



# MOREPEN



**Date: 10/02/2026**

To,

**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai- 400 051  
**Symbol: MOREPENLAB**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
**Scrip Code: 500288**

**Subject: Monitoring Agency Report for the quarter ended 31<sup>st</sup> December 2025**

Dear Sir/ Madam,

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 173A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed herewith the Monitoring Agency Report dated 10<sup>th</sup> February 2026 for the quarter ended 31<sup>st</sup> December 2025, issued by Care Ratings Limited, the Monitoring Agency appointed to monitor utilization of proceeds of the qualified institutions placement issue.

Kindly take aforesaid on record.

Thanking you,

Yours faithfully,

**For Morepen Laboratories Limited**

**Vipul Kumar Srivastava**  
**Company Secretary**  
**F-12148**

**Encl.: a/a.**

## **Morepen Laboratories Limited**

CIN NO. L24231 HP1984PLC006028

**Corp. Off.:** 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar-III, Sector-20, Gurugram, Haryana-122016, INDIA  
TEL.: +91 124 4892000, E-mail: corporate@morepen.com, Website: www.morepen.com

**Regd. Off.:** Morepen Village, Malkumajra, Nalagarh Road, Baddi, Distt. Solan (H.P.) -173205, INDIA  
Tel.: +91 1795 266401-03, 244590, Fax: +91 1795 244591, E-mail: plants@morepen.com

**No. CARE/NRO/GEN/2025-26/1179**

**The Board of Directors  
Morepen Laboratories Limited**

Morepen Village, Nalagarh Road, Near Baddi, Distt. Solan  
Himanchal Pradesh-173205

February 10, 2026

Dear Sir/Ma'am,

**Monitoring Agency Report for the quarter ended December 31, 2025 - in relation to the QIP of  
Morepen Laboratories Limited ("the Company")**

We write in our capacity of Monitoring Agency for the QIP Issue for the amount aggregating to Rs. 200.00 crore of the Company and refer to our duties cast under 173A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended December 31, 2025, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated August 01, 2024.

Request you to kindly take the same on records.

Thanking you,  
Yours faithfully,

*Sandeep Aggarwal*

**Sandeep Aggarwal**

Associate Director

[Sandeep.aggarwal@careedge.in](mailto:Sandeep.aggarwal@careedge.in)

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CARE Ratings Limited

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**Report of the Monitoring Agency**

Name of the issuer: Morepen Laboratories Limited

For quarter ended: December 31, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not Applicable

**Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

*Sandeep Agg*

Signature:

Name and designation of the Authorized Signatory: Sandeep Aggarwal

Designation of Authorized person/Signing Authority: Associate Director

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**1) Issuer Details:**

Name of the issuer : Morepen Laboratories Limited  
 Name of the promoter : Sushil Suri  
 Industry/sector to which it belongs : Pharmaceuticals

**2) Issue Details**

Issue Period : 01/08/2024 to 05/08/2024  
 Type of issue (public/rights) : QIP  
 Type of specified securities : Equity  
 IPO Grading, if any : -  
 Issue size (in crore) : Rs. 200.00 crore

**3) Details of the arrangement made to ensure the monitoring of issue proceeds:**

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management Certificate, CA Certificate*, Offer document, Bank Statements	The issue proceeds of the QIP have been utilised in accordance with the objects given as per offer document, as supported by the management and CA certificate. However, during Q3FY26, owing to the company's operations across multiple plant and office locations, Rs.3.68 crore was transferred from the monitoring account to its various current accounts to facilitate local disbursements. While we have reviewed the bank statements, the commingling of funds has restricted our ability to directly ascertain the end-use of the issue proceeds. Accordingly, we rely on management representation and the CA certificate.	No comments received
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	No Material Deviation	CA Certificate*, Bank Statements	Not Applicable	No comments received

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Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether the means of finance for the disclosed objects of the issue have changed?	No	CA Certificate*	Not Applicable	No comments received
Is there any major deviation observed over the earlier monitoring agency reports?	No	CA Certificate*, Bank Statements	No, there is no major deviation observed from the last monitoring agency report	No comments received
Whether all Government/statutory approvals related to the object(s) have been obtained?	No	CA Certificate*	As per CA certificate, same is not required as per objects of issue	No comments received
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	No	CA Certificate*	As per CA certificate, same is not required as per objects of issue	No comments received
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	BSE/NSE website, Google check, CA Certificate*	Not Applicable	No comments received
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	BSE/NSE website, Google check, Management Certificate	<p>Profitability has declined consistently over the past four quarters, primarily due to margin compression in the API segment, which accounts for the largest share of revenue. This decline is driven by falling realisations and escalating costs.</p> <p>The company received a show cause notice (SCN) dated December 2, 2025, from the office of the Commissioner, Central GST &amp; Central Excise Commissionerate, Shimla, alleging an erroneous GST refund amounting to Rs.117.94 crore for the period from FY2021 to FY2024. However, the company has been granted a stay on the operation of the SCN by the High Court of Himachal Pradesh. While the company has obtained interim legal relief, the matter remains sub judice, and any adverse outcome could have implications on the company's financial position and cash flows.</p>	No comments received

\* CA Certificate from Virendra K Jain & Associates dated January 29, 2026.

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#Where material deviation may be defined to mean:

- a) Deviation in the objects or purposes for which the funds have been raised
- b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

**4) Details of objects to be monitored:**

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of -firm arrangements made
1	Modernisation and expansion of manufacturing units located in Baddi and Masulkhana	CA Certificate*, Placement document	122.79	122.79	NA	No comments received	No comments received	No comments received
2	Funding of Working Capital requirements of the company	CA Certificate*, Placement document	64.36	66.29	^As per QIP committee resolution	No comments received	No comments received	No comments received
<b>Total</b>			<b>187.15</b>	<b>189.08</b>				

\*CA Certificate from Virendra K Jain & Associates dated January 29, 2026.

