



MULLER & PHIPPS (INDIA) LIMITED

**ONE HUNDRED THREE ANNUAL REPORT
2019-2020**

MULLER & PHIPPS (INDIA) LIMITED

CIN NO. L63090MH1917PLC007897

ONE HUNDRED THIRD ANNUAL REPORT 2019-2020

DIRECTORS :

Mr. Milan Dalal
 Mr. Raymond Simkins
 Mr. P V Mohan- Whole Time Director
 Mr. Venu Krishnan-Independent Director
 Mr. Radhyeswami-Independent Director (ceased w.e.f 25-01-2020)
 Mrs. Kamlini Maniar (Woman Independent Director)
 Mr. A V Seshadrinathan- Independent Director (appointed w.e.f 25-01-2020)

KEY MANAGERIAL PERSONNEL:

Mr. Ramesh Pai - Chief Financial Officer
 Mrs. Saloni A Shah - Company Secretary

REGISTERED OFFICE :

204, Madhva Commercial Premises,
 C-4 Bandra Kurla Complex,
 Bandra East, Mumbai -400 051.
 Phone No. 26591191
 Fax No. 26591186
 Email Id: investorrelations@mulphico.co.in

AUDITORS :

K.F. Jetsey & Company.
 Chartered Accountants

SECRETARIAL AUDITORS :

Sanjay Soman & Associates
 Company Secretaries

BANKERS:

State Bank of India
 Syndicate Bank

REGISTRARS & TRANSFER AGENTS :

LinkIn time India Pvt Limited
 C-101, 247 Park, LBS Marg,
 Vikhroli (West), Mumbai 400083.

REGIONAL OFFICES/DEPOTS :

Mumbai, Indore, Raipur
 Delhi, Ghaziabad,
 Chandigarh, Calcutta, Cuttack,
 Patna, Kochi, Hyderabad.

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NOTICE

Notice is hereby given that the **ONE HUNDRED THIRD ANNUAL GENERAL MEETING (AGM) OF MULLER & PHIPPS (INDIA) LIMITED** will be held through Video Conferencing or other Audio Visual Means on Monday, September 28, 2020 at 3 p.m IST. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon and
 - (b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2020, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Raymond Simkins (DIN 01573312) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. K F Jetsey & Co., Chartered Accountants (Firm Registration No.104209W issued by the Institute of Chartered Accountants of India), as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the third Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

1. **Approval for continuation of holding office of Whole time Director of the Company, by Mr. P V Mohan (DIN: 00195051) who will be above the age of 75 (Seventy Five) years as on 1st April, 2020.** To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2020 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment (s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Whole time Director of the Company, by Mr. P V Mohan (DIN:0195051) who will be above the age of 75 (Seventy Five) years as on 1st April, 2020.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Registered office:

204, Madhava, 2nd Floor,
Bandra Kurla Complex,
Near Family Court, Bandra East,
Mumbai 400 051

By Order of the Board
For MULLER AND PHIPPS (INDIA) LTD

P V Mohan
Whole Time Director
DIN 00195051

Place: Mumbai

Date: 13th August, 2020.

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mulphico.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents M/s Link Intime India Private Limited in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA M/s Link Intime India Private Limited in case the shares are held by them in physical form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.mulphico.co.in and on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
12. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
13. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 21st September 2020 to 28th September 2020 both days inclusive.
14. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
15. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ RTA M/s Link Intime India Private Limited.
16. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.



17. Instruction for E-Voting and joining AGM are as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 24th September, 2020 at 9.30 A.M. and ends on 27th September, 2020 at 5.30 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajeshkanojia@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatrel at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode:

Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@mulphico.co.in

In case shares are held in demat mode:

Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mnpc@mulphico.co.in

However, you can also register your email id with RTA M/s Link Intime India Private Limited on mumbai@linkintime.co.in



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@mulphico.co.in on 14th September, 2020(9.30 a.m. IST) to 25th September, 2020(5.30 p.m. IST).The same will be replied by the company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
18. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of Friday 18th September, 2020.
 19. Mr. Rajesh Kanojia, Advocate , has been appointed as Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner.
 20. The Scrutiniser shall with in a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinisers Report of the Votes cast in favor or against, is any, forthwith to the Chairman of the Company.
 21. the Results declared alongwith the Scrutinisers Report shall be placed on the Company's website www.mulphico.co.in with in two (2) days of passing of the Resolution at the 103rd AGM of the Company on 28th September, 2020 and Communicated to BSE Limited.

ANNEXURE TO NOTICE

Details of Director seeking appointment/ re-appointment at the Annual General Meeting (In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and As per Secretarial Standard - 2 - General Meetings)

Name	Mr. Raymond Simkins
Date of Birth & Age	03 rd June 1943,77 years.
Appointed on	18/07/1982
Qualification	M.E.
Expertise/Experience	Commercial ,marketing operations and international business
Shareholding	NIL
Directorship in Other Public Companies	Foods and Inns Limited

Registered office:
 204, Madhava Commercial Premises,
 C-4 Bandra Kurla Complex, Bandra East,
 Mumbai – 400051

By Order of the Board
For MULLER AND PHIPPS (INDIA) LTD

P V Mohan
Whole Time Director
 DIN 00195051

Place: Mumbai
 Date: 13th August, 2020.

**REPORT OF THE BOARD OF DIRECTORS**

The Members of Muller & Phipps India Limited

Your Directors present the **ONE HUNDRED THIRD ANNUAL REPORT** of your Company together with the Audited Financial Statements of Accounts for the year ended 31st March, 2020.

1. FINANCIAL RESULTS

Amount (₹ lacs)

Particulars	2019-20	2018-19
Gross Sales	361.55	374.07
Profit / (Loss) after interest and Finance Charges	35.47	25.70
Provision for Depreciation	67	1.11
Net profit/ (Loss) before exceptional item and tax	34.80	24.59
Add/ Less Exceptional Items	-----	-----
Provision for taxation	-	4.60
Prior period adjustments		
Profit/(Loss)for the year	34.80	19.99
Add: Profit/(Loss) Balance brought forward from Previous Year	(534.94)	(554.93)
Balance available for appropriation	(500.14)	(534.94)

During the year sales were ₹ 361.55 Lakh against ₹374.07 Lakh in the previous year. The sales has been narrowed down due to rough market condition for consumer products and incremental input cost on in-house brands.

2. TRANSFER TO RESERVES

Due to carried forward losses in previous year, the Company has adjusted the current year profit in the carried forward losses.

3. DIVIDEND

In the view of carried forward losses, Directors do not recommend any dividend for the year under report.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company. The Company is engaged in trading and distribution of Cosmetics and Toiletries and medicated Preparations.

With keeping vision of diversification, Company is engaged and started in trading, distribution and branding of Tif-n-Bites and Treatos in food segment.

5. THE STATE OF COMPANY AFFAIRS - MANAGEMENT ANALYSIS

The year under review, looking at market condition for consumer products the growth has been competitive. However, there has been down word trend in the coming year on account lower demand and higher competition.

6. MATERIALCHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE BOARD REPORT

There has been no material changes and commitments affecting financial position between end of the financial year and the date of the report.

7. DETAILS INRESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

There are adequate internal control procedures commensurate with the size of the Company and the nature of its W business, For the purchase of inventory and fixed assets and for the sale of Goods.

8. DETAILS OF SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANY:

<u>Name of the Company</u>	<u>CIN</u>	<u>% of shares held</u>
Muller and Phipps Industrial Services Limited	U74140MH1988PLC047489	100%
Muller and Phipps Agencies Limited	U51900MH1981PLC025416	100%

9. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

Particulars	Muller and Phipps Agencies Limited	Muller and Phipps Industrial Services Limited
Date of Incorporation	12-Oct-1981	26-May-1988
Percentage of Capital held by the Company	100%	100%
Reporting period of subsidiary	NA	NA
Authorised share capital	₹ 500000	₹ 500000
Paid-up share capital	₹ 500000	₹ 500000
Revenue	₹ 29043	₹ 151499
Profit/(Loss) before Tax	(₹) 26336)	₹ 95720
Taxes	NIL	NIL
PAT	(₹) 26336)	₹ 95720
Companies share in profit / (Loss)	100%	100%

10. ASSOCIATE COMPANY AND JOINT VENTURE

As on the date of this Report, there is no joint venture company.

11. FIXED DEPOSITS

The Company has not accepted any Fixed deposit during the financial year 2019-20.

12. AUDITORS

Appointment of Statutory Auditors

M/s. K.F. Jetsey & Co, Chartered Accountants, Mumbai, bearing ICAI Registration No. 104209W who hold office as Auditors of your Company up to the conclusion of the forthcoming Annual General Meeting, offer themselves for the reappointment being eligible. A certificate has been obtained from them pursuant to Section 141(3)(g) of the Companies Act, 2013 to the effect that their appointment, if made, would be within the limits provided therein.

13. AUDITORS' REPORT: Directors' note on Auditor's qualifications

The Directors are hopeful of positive out come of efforts to revive the business and now with additional products in current portfolio which is helping company to be profitable from current year. Accordingly, the Directors had prepared the annual accounts on a going concern basis.

14. SHARE CAPITAL

During the year under report, the Company has not issued any shares.

15. NOMINATION AND REMUNERATION COMMITTEE, RISK MANAGEMENT COMMITTEE OR ANY OTHER COMMITTEE

The provisions pertaining to Corporate Governance do not apply to the Company and hence there is no requirement of constitution of any Committee.

16. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return prepared in Form MGT-9 in pursuance of Section 92 of the Companies Act, 2013 is annexed as "Annexure 1" and forms part of this Report.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The nature of business being dealing in consumer products retailing, providing information with regard to conservation of energy and technology absorption as required under Section 134(3) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 2014 and forming part of this Report does not arise for your Company.

Foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows as per table below:

Particulars	Amount in ₹	
	2019-20	2018-19
Foreign Exchange Earnings in terms of actual inflows	Nil	Nil
Foreign Exchange Outgo in terms of actual outflows	Nil	Nil



18. CORPORATE SOCIAL RESPONSIBILITY

Since the Company's net worth as well as its net loss are both below the minimum prescribed limits, the provisions of clause(o) of Section 134(3) of the Companies Act, 2013 read together with Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 do not apply and hence disclosures on Corporate Social Responsibility are not required to be given.

19. DIRECTORS:

In terms of the Articles of Association of the Company. Mr. Raymond Simkins retire at the ensuing Annual General Meeting and being eligible offers himself for the reappointment.

The Board of Directors has on the recommendation of the Nomination and Remuneration committee appointed Mr. A.V. Seshadrinathan, Independent Director to fill the casual vacancy caused due to the resignation of Mr. Radheshyam Swami, Independent Director w.e.f January 25, 2020.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

20. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 2019-2020, the Board of Directors met 5 (Five) times as per table below

30 th May 2019	13 th August, 2019	27 th Sept , 2019	11 th Novr, 2019	25 th Jan, 2020
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21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register Maintained under Section 189 of the Companies Act, 2013 and hence no information is required to be furnished. Details of investments in all bodies corporate are given in Note No.5. in the Financial Statements.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company's contracts or arrangements with related parties of which the details are given in Note No.36A of the Financial Statements. "Annexure 2"

a Holding Company : Development Holding Asia Ltd.

Subsidiaries : Muller and Phipps (Industrial Services) Ltd. Muller and Phipps Agencies Ltd.

b Other parties where the company has entered in transaction during the year Fellow Subsidiary:

GetzBros. Company Limited

Associates:

Foods and Inns Ltd. Western Press Pvt. Ltd

Getz Pharma Private Limited

c Directors and their Relatives:

Mr. Milan Dalal- Director

23. MANAGERIAL REMUNERATION

The company does not have any appointment in this category in the year under review.

24. SECRETARIAL AUDIT REPORT AND COST AUDIT REPORT

M/s Sanjay Soman & Associates, Company Secretaries in Whole-time Practice, Mumbai, were appointed Secretarial Auditors of the Company by the Board, pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made there under.

The Secretarial Audit Report issued by M/s Sanjay Soman & Associates does not contain any qualification, reservation or adverse remark or disclaimer is attached in "Annexure 3" and forms part of this Report.

Given the nature of the Company's activities, the provisions relating to submission of Cost Auditors' Report do not apply to the Company.

25. CORPORATE GOVERNANCE CERTIFICATE

The provisions pertaining to Corporate Governance do not apply to the Company and hence the Company is not required to furnish any certificate with regard to Corporate Governance.

26. RISK MANAGEMENT POLICY

The provisions pertaining to Corporate Governance do not apply to the Company and hence the Company is not required to furnish any report regarding Risk Management Policy.

27. PARTICULARS OF EMPLOYEES

During the year under report, there was no employee of the category mentioned in Section 197(12) of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 2014 and hence information in this regard is not required to be furnished.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no instances during the year attracting the provisions of Rule 8(5) (vii) of the Companies (Accounts) Rules, 2014.

However, the details of litigations pending the final result as per note 27 of financial statements are disclosed Under Contingent liabilities.

29. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed;
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year covered under this Report and of the profit of your Company for the year;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of your Company and for preventing and detecting fraud and other irregularities;
4. The Annual Accounts have been prepared on a going concern basis.
5. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

30. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the co-operation and diligent efforts of the employees of your Company.

