

**S.P. CHOPRA & CO.**  
Chartered Accountants

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**INDEPENDENT AUDITOR'S REPORT**  
**TO THE MEMBERS OF 'SLEEPWELL ENTERPRISES PRIVATE LIMITED'**

**Opinion**

We have audited the accompanying financial statements of **Sleepwell Enterprises Private Limited** (the "Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements including a summary of the 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 (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 31<sup>st</sup> March, 2019 and its profit (including Other Comprehensive Income), its changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the 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 we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's 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 during the course of our audit or otherwise appears to be materially misstated.



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

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, 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") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial 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, 2016' ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-'A'**, a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion, proper books of 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 Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.



- e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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'**;
- g. As the Company is a private limited company, the provision of section 197 read with Schedule V to the Act, regarding managerial remuneration are not applicable to the Company; and
- h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. There are no pending litigations which may have impact on Company's financial position;
  - ii. The Company has not entered into any long-term contracts including derivative contracts;
  - iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For S.P. CHOPRA & CO.**

Chartered Accountants

Firm Regn. No. 000346N



**(Pawan K. Gupta)**

Partner

M. No. 092529

**Place: New Delhi**

**Dated: 4<sup>th</sup> May, 2019**

**ANNEXURE-'A' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph 1 under `Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the Ind AS financial statements of Sleepwell Enterprises Private Limited for the year ended 31<sup>st</sup> March, 2019)**

- (i) In respect of its property, plant and equipment;
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment.
  - b. As explained to us, the property, plant and equipment are physically verified by the management once in a period of three years, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property, as disclosed in Note 3 on Property, Plant and Equipment to the financial statements, are held in the name of the Company.
- (ii) The Company does not carry on any manufacturing or trading activity, so that question of maintaining stocks and carrying out their physical verification does not arise. Therefore, the said clause is not applicable.
- (iii) 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.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, investments, guarantees, and security covered under Section 185 and 186 of the Act, hence this clause is not applicable.
- (v) The Company has not accepted any deposits from the public within the meanings of Sections 73 to 76 of the Act and the rules framed thereunder to the extent notified.
- (vi) As the Company is not a manufacturing concern, the said clause is not applicable.
- (vii) In respect of statutory dues:
  - a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Income Tax, Goods and Service Tax and other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2019 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 the records of the Company examined by us, there are no dispute pending in respect of any matter of Income Tax, Goods and Service Tax etc.
- (viii) According to the information and explanations given to us, as the Company has neither taken any loan from any financial institution, banks and Government nor issued any debentures, therefore the said clause is not applicable.
- (ix) According to the information and explanations given to us, the Company has neither raised funds by way of initial public offer or further public offer (including debt instruments) nor availed any term loan during the year.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or material fraud on the Company by its officers / employees has been noticed or reported during the course of our audit.
- (xi) As the Company is a private limited company, the provision of section 197 read with Schedule V to the Act, regarding managerial remuneration are not applicable to the Company.
- (xii) The Company is not a Nidhi Company hence the requirement of this clause is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements, as required by the Ind AS 24 – Related party Disclosures.
- (xiv) According to the information and explanations given to us and based on 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.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.
- (xvi) As explained to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N



**(Pawan K. Gupta)**  
Partner  
M. No. 092529

**Place : New Delhi**  
**Dated : 4<sup>th</sup> May, 2019**

**ANNEXURE-'B' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the financial statements of Sleepwell Enterprises Private Limited for the year ended 31<sup>st</sup> March, 2019)**

**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 **Sleepwell Enterprises Private Limited** ("the Company") as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company 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" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's 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, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 auditors' 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place : New Delhi**  
**Dated : 4<sup>th</sup> May, 2019**


