

Glenmark Pharmaceuticals FZE

Dubai, United Arab Emirates.

Auditor's Report and Financial Statements

For the year ended March 31, 2021

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Auditor's Report and Financial Statements
For the year ended March 31, 2021

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INDEPENDENT AUDITOR'S REPORT

**M/s. Glenmark Pharmaceuticals FZE
Dubai-United Arab Emirates**

Report on the audit of the financial statements:

Opinion:

We have audited the financial statements of M/s. Glenmark Pharmaceuticals FZE, Dubai -United Arab Emirates ("the Entity"), which comprise the statement of financial position as at March 31, 2021, the statement of other comprehensive income, statement of changes in shareholder's equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at March 31, 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 Entity in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the other ethical requirements that are relevant to our audit of the Entity's financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities requirements in accordance with these requirements and IESBA code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the management for the financial statements:

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, applicable laws and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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



INDEPENDENT AUDITOR'S REPORT (Continued)

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 ISAs 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 ISAs, 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 risk, 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 the 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, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- 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 evidenced obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity'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 Entity 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.



INDEPENDENT AUDITOR'S REPORT (Continued)

Auditor's responsibilities for the audit of the financial statements (Continued):

- Obtain sufficient appropriate audit evidence regarding the financial information of the Entity and business activities within the Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Entity audit. We remain solely responsible for our audit opinion.

We communicate with management 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.

Report on other legal and regulatory requirements

We further confirm that we have obtained all information and explanations necessary for our audit and that proper financial records have been maintained by the company in accordance with the Jebel Ali Free Zone Authority Decree No. 1 of 1985 (as amended). To the best of our knowledge and belief no violations of said regulations have occurred which would have had a material effect on the business of the company or on its financial position.

Axis Line International Auditors and Accountants

Sd/-

Ali Mohammed Khalifa Almuwaijei Alshamsi

Registration No. 642

Dubai-United Arab Emirates

May 05, 2021

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Statement of Financial Position as at March 31, 2021

	Notes	31-Mar-21 AED	31-Mar-20 AED
ASSETS			
Non-current assets			
Property, plant and equipment	3	31,850	67,235
Total non current assets		31,850	67,235
Current assets:			
Inventories	4	818,735	494,726
Trade receivables	5	2,082,913	2,046,843
Due from related parties	6	16,734,790	12,803,682
Deposits, prepayments and other receivables	7	560,102	636,071
Cash and cash equivalents	8	2,001,657	2,341,591
Total current assets		22,198,197	18,322,913
Total assets		22,230,047	18,390,148
EQUITY AND LIABILITIES			
Equity:			
Share capital	9	1,000,000	1,000,000
Retained earnings/(Accumulated losses)	10	17,766,890	14,948,504
Total equity		18,766,890	15,948,504
Non-current liabilities:			
Total non-current liabilities		-	-
Current liabilities:			
Trade payables	11	1,338,361	650,175
Accruals and other payables	12	2,124,796	1,791,469
Total current liabilities		3,463,157	2,441,644
Total liabilities		3,463,157	2,441,644
Total equity and liabilities		22,230,047	18,390,148

The accompanying notes form an integral part of these financial statements.

These financial statements were approved and authorised for issue on May 05, 2021 and signed on behalf of the Entity by:

Sd/-

Director
Glenmark Pharmaceuticals FZE

Sd/-

Director
Glenmark Pharmaceuticals FZE

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Statement of Comprehensive Income for the year ended March 31, 2021

	Notes	2020-21 AED	2019-20 AED
Revenue	13	5,334,978	4,717,662
Cost of sales	14	(2,342,440)	(2,616,589)
Gross profit		2,992,538	2,101,073
Other income	15	11,014,137	12,821,605
Administrative, selling and other expenses	16	(11,137,707)	(12,840,687)
Depreciation	3	(35,385)	(37,491)
Profit for the year		2,833,583	2,044,500
<i>Other comprehensive income</i>			
Remeasurement of net defined benefits plans		(15,197)	(20,649)
Total comprehensive income for the year		2,818,386	2,023,851

The accompanying notes form an integral part of these financial statements.