FOR AND ON BEHALF OF THE BOARD

Mumbai
Dated: 13th August 2020

P V Mohan
Whole Time Director
DIN 00195051

Milan Dalal
Director
DIN 00062453



Annexure1 to Report of Board of Directors

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

For the financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L63090MH1917PLC007897
2.	Registration Date	12 th October 1917
3.	Name of the Company	Muller & Phipps India Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered Office & contact details	204, Second Floor, Madava Commercial Complex, Bandra Kurla Complex, Bandra East Mumbai - 400 051.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LinkIn time India Pvt Limited C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products/services	NIC Code of the product/ service	%to total turnover of the company
1.	Medicated Dental Products (Cavisan and Cavifast)	30550	44.94%
2.	Ayurvedic Skin Ointment (Nixoderm)	24233	46.88%
3.	Home Care Product (Alfa Plus)	24249	08.18%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Muller and Phipps Industrial Services Limited	U74140MH1988PLC047489	Subsidiary	100%	2(87)
2	Muller and Phipps Agencies Limited	U51900MH1981PLC025416	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year – 2019				Shareholding at the end of the year – 2020			
		Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares
(A)	Shareholding of Promoter and Promoter Group								
[1]	Indian								
(a)	Individuals/ Hindu Undivided Family	-	-	-	0.00	-	-	-	-
(b)	Central Government / State Government(s)	-	-	-	0.00	-	-	-	-
(c)	Bodies Corporate	-	-	-	0.00	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	0.00	-	-	-	-
(e)	Any Other (Specify)								
	Sub Total (A)(1)	-	-	-	0.00	-	-	-	-
[2]	Foreign								
(a)	Individuals(Non-Resident Individuals / Foreign Individuals)	-	-	-	0.00	-	-	-	-

ONE HUNDRED THIRD ANNUAL REPORT 2019-2020

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year – 2019				Shareholding at the end of the year – 2020			
		Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares
(b)	Bodies Corporate	-	3,22,680	3,22,680	51.63	-	3,22,680	3,22,680	51.63
(c)	Institutions	-	-	-	0.00	-	-	-	-
(d)	Any Other (Specify)								
	Sub Total (A)(2)	-	3,22,680	3,22,680	51.63	-	3,22,680	3,22,680	51.63
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	-	3,22,680	3,22,680	51.63	-	3,22,680	3,22,680	51.63
(B)	Public Shareholding								
[1]	Institutions								
(a)	Mutual Funds / UTI	-	-	-	0.00	-	-	-	-
(b)	Financial Institutions / Banks	-	100	100	0.02	-	100	100	0.02
(c)	Central Government / State Government(s)	-	-	-	0.00	-	-	-	-
(d)	Venture Capital Funds	-	-	-	0.00	-	-	-	-
(e)	Insurance Companies	-	-	-	0.00	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	0.00	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	0.00	-	-	-	-
(h)	Any Other (Specify)								
	Sub Total (B)(1)	-	100	100	0.02	-	100	100	0.02
[2]	Non-Institutions								
(a)	Bodies Corporate	1,36,492	325	1,36,817	21.89	1,36,581	325	1,36,906	21.90
(i)	Indian	-	-	-	-	-	-	-	-
(ii)	Overseas	-	-	-	0.00	-	-	-	-
(b)	Individuals								
(i)	Individual shareholders holding nominal share capital upto ₹2 lakh.	1,01,045	41,738	1,42,783	22.01	100678	41200	141878	22.70
(ii)	Individual shareholders holding nominal share capital in excess of ₹2 lakh	-	-	-	0.00	-	-	-	-
(c)	Any Other (Specify)								
	Clearing Member	75	-	75	0.01	-	-	-	0.00
	Non Resident Indians (Repat)	100	225	325	0.05	104	225	325	0.0505
	Non Resident Indians (Non Repat)	62	-	62	0.00	54	-	54	0.01
	Other Directors/Relatives	15,950	-	15,950	2.55	15,950	-	15,950	2.55
	Other Directors	2,350	-	2,350	0.38	2,350	-	2,350	0.38
	Trusts	42	-	42	0.01	42	-	42	0.01
	Hindu Undivided Family	3,816	-	3,816	0.75	4715	-	4,715	.75
	Sub Total (B)(2)	2,59,932	42,288	3,02,220	48.37	2,60,470	41,850	3,02,320	48.37
	Total Public Shareholding(B)=(B) (1)+(B) (2)	2,59,932	42,388	3,02,320	48.37	2,60,470	41,850	3,02,320	48.37
	Total (A)+(B)	2,59,932	3,65,068	6,25,000	100.00	2,60,470	3,64,530	6,25,000	100.00
(C)	Shares held by custodians and against which depository receipts have been issued								
[1]	Promoter and Promoter Group	-	-	-	0.00	-	-	-	-
[2]	Public	-	-	-	0.00	-	-	-	-
	Total (A)+(B)+(C)	2,59,932	3,65,068	6,25,000	100.00	2,60,470	3,64,530	6,25,000	100.00

B. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 2019			Shareholding at the end of the year 2020			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total	
1.	Development Holdings Asia Limited	322680	51.6288		322680	51.6288		



C. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year 2019		Cumulative Shareholding during the year 2020	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	322680	51.6288	322680	51.6288
	Date wise increase/ decrease in promoters' share-holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/Sweat Equity etc.)	No Changes in the promoters shareholdings from 1-4-2019 to 31-3-2020			
	At the end of the year			322680	51.6288

D. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs/ADRs)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year -2019		Reason	Cumulative Shareholding at the end of the year - 2020	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY		NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SWAR INVESTMENTS AND TRADING CO PVT LTD	56350	9.0160		56350	9.0160
2	SATYAJYOTI HOLDINGS PRIVATE LIMITED	49525	7.9240		49525	7.9240
3	DRAVYAFINANCE LTD.,	10650	1.7040		10650	1.7040
4	VISHAL GANDHI	10028	1.6040		10028	1.6045
5	CHANDRAPRABHAGANDHI	11835	1.8936	Sell	7797	1.2475
6	PURSARTH TRADING PRIVATE LIMITED.	68670	01.0977		6867	1.0987
7	REKHA B DALAL	17000	02.72	Sell	11000	1.7600
8	SHREE BAHUBALI STOCK TRADING PRIVATE LTD	5146	0.8234		5146	0.8234
9	SATYAN B DALAL	4000	0.64		4000	0.6400
10	ADITI A DALAL	4000	0.64		4000	0.6400

Shareholding of Directors and Key Managerial Personnel

Sr. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year 2019		Cumulative shareholding during the year 2020	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Milan B. Dalal				
	At the beginning of the year	2,350.00	0.376	2350	0.3760
	Date wise increase/decrease in promoters' shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc.)				
	At the end of the year	2,350.00	0.3760	2350	0.3760

V. INDEBTEDNESS: (Indebtedness of the Company including interest outstanding/accrued but not due for payment)

	Secured Loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
In debt ness at the beginning of the year	-	-	-	-
(i) Principal amount	-	2,04,00,000	-	2,04,00,000
(ii) Interest due but not paid	-	1,35,06,887	-	1,35,06,887
(iii) Interest accrued but not due	-	-	-	-
Total (i) + (ii) + (iii)		3,39,06,887		3,39,06,887
Change in indebtedness during the financial year	-	-	-	-
• Addition		12,71,613		12,71,613
• Reduction	-	24,68,406-	-	24,68,406
Net change	-	(11,96,793)	-	(11,96,793)
Indebtedness at the end of the year	-	-	-	-
(i) Principal amount	-	1,89,84,321	-	1,89,84,321
(ii) Interest due but not paid	-	1,37,25,773	-	1,37,25,773
(iii) Interest accrued but not due	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Name of the Person and Designation	Particulars of Remuneration	Total Amount
	Mr. P. V. Mohan. Whole Time Director	Gross Salary	15,87,333

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Names of Directors				Total Amount
1	Other Non-Executive Directors	Mr. Milan Dalal	Mr. Raymond Simkins			
	Fee for attending Board/ Committee Meetings	25,000.00	10,000.00		35,000.00	
	Commission					
	Others, please specify					
	Total					
2	Independent Directors:	Mrs. Kamlini Maniar	Mr. Venu Krishnan	Mr. Radheshyam Swami	Mr. A V. Sheshadrinathan	Total Amount
	Fee for attending Board/ Committee Meetings	15000	25000	25000	5000	70,000
	Commission					
	Others, please specify					
	Total					
	Total B 1+B2					105,000.00

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD The Company has no Key Managerial Personnel other than the Director

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
1.	Gross salary		135000	428700	563700
	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-
	Value of perquisites under Section 17(2) of the Income-tax Act, 1961	-	-	-	-
	Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	SweatEquity	-	-	-	-
4.	Commission - as % of profit -others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/COMPOUNDING

There were no penalties, punishment and compounding of offences during the year ended March 31, 2020



Annexure 2 to Report of Board of Directors

Directors and Related party Disclosure and particulars of Transactions :

1 (As per note no. 36a of Financial Statements for 2019-2020)

Notes to the financial statements for the year ended 31st March, 2020

Related Party Disclosure

The transactions with Related Parties during the year were as follows :

Particulars	Fellow Subsidiary		Subsidiaries				Associates							
	Getz Bros. Co. Ltd.		Muller & Phipps Agencies Ltd.		Muller & Phipps (Industrial Services) Ltd.		Foods and Inns Ltd.		Getz Pharma Pvt. Ltd.		Western Press Pvt. Ltd.		Phampak Private Limited	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Nature of Transactions	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Purchase of Goods	-	-	-	-	-	-	4,88,826	-	-	-	-	-	-	1,41,73,629
Directors Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salaries and Other Employee Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Printing and Stationery	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest Expenses	-	-	28,903.00	32,000	-	-	-	16,46,232	13,83,999	-	4,11,371	1,80,024	1,79,128	-
Doubtful Advances provided	-	-	-	-	54,829	46,585	-	-	-	-	-	-	-	-
Inter corporate Loans received	-	-	-	-	-	-	-	-	-	-	2,00,00,000	-	-	-
Inter corporate Loans re-paid	-	-	-	-	-	-	-	1,85,00,000	-	-	-	-	-	-
Outstanding at year-end														
Inter corporate Loans payable	-	-	3,45,121	4,00,000	-	-	-	-	1,86,39,200	-	2,00,00,000	-	-	-
Loans and Advances given	-	-	-	-	14,32,174	13,77,345	-	-	-	-	-	-	-	-
Other Receivables	2,87,54,011	2,87,54,011	-	-	-	-	10,00,000	1,50,00,000	-	-	-	-	-	-
Payables	4,71,10,790	4,71,10,790	-	-	-	-	-	-	-	-	-	6,79,590	7,22,441	-
Interest Payable	-	-	39,653	13,640	-	-	1,33,86,233	1,33,86,233	2,99,887	-	1,07,014	-	-	51,41,768
Doubtful Advances Provision	-	-	-	-	14,32,174	13,77,345	-	-	-	-	-	-	-	-

Annexure 3 to Report of Board of Directors

Form MR3: Secretarial Audit Report

For the year 2019-20

{For the financial year ended March 31, 2020} pursuant to the section 204(1) of the Companies Act 2013 and the rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 Read with the applicable regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations of 2015.}

To,

The Members

MULLER AND PHIPPS (INDIA) LTD

CIN: L63090MH1917PLC007897

204, Madhava, 2nd Floor,

Bandra Kurla Complex,

Bandra East,

Mumbai 400 051

A. We have undertaken the Secretarial Audit of statutory provisions and the adherence to good corporate practices by 'Muller And Phipps India Limited,' ('the Company'). Secretarial Audit process has been conducted for the year 2019-20 during the period of nation- wide Lockdown which was imposed along with complete curfew as per article 144 of constitution of India due to COVID 19 pandemic situation.

Hence, the process adopted to suite the situation in a manner that provided us a reasonable basis for verification of the documents, filings and other records maintained by the company; shared mostly in the soft-form/ scanned or in electronic media with the help of internet for the purpose of evaluating the corporate conduct of the Board and management of the company, adherence to the applicable statutory provisions and its compliances and expressing our opinion thereon.

B. Based on our verification of the Company's papers, documents returns , forms and other information memorandums filed with regulators, other records maintained by the Company and also the information provided by the company , its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2020 ("the financial year"), complied with the statutory provisions of companies act 2013 , its obligations under various applicable SEBI guidelines as listed below and also that the Company has followed proper Board processes and compliance mechanism as per records in place, to the extent, in the manner and subject to the reporting by us in this context.

C. We have examined the books, papers, minutes books, the forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2020, as per provisions of :

I) The Companies Act.2013 (the Act) and the Rules made there under read with notifications, explanations and clarifications thereto:

II) The Securities Contracts (Regulation) Act. 1956 (SCRA) and the Rules made there under:

III) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):

(a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations.2011, as amended from time to time.

-No such activity is reported during the period under Audit

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations" 2015. as amended from time to time.

- No such activity is reported during the period under Audit.

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations. 2009, as amended from time to time.

- No such activity is reported during the period under Audit

(d) All other regulations issued by SEBI such as Employee based shares, listing of corporate debts, delisting of shares, buy back of shares etc .,

-No such activity is reported during the period under Audit

V) Other significant policies and regulations specifically applicable to the Company, including:

(i) Secretarial Standards issues by ICSI SS 1 and SS 2,

(ii) Depositories Regulations applicable to R&T Agent appointed by the company

(iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. as amended from time to time, and with the circulars issued there under.



During the financial year, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned herein above.

- VI)** And together with special sanctions and notifications issued by MCA and SEBI for the specific period under circumstances of COVID 19 since March 25, 2020, so far as applicable till date of this report:
- D.** With standing the comments upon examination of records, We report that:
1. The Board of Directors of the Company ("the Board") is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director in terms of Companies Act, 2013 and Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 2. Adequate Notice, Agenda and detailed notes on agenda were sent properly before the meeting to the Directors. A system exists for obtaining further information and clarifications on the agenda items before the meeting for the meaningful participation at the meeting, during the financial year under review.
 3. The Resolutions were passed with proper voting; however, none of the members of the Board have expressed dissenting views on any of the agenda items, during the financial year as per the minutes.
 4. The Company has sent the requisite reports on shareholders grievances, quarterly share capital reconciliation in demat and physical form and a few endorsements of transmissions and deletions in respect of notices received from shareholders of physical shares on half yearly basis.
- E.** We further report that:
1. The adequate compliance has been observed by the company with the appointments of the Whole Time Director, CFO, Company Secretary, Internal Auditor and formation of the Committees of Directors; together with composition of the Board of Directors, commensurate with the size and operation of the company .
However, it is observed the details of policies, systems and processes to monitor the Board and Committee discussions and decisions need to be recorded in the minutes with adequate details of applicable laws, rules, regulations and guidelines applicable to the business of the company to ensure the effective contribution of each of the Board member and his/her performance.
 2. As regards the adequacy of compliance with other applicable laws including industry/sector specific laws, under both Central and State legislations, the reliance has been placed on the Compliance Certificate issued by the Company Secretary and Whole Time Director at each Board meetings and on the management representation letter received from the Chairman of the company.
 3. Based on the aforesaid representation and compliance certificates, we are of the opinion that the company has generally complied with the following:
 - i) Compliance under Local Governing Body's regulations applicable for the company to conduct its business such as Shop and Establishment Licenses, Registration of office address, payment of taxes and cess , records of MSME vendors etc.
 - ii) Compliance under employees related acts such as Provident fund, ESIC , payment of wages Act, Minimum wages Act, Contract labour and Child Labour (Regulation and Abolition) Act and other related legislations.
 - iii) Deposit of taxes relating to Income Tax , GST Act and other applicable taxes including Tax deducted at source etc.
The related party transactions are observed in the company , but adequate details of the transactions have not been recorded through the Board or committee scrutiny and approvals , as there is no policy declaring the quantum and value of the transactions to that effect with parties and no individual instance on record as advised in earlier report.
 - iv) The procedure prior and after the appointment of independent Directors and a Whole Time Director, related with their respective qualifications and experience, and remuneration were considered through the respective committees formed by the company.
- F.** The self-declarations by the individual directors, forms filed in respect of events with MCA and minutes of the committees and the Board were relied upon to the extent of this report as made available in the soft form.
- G.** With new and increased requirements of routine compliance with Companies Act, SEBI regulations , Stock Exchange reporting norms ; quarterly reviews of financials etc, the Company must rely on electronic data systems for the sake of availability of the said data for the management and moreover, for ensuring the ease of compliance reporting .
Hence, The Company has been advised to suitably develop the electronic support systems and keep the requisite data for regulatory audit purpose, such as new norms on Insider Trading regulations as applicable to the listed companies, etc. Few observations have been brought up to notice of Board , by the Auditors of the company in their Notes to Accounts' forming an integral part of the Financial Statement for the financial year and also disclosed in their Audit Report.
- H.** Enclosed : Annexure A.