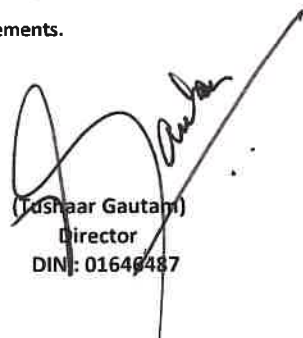


**For S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N  
  
**(Pawan K. Gupta)**  
Partner  
M. No. 092529



# SLEEPWELL ENTERPRISES PRIVATE LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in Hundreds)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	3,081	13,611
<b>Financial Assets</b>			
- Loans	4	1,030	1,030
Non-current tax assets (net)	5	4,111	10
			14,651
<b>Current assets</b>			
<b>Financial Assets</b>			
- Investments	6	70,717	-
- Cash and cash equivalents	7	7,485	4,211
- Bank balances other than cash and cash equivalents	8	88,500	96,647
- Other current financial assets	9	4,803	4,698
Other current assets	10	600	773
		172,105	106,329
<b>TOTAL ASSETS</b>		<b>176,216</b>	<b>120,980</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	1,050	1,050
Other Equity	12	165,595	117,223
		166,645	118,273
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	13C	916	1,511
		916	1,511
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
- Other current financial liabilities	14	1,620	920
Current tax liabilities (net)	15	6,914	-
Other current liabilities	16	121	276
		8,655	1,196
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>176,216</b>	<b>120,980</b>
Significant Accounting Policies' and 'Notes 1 to 20' form an integral part of the Financial Statements.			
For and on behalf of the Board of Directors.			
			
(Rahul Gautam) Director DIN : 00192999		(Pashaar Gautam) Director DIN: 01646487	
As per our Report of even date attached For S.P. Chopra & Co. Chartered Accountants Firm Registration No. 000346N			
			
(Pawan K. Gupta) Partner Membership No. 092529			
Place: New Delhi Dated : 04.05.2019			

**SLEEPWELL ENTERPRISES PRIVATE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

(Rs. in Hundreds)

Particulars	Note No.	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>INCOME:</b>			
Revenue from Operations	17	10,000	10,000
Other Income	18	72,272	7,453
<b>Total Income</b>		<b>82,272</b>	<b>17,453</b>
<b>EXPENSES:</b>			
Depreciation and amortization expense	3	256	479
Other expenses	19	9,744	7,736
<b>Total Expenses</b>		<b>10,000</b>	<b>8,215</b>
<b>Profit before tax</b>		<b>72,272</b>	<b>9,238</b>
<b>Tax expense:</b>	13		
- Current tax		24,495	2,350
- Earlier year/s tax		-	9
- Deferred tax		(595)	(115)
<b>Profit for the year</b>		<b>48,372</b>	<b>6,994</b>
<b>Other Comprehensive Income for the year</b>			
<b>Total Comprehensive Income for the year</b>		<b>48,372</b>	<b>6,994</b>
Earnings per share- Basic/Diluted in Rs.	20.6	460.69	66.61

Significant Accounting Policies' and 'Notes 1 to 20' form an integral part of the Financial Statements.

For and on behalf of the Board of Directors.



(Rahul Gautam)  
Director  
DIN : 00192999



(Tushar Gautam)  
Director  
DIN : 01646487

As per our Report of even date attached  
For S.P. Chopra & Co.  
Chartered Accountants  
Firm Registration No. 000346N



(Pawan K. Gupta)  
Partner  
Membership No. 092529

Place: New Delhi  
Dated : 04.05.2019

# SLEEPWELL ENTERPRISES PRIVATE LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

### (A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2019

(Rs. In Hundreds)

Balance as at 01st April, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019
1,050	-	1,050

For the year ended 31st March, 2018

(Rs. In Hundreds)

Balance as at 01st April, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018
1,050	-	1,050

### (B) OTHER EQUITY

For the year ended 31st March, 2019

(Rs. In Hundreds)

Particulars	Balance as at 01st April, 2018	Profit for the year	Balance as at 31st March, 2019
Retained Earnings	117,223	48,372	165,595

For the year ended 31st March, 2018

(Rs. In Hundreds)

Particulars	Balance as at 01st April, 2017	Profit for the year	Balance as at 31st March, 2018
Retained Earnings	110,229	6,994	117,223

Significant Accounting Policies' and 'Notes 1 to 20' form an integral part of the Financial Statements.

For and on behalf of the Board of Directors.



