LUPIN DIGITAL HEALTH LIMITED

AUDITED FINANCIAL STATEMENTS

FOR THE PERIOD FROM MAY 21, 2021 TO

MARCH 31, 2022

Kalpataru Inspire, 3rd Floor, Off Western Express Highway, Santacruz (East) | Mumbai 400055

B S R & Co. LLP
Chartered Accountants

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Independent Auditor's Report

To the Members of Lupin Digital Health Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Lupin Digital Health Limited (the "Company"), which comprise the balance sheet as at 31 March 2022, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the period from 21 May 2021 to 31 March 2022, and notes to the financial statements, including 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, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 31 March 2022, and its loss, changes in equity and its cash flows for the period from 21 May 2021 to 31 March 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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 and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

Auditor's Responsibilities for the Audit of the Financial Statements *(continued)*

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

Report on Other Legal and Regulatory Requirements ***(continued)***

(B) 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:

a) the Company does not have any pending litigations which would impact its financial position.

b) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 30 to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in Note 30 to the financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The Company has neither declared nor paid any dividend during the year.

Independent Auditors' Report *(Continued)*

Lupin Digital Health Limited

Report on Other Legal and Regulatory Requirements ***(continued)***

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, no remuneration has been paid by the company to its directors during the current year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sreeja Marar
Partner
Membership No. 111410
UDIN: 22111410AISVIQ1849

Place: Mumbai
Date: 10 May 2022

Lupin Digital Health Limited

Annexure - A to the Independent Auditor's Report on Financial Statements- 31 March 2022

(Referred to our report of even date)

(i) (a) (A) The Company did not have any property, plant and equipment during the year. Therefore, the provision of clauses 3(i)(a)(A) and 3(i)(b) to 3(i)(e) of the Order are not applicable to the Company.

(B) The Company has maintained proper records showing full particulars of intangible assets under development.

(ii)(a) The Company neither had inventories during the year nor as at 31 March 2022. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.

(ii)(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income tax, Goods and Service tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Goods and Service tax and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Income-Tax, or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, paragraph 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e)/(f) The Company did not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2022. Accordingly, clause 3(ix)(e) and 3(ix)(f) are not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such cases by the Management.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with the provisions of Sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act read with the relevant rules issued thereunder.

(xiv) In our opinion and based on the information and explanations provided to us, the Company does not have an Internal Audit system and is not required to have an internal audit system as per Section 138 of the Act. Accordingly, clause 3(xiv) (a) & (b) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi)(a)/(b) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi)(a) and 3(xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC.

(xvii) The Company has incurred cash losses of Rs. 166.1 million in the current financial year.

(xviii) There has been resignation of the statutory auditors during the year and we have duly taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) We draw attention to Note 1B(a) to the financial statements which explains that the Company has incurred losses in current year. Further, the Company's current liabilities exceed its current assets as at 31 March 2022 by Rs. 9.50 million.

The company was incorporated during the current year and the company would commence its commercial operations in the financials year 2022-23 based on approved business plans. Company has received a commitment of unconditional financial support from the holding company in order to meet all its liabilities as and when they fall due for payment, for a period of not less than 12 months from the approval of these financial statements.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Lupin Digital Health Limited

Annexure - A to the Independent Auditor's Report on Financial Statements- 31 March 2022 *(Continued)*

(xx) In our opinion and according to the information and explanations given to us, the provision of Section 135 to Companies Act, 2013 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sreeja Marar
Partner
Membership No. 111410
UDIN: 22111410AISVIQ1849

Place: Mumbai
Date: 10 May 2022

Lupin Digital Health Limited

Annexure - B to the Independent Auditors' report on the financial statements of Lupin Digital Health Limited for the period from 21 May 2022 to 31 March 2022.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Lupin Digital Health Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 standalone financial statements, whether due to fraud or error.

Lupin Digital Health Limited

Annexure - B to the Independent Auditors' report on the financial statements of Lupin Digital Health Limited for the period from 21 May 2022 to 31 March 2022.

