhs towards, annual depreciation and amortization expense on Right-of-Use (ROU) assets. In view of above, annual "Rent"/Other expenses are lower by Rs. 327.72 Lakhs. Further, during the year the company recognized annual interest expense of Rs. 72.43 lakhs, representing the interest component of lease liabilities calculated using the effective interest rate method. Notional interest income for the current year for Rs. 9.52 lakhs has been recognized during the year in accordance with Ind AS 109 - Financial Instruments.

On account of above, profits after tax for the year, are down by Rs. 35.54 lakhs, representing netting of rent expenses, interest income, against amortisation charges, interest expenses.



The table below provides details regarding contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis:

(Rs. in Lakhs)	
Particulars	Amount
Less than 1 year	-
1 - 3 years	790.39
More than 3 Years	-

35. 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) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiary). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiary") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiary.
- c) Balances of Non-current liabilities, Current liabilities, Long terms loans and advances, Trade receivables, Short term loans and advances and banks 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.



Items	At 31.03.2025	At 31.03.2024	Variation
36 Current Ratio	1.74	1.20	45%
- Numerator - Current Assets	6,215.09	3,037.90	
- Denominator - Current Liabilities	3,576.37	2,541.17	
Current Ratio			
Debt Equity Ratio	0.01	0.04	-78%
- Numerator - Debt	43.31	80.68	
- Denominator			
Equity	5,084.94	4,067.95	
Reserves & Surplus	(14.96)	(3,049.58)	
Warrants	-	1,060.00	
OCI	(6.26)	(3.30)	
Total Equity	5,063.72	2,075.07	
Debt Service Coverage Ratio	3.20	3.20	0%
- Numerator - EBITDA	1,487.23	322.36	
- Denominator			
Interest on loans	109.83	20.08	
Principal loans	354.30	80.68	
Total Loan liability	464.13	100.76	
Return on Equity Ratio	19.76%	-41.11%	148%
- Numerator - PAT	1,000.64	(852.99)	
- Denominator			
Equity	5,084.94	4,067.95	
Reserves & Surplus	(14.96)	(3,049.58)	
Warrants	-	1,060.00	
OCI	(6.26)	(3.30)	
Total Equity	5,063.72	2,075.07	
Inventory Turnover Ratio	21.75	10.05	117%
- Numerator - Cost of Goods Sold	13,138.35	6,749.19	
- Denominator - Average Inventory	603.97	671.78	
Trade Receivable Turnover Ratio(days)	62.34	87.77	-29%
- Numerator - Revenue	17,091.76	9,429.89	
- Denominator - Average Debtors	2,919.18	2,267.63	
Trade Payable Turnover Ratio (days)	64.68	118.81	-46%
- Numerator - COGS	13,138.35	6,749.19	
- Denominator - Average Creditors	2,328.02	2,196.85	
Net Capital Turnover Ratio	3.38	4.54	-26%
- Numerator - Revenue	17,091.76	9,429.89	
- Denominator			
Equity	5,084.94	4,067.95	
Reserves & Surplus	(14.96)	(3,049.58)	
Warrants	-	1,060.00	
OCI	(6.26)	(3.30)	
Total Equity	5,063.72	2,075.07	
Net Profit Ratio	5.85%	-9.05%	165%
- Numerator - PAT	1,000.64	(852.99)	
- Denominator - Revenue	17,091.76	9,429.89	
Return on Capital employed	18.78%	-34.91%	154%
- Numerator - (PAT+Interest)	1,110.47	(832.92)	
- Denominator			
Shareholder Wealth	5,063.72	2,075.07	
Non Current Liabilities	848.97	310.58	
	5,912.69	2,385.65	
Return on Investment	10.60%	-17.48%	161%
- Numerator - PAT	1,000.64	(852.99)	
- Denominator - Total Assets	9,443.60	4,880.85	