(Rahul Gautam)

Director

DIN : 00192999

(Tushaar Gautam)

Director

DIN : 01646487

As per our Report of even date attached

For S.P. Chopra & Co.

Chartered Accountants

Firm Registration No. 000346N



(Pawan K. Gupta)

Partner

Membership No. 092529

Place: New Delhi

Dated : 04.05.2019

# SLEEPWELL ENTERPRISES PRIVATE LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. In Hundreds)

Particulars	Year Ended 31st March, 2019		Year Ended 31st March, 2018	
	Amount	Total	Amount	Total
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax as per statement of profit and loss		72,272		9,238
Adjustments for:				
Depreciation and amortisation expense	256		479	
Profit on sale of investment	(74)		-	
Fair value gain on investments	(644)		-	
Profit on sale of property	(62,626)		-	
Interest income	(8,418)		(6,627)	
		(71,506)		(6,148)
Operating profit before working capital changes		766		3,090
Adjustment for working capital changes:				
Loan and other current financial assets	173		381	
Other financial and non-financial liabilities	545		(700)	
Cash generated from/(used in) Working Capital Changes		718		(319)
Cash generated from operations		1,484		2,771
Income Tax paid	(17,571)		(2,360)	
		(17,571)		(2,360)
Net Cash (Outflow)/Inflow from Operating Activities - A		(16,087)		411
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Deposit matured / made during the year (net)	8,147		(11,647)	
Sale of property	72,901		-	
Investment in mutual funds (net)	(69,999)		-	
Interest income	8,313		6,613	
Net Cash Inflow/(Outflow) from Investing Activities - B		19,361		(5,034)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Net Cash flow from Financing Activities - C		-		-
Net increase/(decrease) in cash and bank balances (A+B+C)		3,274		(4,622)
Cash and bank balances (Opening Balance)		4,211		8,833
Cash and bank balances (Closing Balance)		7,485		4,211

**Note to Statement of cash flows :**

- Components of cash and cash equivalents are as under:

i) Cash and cash equivalents

- Balance with Banks - Current Accounts

- Cash on Hand

7,432

53

4,152

59

7,485

4,211

- Figures in brackets indicate cash outflow.

- The above Statement of cash flows has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flows

Significant Accounting Policies' and 'Notes 1 to 20' form an integral part of the Financial Statements.

For and on behalf of the Board of Directors.



(Rahul Gautam)  
Director  
DIN : 00192999



(Tushaar Gautam)  
Director  
DIN : 01646487

As per our Report of even date attached

For S.P. Chopra & Co.

Chartered Accountants

Firm Registration No.000346N



(Pawan K. Gupta)

Partner

Membership No. 092529

Place: New Delhi

Dated : 04.05.2019

# **SLEEPWELL ENTERPRISES PRIVATE LIMITED**

## **SIGNIFICANT ACCOUNTING POLICIES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2019**

### **1. COMPANY INFORMATION**

Sleepwell Enterprises Private Limited ('the Company') is a private limited Company incorporated in India, with its registered office in New Delhi. The Company is wholly owned subsidiary of "Sheela Foam Limited" which is listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Company is engaged in the activity of providing its trademarks, patents, logos etc. and earning royalty thereon.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorized for issue on May 04, 2019.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **2.1 STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION**

##### **a. Basis of Preparation:**

The financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act. The financial statements have been prepared on accrual and going concern basis. All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013.

##### **b. Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except, certain financial assets and liabilities, measured at fair value.

##### **c. Functional and presentation currency**

The financial statements are prepared in Indian Rupees ('Rs.'), which is the Company's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest hundreds, unless stated otherwise.

##### **d. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it is: -

- expected to be realized, or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realized within 12 months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.





A liability is classified as current when it is:

- expected to be settled in the normal operating cycle;
- held primarily for the purpose of trading;
- due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

#### **Deferred tax assets and liabilities:**

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### **Operating Cycle:**

The operating cycle is the time between acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

### **e. Use of estimates and judgments**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosure and the disclosure of contingent liabilities. Uncertainty about these estimates and assumptions could result in outcomes that requires material adjustments to the carrying amount of the assets and liabilities in future period/s.