Auditors' Responsibility *(Continued)*

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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 Standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

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

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Sreeja Marar
Partner
Membership No. 111410
UDIN: 22111410AISVIQ1849

Place: Mumbai
Date: 10 May 2022

LUPIN DIGITAL HEALTH LIMITED

BALANCE SHEET AS AT MARCH 31, 2022

	Note	As at March 31, 2022 ₹ in million
ASSETS		
Non-Current Assets		
(a) Intangible Assets Under Development		155.9
(b) Other Non-current Assets	2	87.6
		243.5
Current Assets		
(a) Financial Assets		
Cash and Cash Equivalents	3	119.4
(b) Other Current Assets	4	102.5
		221.9
	Total	**465.4**
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	5	280.1
(b) Other Equity		(46.1)
		234.0
Current Liabilities		
(a) Financial Liabilities		
(i) Trade Payables		
- Total outstanding dues of Micro Enterprises and Small Enterprises	6	-
- Total outstanding dues of other than Micro Enterprises and Small Enterprises	6	106.9
(ii) Other Financial Liabilities	7	101.5
(b) Other Current Liabilities	8	23.0
(c) Current Tax Liabilities (Net)	15 (c)	-
		231.4
	Total	**465.4**

In terms of our report attached

For **B S R & Co. LLP** Chartered Accountants Firm Registration No. 101248W/W - 100022		For and on behalf of **Board of Directors of Lupin Digital Health Limited**	
Sreeja Marar Partner Membership No. 111410	**Nilesh D. Gupta** Director DIN: 01734642	**Rajeev Sibal** Managing Director DIN: 06633944	**Sunil Makharia** Director DIN: 00064399
		Hitanshu Shah CFO	**Amol Gadre** Company Secretary ACS: 21774
Place : Mumbai Dated : May 10, 2022	Place : Mumbai Dated : May 10, 2022		

LUPIN DIGITAL HEALTH LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM MAY 21, 2021 TO MARCH 31, 2022

	Note	For the Period From May 21, 2021 to March 31, 2022 ₹ in million
INCOME:		
Other Income	9	1.2
Total Income		**1.2**
EXPENSES:		
Finance Costs	10	-
Other Expenses	11	167.0
Total Expenses		**167.0**
Profit / (Loss) before Tax		**(165.8)**
Tax Expense:		
Current Tax	15	0.3
Deferred Tax		-
Profit / (Loss) for the period		**(166.1)**
Other Comprehensive Income / (Loss)		
(A)(i) Items that will not be reclassified to profit or loss		-
(ii) Income tax relating to item that will not be reclassified to profit or loss		-
(B)(i) Items that will be reclassified to profit or loss		-
(ii) Income tax relating to item that will be reclassified to profit or loss		-
Other Comprehensive Income / (Loss) for the period, net of tax	**Total**	**-**
Total Comprehensive Income / (Loss) for the period		**(166.1)**
Earnings per equity share (in ₹)	17	
Basic		(13.81)
Diluted		(13.81)
Face Value of Equity Share (in ₹)		10

See accompanying notes forming part of the financial statements

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W - 100022

For and on behalf of **Board of Directors of Lupin Digital Health Limited**

Sreeja Marar
Partner
Membership No. 111410

Nilesh D. Gupta
Director
DIN: 01734642

Rajeev Sibal
Managing Director
DIN: 06633944

Sunil Makharia
Director
DIN: 00064399

Hitanshu Shah
CFO

Amol Gadre
Company Secretary
ACS: 21774

Place : Mumbai
Dated : May 10, 2022

Place : Mumbai
Dated : May 10, 2022

LUPIN DIGITAL HEALTH LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2022

(a) Equity share capital

	No. of Shares	₹ in million
Balance as at May 21, 2021	-	-
Changes in equity share capital during the Perod	28,010,000	280.1
Balance at the end of the reporting Period	**28,010,000**	**280.1**

(b) Other equity

₹ in million

Particulars	Reserves & Surplus		Total
	Securities Premium	Retained earnings	
Balance as at May 21, 2021	**-**	**-**	**-**
Profit/(Loss) for the period	-	(166.1)	(166.1)
Other comprehensive income/(Loss) for the period	-	-	-
Issue of equity shares	120.0	-	120.0
Balance at March 31, 2022	**120.0**	**(166.1)**	**(46.1)**

Nature of Reserves

Securities Premium

Securities premium account comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

In terms of our report attached

For **B S R & Co. LLP** Chartered Accountants Firm Registration No. 101248W/W - 100022		For and on behalf of **Board of Directors of Lupin Digital Health Limited**	
Sreeja Marar Partner Membership No. 111410	**Nilesh D. Gupta** Director DIN: 01734642	**Rajeev Sibal** Managing Director DIN: 06633944	**Sunil Makharia** Director DIN: 00064399
		Hitanshu Shah CFO	**Amol Gadre** Company Secretary ACS: 21774
Place : Mumbai Dated : May 10, 2022	Place : Mumbai Dated : May 10, 2022		