Date: 13th August, 2020
Mumbai

For Sanjay Soman & Associates
SD/-
Prop. Sanjay Soman, CP 817
UDIN F004146B000559316

Annexure 'A' to Secretarial Audit Report –in MR 3 of the even date

To
The Members,
Muller And Phipps India Limited

Statement regarding Secretarial Audit Report for the Financial Year ended 31.03.2020

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion through this report on these secretarial records based on conduct of an audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed during the period of country-wide lockdown due to COVID 19 pandemic situation in the most parts of the world, provided a reasonable basis for our opinion mostly based on the information gathered in the electronic form
3. We have relied on Statutory Auditors Report on Financial Statements so far as the correctness and appropriateness of financial records, observations and reporting and Books of Accounts of the Company and we have read through them and hence, offered no additional comments on their observations.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. We reiterate that the compliance of the provisions of corporate regulations and other applicable laws, rules, standards, etc. is the primary responsibility of the management of the Company. Our examination was limited to the verification of procedures on test basis..
6. The Secretarial Audit Report and opinion expressed therein, is in the nature of a value addition to the present status of the company and its management which is; neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sanjay Soman & Associates
Company Secretaries,

Mumbai,
Date: 13th August, 2020.

**ANNEXURE 4 FORM AOC -1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of the Financial Statement of Subsidiaries/Associates/Joint Ventures

Sr no	Particulars	Subsidiary	Subsidiary
1	Name of the Company	Muller & Phipps Agencies Ltd	Muller & Phipps Industrial Services Ltd
2	Reporting period for the subsidiary concerned,if different from the holding companys reporting period	31/3/2020	31/3/2020
3	Reporting Currency and Exchange rates as on the last date of the relevant Financial Year in case of foreign subsidiaries	N/A	N/A
4	Share Capital	500,000	500,000
5	Reserves & Surplus	(1,68,851)	(19,96,706)
6	Total Assets	4,33,412	18,067
7	Total Liabilities	1,02,263	15,14,774
8	Investments	-	-
9	Turnover	29,043	1,51,499
10	Profit before Taxation (A)	(26,336)	95,720
11	Provision for Taxation (B)	-	-
12	Profit after Taxation (A)- (B)	(26,336)	95,720
13	Proposed Dividend	-	-
14	% of Shareholding	100%	100%

Dated: 13th August, 2020

Milan Dalal
Director
Din No:00062453

INDEPENDENT AUDITOR'S REPORT

To the Members of Muller & Phipps (India) Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Muller & Phipps (India) Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph below, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

The financial statements have been prepared on a going concern basis by the management as there are profits from operational activities for the year ended 31st March 2020 and even though the net worth of the Company has been completely eroded and also on the basis that they have business plans for profitable operations in the future. However, no such detailed plans have been shown or explained to us to our satisfaction and hence we are unable to form any opinion on the going concern status of the Company.

Key Audit Matters

Key audit matters are those that, in professional judgement, were of the most significant in our audit of the Standalone Ind AS financial statements for financial year March 31, 2020.

These matter were addressed in the context of our audit of the consolidated financial Ind AS financial statements as whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provide in that context.

Key audit matters	How our audit addressed the key audit matter
<ul style="list-style-type: none"> Related Party Transaction (as percribed in Schedule 34 of the financial statements) <p>The company has purchased printing and stationeries from Western Press Private Limited for Rs. 1.80 lakhs During the year the group has provided for a total of Rs. 14.13 lakhs as interest to Getz Pharma Pvt Ltd and its subsidiary Muller & Phillips Agencies Ltd.</p> <p>The company has provided for Doubtful Advance of Rs. 54,829/- against its Subsidiary Muller & Phipps (Industrial Services) Ltd.</p> <p>Determination of transaction prices for such related party transaction outside the normal course of business is a key audit and the significant judgements involved in determining the transaction value.</p>	<ul style="list-style-type: none"> Our audit procedures included considering the compliance with the various requirements for entering in to such related party transaction. We performed test of controls over related party transactions through inspection of evidence of performance of these controls. We performed the following tests of details: <ul style="list-style-type: none"> We have read the valuation reports and fairness apinion obtained from independent valuers and assessed the objectivity and competence of the independent valuers. We have read the approvals obtained from Board of Directors, Shareholders and all other regulatory approvals for the transactions. We have assessed the disclosures in accordance with Ind AS 24 " Related Party Disclosures".

Other information, such as "Information Other than the Financial Statements and Auditor's Report Thereon"

The Company's Board of Director is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statement and our auditor's report thereon.

Our opinion on on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained



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

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 Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for the safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true and fair view and free from material misstatements, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made 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 audit opinion on the standalone Ind AS financial statements.

Other Matters

The statement includes the results for the quarter ended March 31, 2020 being the balancing figures between the audited figures in respect of full financial year and published unaudited year to date figures upto third quarter of the current financial year which were subjected to limited review by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure I' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. The going concern matter described under the Basis of Qualification paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f. On the basis of written representations received from the directors as on 31st March, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020, from being appointed as a director in terms of section 164(2) of the Act.
 - g. 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 II'.
3. With respect to 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 explanation given to us:
- i. The Company has disclosed the impact of pending litigations on its financial positions in its financial statements – Refer Note 31 to the financial statements.
 - ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
4. With respect to the matter to be included in the Auditors Report under Section 197(16):

In our Opinion and according to information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **K. F. Jetsey & Co.**
Chartered Accountants
Firm's Registration No. 104209W

(CA. Keshav Jetsey)
Proprietor
Membership No. 033206

Place: Mumbai
Date: 29th June, 2020

**Annexure to the Independent Auditor's Report of even date on the Standalone Ind AS Financial Statements of Muller & Phipps (India) Limited.****Report on Companies (Auditor's Report) Order, 2016, issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act, 2013 ('the Act')**

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government in terms of sub section (11) of section 143 of the Act, and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of the audit, we further report that: -

1. a) The Company has not maintained proper records to show full particulars, including quantitative details and situation of Property, Plant and Equipment.
- b) No physical verification of Property, Plant and Equipment has been conducted by the management during the year or in the recent past. In our opinion, the frequency of verification needs to be improved to be commensurate with the size of the Company and the nature of its business.
- c) The Company does not own any immovable property.
2. a) The inventory has been physically verified by the management at reasonable intervals during the year and no material discrepancies found .
- b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventory. The discrepancies between the physical inventory and the book records noticed on physical verification were not material and have been properly dealt with in the books of account.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act').
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public within the meaning of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder.
6. The Central Government has not prescribed maintenance of cost records under sub section (1) of sec 148 of the Companies Act, 2013.
7. a) According to the information and explanations given to us by the management and on the basis of examination of the books of accounts carried out by us, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Excise Duty, Value Added Tax, Cess and other statutory dues, as applicable, with the appropriate authorities. There were no undisputed arrears of statutory dues outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us by management and the records of the Company examined by us, there were no disputed dues in respect of Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as at 31st March, 2020 other than those shown below :

Nature of dues pending	Amount <input type="checkbox"/>	Forum where dispute is
Sales Tax A.Y 2004-05	2,85,000	Sales Tax Authorities – Lucknow
A.Y 2003-04	10,000	
A.Y 2002-03	5,80,000	
A. Y.2001-02	16,42,000	
A.Y. 2000-01	2,36,000	

8. The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and

term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

10. According to information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. Clause (xii) of the Order is not applicable to the Company since the Company is not a Nidhi Company.
13. According to the information and explanations given to us and the records of the Company examined by us, all the transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details as required by the Accounting Standards have been disclosed in the Financial Statements.
14. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions covered in Section 192 of the Act with Directors or persons connected with him during the year
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **K. F. Jetsey & Co.**
Chartered Accountants
Firm's Registration No. 104209W

(CA Keshav Jetsey)
Proprietor
Membership No. 033206

Place: Mumbai
Date: 29th June, 2020



Annexure to the Independent Auditor's Report of even date on the Standalone Ind AS Financial Statements of Muller & Phipps (India) Limited

Report on the Internal Financial Controls 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 Muller & Phipps (India) Limited ('the Company') as of 31st March, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 31st March 2020, 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.

For **K. F. Jetsey & Co.**
Chartered Accountants
Firm's Registration No. 104209W

Place: Mumbai
Date: 29th June, 2020

(CA Keshav Jetsey)
Proprietor
Membership No. 033206

**STANDALONE BALANCE SHEET AS AT 1ST MARCH, 2020**

Particulars	Notes	As at March 31, 2020 ₹	As at March 31, 2019 ₹
ASSETS			
<i>Non-Current Assets</i>			
Property, Plant and Equipment	3	6,51,689	4,17,590
Other Intangible Assets	4	-	-
Financial Assets			
Investments	5	1,00,000	1,00,000
Loans	6	-	-
Other Financial Assets	7	4,22,62,119	4,00,46,623
Total Non-Current assets		4,30,13,808	4,05,64,213
<i>Current Assets</i>			
Inventories	8	14,04,019	7,35,975
Financial Assets			
Trade Receivables	9	30,45,683	41,13,709
Cash and cash equivalents	10	12,39,354	26,09,690
Other Bank Balances	11	-	-
Other Current Assets	12	1,58,720	1,07,653
Total Current assets		58,47,776	75,67,027
TOTAL ASSETS		4,88,61,584	4,81,31,240
EQUITY AND LIABILITIES			
<i>Equity</i>			
Equity Share Capital	13	62,50,000	62,50,000
Other Equity		(5,00,14,392)	(5,34,94,125)
Total Equity		(4,37,64,392)	(4,72,44,125)
LIABILITIES			
<i>Non-Current Liabilities</i>			
Financial Liabilities			
Borrowings	14	1,89,84,321	2,04,00,000
Other Financial Liabilities	15	2,87,04,001	2,87,04,001
		4,76,88,322	4,91,04,001
Provisions			
Employee Benefit Obligations	16	21,63,058	15,95,005
Total Non-current Liabilities		4,98,51,380	5,06,99,006
<i>Current Liabilities</i>			
Financial Liabilities			
Trade Payables	17	2,35,17,319	2,35,00,373
Other Financial Liabilities	18	1,37,25,773	1,35,06,887
Other Current Liabilities	19	38,20,234	41,34,982
Provisions			
Employee Benefit Obligations	20	10,90,270	29,13,117
Tax Liabilities	21	6,21,000	6,21,000
Total Current Liabilities		4,27,74,596	4,46,76,359
TOTAL EQUITY AND LIABILITIES		4,88,61,584	4,81,31,240

The accompanying notes 1 to 40 form an integral part of the financial statements

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Notes	For year ended March 31, 2020 ₹	For year ended March 31, 2019 ₹
INCOME			
Revenue from Operations	22	3,61,55,212	3,74,06,960
Other Income	23	37,78,933	8,07,472
TOTAL REVENUE		3,99,34,145	3,82,14,432
EXPENDITURE			
Purchases (net of returns) of Stock- in-trade	24	1,55,76,943	1,60,30,981
Changes in Inventories of Finished Goods	25	(6,68,044)	(1,86,657)
Employee Benefits Expense	26	1,01,41,332	87,03,971
Finance Costs	27	14,12,902	20,89,603
Depreciation and Amortisation Expense	28	66,818	1,11,011
Other Expenses	29	1,00,10,142	91,00,860
TOTAL EXPENSES		3,65,40,093	3,58,49,769
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		33,94,052	23,64,663
PROFIT / (LOSS) BEFORE TAX		33,94,052	23,64,663
Current Tax		-	4,60,000
Deferred Tax Adjustment - Debit / (Credit)		-	-
PROFIT / (LOSS) FOR THE YEAR		33,94,052	19,04,663
OTHER COMPREHENSIVE INCOME			
Items that wil not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		85,681	94,915
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		34,79,733	19,99,578
Earning per Share - Basic and Diluted	39	5.43	3.05

The accompanying notes 1 to 40 form an integral part of the financial statements

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020****EQUITY SHARE CAPITAL**

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Outstanding at the beginning of the year	62,50,000	62,50,000
Issued during the year	-	-
Bought back during the year	-	-
Outstanding at the end of the year	62,50,000	62,50,000

OTHER EQUITY

Particulars	Share application money pending allotment (₹)	Reserves and Surplus		Other Comprehensive Income (₹)	Total (₹)
		Securities Premium Reserve (₹)	General Reserve (₹)		
Balance as at April 01, 2019	-	2,25,00,000	(7,61,94,635)	200,510	(5,34,94,125)
Profit for the year	-	-	33,94,052	-	33,94,052
Other Comprehensive Income	-	-	-	85,681	85,681
As at March 31, 2020	-	2,25,00,000	(7,28,00,583)	2,86,191	(5,00,14,392)
Balance as at April 01, 2018	-	2,25,00,000	(7,80,99,298)	105,595	(5,54,93,703)
Profit for the year	-	-	19,04,663	-	19,04,663
Other Comprehensive Income	-	-	-	94,915	,94,915
As at March 31, 2019	-	2,25,00,000	(7,61,94,635)	2,00,510	(5,34,94,125)

The accompanying notes 1 to 40 form an integral part of the financial statements

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

Place: Mumbai
Dated: 29th June, 2020

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particular	For the year ended March 31, 2020 ₹		For the year ended March 31, 2019 ₹	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) Before Tax		33,94,052		23,64,663
Adjustments for				
Depreciation	66,818		1,11,011	
Profit / (Loss) on Sale of Fixed Assets	-		-	
Interest and Finance Charges Expenses	14,12,902	14,79,720	20,89,603	22,00,614
Operating Profit/(Loss) before Working Capital Changes		48,73,772		45,65,277
Adjustment for				
(Increase)/Decrease in Trade and Other Receivables		15,08,959		(20,24,620)
(Increase)/Decrease in Inventories		(6,68,044)		(1,86,653)
Increase/(Decrease) in Sundry Creditors and Other Liabilities		(14,66,915)		(20,42,731)
Cash Used in Operations		42,47,772		3,11,273
Taxes Paid		(27,07,496)		(4,00,000)
Net Cash from Operating Activities		15,40,276		(88,727)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(3,00,917)		(15,999)
Sale of Fixed Assets		-		-
Investment / (encashment) - Margin Money Deposits		-		-
Net Cash (used in) Investing Activities		(3,00,917)		(15,999)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Intercompany Loan		(1,415,679)		1,500,000
Interest Paid		(11,94,016)		(5,32,477)
Net Cash (used in) Financing Activities		(26,09,695)		9,67,523
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(13,70,336)		8,62,797
Cash and Cash Equivalents as at beginning of the year		26,09,690		17,46,893
Cash and Cash Equivalents as at close of the year		12,39,354		26,09,690

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

1 CORPORATE INFORMATION

Muller and Phipps (India) Ltd is a public limited company incorporated in India having its registered office at 204, Madhava Building, Bandra Kurla Complex, Bandra East, Mumbai-400051. The Company is engaged in marketing of over the counter medical preparation and home care products.