These estimates and assumptions are based on the facts and events, that existed as at the date of Balance Sheet, or that occurred after that date but provide additional evidence about conditions existing as at the Balance Sheet date.

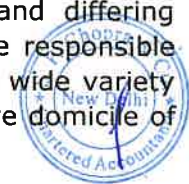
The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are given below.

#### **i. Useful lives of Property Plant and Equipment**

The Property, Plant and Equipment are depreciated on a straight line method over the estimated respective useful lives. Management estimates the useful lives of these assets as detailed in Note- 2.2 below. Changes in the expected level of usage, technological developments, level of wear and tear could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised and could have an impact on the profit in future years.

#### **ii. Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.



### iii. Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### iv. Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an assets's fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

## 2.2 Property, Plant & Equipment

Upon first time adoption of Ind AS, the Company has elected to measure all its property, plant & equipment, at the Previous Indian GAAP's carrying amount as its deemed cost on the date of transition to Ind AS i.e. April 1, 2016.

Property, Plant & Equipment are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are added to the existing asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation on property, plant & equipment is provided on straight line method over the estimated useful life of the Property, Plant and Equipment, in the manner prescribed in Schedule II of the Companies Act, 2013. The asset's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required. The useful lives in the following cases are different from those prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed / estimated by the Company (No. of Years)
Building	60	59
Office Equipment	5	20
Electrical Fittings	10	20

Based on usage pattern and internal assessment, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

## **2.3 Financial Instruments**

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

### **(i) Financial Assets**

#### **(a) Initial recognition and measurement**

At initial recognition, all financial assets are recognized at its fair value plus, in the case of a financial asset not carried at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### **(b) Classification and subsequent measurement**

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- a. Financial assets measured at amortized cost;
- b. Financial assets measured at fair value through other comprehensive income (FVTOCI); and
- c. Financial assets measured at fair value through profit and loss (FVTPL)

Where financial assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit and loss), or recognized in other comprehensive income (i.e. fair value through Other Comprehensive Income).

The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

#### **(1) Financial assets measured at amortized cost:**

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

- **Business Model Test:**

The objective of the business model is to hold financial asset in order to collect contractual cash flows (rather than to sell the asset prior to its financial maturity to realize its fair value changes); and

- **Cash Flow Characteristics Test:**

Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.



This category is most relevant to the Company. After initial measurement, such financial asset are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in interest income is the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit or loss. This category generally applies to deposits with banks, security deposits and cash and cash equivalents etc.

(2) Financial instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI):

A financial instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- Business Model Test: The objective of the business model is achieved by both collecting contractual cash flows and selling financial assets; and
- Cash Flow Characteristics Test: The Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on principal amount outstanding.

Financial instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value. Fair value movements are recognized in Other Comprehensive Income (OCI) except for the recognition of interest income, impairment gains and losses and foreign exchange gain and losses which are recognized in the Statement of Profit and Loss. The Company as at the Balance Sheet date is not having any such instruments.

(3) Financial instruments measured at Fair Value Through Profit and Loss (FVTPL)

Fair Value through Profit and Loss is a residual category. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or fair value through other comprehensive income is classified as FVTPL. Financial instruments included in FVTPL category are measured initially as well as at each reporting period at fair value. Fair value movements i.e. gain or loss and interest income are recorded in Statement of Comprehensive Income. This category generally applies to investments in mutual funds.

**(c) Impairment of financial assets**

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial Assets measured at amortized cost;
- Financial Assets measured at FVTOCI.

Expected credit losses are measured through a loss allowance at an amount equal to:

- the 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible defaults events over the life of the financial instrument).



The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Financial assets that are debt instruments, and are measured at amortized cost i.e. deposits with banks and security deposits etc.
- Financial assets that are debt instruments, and are measured at FVTOCI, The Company as at the Balance Sheet date is not having any such instruments.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months (Expected Credit Loss) ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on timely basis.