LUPIN DIGITAL HEALTH LIMITED

STATEMENT OF CASH FLOWS FOR THE PERIOD FROM MAY 21, 2021 to MARCH 31, 2022

	For the Period From May 21, 2021 to March 31, 2022 ₹ in million
A. Cash Flow from Operating activities	
Profit /(Loss) before Tax	(166.1)
Operating Profit/(Loss) before Working Capital Changes	(166.1)
Changes in working capital:	
Adjustments for (increase) / decrease in operating assets:	
Other Current Assets	(102.8)
Adjustments for increase / (decrease) in operating liabilities:	
Trade Payable	106.9
Other Current Liabilities	23.0
Cash (Used in) / Generated from Operations	(139.0)
Direct Taxes paid	(0.3)
Net Cash (Used in)/Generated Operating Activities	**(138.7)**
B. Cash Flow from Investing Activities	
Payment towards Intangible under development	(142.0)
	(142.0)
C. Cash Flow from Financing Activities	
Proceeds from issuance of equity shares	400.1
Net Cash (Used in)/Generated from Financing Activities	**400.1**
Net increase/(decrease)in Cash and Cash equivalents	119.4
Cash and Cash equivalents at the beginning of the period	-
Cash and Cash equivalents at the end of the period (Refer note 3)	**119.4**

Note :

1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7 (Ind AS -7) "Statement of Cash Flow".

2) Cash comprises cash on hand and current accounts with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and current investments that are convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W - 100022

For and on behalf of **Board of Directors of Lupin Digital Health Limited**

Sreeja Marar
Partner
Membership No. 111410

Nilesh D. Gupta
Director
DIN: 01734642

Rajeev Sibal
Managing Director
DIN: 06633944

Sunil Makharia
Director
DIN: 00064399

Hitanshu Shah
CFO

Amol Gadre
Company Secretary
ACS: 21774

Place : Mumbai
Dated : May 10, 2022

Place : Mumbai
Dated : May 10, 2022

NOTES FORMING PART OF THE FINANCIAL STATEMENS

1A. OVERVIEW:

Lupin Digital Health Limited (the ‘Company’) was incorporated under the Companies Act, 2013, on 21st May, 2021. The Company is a Wholly Owned Subsidiary of Lupin Limited.

Lupin Digital Health Limited is in the business of providing healthcare services in the digital space. It was incorporated with the intent of setting up a digital therapeutics platform for doctors and patients focusing on the chronic therapy areas. The platform will use smart, connected solutions to improve clinical outcomes and deliver superior value to both patients and doctors.

The Company is a public limited company incorporated and domiciled in India. The address of its registered office is Kalpataru Inspire, 3rd floor, Western Express Highway, Santacruz (East), Mumbai 400055.

1B. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of accounting and preparation of Financial Statements:

Basis of preparation

i) These Financial Statements of the Company have been prepared in all material aspects in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India. These Financial Statements were authorized for issue by the Company’s Board of Directors on May 10, 2022

Going Concern

ii) As at 31 March 2022, the Company's paid up share capital is Rs 280.1 million and the Company has incurred a loss of Rs 166.1 million during the year and has net current liabilities of Rs. 9.5 million as at 31 March 2022. The company has negative operating cash flow during the year amounting to Rs. 138.7 million.

The above events/conditions cast doubt on entity’s ability to continue as a going concern. However, these events/conditions are mitigated by the following:

- The company is incorporated during the current year for the purpose of providing healthcare services in the digital space and the company would commence its commercial operations in the financials year 2022-23 as per the approved business plan.
- Company has an unconditional financial support from the holding company in order to meet all its liabilities as and when they fall due for payment, for a period of not less than 12 months from the approval of these financial statements.

Based on the above mitigating factors, material uncertainty relating to events/conditions that cast doubt on entity's ability to continue as going concern does not exist. Accordingly, the financial statements have been prepared on a going concern basis.

Functional and Presentation Currency

iii) These Financial Statements are presented in Indian rupees, which is the functional currency of the Company.

Basis of measurement

iv) These Financial Statements are prepared under the historical cost convention unless otherwise indicated.

Use of Estimates and Judgments

The preparation of the Standalone Financial Statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

b) Property, Plant and Equipment & Depreciation:

I. Recognition and Measurement:

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in Statement of Profit and Loss.
If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

III. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on property, plant and equipment of the Company has been provided on the straight-line method as per the useful life which align to those prescribed in Schedule II to the Act.

c) Intangible assets:

I. Recognition and Measurement:

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Expenditure on research and development eligible for capitalization is carried as Intangible assets under development where such assets are not yet ready for their intended use.

II. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

III. Amortization

Intangible assets are amortized over their estimated useful life on Straight Line Method as per the useful life determined.

d) Impairment of non-financial assets:

The carrying values of property, plant and equipment and Intangible assets at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

i) an intangible asset that is not yet available for use; and
ii) an intangible asset that is having indefinite useful life.

If the carrying amount of the Property, Plant and Equipment and Intangible assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

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

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

e) Financial Instruments:

I. Financial Assets

Classification

On initial recognition the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

i) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
ii) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Financial assets included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

    i) the Company has transferred substantially all the risks and rewards of the asset, or
    ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, and bank balance.
ii) trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

II. Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities measured at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, are subsequently measured at fair value with changes in fair value being recognised in the Statement of Profit and Loss.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, at amortised cost (loans, borrowings and payables) or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Embedded derivatives

If the hybrid contract contains a host that is a financial asset within the scope Ind-AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in Statement of Profit and Loss, unless designated as effective hedging instruments. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as foreign exchange forward contracts, interest rate swaps and currency options to manage its exposure to interest rate and foreign exchange risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

III. Measurement

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

(a) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.

(b) Level 2: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm’s length transactions.

(c) Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

f) Income tax:

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:
i) has a legally enforceable right to set off the recognized amounts; and
ii) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred taxes are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred taxes are measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred taxes reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:
i) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
ii) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

g) Revenue Recognition:

Interest income

Interest income is recognized with reference to the Effective Interest Rate method.

h) Cash and Cash equivalents:

Cash comprises cash on hand, current accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), current investments that are convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

i) Earnings per share:

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

j) Operating cycle:

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

1C. RECENT ACCOUNTING PRONOUNCEMENTS:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date.

Ind AS 103 – Business Combination

Reference to revised Conceptual Framework. For contingent liabilities / levies, clarification is added on how to apply the principles for recognition of contingent liabilities from Ind AS 37. Recognition of contingent assets is not allowed.

Ind AS 16 – Proceeds before intended use

The amendments requires an entity to deduct from the cost of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability.

Ind AS 41 – Taxation in fair value measurements

The amendment removes the requirement in Ind AS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in Ind AS 41 with the requirements of Ind AS 113 Fair Value Measurement.

	As at March 31, 2022 ₹ in million
2. OTHER NON-CURRENT ASSETS	
Capital Advances	87.6
Total	**87.6**
3. CASH AND CASH EQUIVALENTS	
Cash and Cash Equivalents (as per Ind AS-7 "Statements of Cashflows")	
Bank Balances	
- In Current Account	9.3
- In Deposit	110.1
Total	**119.4**
4. OTHER CURRENT ASSETS	
Advances other than Capital Advances	
Prepaid Expenses	0.4
Advances to Vendors	
- Considered Good	77.6
- Credit Impaired	-
With Government Authorities (GST credit)	24.5
Total	**102.5**

5. EQUITY SHARE CAPITAL

a) Equity Share Capital

Particulars	As at 31.03.2022	
	No. of shares	₹ in million
Authorised		
Equity Shares of ₹ 10 each	100,000,000	1,000.0
Issued, Subscribed & Paid up		
Equity Shares of ₹ 10 each fully paid	28,010,000	280.1
(All the above shares are held by Lupin Limited, the Holding Company and its nominees)		
Total	**28,010,000**	**280.1**

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2022	
	No. of shares	₹ in million
Equity Shares outstanding as at May 21,2021	-	-
Equity Shares Issued during the period	28,010,000	280.1
Equity Shares outstanding at the end of the reporting period	**28,010,000**	**280.1**

c) Rights attached to Equity Shares

The Company has only one class of Equity shares having a par value of Rs. 10 per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the company, the shareholders 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.

d) More than 5% shareholding in the Company by each shareholder

Name of Shareholder	As at 31.03.2022	
	No. of Shares held	% of Holding
Lupin Limited & its nominees	28,010,000	100%

		As at March 31, 2022 ₹ in million
6. TRADE PAYABLES		
- Other than Acceptances		
- Total outstanding dues of Micro and Small Enterprises [Refer note 18]		-
- Total outstanding dues of Others		106.9
	Total	**106.9**
Refer note 21 (a) for additional disclosure of Revised Schedule III		
7. OTHER CURRENT FINANCIAL LIABILITIES		
Payable for Capital Expenditure		101.5
	Total	**101.5**
8. OTHER CURRENT LIABILITIES		
Statutory Dues Payables		23.0
	Total	**23.0**

		For the Period From May 21, 2021 to March 31, 2022 ₹ in million
9.	**OTHER INCOME**	
	Income on Financial Assets carried at amortised cost	
	Interest on Deposits with Banks	1.2
	Total	1.2
10.	**FINANCE COST**	
	Other Borrowing Costs (includes bank charges, etc.) [1]	-
	Interest on Income tax [2]	-
	Total	-

[1] Other borrowing cost ₹ 1,450.