2 SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules,2015 and in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read with together with rule 7 of the Companies (Accounts) Rules 2014.

A. Optional Exemption:

Deemed cost for property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value determined in accordance the normally accepted accounting principal for all of its property, plant and equipment and intangible assets recognised as of 1st April, 2016 (transition date) and use that carrying value as deemed cost of such assets as of transition date.

B. Mandatory Exceptions:

Use of Estimate

On assessment of the estimates made under the normally accepted accounting principal financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates.

Impairment of Investment in Subsidiary

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared under historical cost basis, except for certain financial assets which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below.

2.2 PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

2.3 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under note 2(l).

2.4 REVENUE RECOGNITION

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18

Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. Refer note 2(d) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

Revenue is measured at fair value of consideration received or receivable. All income and expenditure items are recognised on accrual basis.

Revenue is recognised only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered and collectability of the resulting receivables is reasonably assured.

Revenue is reported net of discounts and indirect taxes

2.5 COST RECOGNITION

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Group are broadly categorised into employee benefit expenses, cost of traded goods, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses mainly include fees to external consultants, facility expenses, travel expenses, communication expenses, bad debts and advances written off, allowance for doubtful trade receivables and advances (net) and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, recruitment and training, legal and professional fees, etc.

Payments to employees under voluntary retirement schemes are deferred and written off equally over a period of 5 years starting from the year in which payment is made.

2.6 FOREIGN CURRENCY TRANSLATION

Foreign currency revenue transactions are booked at the exchange rate prevailing at the date of the transaction. Exchange loss/gain on realisation/payment is booked to exchange fluctuation. Foreign currency assets and liabilities outstanding as at the year end, if any, are translated at the year end exchange rates.

2.7 TAXATION

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly inequity, in which case it is recognized in other comprehensive income.

Provision for taxes is made based on the current applicable tax rates. Adjustment for deferred tax is made based on the tax effect of timing differences resulting from the recognition of items in the financial statements and their allowance under the tax laws, subject to the consideration of prudence. The effect on deferred tax of a change in income tax rates is recognised in the period that includes the enactment date.

2.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consists of balances with bank which are unrestricted for withdrawal and usage.

2.9 PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

- i) Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation.
- ii) Depreciation on Tangible assets are provided by written down value method over the estimated useful life prescribed under part "C" Schedule II of Companies Act, 2013, keeping a residual value of 5 %.
- iii) Technical Know-how is depreciated equally over a period of 20 years starting from the month in which Technical Know-how has been put to use.
- iv) Trade Marks/Brand are depreciated equally over 10 years starting from the month in which the Trade Marks / Brand have been acquired.
- v) Impairment in the carrying value of the fixed assets is recognised in accordance with Accounting Standard No. 28 - 'Impairment of Assets'.

Type of asset	Method	Useful lives
Plant and Machinery	Written Down Value	8 Years
Office Equipment	Written Down Value	5 Years
Furniture and Fixtures	Written Down Value	8 Years
Computer Equipments	Written Down Value	3 Years
Motor Vehicles	Written Down Value	4 Years



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

2.10 INTANGIBLE ASSETS

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment. If any.

Intangible assets consist of technical know how

2.11 IMPAIRMENTS

i) FINANCIAL ASSETS (OTHER THAN AT FAIR VALUE)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) NON-FINANCIAL ASSETS

a) TANGIBLE AND INTANGIBLE ASSETS

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

b) GOODWILL

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit.

2.12 Financial instruments:

i) Initial recognition and measurement:

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

ii) Financial Assets:

Classification and subsequent measurement of financial assets:

a) Classification of financial assets:

- The Company classifies its financial assets in the following measurement categories:
 - those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
 - those measured at amortised cost.
- The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.
- For investments in debt instruments, this will depend on the business model in which the investment is held.
- The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

b) Subsequent Measurement:

• Debt instruments:

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

- Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets 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.

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

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

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

Financial assets are subsequently measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

• Equity instruments:

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

c) Impairment of Financial Assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

d) Derecognition of Financial Assets:

A financial asset is primarily derecognised when:

- the right to receive cash flows from the asset has expired, or
- the Company has transferred its rights to receive cash flows from the asset; and
- the Company has transferred substantially all the risks and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

received is recognised in the Statement of Profit and Loss.

iii) **Financial Liabilities and Equity Instruments** **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through profit and loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in profit and loss when the liabilities are derecognized.

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately.

2.13 EMPLOYEE/RETIREMENT BENEFITS

The Company has made arrangements with the Life Insurance Corporation of India through Gratuity Fund and Superannuation Fund for meeting its employee retirement liability. The liability for gratuity is calculated on basis of actuarial valuation as reduced by funded amount. Leave encashment benefit is provided for based on actuarial valuation basis.

2.14 INVENTORIES

- i) Raw material are valued at cost on FIFO basis or net realisable value whichever is lower
- ii) Process stock is valued at material cost or net realisable value whichever is lower.
- iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost in respect of own manufactured goods includes material cost, direct labour and attributable production overheads.

2.15 INVESTMENTS

Long-term investments are valued at cost except that any permanent diminution in the value thereof is recognised in the profit and loss account.

2.16 TRADE RECEIVABLES

Trade Receivables are non interest bearing and are generally for a period of 45 to 60 days. Credit period which may go up due to market conditions.

2.17 EARNING PER SHARE

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

2.18 LEASES :

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company has not restated comparative formation, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

3 PROPERTY, PLANT AND EQUIPMENT (PPE)

Particulars	Plant and Machinery	Office Equipment	Furniture and Fixtures	Computer Equipment	Motor Vehicles	TOTAL
	₹	₹	₹	₹	₹	₹
Cost as at 01-04-2019	3,89,862	20,06,490	35,35,090	31,50,096	-	90,81,538
Additions during the year	283,120	17,797	-	-	-	3,00,917
Deductions during the year	-	-	-	-	-	-
Cost as at 31-03-2020	6,72,982	20,24,287	35,35,090	31,50,096	-	93,82,455
Accumulated Depreciation at 01-04-2019	3,57,524	17,76,635	34,50,778	30,79,011	-	86,63,948
Depreciation charge for the year	22,344	12,479	3,889	28,106	-	66,818
Depreciation disposals for the year	-	-	-	-	-	-
Accumulated Depreciation at 31-03-2020	3,79,868	17,89,114	34,54,667	31,07,117	-	87,30,766
Net Value as at 31-03-2020	2,93,114	2,35,173	80,423	42,979	-	6,51,689
Cost as at 01-04-2018	3,89,862	19,95,990	35,29,591	31,50,096	-	90,65,539
Additions during the year	-	10,500	5,499	-	-	15,999
Deductions during the year	-	-	-	-	-	-
Cost as at 31-03-2019	3,89,862	20,06,490	35,35,090	31,50,096	-	90,81,538
Accumulated Depreciation at 01-04-2018	3,41,263	17,73,509	34,39,471	29,98,694	-	85,52,937
Depreciation charge for the year	16,261	3,126	11,307	80,317	-	1,11,011
Depreciation disposals for the year	-	-	-	-	-	-
Accumulated Depreciation at 31-03-2019	3,57,524	17,76,635	34,50,778	30,79,011	-	86,63,948
Net Value as at 31-03-2019	32,338	2,29,855	84,312	71,085	-	4,17,590

4 INTANGIBLE ASSET

Particulars	Technical Know-How ₹
Cost as at 01-04-2019	3,88,25,605
Additions during the year	-
Deductions during the year	-
Cost as at 31-03-2020	3,88,25,605
Total Depreciation as at 31-03-2020	1,00,29,947
Impairmental Provision as at 31-03-2020	2,87,95,658
Net Value as at 31-03-2020	-
Cost as at 01-04-2018	3,88,25,605
Additions during the year	-
Deductions during the year	-
Cost as at 31-03-2019	3,88,25,605
Total Depreciation as at 31-03-2019	1,00,29,947
Impairmental Provision as at 31-03-2019	2,87,95,658
Net Value as at 31-03-2019	-



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

5 NON-CURRENT ASSETS

FINANCIAL ASSETS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
<u>Investments</u>		
Unquoted, Non-trade - at Cost		
Shares in Subsidiary Companies -		
50,000 Equity Shares of ₹10 each fully paid up of Muller & Phipps (Agencies) Ltd.	5,00,000	5,00,000
10,000 Equity Shares of ₹10 each fully paid up of Muller & Phipps (Industrial Services) Ltd.	1,00,000	1,00,000
4,000 14% Cumulative Redeemable Preference Shares of ₹100 each fully paid up of Muller & Phipps (Industrial Services) Ltd.	4,00,000	4,00,000
	10,00,000	10,00,000
Less: Provision for diminution in value of shares	9,00,000	9,00,000
	1,00,000	1,00,000

6 LOANS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured, Considered Good unless otherwise specified		
Advances to related parties		
Due from Muller and Phipps (Industrial Services) Ltd. - Considered good	-	-
- Considered doubtful	14,32,174	13,77,345
	14,32,174	13,77,345
Less: Provision for Doubtful Advances	14,32,174	13,77,345
	-	-

7 OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured, Considered Good		
Receivable from related party - Getz Bros Co. Ltd.	2,87,54,011	2,87,54,011
- Foods and Inns Limited	10,00,000	15,00,000
Security Deposits	25,52,408	25,44,408
Advances others - Considered good	-	-
- Considered doubtful	-	-
Advance Tax and Tax Refunds Due	99,55,700	72,48,204
	4,22,62,119	4,00,46,623

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

CURRENT ASSETS

8 INVENTORIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Cosmetics / Toiletries	23,184	66,458
Medicated Preparations	10,68,420	6,69,517
Food Products	2,09,403	-
Packing Materials	1,03,011	-
	14,04,019	7,35,975

FINANCIAL ASSETS

9 TRADE RECEIVABLES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured		
Considered good	30,45,683	41,13,709
Considered doubtful	87,005	87,005
	31,32,688	42,00,714
Less: Impairment for Doubtful Receivables	87,005	87,005
	30,45,683	41,13,709

10. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Cash on hand	20,391	27,571
Balances with Banks		
On Current Account	11,88,683	25,51,839
On Savings Account	30,280	30,280
	12,39,354	26,09,690

11 OTHER BANK BALANCES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Margin Money with Bank	-	-
	-	-

12 OTHER CURRENT ASSETS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured, Considered Good		
Loans to Employees	50,510	11,760
Advances to staff	7,000	10,000
Prepaid Expenses	1,01,210	85,893
	1,58,720	1,07,653



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

13 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
EQUITY SHARE CAPITAL		
Authorised		
20,00,000 Equity Shares of ₹ 10 each	2,00,00,000	2,00,00,000
Issued, Subscribed and Fully Paid-up		
6,25,000 Equity Shares of ₹ 10 each	62,50,000	62,50,000
	62,50,000	62,50,000

13.1 Rights and Restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

13.2 Shares held by Holding Company

Out of the above equity shares, 3,22,680 (previous year 3,22,680) shares are held by Holding Company - M/s. Development Holding Asia Ltd.

13.3 Details of Shareholders holding more than 5% of the total Equity Shares

NAME OF THE SHAREHOLDER	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of Holdings	No. of Shares	% of Holdings
Development Holding Asia Ltd.	3,22,680	51.63%	3,22,680	51.63%
Swar Investments and Trading Co. Pvt. Ltd.	56,350	9.02%	56,350	9.02%
Satyajyothi Holding Pvt. Ltd.	49,525	7.92%	49,525	7.92%

NON-CURRENT LIABILITIES

FINANCIAL LIABILITIES

14 BORROWINGS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured		
Loans from Related Parties - Getz Pharma Pvt. Ltd.	1,86,39,200	2,00,00,000
Muller & Phipps Agencies Ltd.	3,45,121	4,00,000
	1,89,84,321	2,04,00,000

15 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Security Deposits from C & F Agents	-	-
Advance Repayable	2,87,04,001	2,87,04,001
	2,87,04,001	2,87,04,001

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

PROVISIONS

16 EMPLOYEE BENEFIT OBLIGATIONS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Employee Benefits		
Gratuity	11,60,055	9,76,831
Leave Encashment	10,03,003	6,18,174
	21,63,058	15,95,005

CURRENT LIABILITIES

FINANCIAL LIABILITIES

17 TRADE PAYABLES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Advance Repayable	1,84,06,789	1,84,06,789
Trade Payables	51,10,530	50,93,584
	2,35,17,319	2,35,00,373

18 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Interest Accrued and due on Borrowings	1,37,25,773	1,35,06,887
Interest Accrued and due on Agents' Security Deposits	-	-
	1,37,25,773	1,35,06,887

19 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Statutory Liabilities	5,62,004	4,88,774
Expense Creditors	19,30,024	23,18,002
Others	13,28,206	13,28,206
	38,20,234	41,34,982

PROVISIONS

20 EMPLOYEE BENEFIT OBLIGATIONS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Employee Benefits		
Gratuity	1,98,828	16,49,376
Leave Encashment	-	3,58,952
Employee related Liabilities	8,91,442	9,04,789
	10,90,270	29,13,117



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

21 TAX LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Taxation	6,21,000	6,21,000
	6,21,000	6,21,000

22 REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Sale of Traded Goods		
Cosmetics / Toiletries	23,25,343	25,93,045
Medicated Preparations	3,31,58,063	3,48,13,915
Food Products	6,71,806	-
	3,61,55,212	3,74,06,960

23 OTHER INCOME

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Interest from Bank Deposits	-	1,094
Credit Balances written back	-	7,08,087
Provision for expenses written back	-	96,243
Income from Service Charges	12,60,000	-
Interest Received on Income Tax Refunds	25,18,892	-
Miscellaneous Income	41	2,048
	37,78,933	8,07,472

24 PURCHASES (NET OF RETURNS) OF STOCK-IN-TRADE

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Cosmetics / Toiletries	16,97,872	18,57,352
Medicated Preparations	1,31,74,118	1,41,73,629
Food Products	6,01,555	-
Packing Materials	1,03,398	-
	1,55,76,943	1,60,30,981

25 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Opening Stock of Finished Goods		
Cosmetics / Toiletries	66,458	-
Medicated Preparations	6,69,517	5,49,318
Food Products	-	-
Packing Material	-	-
	7,35,975	5,49,318
Less : Closing Stock of Finished Goods		
Cosmetics / Toiletries	23,184	66,458
Medicated Preparations	10,68,420	6,69,517
Food Products	2,09,403	-
Packing Material	1,03,011	-
	14,04,019	7,35,975
Decrease / (Increase) in inventory of Finished Goods	(6,68,044)	(1,86,657)

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

26 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Salaries, Wages, Allowances and Bonus	84,40,178	70,44,665
Contribution to Provident and Other Funds	7,60,262	6,82,630
Gratuity	1,93,357	2,59,178
Provision for Leave Encashment	35,002	3,552
Staff Welfare Expenses	7,12,533	7,13,946
	1,01,41,332	87,03,971