#### **(d) Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's Balance Sheet) when:

- a. The rights to receive cash flows from the asset have been expired/transferred, or
- b. The Company retains the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has substantially transferred all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. When the Company has not transferred substantially all the risks and rewards of ownership of a financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. When the entity retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

#### **(ii) Financial Liabilities**

##### **Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, borrowings, security deposits and other payables.

##### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:





### **Financial Liabilities at Fair Value through Profit or Loss (FVTPL)**

Financial liabilities at FVTPL 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.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such 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 Other Comprehensive Income. These gains/ loss are not subsequently transferred to 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 comprehensive income. The Company has not designated any financial liability as at fair value through profit and loss.

### **Other financial liabilities**

Other financial liabilities are obligations incurred by the Company towards availing the services that have been acquired or availed in the ordinary course of business. Other financial liabilities are classified under current liabilities, if payment is due within 12 months as at Balance Sheet date, if not, they are classified under non-current liabilities. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

### **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.

### **(iii) 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 recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **2.4 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

## **2.5 Impairment of Non-Financial Assets**

The Company assesses, at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous period/s. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying value of an asset exceeds its recoverable amount.



The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

## **2.6 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## **2.7 Revenue Recognition**

- a) Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.
- b) Interest income is recognized on time proportion basis taking into account the amount outstanding and applicable interest rates.
- c) Dividend income on investments is recognized when the right to receive dividend is established.
- d) Other income/revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and it can be reliably measured.

## **2.8 Operating leases**

Operating leases where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term are classified as operating leases. Operating lease rentals are recognized as an expense in the statement of profit and loss on straight line basis over the lease term, unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor in expected inflationary cost increase.



## 2.9 Taxation

Tax expense for the year comprises of Current Tax and Deferred Tax.

### a. Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

### b. Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

## 2.10 Earnings per Share:

Basic earnings per share is calculated by dividing net profit of the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## 2.11 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new/amendment to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after April 01, 2019:

### Standards not yet effective

Ind AS 116: Leases and relevant amendments -

### Effective Date

April 01, 2019

The Company is evaluating the impact of above standard/amendment on its financial statements.



Notes to the Financial Statements for the Year ended 31st March, 2019

NOTE-3 - PROPERTY, PLANT AND EQUIPMENT (As at 31st March, 2019)

NOTE-3 - PROPERTY, PLANT AND EQUIPMENT (As at 31st March, 2019)										(Rs. In Hundreds)	
Description	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2018	Additions during the year	Sales/disposal/transfers during the year	As at 31.03.2019	As at 01.04.2018	For the year	Sales/disposal/ transfers during the year	As at 31.03.2019	As at 31.03.2018		
Tangible Assets											
Buildings	14,268	-	11,008	3,260	710	230	733	207	13,558		
Office equipment	510	-	-	510	461	22	-	483	49		
Electrical Equipments	22	-	-	22	18	4	-	22	4		
Total	14,800	-	11,008	3,792	1,189	256	733	712	13,611		

PROPERTY, PLANT AND EQUIPMENT (As at 31st March, 2018)

PROPERTY, PLANT AND EQUIPMENT (As at 31st March, 2018)										(Rs. In Hundreds)	
Description	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2017	Additions during the year	Sales/disposal/transfers during the year	As at 31.03.2018	As at 01.04.2017	For the year	Sales/disposal/ transfers during the year	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017	
Tangible Assets											
Buildings	14,268	-	-	14,268	355	355	-	710	13,558	13,913	
Office equipment	510	-	-	510	346	115	-	461	49	164	
Electrical fittings	22	-	-	22	9	9	-	18	4	13	
Total	14,800	-	-	14,800	710	479	-	1,189	13,611	14,090	

3.1 Refer 'Para- 2.2' of Significant Accounting Policies' for depreciation on property, plant and equipment.



## Notes to the Financial Statements for the Year ended 31st March, 2019

(Rs. in Hundreds)

### NOTE-4 LOANS

(Unsecured, considered good)

Security deposits

**TOTAL**

As at 31st March, 2019

As at 31st March, 2018

1,030

1,030

1,030

1,030

### NOTE-5 NON CURRENT TAX ASSETS (NET)

Advance income tax (Net of provisions)

**TOTAL**

As at 31st March, 2019

As at 31st March, 2018

-

10

-

10

### NOTE-6 INVESTMENTS

In Mutual Funds - fully paid up - Quoted

Carried at fair value through profit and loss

Aditya Birla Sun Life Saving Fund - Growth - Direct Plan

**TOTAL**

Aggregate amount of Quoted Investments

Market value of Quoted Investments

As at 31st March, 2019

As at 31st March, 2018

Nos.