[2] Interest on Income tax ₹ 7,672.

11.	**OTHER EXPENSES**	
	Rates & Taxes	9.6
	Legal and Professional Charges (Refer note 16)	132.4
	Recruitment Expenses	24.7
	Miscellaneous Expenses	0.3
	Total	**167.0**

12. Segment Reporting

The Company operates only in one segment viz. Digital Healthcare services in India.

13. Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 435.9 million and other commitments of ₹ 352.0 million.

14. Contingent Liability

As at March 31, 2022, the Company does not have any contingent liability.

15. Income taxes:

a) <u>Tax expenses recognized in profit and loss</u>:

₹ in million

	For the Period from 21.05.2021 to 31.03.2022
Current Tax expense	0.3
Less: Tax expenses / (benefit) of prior year	-
Add: Interest on Income tax*	-
	-
Deferred tax liability	-
Total tax expense	**0.3**

* Interest on income tax amounting to Rs 7672.

b) <u>Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:</u>

₹ in million

	For the Period from 21.05.2021 to 31.03.2022
Profit/(Loss) before tax	(165.8)
Tax using the Company's domestic tax rate (March 31, 2022): **25.17%**	(41.7)
Tax effect of:	
Deferred tax asset not recognised on Minimum alternative tax credit	
Disallowance of Expenses	42.0
Impact of prior year Deferred tax liability	-
Difference in Tax Rate (Statutory tax rate vis-a-vis tax rate on long term capital gains)	-
Total tax expense	**0.3**

c) Non-current tax assets of ₹ 306,486 has been netted off against Current tax liabilities of ₹ 312,050 and hence, net Current tax liabilities is ₹ 13,236.

16. Auditors Remuneration:

₹ in million

	For the Period from 21.05.2021 to 31.03.2022
Payments to Auditors *	
a) As Auditors	0.5
b) For other services including Certifications	-
c) Reimbursement of out-of-pocket expenses	-
Total	**0.5**

***** Excluding GST

17. Basic and Diluted earnings per share is calculated as under:

Particulars	**For the Period from 21.05.2021 to 31.03.2022**
Profit/(Loss) attributable to Equity Shareholders (₹ in million)	(166.1)
Weighted average number of Equity Shares:	
- Basic	12,029,048
- Diluted	12,029,048
Earnings per Share (in ₹)	
- Basic	(13.81)
- Diluted	(13.81)

18. The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Particulars		**As at 31.03.2022**
i.	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-
ii.	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-
iii.	The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-
iv.	The amount of interest accrued and remaining unpaid at the end of each accounting year	-
v.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-

19. Financial Instruments:

Financial instruments – Fair values and risk management:

Accounting classification and fair values:
Carrying amounts and fair values of financial assets and financial liabilities including their levels in the fair value hierarchy are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Fair value hierarchy
Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

₹ in million

As at 31.03.2022	Carrying amount				Fair value			
	FVTPL	**Derivatives designated as hedge**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	119.4	119.4	-	-	-	-
Financial liabilities								
Trade Payables	-	-	106.9	106.9	-	-	-	-
Other Current Financial Liabilities	-	-	101.5	101.5	-	-	-	-
	-	**-**	**(89.0)**	**(89.0)**	**-**	**-**	**-**	**-**

A. Measurement of fair values:
Valuation techniques and significant unobservable inputs: Not Applicable

B. Financial risk management:
The Company has exposure to the following risks arising from financial instruments:
- Credit risk;
- Liquidity risk; and
- Market risk

i. Credit risk:
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

Cash and cash equivalents
As at the year end the Company held cash and cash equivalent of Rs 119.4. The cash and cash equivalents are held with banks in current account and fixed deposit accounts.

Other financial assets
Other financial assets are neither past due nor impaired.

ii. Liquidity risk:
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due under both normal and stressed conditions without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk
The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreements.