^The usage of funds for working capital have increased from existing Rs. 64.36 crore as mentioned in the offer document, to Rs. 66.29 crore, i.e. increased by Rs. 1.93 crore resulting from the reduced issue related expenses. This increase in 'funding of working capital', was driven by actual issue-related expenses being lower than anticipated, with actual expenses amounting to Rs. 10.92 crore, compared to the Rs. 12.85 crore originally projected in the offer document. The same has been approved by the QIP committee resolution (QIP Resolution Dated April 22, 2025) of the company.

As per the offer document "Our Board retains the right to change the above schedule of implementation and deployment of Net Proceeds, including the manner, method, and timing of deployment of the Net Proceeds, in case of change in our business requirements and other commercial considerations, subject to compliance with the applicable laws." Accordingly, board of the company had constituted QIP committee of specified directors for the same.

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(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Modernisation and expansion of manufacturing units located in Baddi and Masulkhana	CA Certificate*, Bank Statement	122.79	87.77	13.59	101.36	21.43	During Q3FY26, the company incurred expenditure of Rs.13.59 crore towards modernization and expansion activities, of which Rs.9.91 crore was directly utilized from the monitoring account. However, owing to the company's operations across multiple plant and office locations, Rs.3.68 crore was transferred from the monitoring account to its various current accounts to facilitate local disbursements. While we have reviewed the bank statements, the commingling of funds has restricted our ability to directly ascertain the end-use of the issue proceeds. Accordingly, we rely on management representation and the CA certificate.	No comments received	No comments received
2	Funding of Working Capital requirements of the company	CA Certificate*, Bank Statement	66.29	66.29	-	66.29	-	Nil utilisation in Q3FY26, since the entire amount was utilised in Q1 FY26.	No comments received	No comments received
<b>Total</b>			<b>189.08</b>	<b>154.06</b>	<b>13.59</b>	<b>167.65</b>	<b>21.43</b>			

\*CA Certificate from Virendra K Jain & Associates dated January 29, 2026.

Note - The usage of funds for working capital have increased from Rs. 64.36 crore as mentioned in the offer document, to Rs. 66.29 crore, i.e. increased by Rs. 1.93 crore resulting from the reduced issue related expenses. This increase in 'funding of working capital', was driven by actual issue-related expenses being lower than anticipated, with actual expenses amounting to Rs. 10.92 crore, compared to the Rs. 12.85 crore originally projected in the offer document. The same has been approved by the QIP committee resolution (QIP Resolution Dated April 22, 2025) of the company.

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(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested*	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
1	Debt Mutual Funds -ICICI Pru Money Market-G	16.03	On Demand	1.17	-	17.20
2	Debt Mutual Funds -Kotak Money Market Reg-G	10.78	On Demand	0.83	-	11.61
3	Balance in Monitoring Account of 'Morepen Laboratories Limited' with Kotak Mahindra bank (Account No. 2805197200)	0.25	-	-	-	0.25
	Less: interests earned, and capital gains realized from the investments	5.63		-		-
	<b>Total</b>	<b>21.43</b>		<b>2.00</b>	<b>-</b>	<b>29.06</b>

\*CA Certificate from Virendra K Jain & Associates dated January 29, 2026.

As per the offer document, the company will have flexibility in deploying the Net Proceeds received by it from the Issue in accordance with applicable laws. Pending utilisation for the issue objects, it may temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks.

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(iv) Delay in implementation of the object(s) –

Objects	Completion Date		Delay (no. of days / months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Modernisation and expansion of manufacturing units located in Baddi and Masulkhana	March 31, 2026 (for Rs.33.97 crore)	Ongoing	Not applicable	No comments received	No comments received
	March 31, 2025 (for Rs. 88.83 crores)	Completed in Q3FY26	*As per the offer document, Rs.88.83 crore was scheduled to be utilized by FY25; however, only Rs.49.41 crore was actually utilised till FY25. The timeline for utilisation was extended to March 31, 2026, through a resolution passed by the QIP committee. Hence, no delay.	No comments received	No comments received
Funding of Working Capital requirements of the company	March 31,2025 (for Rs.64.36 crore)	Completed	No delay	No comments received	No comments received
	No timeline defined (for Rs.1.93 crore)^	Completed	No delay	No comments received	No comments received

Based on QIP Committee Resolution dated April 22, 2025, timelines for utilisation of objects revised for both the objects.

\*As per the offer document, Rs.88.83 crore was to be utilised by FY25. However, due to ongoing civil and infrastructure work for modernization and expansion, Rs.49.41 crore was utilised by FY25, with the balance to be used in FY26 as per the QIP Committee resolution dated April 22, 2025.

^On account of reduced issue related expenses, the total net proceeds have been increased by Rs.1.93 crore and are to be utilised for the working capital purposes. As a result, funds allocated for working capital have been increased from Rs.64.36 crores to Rs.66.29 crores, which were fully utilised in Q1FY26. The same has been approved under the QIP committee resolution (QIP Resolution Dated April 22, 2025) of the company.

**5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:**

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	<b>Total</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable

^There is no object related to GCP in the offer document.

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**Disclaimers to MA report:**

- a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as "**Monitoring Agency/MA**"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like peer reviewed audit firm appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from peer reviewed audit firm (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.
- e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.