Amount

Nos.

Amount

19,022

70,717

-

-

70,717

-

70,717

70,717

### NOTE-7 CASH AND CASH EQUIVALENTS

Balances with banks - Current Accounts

Cash on hand

As at 31st March, 2019

As at 31st March, 2018

7,432

4,152

53

7,485

59

4,211

7,485

4,211

7.1 There are no restriction with regard to cash and cash equivalents as at the end of reporting period and prior periods.

### NOTE-8 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Deposits with banks having original maturity of more than 3 months but less than 12 months

**TOTAL**

As at 31st March, 2019

As at 31st March, 2018

88,500

96,647

88,500

96,647

### NOTE-9 OTHER CURRENT FINANCIAL ASSETS

Interest accrued but not due on deposits with banks

**TOTAL**

As at 31st March, 2019

As at 31st March, 2018

4,803

4,698

4,803

4,698

### NOTE-10 OTHER CURRENT ASSETS

(Unsecured, considered good)

Advance to vendor

Balances with Statutory/Government authorities - GST

**TOTAL**

As at 31st March, 2019

As at 31st March, 2018

600

600

-

173

600

773





## Notes to the Financial Statements for the Year ended 31st March, 2019

(Rs. in Hundreds)

### NOTE-11 EQUITY SHARE CAPITAL

#### Authorised:

Equity Shares of Rs. 10/- each

#### Issued, Subscribed and Fully Paid up:

Equity Shares of Rs. 10/- each

As at 31st March, 2019		As at 31st March, 2018	
No.	Amount	No.	Amount
100,000	10,000	100,000	10,000
10,500	1,050	10,500	1,050

#### 11.1 Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation, the equity Shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

#### 11.2 Reconciliation of the number of shares outstanding:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Nos.	Rs. In Hundreds	Nos.	Rs. In Hundreds
At the beginning of the year	10,500	1,050	10,500	1,050
At the end of the year	10,500	1,050	10,500	1,050

#### 11.3 Details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	% held	No. of Shares	% held
Sheela Foam Ltd.	10,499	99.99%	10,499	99.99%
Rahul Gautam (Nominee of Sheela Foam Ltd.)	1	0.01%	1	0.01%



# Notes to the Financial Statements for the Year ended 31st March, 2019

(Rs. in Hundreds)

## NOTE-12 OTHER EQUITY

	As at 31st March, 2019	As at 31st March, 2018
Retained Earnings		
As per last account	117,223	110,229
Add : Profit for the year	48,372	6,994
<b>TOTAL</b>	<b>165,595</b>	<b>117,223</b>

### 12.1 Nature and purpose of reserves

(a) Retained Earnings: The profit/loss earned till date, less any transfers to general reserve, dividends or other distribution paid to shareholders, if any.

## NOTE-13 INCOME TAXES

### A. Tax expense in the statement of profit and loss comprises:

Income Tax		
Current income tax charge	24,495	2,350
Adjustment of tax relating to earlier years	-	9
Deferred Tax		
Relating to origination and reversal of temporary differences	(595)	(115)
<b>Total tax expense reported in the statement of profit or loss</b>	<b>23,900</b>	<b>2,244</b>

### B. Reconciliation of tax liability on book profit vis-à-vis actual tax liability

Accounting Profit before income tax	72,272	9,238
Applicable Tax Rate	26.00%	25.75%
Computed Tax Expense	18,791	2,379
<b>Tax related adjustments</b>		
Additional tax as per income tax	5,594	-
Tax related to earlier year	-	9
Income not considered for tax purpose	(796)	(154)
Expenses not considered for tax purpose	311	11
<b>Income tax expense charged to the statement of profit or loss</b>	<b>23,900</b>	<b>2,244</b>
Effective tax rate	33.07%	24.30%