27 FINANCE COSTS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Interest on Intercorporate Loans	13,83,999	20,60,277
Interest Others	28,903	29,326
	14,12,902	20,89,603

28 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Depreciation on Tangible Assets	66,818	1,11,011
	66,818	1,11,011

29 OTHER EXPENSES

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Rent	9,86,290	9,73,055
Repairs and Maintenance-Others	-	7,298
Insurance	35,762	31,369
Rates and Taxes	4,21,943	1,66,343
Electricity	1,65,832	1,44,502
Travel and Conveyance	19,17,448	17,40,939
Postage, Telegram and Telephones	2,35,885	2,77,718
Brokerage	-	-
Directors Fees	1,05,000	55,000
Auditors Remuneration	1,10,000	1,10,000
Freight, Packing and Forwarding	15,98,909	15,93,936
Advertising and Sale Promotion	7,99,805	4,20,196
C & F Agents Service Charges	1,09,600	-
Cash Discount	1,40,298	34,170
Loss on sale of fixed assets	-	-
Fixed Asset written off	-	-
Provision for Doubtful Advances	54,829	46,585
Bad Debts Written-off	30,964	-
Miscellaneous Expenses	32,97,577	34,99,749
	1,00,10,142	91,00,860



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

30 FINANCIAL INSTRUMENTS

The carrying value/ fair value of financial instruments (excluding investments in subsidiaries) by categories is as follows

As at March 31,2020	Amortised Cost (₹)	Fair value through Profit and Loss (₹)	Fair value through other comprehensive Income (₹)	Total carrying/ fair value (₹)
Cash and cash equivalents	12,39,354	-	-	12,39,354
Other Bank Balances	-	-	-	-
Trade receivables	30,45,683	-	-	30,45,683
Other financial assets	4,22,62,119	-	-	4,22,62,119
	4,65,47,156	-	-	4,65,47,156
Trade payables	2,35,17,319	-	-	2,35,17,319
Borrowings	1,89,84,321	-	-	1,89,84,321
Other financial liabilities	4,24,29,774	-	-	4,24,29,774
	8,49,31,414	-	-	8,49,31,414
As at March 31,2019	Amortised Cost (₹)	Fair value through Profit and Loss (₹)	Fair value through other comprehensive Income (₹)	Total carrying/ fair value (₹)
Cash and cash equivalents	26,09,690	-	-	26,09,690
Other Bank Balances	-	-	-	-
Trade receivables	41,13,709	-	-	41,13,709
Other financial assets	4,00,46,623	-	-	4,00,46,623
	4,67,70,022	-	-	4,67,70,022
Trade payables	2,35,00,373	-	-	2,35,00,373
Borrowings	2,04,00,000	-	-	2,04,00,000
Other financial liabilities	4,22,10,888	-	-	4,22,10,888
	8,61,11,261	-	-	8,61,11,261

Carrying amount of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate the fair value value because of their short term nature. Difference between carrying amounts and fair values of other financial assets and liabilities subsequently measured at amortised cost is not significant in each of the years presented.

Fair Value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed the accounting standards below:

Level - 1

Hierarchy includes financial instruments measured using quoted price. This includes listed Equity shares that have quoted price. The listed equity shares are valued at closing market price on the date of reporting.

Level - 2

The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level - 3

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

Liquidity risk

The Company needs continuous access to funds to meet short and long term strategic investment requirements. The Company's inability to meet such requirements in stipulated period may hamper growth plan and even ongoing operations. Further the Company's inability to quickly convert assets into cash without incurring any material loss will expose it to liquidity risks

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Credit risk

The Company is exposed to credit risk from its operating activities and other financial assets. Since most of our transactions are done on credit, we are exposed to credit risk on accounts receivable. Any delay, default or inability on the part of the client to pay on time will expose us to credit risk and can impact our profitability.

Geographic and Client Concentration Risk

75% and 60% of the revenue of 2020 and 2019, respectively is generated from top 10 clients, for standalone. Any loss or major downsizing by these clients may impact Company's profitability. Further, excessive exposure to particular clients will limit company's negotiating capacity and expose to higher credit risk.

31 CONTINGENT LIABILITIES NOT PROVIDED FOR

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
a) Disputed Sales Tax demands	21,47,000	21,47,000
b) Disputed Income tax demands (including penalty)	-	-
c) Guarantees given by bank on behalf of the company	-	-

32 AUDITORS' REMUNERATION

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Audit Fees	60,000	60,000
For Tax Audit	20,000	20,000
For Others services, certification etc.	30,000	30,000
Out of Pocket Expenses	-	-
	110,000	1,10,000

33 The Company has not received any intimation from suppliers/creditors regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act has been not made.

34 Deferred Tax Asset on carried forward losses and unabsorbed depreciation and other timing differences as at 31st March, 2020 has not been recognized as there is no virtual/reasonable certainty that the same can be realised in the future.

A The Company has not made any provision for taxation during the year in view of brought forward losses available for set off against current year's income Provisions of section 115JB of the Income Tax Act, 1961 (MAT) is also not applicable to Company in view of it opting for tax on income under new provisions of section 115BAA of the Income Tax Act, 1961 inserted by the Taxation Laws (Amendment) Ordinance, 2019

35 Names of related parties and description of relationship

a Where control exists:

Holding Company :

Development Holding Asia Ltd.

Subsidiaries :

Muller and Phipps (Industrial Services) Ltd.

Muller and Phipps Agencies Ltd.

b Other parties where the company has entered in transaction during the year

Fellow Subsidiary:

Getz Bros. Company Limited

Associates:

Foods and Inns Ltd.

Getz Pharma Pvt. Ltd.

Western Press Pvt Ltd.

Pharmpak Pvt. Ltd. (Upto 30th March, 2019)

Key Managerial Personnel

Mr. P V Mohan - Whole-time Director

Mr. Ramesh Pai - Chief Financial Officer

Ms. Saloni A Shah - Company Secretary



36 a) Related Party Disclosure

The transactions with Related Parties during the year were as follows :

Particulars	Fellow Subsidiary		Subsidiaries				Associates							
	Getz Bros. Co. Ltd.		Muller & Phipps Agencies Ltd.		Muller & Phipps (Industrial Services) Ltd.		Foods and Inns Ltd.		Getz Pharma Pvt. Ltd.		Western Press Pvt. Ltd.		Pharmpak Private Limited	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Nature of Transactions														
Purchase of Goods	-	-	-	-	-	-	4,88,826	-	-	-	-	-	-	1,41,73,629
Directors Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salaries and Other Employee Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Printing and Stationery	-	-	-	-	-	-	-	-	-	-	1,80,024	1,79,128	-	-
Interest Expenses	-	-	28,903.00	32,000	-	-	16,46,232	13,83,999	4,11,371	-	-	-	-	-
Doubtful Advances provided	-	-	-	-	54,829	46,585	-	-	-	-	-	-	-	-
Intercompany Loans received	-	-	-	-	-	-	-	-	-	2,00,00,000	-	-	-	-
Intercompany Loans re-paid	-	-	-	-	-	-	1,85,00,000	-	-	-	-	-	-	-
Outstanding at year-end														
Intercompany Loans payable	-	-	3,45,121	4,00,000	-	-	-	1,86,39,200	2,00,00,000	-	-	-	-	-
Loans and Advances given	-	-	-	-	14,32,174	13,77,345	-	-	-	-	-	-	-	-
Other Receivables	2,87,54,011	2,87,54,011	-	-	-	-	10,00,000	1,50,00,000	-	-	-	-	-	-
Payables	4,71,10,790	4,71,10,790	-	-	-	-	-	-	-	-	6,79,590	7,22,441	-	51,41,768
Interest Payable	-	-	39,653	13,640	-	-	1,33,86,233	1,33,86,233	2,99,887	1,07,014	-	-	-	-
Doubtful Advances Provision	-	-	-	-	14,32,174	13,77,345	-	-	-	-	-	-	-	-

b) Key Manager Personnel Disclosure

The transactions with Key Manager Personnel during the year were as follows :

Particulars	Key Management Personnel					
	Mr. P V Mohan		Mr. Ramesh Pai		Ms. Saloni A Shah	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Nature of Transactions						
Salaries and Other Employee Benefits	15,87,333	-	4,28,700	-	1,35,000	-

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

37 SEGMENT DISCLOSURES FOR THE YEAR ENDED 31st MARCH, 2020

I)	Primary Segment-Business	Cosmetic/Toiletry		Medicated preparation		Others		Total	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
		₹	₹	₹	₹	₹	₹	₹	₹
a)	Sales To External Customers	23,25,344	25,93,035	3,31,58,063	3,48,13,915	671,805	-	3,61,55,212	3,74,06,950
	Total Segment Revenue	23,25,344	25,93,035	3,31,58,063	3,48,13,915	671,805	-	3,61,55,212	3,74,06,950
b)	Segment Result (PBIT)	(2,15,494)	(29,482)	81,20,910	97,11,652	12,703	-	79,18,119	96,82,170
	Less : Interest & Finance Charges	-	-	-	-	-	-	14,12,902	21,12,625
	Less : Unallocable expenditure net of Unallocable income	-	-	-	-	-	-	30,25,484	51,09,967
	Profit / (Loss) Before Tax and exceptional items	-	-	-	-	-	-	34,79,733	24,59,578
	Profit / (Loss) Before Tax	-	-	-	-	-	-	34,79,733	24,59,578
	Current Tax	-	-	-	-	-	-	-	460,000
	Provision for Deferred Tax	-	-	-	-	-	-	-	-
	Profit / (Loss) After Tax	-	-	-	-	-	-	34,79,733	19,99,578
c)	Carrying amount of segment								
	Assets	2,05,924	2,87,960	38,70,448	45,61,723	373,329	-	44,49,701	48,49,683
	Unallocated Assets	-	-	-	-	-	-	4,44,11,883	4,32,81,557
	Total Assets	-	-	-	-	-	-	4,88,61,584	4,81,31,240
d)	Carrying amount of segment								
	Liabilities	1,59,595	1,29,387	51,44,034	51,41,768	1,88,45,606	1,83,56,779	2,41,49,235	2,36,27,934
	Unallocated Liabilities	-	-	-	-	-	-	6,84,76,741	7,17,47,431
	Total Liabilities	-	-	-	-	-	-	9,26,25,976	9,53,75,365
e)	Cost incurred to acquire segment								
	Fixed assets during year	-	-	-	-	-	-	-	-
	Unallocated Assets	-	-	-	-	-	-	3,00,917	15,999
f)	Depreciation/ Amortization								
	Unallocated Assets	-	-	-	-	-	-	66,818	1,11,011

The Common expenses has been allocated to segment on the basis of turnover of the segment to arrive at segment result.

38 Disclosure as per Accounting Standard 15 (Revised)

As per Accounting Standard 15 “ Employee Benefits “, the disclosure of employees benefits as Defined in the Accounting Standard are given below.

	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Defined Contribution Plans :		
Contribution to Defined Contribution Plans, recognized as expenses for the year are as under:		
Employer's Contribution to Provident Fund	4,93,006	4,30,036
Employer's Contribution to Superannuation Fund	1,98,340	1,80,000



Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

Defined Benefit Plan :

Gratuity Scheme

The employees gratuity scheme is a funded defined benefit scheme managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Leave Encashment Scheme		
The obligation for leave encashment which is a non funded long term employee scheme is recognized based on actuarial valuation.		
The Disclosure in the respect of above Gratuity benefit Scheme as given below		
I Actuarial Assumptions		
Discount Rate	6.50%	7.30%
Salary Escalation	5%	5%
The rate of increase in compensation considered above takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.		
II Change in Present Value Of Obligation		
Opening of Defined Benefit Obligation	33,07,576	35,05,662
Current Service Cost	92,894	88,817
Past service cost	-	-
Interest on defined benefit obligation	1,56,381	1,71,400
Remeasurements due to :		
Acturial loss/(gain) arising from change in financial assumptions	79,326	31,331
Acturial loss/(gain) arising from change in demographic assumptions	-	(532)
Acturial loss/(gain) arising on account of experience changes	(1,28,962)	(1,16,872)
Benefits Paid	-	(3,72,230)
Liabilities assumed/ (settled)	-	-
Liabilities extinguished on settlements	-	-
Value of Obligation at the end of year	35,07,215	33,07,576
III Changes in Fair Value Of Plan Assets		
Opening fair value of plan assets	6,81,369	28,718
Employer contributions	13,75,000	10,15,000
Interest on Plan Assets	55,918	1,039
Administration expenses	-	-
Remeasurements due to :		
Actual return on plan assets less interest on plan assets	36,045	8,842
Benefits paid	-	(3,72,230)
Assets acquired/ (settled)	-	-
Assets distributed on settlements	-	-
Fair Value of plan Assets at the end of year	21,48,332	6,81,369
IV Amounts to be Recognized in the Balance Sheet		
Opening net defined benefit liability/ (asset)	26,26,207	34,76,944
Expense charged to profit & loss account	193,357	259,178
Amount recognized outside profit & loss account	(85,681)	(94,915)
Employer contributions	(13,75,000)	(10,15,000)
Impact of liability assumed or (settled)	-	-
Closing net defined benefit liability / (asset)	13,58,883	26,26,207

Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

	Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
V	Expenses Recognized in the Statement of Profit and Loss		
	Current Service cost	92,894	88,817
	Past service cost	-	-
	Administration expenses	-	-
	Interest on net defined benefit liability/ (asset)	1,56,381	1,71,400
	Payable to retired employee's	-	-
	Expenses recognized in the statement of Profit and Loss Account	249,275	2,60,217
VI	Amount recognised in other comprehensive income		
	Opening amount recognised in other comprehensive income outside profit and loss account	(456,127)	(361,212)
	Remeasurments during the period due to:		
	Changes in financial assumptions	79,326	31,331
	Changes in demographic assumptions	-	(532)
	Experience adjustments	(128,962)	(116,872)
	Actual return on plan assets less interest on plan assets	(36,045)	(8,842)
	Adjustment to recognise the effect of asset ceiling	-	-
	Closing Net Liability	(541,808)	(456,127)

39 Earnings Per Share (EPS)

	Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
A	Profit/(Loss) Attributable to Equity Shareholders	33,94,052	19,04,663
B	Number of Equity Shares Outstanding during the year	6,25,000	6,25,000
C	Nominal Value of Equity Shares	10	10
	Basic Earning/Diluted Per Share (₹) (A/B)	5.43	3.05

40 The Financial Statements have been prepared on going concern basis although the net worth of the Company has been completely eroded, in view of the future business plans which will allow the Company to carry out its business profitably.

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

Place: Mumbai
Dated: 29th June, 2020



INDEPENDENT AUDITOR’S REPORT

To the Members of Muller & Phipps (India) Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated financial statements of Muller & Phipps (India) Limited (hereinafter referred to as ‘the Holding Company’) and its subsidiaries (the Holding Company and its subsidiaries together referred to as ‘the Group’) comprising of the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as ‘the consolidated Ind AS financial statements’).