₹ in million

As at 31.03.2022	**Carrying amount**	**Contractual Cash Flows**				
		Total	**0-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Trade Payables Current	106.9	106.9	106.9	-	-	-
Other Current Financial Liabilities	101.5	101.5	101.5	-	-	-
Total	**208.4**	**208.4**	**208.4**	**-**	**-**	**-**

iii. **Market risk:**
Market risk is the risk that changes in market prices – such as foreign exchange rates interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt.

Interest rate risk
Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk:
During the year company does not have any interest bearing borrowing or finance lease obligations nor is it exposed to foreign currency risks.

20. Related Party Disclosures:

a) Name of Related parties and description of relationship:
Category I : Company whose control exist:
- Lupin Limited (Holding Company)

Category II : Key management personnel:
a. Mr. Nilesh D. Gupta (Director)
b. Mr. Sunil Makharia (Director)
c. Mr. Rajeev Sibal (Managing Director w.e.f. September 28, 2021)
d. Mr. Ramesh Swaminathan (Additional Director) (w.e.f. September 1, 2021)
e. Mr. Hitanshu Shah (Chief Financial Officer) (w.e.f. September 28, 2021)
f. Mr. Amol Gadre (Company Secretary) (w.e.f. September 28, 2021)

b) Transactions with the related parties:

₹ in million

Sr No.	Description and Nature of transactions	For the Period from 21.05.2021 to 31.03.2022
1.	Issuance of Equity Share Capital to Holding Company (Including Share premium of Rs. 120.0 million)	400.1
2.	Expenses incurred on our behalf & Other Reimbursements to Holding Company	13.5

c) Balance due from / to related parties:

₹ in million

Sr. No.	Description and Nature of transactions	As at 31 March 2022
1.	Payable to Holding Company	1.3

21. Additional disclosures required by Schedule III (amendments dated 24 March 2021) to the Companies Act, 2013:

(A) Trade payable ageing

₹ in million

Particular	Not due	Less than 1 year	Total as at 31 March 2022
(i) MSME	-	-	-
(ii) Others	105.5	1.4	**106.9**
(iii) Disputed dues – MSME	-	-	-
(iv) Disputed dues - other	-	-	-

(B) Intangible assets under development (IAUD)

(a) Intangible assets under development (IAUD) ageing

₹ in million

Particular	Less than 1 year	Total as at 31 March 2022
Projects in progress	155.9	**155.9**
Projects temporarily suspended	-	-

(b) There is no IAUD where completion is overdue or cost has exceeded as compared to its original plans as on March 31,2022

22. Financial Ratios

Ratios	Numerator	Denominator	Current Period	% of Variances	Reason for Variances
Current Ratio	Total Current Asset	Total Current Liabilities	96.1%	NA	NA
Return on equity ratio (ROE)	Net profits after taxes	Average Shareholder's Equity	-140.8%	NA	NA
Return on capital employed (ROCE)	Earnings before interest and taxes	Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liability	-213%	NA	NA

23. The provision of Section 135 to Companies Act, 2013 on Corporate Social responsibility (CSR) are not applicable to the Company.

24. The Company has not entered into any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the period ended March 31, 2022.

25. The Company has not traded or invested in Crypto currency or Virtual Currency.

26. The Company does not have any transaction not recorded in the books of account that has been surrendered or not disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 for the year ended 31 March 2022.

27. There is no charge or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.

28. The Company has complied with number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

29. The Company does not have any Benami property where any proceedings has been initiated or pending against the Company for holding any Benami property.

30. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) other than in the ordinary course of business by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

31. The Company evaluates events or transactions that occur after the consolidated balance sheet date but prior to the issuance of consolidated financial statements and concluded that no subsequent events have occurred through May 10, 2022 that require adjustment to or disclosure in the consolidated financial statements.

32. Since the Company was incorporated on May 21, 2021, these are the first accounts of the Company for the period from May 21, 2021 to March 31, 2022. Accordingly, no comparable information is provided.

Signatures to notes 1 to 32

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W - 100022

For and on behalf of Board of Directors
of Lupin Digital Health Limited

Sreeja Marar
Partner
Membership No. 111410

Nilesh D. Gupta
Director
DIN: 01734642

Rajeev Sibal
Managing Director
DIN: 06633944

Sunil Makharia
Director
DIN: 00064399

Hitanshu Shah
CFO

Amol Gadre
Company Secretary
ACS: 21774

Place : Mumbai
Dated : May 10, 2022

Place : Mumbai
Dated : May 10, 2022