### C. Deferred Tax Liabilities comprises:

	As at 31st March, 2019	For the year 2018-19	As at 31st March, 2018
Deferred Tax Liabilities:			
- Depreciation	749	(762)	1,511
- Fair value gain on investments	167	167	-
<b>Total Deferred Tax Liabilities</b>	<b>916</b>	<b>(595)</b>	<b>1,511</b>

## NOTE-14 OTHER CURRENT FINANCIAL LIABILITIES

	As at 31st March, 2019	As at 31st March, 2018
Other liabilities (Refer note 14.1)	1,620	920
<b>TOTAL</b>	<b>1,620</b>	<b>920</b>

14.1 Other Liabilities comprise of expense payables, creditors for expenses etc.

14.2 There is no amount due and outstanding to be credited to Investors Education & Protection Fund.

## NOTE-15 CURRENT TAX LIABILITIES

	As at 31st March, 2019	As at 31st March, 2018
Provision for income tax (Net of advance tax)	6,914	-
<b>TOTAL</b>	<b>6,914</b>	<b>-</b>

## NOTE-16 OTHER CURRENT LIABILITIES

	As at 31st March, 2019	As at 31st March, 2018
Statutory liabilities	121	276
<b>TOTAL</b>	<b>121</b>	<b>276</b>



## Notes to the Financial Statements for the Year ended 31st March, 2019

(Rs. in Hundreds)

### NOTE-17 REVENUE FROM OPERATIONS

	Year ended 31st March, 2019	Year ended 31st March, 2018
Royalty received	10,000	10,000
<b>TOTAL</b>	<b>10,000</b>	<b>10,000</b>

### NOTE-18 OTHER INCOME

	Year ended 31st March, 2019	Year ended 31st March, 2018
Rent	510	600
Interest income:		
- Bank deposits	8,418	6,601
- Income tax	-	26
Profit on sale of Property	62,626	-
Fair value gain on Investments	644	-
Profit on sale of investments	74	-
Other miscellaneous income	-	226
<b>TOTAL</b>	<b>72,272</b>	<b>7,453</b>

### NOTE-19 OTHER EXPENSES

	Year ended 31st March, 2019	Year ended 31st March, 2018
Rent	180	180
Rates & Taxes	28	336
Legal & Professional fees	8,563	6,128
Travelling and Conveyance	-	15
Printing and Stationery	-	15
Telephone & Communication	659	717
Payment to Auditors:		
- Audit Fees	275	275
Miscellaneous expenses	39	70
<b>TOTAL</b>	<b>9,744</b>	<b>7,736</b>



## **SLEEPWELL ENTERPRISES PRIVATE LIMITED**

### **NOTE 20: OTHER NOTES TO ACCOUNTS**

1. The Company has taken various properties under cancellable operating leases. The lease agreements are normally renewed on expiry. There are no restrictions placed upon the Company by entering into these leases and there are no subleases. Lease payments amounting to Rs. 180 Hundreds (Previous year: Rs. 180 Hundreds) are included in 'Rent' under Note-19.

2. **Related Party Disclosures (IND AS-24):**

**A. List of Related Parties and relationships**

- (a) **Holding Company :**  
- Sheela Foam Limited
- (b) **Key Management Personnel (KMP) :**  
- Mr. Rahul Gautam (Director)  
- Mr. Tushaar Gautam (Director)

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

**B. Transactions with related parties:**

(Rs. in Hundreds)

Transactions	Holding Company
<b>Transactions during the year:</b>	
a. Royalty received	10,000
	(10,000)
b. Rent paid	180
	(180)

Note : (Figures in bracket are for the year ended March 31, 2018)

3. The provision of Employees Provident Fund Act, Employees State Insurance Act, Payment of Bonus Act, Gratuity Act, 1972 etc. are not applicable to the Company as there are no employees in the Company during the year.
4. The Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid at the yearend together with interest paid/payable as required under the said Act have not been given.
5. The Company is a Small and Medium Sized Company (SMC) as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly, the Company has complied with the Indian Accounting Standards as applicable to a Small and Medium Sized Company.