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2020, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

The financial statements have been prepared on a going concern basis by the management as there are profits from operational activities for the year ended 31st March 2020 and even though the net worth of the Company has been completely eroded and also on the basis that they have business plans for profitable operations in the future. However, no such detailed plans have been shown or explained to us to our satisfaction and hence we are unable to form any opinion on the going concern status of the Company.

Key Audit Matters

Key audit matters are those that, in professional judgement, were of the most significant in our audit of the consolidated Ind AS financial statements for financial year March 31, 2020.

These matter were addressed in the context of our audit of the consolidated financial Ind AS financial statements as whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provide in that context.

Key audit matters	How our audit addressed the key audit matter
<ul style="list-style-type: none"> • Related Party Transaction (as percribed in Schedule 34 of the financial statements) <p>During the year the group has purchased goods from Foods and Inns Ltd worth Rs 4.88 lakhs..</p> <p>Determination of transaction prices for such related party transaction outside the normal course of business is a key audit and the significant judgements involved in determining the transaction value.</p>	<ul style="list-style-type: none"> • Our audit procedures included considering the compliance with the various requirements for entering in to such related party transaction. • We performed test of controls over related party transactions through inspection of evidence of performance of these controls. • We performed the following tests of details: <ul style="list-style-type: none"> • We have read the valuation reports and fairness apinion obtained from independent valuers and assessed the objectivity and competence of the independent valuers. • We have read the approvals obtained from Board of Directors, Shareholders and all other regulatory approvals for the transactions. • We have assessed the disclosures in accordance with Ind AS 24 “ Related Party Disclosures”.

Other Matters

We did not audit the financial statements / financial information of the two subsidiaries, whose financial statements / financial information reflect total assets of Rs 4,51,479 as at 31st March, 2020, total revenues of Rs 1,80,542 and net cash inflows amounting to Rs 3340 for the year then ended on that date, as considered in the consolidated financial statements.

These financial statements / financial information have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements / financial information certified by the Management.

The statement includes the results for the quarter ended March 31, 2020 being the balancing figures between the audited figures in respect of full financial year and published unaudited year to date figures upto third quarter of the current financial year which were subjected to limited review by us.

Other information, such as “Information Other than the Financial Statements and Auditor’s Report Thereon”

The Holding Company’s Board of Director is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statement and our auditor’s report thereon.

Our opinion on the consolidated Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the independence requirements that are relevant to our audit of the condensed financial statements under the provisions of the Act and the Rules made 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 obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, 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 Ind AS financial statements.
 - (b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account 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 and the reports of the other auditor.
 - (c) The reports on the accounts of its subsidiaries incorporated in India audited by the other auditor have been properly dealt with in preparing this report.
 - (d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - (e) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (f) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
 - (g) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2020 from being appointed as a director in terms of section 164 (2) of the Act
 - (h) 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 in "Annexure I"; and
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 litigation on the consolidated financial position of the Group - Refer Note 29 to the consolidated financial statements.
 - ii. The Group neither entered into any derivative contracts during the year nor were there any outstanding derivative contracts at the end of the year.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the companies in the Group during the year.

3. With respect to the matter to be included in the Auditors Report under Section 197(16):

In our Opinion and according to information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **K. F. Jetsey & Co.**
Chartered Accountants
Firm's Registration No. 104209W

Place: Mumbai
Date: 29th June, 2020

(CA. Keshav Jetsey)
Proprietor
Membership No. 033206
Annexure I



Annexure to the Independent Auditor's Report of even date on the Consolidated Ind AS Financial Statements of Muller & Phipps (India) Limited

Report on the Internal Financial Controls 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 Company as of and for the year ended 31st March 2020, we have audited the internal financial controls over financial reporting of Muller & Phipps (India) Limited ("the Holding Company") and its subsidiary companies incorporated in India, as of the date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 Holding Company and its subsidiary companies 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 2020, 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.

For **K. F. Jetsey & Co.**
Chartered Accountants
Firm's Registration No. 104209W

(CA. Keshav Jetsey)
Proprietor
Membership No. 033206

Place: Mumbai
Date: 29th June, 2020



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at	As at
		March 31, 2020 ₹	March 31, 2019 ₹
ASSETS			
<i>Non-Current Assets</i>			
Property, Plant and Equipment	3	6,53,189	4,19,089
Other Intangible Assets	4	-	-
Financial Assets			
Other Financial Assets	5	4,22,62,119	4,00,46,623
Total Non-Current assets		4,29,15,308	4,04,65,712
<i>Current Assets</i>			
Inventories	6	14,04,019	7,35,975
Financial Assets			
Trade Receivables	7	30,45,683	41,13,709
Cash and cash equivalents	8	12,87,172	26,54,168
Other Bank Balances	9	-	-
Other Current Assets	10	1,76,107	1,25,350
Total Current assets		59,12,981	76,29,202
TOTAL ASSETS		4,88,28,289	4,80,94,914
EQUITY AND LIABILITIES			
<i>Equity</i>			
Equity Share Capital	11	62,50,000	62,50,000
Other Equity		(4,98,47,878)	(5,34,51,824)
Total Equity		(4,35,97,878)	(4,72,01,824)
LIABILITIES			
<i>Non-Current Liabilities</i>			
Financial Liabilities			
Borrowings	12	1,86,39,200	2,00,00,000
Other Financial Liabilities	13	2,87,04,001	2,87,04,001
		4,73,43,201	4,87,04,001
Provisions			
Employee Benefit Obligations	14	21,63,058	15,95,005
Total Non-current Liabilities		4,95,06,259	5,02,99,006
<i>Current Liabilities</i>			
Financial Liabilities			
Trade Payables	15	2,37,02,284	2,38,35,386
Other Financial Liabilities	16	1,36,86,120	1,34,93,247
Other Current Liabilities	17	38,20,234	41,34,982
Provisions			
Employee Benefit Obligations	18	10,90,270	29,13,117
Tax Liabilities	19	6,21,000	6,21,000
Total Current Liabilities		4,29,19,908	4,49,97,732
TOTAL EQUITY AND LIABILITIES		4,88,28,289	4,80,94,914
The accompanying notes 1 to 38 form an integral part of the financial statements			

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Notes	For year ended March 31, 2020 ₹	For year ended March 31, 2019 ₹
INCOME			
Revenue from Operations	20	3,61,55,212	3,74,06,960
Other Income	21	39,59,475	8,98,084
TOTAL REVENUE		4,01,14,687	3,83,05,044
EXPENDITURE			
Purchases (net of returns) of Stock- in-trade	22	1,55,76,943	1,60,30,981
Changes in Inventories of Finished Goods	23	(6,68,044)	(1,86,657)
Employee Benefits Expense	24	1,01,41,332	87,03,971
Finance Costs	25	14,12,902	20,89,603
Depreciation and Amortisation Expense	26	66,818	1,11,011
Other Expenses	27	1,00,66,471	91,75,809
TOTAL EXPENSES		3,65,96,422	3,59,24,718
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		35,18,265	23,80,326
PROFIT / (LOSS) BEFORE TAX		35,18,265	23,80,326
Current Tax		-	4,60,000
Deferred Tax Adjustment - Debit / (Credit)		-	-
PROFIT / (LOSS) FOR THE YEAR		35,18,265	19,20,326
OTHER COMPREHENSIVE INCOME			
Items that wil not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		85,681	94,915
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		36,03,946	20,15,241
Earning per Share - Basic and Diluted	38	5.63	3.07
The accompanying notes 1 to 38 form an integral part of the financial statements			

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Outstanding at the beginning of the year	62,50,000	62,50,000
Issued during the year	-	-
Bought back during the year	-	-
Outstanding at the end of the year	62,50,000	62,50,000

OTHER EQUITY

Particulars	Share application money pending allotment (₹)	Reserves and Surplus		Other Comprehensive Income (₹)	Total (₹)
		Securities Premium Reserve (₹)	General Reserve (₹)		
Balance as at April 01, 2019	-	2,25,00,000	(7,61,52,334)	200,510	(5,34,51,824)
Profit for the year	-	-	35,18,265	-	35,18,265
Other Comprehensive Income	-	-	-	85,681	85,681
As at March 31, 2020	-	2,25,00,000	(7,26,34,069)	2,86,191	(4,98,47,878)
Balance as at April 01, 2018	-	2,25,00,000	(7,80,72,660)	105,595	(5,54,67,065)
Profit for the year	-	-	19,20,326	-	19,20,326
Other Comprehensive Income	-	-	-	94,915	,94,915
As at March 31, 2019	-	2,25,00,000	(7,61,52,334)	2,00,510	(5,34,51,824)

The accompanying notes 1 to 38 form an integral part of the financial statements

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

K F JETSEY
Proprietor
Membership No. 033206

MILAN DALAL
Director
DIN No.: 00062453

VENU KRISHNAN
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DIN No.: 00006592

P V MOHAN
Whole-time Director
DIN No.: 00195051

RAMESH PAI
Chief Financial Officer

SALONI. A. SHAH
Company Secretary

Place: Mumbai
Dated: 29th June, 2020

Place: Mumbai
Dated: 29th June, 2020

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particular	For the year ended March 31, 2020		For the year ended March 31, 2019	
	₹	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) Before Tax		35,18,265		23,80,326
Adjustments for				
Depreciation	66,818		1,11,011	
Profit / (Loss) on Sale of Fixed Assets	-		-	
Interest and Finance Charges Expenses	14,12,902	14,79,720	20,89,603	22,00,614
Operating Profit/(Loss) before Working Capital Changes		49,97,985		45,80,940
Adjustment for				
(Increase)/Decrease in Trade and Other Receivables		15,09,269		(20,27,820)
(Increase)/Decrease in Inventories		(6,68,044)		(1,86,657)
Increase/(Decrease) in Sundry Creditors and Other Liabilities		(16,16,964)		(20,86,782)
Cash Used in Operations		42,22,246		2,79,681
Taxes Paid		(27,07,496)		(4,00,000)
Net Cash from Operating Activities		15,14,750		(1,20,319)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		(3,00,917)		(15,999)
Sale of Fixed Assets		-		-
Investment / (encashment) - Margin Money Deposits		-		-
Net Cash (used in) Investing Activities		(3,00,917)		(15,999)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Intercompany Loan		(1,360,800)		1,500,000
Interest Paid		(12,20,029)		(5,00,979)
Net Cash (used in) Financing Activities		(25,80,829)		9,99,021
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(13,66,996)		8,62,703
Cash and Cash Equivalents as at beginning of the year		26,54,168		17,91,465
Cash and Cash Equivalents as at close of the year		12,87,172		26,54,168

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

1 CORPORATE INFORMATION

Muller and Phipps (India) Ltd is a public limited company incorporated in India having its registered office at 204, Madhava Building, Bandra Kurla Complex, Bandra East, Mumbai-400051. The Company is engaged in marketing of over the counter medical preparation and home care products.

The Subsidiary companies namely Muller & Phipps (Industrial Services) Limited is engaged in India as Indenting Agents and there is no business since inception in Muller and Phipps Agencies Limited

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Principles of Consolidation

The consolidated financial statements relate to Muller & Phipps (India) Ltd (the Company) and its wholly owned Subsidiary Companies. The consolidated financial statements have been prepared on the following basis :

The financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book Value of like items of assets, liabilities, income and expenses.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible, in the same manner as the Company's separate financial statements.

The Subsidiary Companies considered in the consolidated financial statements are :

Name of the Company Country of Incorporation % of Holdings

Muller & Phipps (Industrial Services) Limited India 100

Muller & Phipps Agencies Limited India 100

2.2 Statement of Compliance

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules,2015 and other relevant provisions of the Act. In accordance with the notification issued by the Ministry of Corporate Affairs,the Company has adopted Ind AS with effect from April 1, 2017.

The company has prepared opening Balance Sheet as per Ind AS as of 1st April, 2016 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, applying Ind AS to measure the recognised assets and liabilities. The optional exemption and mandatory exception availed by the Company under Ind AS 101 are as follows:

A. Optional Exemption:

Deemed cost for property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value determined in accordance the normally accepted accounting principal for all of its property, plant and equipment and intangible assets recognised as of 1st April, 2016 (transition date) and use that carrying value as deemed cost of such assets as of transition date.

B. Mandatory Exceptions:

Use of Estimate

On assessment of the estimates made under the normally accepted accounting principal financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates.

2.3 Other Significant Accounting Policies

These are set out in the notes to financial statements under 'Significant Accounting Policies' of the financial statements of the Company, Muller & Phipps (Industrial Services) Limited & Muller & Phipps Agencies Limited.

2.4 Basis of consolidation

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity.

Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

2.5 PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

2.6 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The policy has been further explained under note 2(l).

2.7 REVENUE RECOGNITION

Revenue is measured at fair value of consideration received or receivable. All income and expenditure items are recognised on accrual basis.

Revenue is recognised only when evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including the price is fixed or determinable, services have been rendered and collectability of the resulting receivables is reasonably assured.

Revenue is reported net of discounts and indirect taxes

2.8 COST RECOGNITION

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Group are broadly categorised into employee benefit expenses, cost of traded goods, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses mainly include fees to external consultants, facility expenses, travel expenses, communication expenses, bad debts and advances written off, allowance for doubtful trade receivables and advances (net) and other expenses. Other expenses is an aggregation of costs which are individually not material such as commission and brokerage, recruitment and training, legal and professional fees, etc.

Payments to employees under voluntary retirement schemes are deferred and written off equally over a period of 5 years starting from the year in which payment is made.

2.9 FOREIGN CURRENCY TRANSLATION

Foreign currency revenue transactions are booked at the exchange rate prevailing at the date of the transaction. Exchange loss/gain on realisation/payment is booked to exchange fluctuation. Foreign currency assets and liabilities outstanding as at the year end, if any, are translated at the year end exchange rates.

2.10 TAXATION

Provision for taxes is made based on the current applicable tax rates. Adjustment for deferred tax is made based on the tax effect of timing differences resulting from the recognition of items in the financial statements and their allowance under the tax laws, subject to the consideration of prudence. The effect on deferred tax of a change in income tax rates is recognised in the period that includes the enactment date.

2.11 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consists of balances with bank which are unrestricted for withdrawal and usage.

2.12 PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

- i) Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation.
- ii) Depreciation on Tangible assets are provided by written down value method over the estimated useful life prescribed under part "C" Schedule II of Companies Act, 2013, keeping a residual value of 5 %.
- iii) Technical Know-how is depreciated equally over a period of 20 years starting from the month in which Technical Know-how has been put to use.
- iv) Trade Marks/Brand are depreciated equally over 10 years starting from the month in which the Trade Marks / Brand have been acquired.



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

- v) Impairment in the carrying value of the fixed assets is recognised in accordance with Accounting Standard No. 28 - 'Impairment of Assets'.

Type of asset	Method	Useful lives
Plant and Machinery	Written DownValue	8 Years
Office Equipment	Written DownValue	5 Years
Furniture and Fixtures	Written DownValue	8 Years
Computer Equipments	Written DownValue	3 Years
Motor Vehicles	Written DownValue	4 Years

2.13 INTANGIBLE ASSETS

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment. If any.

Intangible assets consist of technical know how

2.14 IMPAIRMENTS

i) FINANCIAL ASSETS (OTHER THAN AT FAIR VALUE)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) NON-FINANCIAL ASSETS

a) TANGIBLE AND INTANGIBLE ASSETS

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

b) GOODWILL

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit.

2.15 Financial instruments:

i) Initial recognition and measurement:

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

ii) Financial Assets:

Classification and subsequent measurement of financial assets:

a) Classification of financial assets:

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

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
 - those measured at amortised cost.
 - The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.
 - For investments in debt instruments, this will depend on the business model in which the investment is held.
 - The Company reclassifies debt investments when and only when its business model for managing those assets changes.
- b) **Subsequent Measurement:**
- **Debt instruments:**
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:
 - **Financial assets at amortised cost**
Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets 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.
 - **Financial assets at fair value through other comprehensive income (FVTOCI)**
Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.
 - **Financial assets at fair value through profit or loss (FVTPL)**
Financial assets are subsequently measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.
 - **Equity instruments:**
The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:
 - Investments in equity instruments at FVTPL:**
Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.
 - Investments in equity instruments at FVTOCI:**
On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.
- c) **Impairment of Financial Assets:**
The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

d) **Derecognition of Financial Assets:**

A financial asset is primarily derecognised when:

- the right to receive cash flows from the asset has expired, or
- the Company has transferred its rights to receive cash flows from the asset; and
- the Company has transferred substantially all the risks and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in the Statement of Profit and Loss.

iii) **Financial Liabilities and Equity Instruments**

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

Classification and subsequent measurement.

The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through profit and loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in profit and loss when the liabilities are derecognized.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Derivative Financial Instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately.

2.16 EMPLOYEE/RETIREMENT BENEFITS

The Company has made arrangements with the Life Insurance Corporation of India through Gratuity Fund and Superannuation Fund for meeting its employee retirement liability. The liability for gratuity is calculated on basis of actuarial valuation as reduced by funded amount. Leave encashment benefit is provided for based on actuarial valuation basis.

2.17 INVENTORIES

- i) Raw material are valued at cost on FIFO basis or net realisable value whichever is lower
- ii) Process stock is valued at material cost or net realisable value whichever is lower.
- iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost in respect of own manufactured goods includes material cost, direct labour and attributable production overheads.

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

2.18 INVESTMENTS

Long-term investments are valued at cost except that any permanent diminution in the value thereof is recognised in the profit and loss account.

2.19 TRADE RECEIVABLES

Trade Receivables are non interest bearing and are generally for a period of 45 to 60 days. Credit period which may go up due to market conditions.

2.20 EARNING PER SHARE

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

2.21 LEASES :

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company has not restated comparative formation, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

2.22 Application of new and revised Ind AS's

All the Indian Accounting Standards ("Ind AS") issued and notified by the Ministry of Corporate Affairs are effective and consider for the significant accounting policies to the extent relevant and applicable for the Company.

The Company has not applied the following new and revised Indian Accounting Standards ("Ind AS") that have been issued and the notified by the Ministry of Corporate Affairs in March 2018 but are not effective. These amendments are in accordance with the recent amendments made by the International Accounting Standards Boards (IASB). The Company is evaluating the impact of these announcements on the financial statements.

Foreign currency transaction and advance consideration - Ind AS 21

On 28th March, 2018, Ministry of Corporate Affairs ("MCA") has notified the companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in foreign currency. The amendment will come into force from 1st April, 2018.



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

3 PROPERTY, PLANT AND EQUIPMENT (PPE)

Particulars	Plant and Machinery	Office Equipment	Furniture and Fixtures	Computer Equipment	Motor Vehicles	TOTAL
	₹	₹	₹	₹	₹	₹
Cost as at 01-04-2019	3,89,862	20,36,490	35,35,090	31,50,096	-	91,11,538
Additions during the year	2,83,120	17,797	-	-	-	3,00,917
Deductions during the year	-	-	-	-	-	-
Cost as at 31-03-2020	6,72,982	20,54,287	35,35,090	31,50,096	-	94,12,455
Accumulated Depreciation at 01-04-2019	3,57,524	18,05,135	34,50,778	30,79,011	-	86,92,448
Depreciation charge for the year	22,344	12,479	3,889	28,106	-	66,818
Depreciation disposals for the year	-	-	-	-	-	-
Accumulated Depreciation at 31-03-2020	3,79,868	18,17,614	34,54,667	31,07,117	-	87,59,266
Net Value as at 31-03-2020	2,93,114	2,36,673	80,423	42,979	-	6,53,189
Cost as at 01-04-2018	3,89,862	20,25,990	35,29,591	31,50,096	-	90,95,539
Additions during the year	-	10,500	5,499	-	-	15,999
Deductions during the year	-	-	-	-	-	-
Cost as at 31-03-2019	3,89,862	20,36,490	35,35,090	31,50,096	-	91,11,538
Accumulated Depreciation at 01-04-2018	3,41,263	18,02,010	34,39,471	29,98,694	-	85,81,438
Depreciation charge for the year	16,261	3,126	11,307	80,317	-	1,11,011
Depreciation disposals for the year	-	-	-	-	-	-
Accumulated Depreciation at 31-03-2019	3,57,524	18,05,136	34,50,778	30,79,011	-	86,92,449
Net Value as at 31-03-2019	32,338	2,31,354	84,312	71,085	-	4,19,089

4 INTANGIBLE ASSET

Particulars	Technical Know-How ₹
Cost as at 01-04-2019	3,88,25,605
Additions during the year	-
Deductions during the year	-
Cost as at 31-03-2020	3,88,25,605
Total Depreciation as at 31-03-2020	1,00,29,947
Impairmental Provision as at 31-03-2020	2,87,95,658
Net Value as at 31-03-2020	-
Cost as at 01-04-2018	3,88,25,605
Additions during the year	-
Deductions during the year	-
Cost as at 31-03-2019	3,88,25,605
Total Depreciation as at 31-03-2019	1,00,29,947
Impairmental Provision as at 31-03-2019	2,87,95,658
Net Value as at 31-03-2019	-

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

NON-CURRENT ASSETS

FINANCIAL ASSETS

5 OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured, Considered Good		
Receivable from related party - Getz Bros Co. Ltd.	2,87,54,011	2,87,54,011
- Foods and Inns Limited	10,00,000	15,00,000
Security Deposits	25,52,408	25,44,408
Advances others - Considered good	-	-
- Considered doubtful	-	-
Advance Tax and Tax Refunds Due	99,55,700	72,48,204
	4,22,62,119	4,00,46,623

CURRENT ASSETS

6 INVENTORIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Cosmetics / Toiletries	23,184	66,458
Medicated Preparations	10,68,420	6,69,517
Food Products	2,09,403	-
Packing Materials	1,03,011	-
	14,04,019	7,35,975

FINANCIAL ASSETS

7 TRADE RECEIVABLES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured		
Considered good	30,45,683	41,13,709
Considered doubtful	87,005	87,005
	31,32,688	42,00,714
Less: Provision for Doubtful Debts	87,005	87,005
	30,45,683	41,13,709

8 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Cash on hand	21,786	28,966
Balances with Banks		
On Current Account	12,35,106	25,94,922
On Savings Account	30,280	30,280
	12,87,172	26,54,168



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

9 OTHER BANK BALANCES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Margin Money with Bank	-	-
	-	-

10 OTHER CURRENT ASSETS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured, Considered Good		
Advances Recoverable in cash or Kind or Value to be received	17,387	17,697
Loans to Employees	50,510	11,760
Advances to staff	7,000	10,000
Prepaid Expenses	1,01,210	85,893
	1,76,107	1,25,350

11 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Authorised		
20,00,000 Equity Shares of ₹ 10 each	2,00,00,000	2,00,00,000
Issued, Subscribed and Fully Paid-up		
6,25,000 Equity Shares of ₹ 10 each	62,50,000	62,50,000
	62,50,000	62,50,000

11.1 Rights and Restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

11.2 Shares held by Holding Company

Out of the above equity shares, 3,22,680 (previous year 3,22,680) shares are held by Holding Company - M/s. Development Holding Asia Ltd.

11.3 Details of Shareholders holding more than 5% of the total Equity Shares

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of Holdings	No. of Shares	% of Holdings
Development Holding Asia Ltd.	3,22,680	51.63%	3,22,680	51.63%
Swar Investments and Trading Co. Pvt. Ltd.	56,350	9.02%	56,350	9.02%
Satyajyothi Holding Pvt. Ltd.	49,525	7.92%	49,525	7.92%

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

NON-CURRENT LIABILITIES

FINANCIAL LIABILITIES

12 BORROWINGS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Unsecured		
Loans from Related Parties - Getz Pharma Pvt. Ltd.	1,86,39,200	2,00,00,000
	1,86,39,200	2,00,00,000

13 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Security Deposits from C & F Agents	-	-
Advance Repayable	2,87,04,001	2,87,04,001
	2,87,04,001	2,87,04,001

PROVISIONS

14 EMPLOYEE BENEFIT OBLIGATIONS

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Employee Benefits		
Gratuity	11,60,055	9,76,831
Leave Encashment	10,03,003	6,18,174
	21,63,058	15,95,005

CURRENT LIABILITIES

FINANCIAL LIABILITIES

15 TRADE PAYABLES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Advance Repayable	1,84,06,789	1,84,06,789
Trade Payables	52,95,495	54,28,597
	2,37,02,284	2,38,35,386

16 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Interest Accrued and due on Borrowings	1,36,86,120	1,34,93,247
Interest Accrued and due on Agents' Security Deposits	-	-
	1,36,86,120	1,34,93,247

**Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020****17 OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Statutory Liabilities	5,62,004	4,88,774
Expense Creditors	19,30,024	23,18,002
Others	13,28,206	13,28,206
	38,20,234	41,34,982

PROVISIONS**18 EMPLOYEE BENEFIT OBLIGATIONS**

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Employee Benefits		
Gratuity	1,98,828	16,49,376
Leave Encashment	-	3,58,952
Employee related Liabilities	8,91,442	9,04,789
	10,90,270	29,13,117

19 TAX LIABILITIES

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Provision for Taxation	6,21,000	6,21,000
	6,21,000	6,21,000

20 REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Sale of Traded Goods		
Cosmetics / Toiletries	2,325,343	25,93,045
Medicated Preparations	3,31,58,063	3,48,13,915
Food Products	6,71,806	-
	3,61,55,212	3,74,06,960

21 OTHER INCOME

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Interest from Bank Deposits	-	1,094
Credit Balances written back	151,499	7,63,670
Provision for expenses written back	-	96,243
Income from Service Charges	12,60,000	-
Interest Received on Income Tax Refunds	25,19,032	-
Foreign Exchange Flotation Gain	-	3,029
Miscellaneous Income	28,944	34,048
	39,59,475	8,98,084

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

22 PURCHASES (NET OF RETURNS) OF STOCK-IN-TRADE

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Cosmetics / Toiletries	16,97,872	18,57,352
Medicated Preparations	1,31,74,118	1,41,73,629
Food Products	6,01,555	-
Packing Materials	1,03,398	-
	1,55,76,943	1,60,30,981

23 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Opening Stock of Finished Goods		
Cosmetics / Toiletries	66,458	-
Medicated Preparations	6,69,517	5,49,318
Food Products	-	-
Packing Material	-	-
	7,35,975	5,49,318
Less : Closing Stock of Finished Goods		
Cosmetics / Toiletries	23,184	66,458
Medicated Preparations	10,68,420	6,69,517
Food Products	2,09,403	-
Packing Material	1,03,011	-
	14,04,019	7,35,975
Decrease / (Increase) in inventory of Finished Goods	(6,68,044)	(1,86,657)

24 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Salaries, Wages, Allowances and Bonus	84,40,178	70,44,665
Contribution to Provident and Other Funds	7,60,262	6,82,630
Gratuity	1,93,357	2,59,178
Provision for Leave Encashment	35,002	3,552
Staff Welfare Expenses	7,12,533	7,13,946
	1,01,41,332	87,03,971

25 FINANCE COSTS

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Interest on Intercompany Loans	13,83,999	20,60,277
Interest Others	28,903	29,326
	14,12,902	20,89,603

26 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Depreciation on Tangible Assets	66,818	1,11,011
	66,818	1,11,011



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

27 OTHER EXPENSES

Particulars	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
Rent	9,86,290	9,73,055
Repairs and Maintenance-Others	-	7,298
Insurance	35,762	31,369
Rates and Taxes	4,29,722	1,75,663
Electricity	1,65,832	1,44,502
Travel and Conveyance	19,17,448	17,40,939
Postage, Telegram and Telephones	2,35,885	2,77,718
Brokerage	-	-
Directors Fees	1,05,000	55,000
Auditors Remuneration	1,69,000	1,71,800
Freight, Packing and Forwarding	15,98,909	15,93,936
Advertising and Sale Promotion	7,99,805	4,20,196
C & F Agents Service Charges	109,600	-
Cash Discount	1,40,298	34,170
Foreign Exchange Flutation	-	-
Provision for Doubtful Advances	-	-
Bad Debts Written-off	30,964	-
Miscellaneous Expenses	33,41,956	35,50,163
	1,00,66,471	91,75,809

28 Financial Instruments

The carrying value/ fair value of financial instruments (excluding investments in subsidiaries) by categories is as follows

As at March 31,2020	Amortised Cost (₹)	Fair value through Profit and Loss (₹)	Fair value through other comprehensive Income (₹)	Total carrying/ fair value (₹)
Cash and cash equivalents	26,54,168	-	-	26,54,168
Other Bank Balances	-	-	-	-
Trade receivables	41,13,709	-	-	41,13,709
Other financial assets	4,00,46,623	-	-	4,00,46,623
	4,68,14,500	-	-	4,68,14,500
Trade payables	2,38,35,387	-	-	2,38,35,387
Borrowings	2,00,00,000	-	-	2,00,00,000
Other financial liabilities	4,21,97,248	-	-	4,21,97,248
	8,60,32,635	-	-	8,60,32,635
As at March 31,2019	Amortised Cost (₹)	Fair value through Profit and Loss (₹)	Fair value through other comprehensive Income (₹)	Total carrying/ fair value (₹)
Cash and cash equivalents	17,91,465	-	-	17,91,465
Other Bank Balances	-	-	-	-
Trade receivables	34,84,241	-	-	34,84,241
Other financial assets	3,82,85,710	-	-	3,82,85,710
	4,35,61,416	-	-	4,35,61,416
Trade payables	2,42,94,782	-	-	2,42,94,782
Borrowings	1,85,00,000	-	-	1,85,00,000
Other financial liabilities	4,06,08,624	-	-	4,06,08,624
	8,34,03,406	-	-	8,34,03,406

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

Carrying amount of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate the fair value because of their short term nature. Difference between carrying amounts and fair values of other financial assets and liabilities subsequently measured at amortised cost is not significant in each of the years presented.