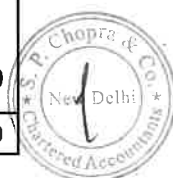
6. **Earnings per Share:**

Particulars	Current Year	Previous Year
Net Profit as per Statement of Profit and Loss – (Rs. in Hundreds)	48,372	6,994
Basic/Diluted weighted average number of equity shares outstanding during the year	10,500	10,500
Nominal value of Equity Share (Rs.)	10	10
Basic/Diluted Earnings per Share (Rs.)	460.69	66.61

7. **Fair Value Measurements**

The carrying amounts and fair values of the financial instruments by class are as follows:

Particulars	Carrying amount/Fair value	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Financial assets</b>		
<b><u>Carrying amounts/fair value:</u></b>		
<b><u>a) Measured at fair value through profit and loss</u></b>		
<b>Current assets</b>		
- Investments	70,717	--
<b><u>b) Measured at amortised cost</u></b>		
<b>Non-current assets</b>		
- Loans	1,030	1,030
<b>Current assets</b>		
- Cash and cash equivalents	7,485	4,211
- Bank balance other than Cash and Cash equivalents	88,500	96,647
- Other current financial assets	4,803	4,698
<b>Total</b>	<b>1,72,535</b>	<b>1,06,586</b>
<b>Financial liabilities</b>		
<b><u>Carrying amounts/fair value:</u></b>		
<b><u>a) Measured at amortised cost</u></b>		
<b>Current liabilities</b>		
- Other current financial liabilities	1,620	920
<b>Total</b>	<b>1,620</b>	<b>920</b>





The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, other financial assets and liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.

### **Fair value hierarchy**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

**Disclosures of fair value measurement hierarchy for financial instruments are given below:**

Particulars	As at 31 <sup>st</sup> March, 2019			As at 31 <sup>st</sup> March, 2018		
	L-1	L-2	L-3	L-1	L-2	L-3
<b>Financial assets</b>						
<b><u>Carrying amounts/fair value:</u></b>						
<b>a) <u>Measured at fair value through profit and loss</u></b>						
<b>Current assets</b>						
- Investments	70,717	--	--	--	--	--
<b>b) <u>Measured at amortised cost</u></b>						
<b>Non-current assets</b>						
- Loans	--	--	1,030	--	--	1,030
<b>Current assets</b>						
- Cash and cash equivalents	--	--	7,485	--	--	4,211
- Bank balance other than cash and cash equivalents	--	--	88,500	--	--	96,647
- Other current financial assets	--	--	4,803	--	--	4,698
<b>Total</b>	<b>70,717</b>	<b>--</b>	<b>1,01,818</b>	<b>--</b>	<b>--</b>	<b>1,06,586</b>
<b>Financial liabilities</b>						
<b><u>Carrying amounts/fair value:</u></b>						
<b>a) <u>Measured at amortised cost</u></b>						
<b>Current liabilities</b>						
- Other current financial liabilities	--	--	1,620	--	--	920
<b>Total</b>	<b>--</b>	<b>--</b>	<b>1,620</b>	<b>--</b>	<b>--</b>	<b>920</b>



## 8.1 **Capital Management**

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

## 8.2 **Financial risk management objectives and policies**

The Company's principal financial liabilities, comprise of security deposits and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, cash and cash equivalents and other bank balances that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is not substantial exposed to any of the risk such as market risk, credit risk and liquidity risk, as all the transactions of the Company are with controlled entities and Company has sufficient liquidity to pay-off its liabilities and the Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

The management reviews and agrees policies for managing each of these risks regularly.



9. Previous year figures have been regrouped / reclassified wherever it considered necessary.

**Signature to Notes 1 to 20 of the Financial Statements.**

**For and on behalf of the Board of Directors**



**(Rahul Gautam)**

Director

DIN-00192999



**(Tushar Gautam)**

Director

DIN-01646487

**For S.P. Chopra & Co.**

Chartered Accountants

Firm Registration No. 000346N



**(Pawan K. Gupta)**

Partner

Membership No. 092529

Place: New Delhi

Date: 04.05.2019