Fair Value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed the accounting standards below:

Level - 1

Hierarchy includes financial instruments measured using quoted price. This includes listed Equity shares that have quoted price. The listed equity shares are valued at closing market price on the date of reporting.

Level - 2

The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level - 3

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

Liquidity risk

The Company needs continuous access to funds to meet short and long term strategic investment requirements. The Company's inability to meet such requirements in stipulated period may hamper growth plan and even ongoing operations. Further the Company's inability to quickly convert assets into cash without incurring any material loss will expose it to liquidity risks

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Credit risk

The Company is exposed to credit risk from its operating activities and other financial assets. Since most of our transactions are done on credit, we are exposed to credit risk on accounts receivable. Any delay, default or inability on the part of the client to pay on time will expose us to credit risk and can impact our profitability.

Geographic and Client Concentration Risk

75% and 60% of the revenue of 2020 and 2019, respectively is generated from top 10 clients, for standalone. Any loss or major downsizing by these clients may impact Company's profitability. Further, excessive exposure to particular clients will limit company's negotiating capacity and expose to higher credit risk.

29 Contingent liabilities not provided for

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
a) Disputed Sales Tax demands	21,47,000	21,47,000
b) Disputed Income tax demands (including penalty)	-	-
c) Guarantees given by bank on behalf of the company	-	-
d) Arrears of Dividend in respect of 14% Cumulative Redeemable Preference Shares of Muller and Phipps (Industrial Services) Limited.	9,15,178	8,59,178

**Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020****30 Auditors' Remuneration**

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Audit Fees	1,19,000	1,20,000
For Tax Audit	20,000	20,000
For Others services, certification etc.	30,000	31,800
Out of Pocket Expenses	-	-
	169,000	1,71,800

31 The Company has not received any intimation from suppliers/creditors regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act has been not made.

32 Deferred Tax Asset on carried forward losses and unabsorbed depreciation and other timing differences as at 31st March, 2020 has not been recognized as there is no virtual/reasonable certainty that the same can be realised in the future.

A The Company has not made any provision for taxation during the year in view of brought forward losses available for set off against current year's income Provisions of section 115JB of the Income Tax Act, 1961 (MAT) is also not applicable to Company in view of it opting for tax on income under new provisions of section 115BAA of the Income Tax Act, 1961 inserted by the Taxation Laws (Amendment) Ordinance, 2019

33 Names of related parties and description of relationship**a Where control exists:****Holding Company :**

Development Holding Asia Ltd.

b Other parties where the company has entered in transaction during the year**Fellow Subsidiary:**

Getz Bros. Company Limited

Associates:

Foods and Inns Ltd.

Getz Pharma Pvt. Ltd.

Western Press Pvt Ltd.

Pharmpak Pvt. Ltd. (Upto 30th March, 2019)

Key Managerial Personnel

Mr. P V Mohan - Whole-time Director

Mr. Ramesh Pai - Chief Financial Officer

Ms. Saloni A Shah - Company Secretary

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

34 A) Related Party Disclosure

The transactions with Related Parties during the year were as follows :

Particulars	Fellow Subsidiary		Associates							
	Getz Bros. Co. Ltd.		Foods and Inns Ltd.		Getz Pharma Pvt. Ltd.		Western Press Pvt. Ltd.		Pharmpak Private Limited	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Nature of Transactions										
Purchase of Goods	-	-	4,88,826	-	-	-	-	-	-	1,41,73,629
Directors Fees	-	-	-	-	-	-	-	-	-	-
Salaries and Other Employee Benefits	-	-	-	-	-	-	-	-	-	-
Printing and Stationery	-	-	-	-	-	-	1,80,024	1,79,128	-	-
Interest Expenses	-	-	-	16,46,232	1,383,999	4,11,371	-	-	-	-
Doubtful Advances provided	-	-	-	-	-	-	-	-	-	-
Intercompany Loans received	-	-	-	-	-	2,00,00,000	-	-	-	-
Intercompany Loans re-paid	-	-	-	1,85,00,000	-	-	-	-	-	-
Outstanding at year-end										
Intercompany Loans payable	-	-	-	-	1,86,39,200	2,00,00,000	-	-	-	-
Loans and Advances given	-	-	-	-	-	-	-	-	-	-
Other Receivables	2,87,54,011	2,87,54,011	10,00,000	15,00,000	-	-	-	-	-	-
Payables	4,71,10,790	4,71,10,790	-	-	-	-	6,79,590	7,22,441	-	51,41,768
Interest Payable	-	-	1,33,86,233	1,33,86,233	2,99,887	1,07,014	-	-	-	-
Doubtful Advances Provision	-	-	-	-	-	-	-	-	-	-

b) Key Manager Personnel Disclosure

The transactions with Key Manager Personnel during the year were as follows :

Particulars	Key Management Personnel					
	Mr. P V Mohan		Mr. Ramesh Pai		Ms. Saloni A Shah	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	₹	₹	₹	₹	₹	₹
Nature of Transactions						
Salaries and Other Employee Benefits	15,87,333	-	4,28,700	-	1,35,000	-



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

35 AOC - 1

A) Information required for Consolidated Financial Statements pursuant to Schedule 111 of the Companies Act, 2013

As at March 31, 2020								
Name of the Entity	Net Assets Total Assets- Total Liabilities as % of Consolidated Net Assets	₹	Share in Profit or Loss as % of Consolidated Profit or Loss	₹	Share in Other Comprehensive Income as % of consolidated other comprehensive Income	₹	Share in Total Comprehensive Income as % of Consolidated total comprehensive income	₹
Parent Company								
Muller and Phipps (India) Limited	-97.33%	(4,24,32,320)	98.03%	34,48,881	100%	85,681	101.54%	20,46,163
Subsidiaries								
Muller and Phipps (Industrial Services) Ltd.	-3.43%	(14,96,707)	2.72%	95,720	-	-	-1.03%	(20,706)
Muller and phipps Agencies Ltd.	0.76%	3,31,149	-0.75%	(26,336)	-	-	-0.51%	(10,216)
Total	-100%	(4,35,97,878)	100%	35,18,265	100%	85,681	100%	20,15,241

As at March 31, 2019								
Name of the Entity	Net Assets Total Assets- Total Liabilities as % of Consolidated Net Assets	₹	Share in Profit or Loss as % of Consolidated Profit or Loss	₹	Share in Other Comprehensive Income as % of consolidated other comprehensive Income	₹	Share in Total Comprehensive Income as % of Consolidated total comprehensive income	₹
Parent Company								
Muller and Phipps (India) Limited	-97.38%	(4,59,66,882)	101.61%	19,51,248	100%	,94,915	101.54%	20,46,163
Subsidiaries								
Muller and Phipps (Industrial Services) Ltd.	-3.37%	(15,92,427)	-1.08%	(20,706)	-	-	-1.03%	(20,706)
Muller and phipps Agencies Ltd.	0.75%	3,57,485	-0.53%	(10,216)	-	-	-0.51%	(10,216)
Total	-100%	(4,72,01,824)	100%	19,20,326	100%	,94,915	100%	20,15,241

Net Assets and Share of Profit and Loss Reported in the above table have been considered from the respective audited Financial Statements.

35 SEGMENT DISCLOSURES FOR THE YEAR ENDED 31st MARCH, 2020

B) Primary Segment-Business

		Cosmetic/Toiletry		Medicated preparation		Others		Total	
		As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
		₹	₹	₹	₹	₹	₹	₹	₹
a)	Sales To External Customers	23,25,344	25,93,035	3,31,58,063	3,48,13,915	671,805	-	3,61,55,212	3,74,06,950
	Total Segment Revenue	23,25,344	25,93,035	3,31,58,063	3,48,13,915	671,805	-	3,61,55,212	3,74,06,950
b)	Segment Result (PBIT)	(2,15,494)	(29,482)	81,20,910	97,11,652	12,703	-	79,18,119	96,82,170
	Less : Interest & Finance Charges	-	-	-	-	-	-	14,12,902	21,12,625
	Less : Unallocable expenditure net of Unallocable income	-	-	-	-	-	-	30,25,484	51,09,967
	Profit / (Loss) Before Tax and exceptional items	-	-	-	-	-	-	34,79,733	24,59,578

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

	Cosmetic/Toiletry		Medicated preparation		Others		Total	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	₹	₹	₹	₹	₹	₹	₹	₹
Profit / (Loss) Before Tax	-	-	-	-	-	-	34,79,733	24,59,578
Current Tax	-	-	-	-	-	-	-	460,000
Provision for Deferred Tax	-	-	-	-	-	-	-	-
Profit / (Loss) After Tax	-	-	-	-	-	-	34,79,733	19,99,578
c) Carrying amount of segment Assets	2,05,924	2,87,960	38,70,448	45,61,723	3,73,329	-	44,49,701	48,49,683
Unallocated Assets	-	-	-	-	-	-	4,44,11,883	4,32,81,557
Total Assets	-	-	-	-	-	-	4,88,61,584	4,81,31,240
d) Carrying amount of segment Liabilities	1,59,595	1,29,387	51,44,034	51,41,768	1,88,45,606	1,83,56,779	2,41,49,235	2,36,27,934
Unallocated Liabilities	-	-	-	-	-	-	6,84,76,741	7,17,47,431
Total Liabilities	-	-	-	-	-	-	9,26,25,976	9,53,75,365
e) Cost incurred to acquire segment Fixed assets during year	-	-	-	-	-	-	-	-
Unallocated Assets	-	-	-	-	-	-	3,00,917	15,999
f) Depreciation/ Amortization Unallocated Assets	-	-	-	-	-	-	66,818	1,11,011

The Common expenses has been allocated to segment on the basis of turnover of the segment to arrive at segment result.

36 Disclosure as per Accounting Standard 15 (Revised)

As per Accounting Standard 15 “ Employee Benefits “, the disclosure of employees benefits as Defined in the Accounting Standard are given below.

Defined Contribution Plans :	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Contribution to Defined Contribution Plans, recognized as expenses for the year are as under:		
Employer's Contribution to Provident Fund	4,93,006	4,30,036
Employer's Contribution to Superannuation Fund	1,98,340	1,80,000

Defined Benefit Plan :

Gratuity Scheme

The employees gratuity scheme is a funded defined benefit scheme managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Particulars	As at March 31, 2020 ₹	As at March 31, 2019 ₹
Leave Encashment Scheme The obligation for leave encashment which is a non funded long term employee scheme is recognized based on actuarial valuation. The Disclosure in the respect of above Gratuity benefit Scheme as given below		
I Actuarial Assumptions		
Discount Rate	6.50%	7.30%
Salary Escalation	5%	5%
The rate of increase in compensation considered above takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.		



Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

Particulars		As at March 31, 2020 ₹	As at March 31, 2019 ₹
II	Change in Present Value Of Obligation		
	Opening of Defined Benefit Obligation	33,07,576	35,05,662
	Current Service Cost	92,894	88,817
	Past service cost	-	-
	Interest on defined benefit obligation	1,56,381	1,71,400
	Remeasurements due to :		
	Actuarial loss/(gain) arising from change in financial assumptions	79,326	31,331
	Actuarial loss/(gain) arising from change in demographic assumptions	-	(532)
	Actuarial loss/(gain) arising on account of experience changes	(1,28,962)	(1,16,872)
	Benefits Paid	-	(372,230)
	Liabilities assumed/ (settled)	-	-
	Liabilities extinguished on settlements	-	-
	Value of Obligation at the end of year	35,07,215	33,07,576
III	Changes in Fair Value Of Plan Assets		
	Opening fair value of plan assets	6,81,369	28,718
	Employer contributions	13,75,000	10,15,000
	Interest on Plan Assets	55,918	1,039
	Administration expenses	-	-
	Remeasurements due to :		
	Actual return on plan assets less interest on plan assets	36,045	8,842
	Benefits paid	-	(3,72,230)
	Assets acquired/ (settled)	-	-
	Assets distributed on settlements	-	-
	Fair Value of plan Assets at the end of year	21,48,332	6,81,369
IV	Amounts to be Recognized in the Balance Sheet		
	Opening net defined benefit liability/ (asset)	26,26,207	34,76,944
	Expense charged to profit & loss account	1,93,357	2,59,178
	Amount recognized outside profit & loss account	(85,681)	(94,915)
	Employer contributions	(13,75,000)	(10,15,000)
	Impact of liability assumed or (settled)	-	-
	Closing net defined benefit liability / (asset)	13,58,883	26,26,207
V	Expenses Recognized in the Statement of Profit and Loss		
	Current Service cost	92,894	88,817
	Past service cost	-	-
	Administration expenses	-	-
	Interest on net defined benefit liability/ (asset)	1,56,381	1,71,400
	Payable to retired employee's	-	-
	Expenses recognized in the statement of Profit and Loss Account	2,49,275	2,60,217
VI	Amount recognised in other comprehensive income		
	Opening amount recognised in other comprehensive income outside profit and loss account	(4,56,127)	(3,61,212)
	Remeasurements during the period due to:		
	Changes in financial assumptions	79,326	31,331
	Changes in demographic assumptions	-	(532)
	Experience adjustments	(1,28,962)	(1,16,872)
	Actual return on plan assets less interest on plan assets	(36,045)	(8,842)
	Adjustment to recognise the effect of asset ceiling	-	-
	Closing Net Liability	(5,41,808)	(4,56,127)

Consolidated Significant Accounting Policies and Notes to the Financial Statements for the year ended 31st March, 2020

37 Earnings Per Share (EPS)

Particulars		As at March 31, 2020 ₹	As at March 31, 2019 ₹
A	Profit/(Loss) Attributable to Equity Shareholders	35,18,265	19,20,326
B	Number of Equity Shares Outstanding during the year	6,25,000	6,25,000
C	Nominal Value of Equity Shares	10	10
	Basic Earning/Diluted Per Share (₹) (A/B)	5.63	3.07

38 The Financial Statements have been prepared on going concern basis although the net worth of the Company has been completely eroded, in view of the future business plans which will allow the Company to carry out its business profitably.

As per our Report Attached

For **K.F JETSEY & CO**
Chartered Accountants
Firm's Registration No.104209W

K F JETSEY
Proprietor
Membership No. 033206

Place: Mumbai
Dated: 29th June, 2020

For and on behalf of the Board of Directors of
Muller and Phipps (India) Limited

MILAN DALAL
Director
DIN No.: 00062453

Place: Mumbai
Dated: 29th June, 2020

VENU KRISHNAN
Director
DIN No.: 00006592

RAMESH PAI
Chief Financial Officer

P V MOHAN
Whole-time Director
DIN No.: 00195051

SALONI. A. SHAH
Company Secretary

Registered Post / Speed Post / Courier

If undelivered please return to :
MULLER & PHIPPS (INDIA) LIMITED
204, Madhava Building, 2nd Floor,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051.