These financial statements were approved and authorised for issue on May 05, 2021 and signed on behalf of the Entity by:

Sd/-

Director
Glenmark Pharmaceuticals FZE

Sd/-

Director
Glenmark Pharmaceuticals FZE

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Statement of Changes in Shareholder's Equity for the year ended March 31, 2021

	Share capital	Retained earnings / (Accumulated losses)	Total equity
	AED	AED	AED
Balance as at April 01, 2019	1,000,000	12,924,653	13,924,653
Total comprehensive income for the year	-	2,023,851	2,023,851
Balance as at March 31, 2020	1,000,000	14,948,504	15,948,504
Total comprehensive income for the year	-	2,818,386	2,818,386
Balance as at March 31, 2021	1,000,000	17,766,890	18,766,890

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Statement of Cash Flows for the year ended March 31, 2021

	2020-21	2019-20
	AED	AED
OPERATING ACTIVITIES:		
Total comprehensive income for the year	2,818,386	2,023,851
Adjustments for:		
Depreciation on property, plant and equipment	35,385	37,491
Cash flows from operating activities before working capital changes	2,853,771	2,061,342
(Increase) / decrease in inventories	(324,009)	445,946
(Increase) / decrease in trade receivables	(36,070)	343,150
(Increase) / decrease in due from related parties	(3,931,108)	(1,980,472)
(Increase) / decrease in deposits, prepayments and other receivables	75,969	(47,995)
Increase / (decrease) in trade payables	688,186	(678,048)
Increase / (decrease) in accruals and other payables	333,327	465,441
Net cash from operating activities	(339,934)	609,364
INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	-	(6,159)
Net cash (used in) investing activities	-	(6,159)
FINANCING ACTIVITIES:		
Net cash from/(used in) financing activities	-	-
Net increase in cash and cash equivalents	(339,934)	603,205
Cash and cash equivalents, beginning of the year	2,341,591	1,738,386
Cash and cash equivalents, end of the year	2,001,657	2,341,591
Cash and cash equivalents		
Cash in hand	59,057	77,674
Cash at banks	1,942,600	2,263,917
	2,001,657	2,341,591

1 Legal status and business activity:

- 1.1 **Glenmark Pharmaceuticals FZE, Dubai – United Arab Emirates** (“the Entity”) was incorporated as a Free Zone Establishment (Limited Liability) on November 19, 2008. The Entity operates in the United Arab Emirates under a trade license issued by the Jebel Ali Free Zone Authority, the Government of Dubai.
- 1.2 The main activity of the Entity as per trade license is trading in medical herbs, health food, baby care requisites, beauty and personal care requisites and medicines.
- 1.3 The registered office of the Entity is located at office No. LB12009, Jebel Ali, Dubai, United Arab Emirates.
- 1.4 These financial statements incorporate the operating results of the Entity with trading license no. 112327 issued by Jebel Ali Free Zone Authority and its branch “Glenmark Pharmaceuticals FZE Rep. Office” with commercial license no. 819029 issued by Department of Economic Development, Dubai-UAE.

2 Summary of significant accounting policies:

Basis of preparation:

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), interpretations issued by International Financial Reporting Interpretations Committee (IFRIC), and applicable requirements of the U.A.E. Law. A summary of the significant accounting policies, which have been applied consistently, are set out below:

a) Accounting convention

These financial statements have been prepared under historical cost convention basis.

b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and identified impairment loss, if any. The costs comprise of purchase price, levies, duties and any directly attributable costs of bringing the asset to its working condition. The cost of property, plant and equipment is depreciated using the straight-line method over their estimated useful economic lives as follows:

	<u>Years</u>
Furniture and fixtures	3-5
Office equipment	3
Computer & software	3

c) Impairment of assets

Property, plant and equipment are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the statement of comprehensive income.

2 Summary of significant accounting policies (continued):

d) Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers goods or renders service to a customer.

Revenue is recognised in accordance with that core principle by applying a 5-step model as shown below;

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/ as performance obligation(s) are satisfied.

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

The consideration expected by the Company may include fixed or variable amounts which can be impacted by sales returns, discounts and rebates.

Revenue for the sale of goods is recognized when control of the asset is transferred to the buyer and only when it is highly probable that a significant reversal of revenue will not occur when uncertainties related to a variable consideration are resolved.

Revenue for service income is recognised when the services have been rendered, and there is no unfulfilled obligation that could affect the customer's acceptance of the services.

2 Summary of significant accounting policies (continued):

d) Revenue recognition (continued):

Transfer of control varies depending on the individual terms of the contract of sale. Revenue from transactions that have distinct goods or services are accounted for separately based on their stand-alone selling prices. Revenue is recorded net of value added tax (VAT). A variable consideration is recognised to the extent it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

For sales where right of return exists during a defined period, revenue recognition is determined based on the historical pattern of actual returns, or in cases where such information is not available, revenue recognition is postponed until the return period has lapsed.

e) Financial expenses

Financial expenses are accounted in the statement of comprehensive income in the year in which they are incurred.

f) Provisions

Provisions are recognised when the Entity has a present obligation as a result of a past event, which it is probable, will result in an outflow of economic benefits that can be reasonably estimated.

g) Financial instruments

Financial instruments comprise financial assets and financial liabilities. Financial assets and financial liabilities are recognised on the entity's statement of financial position when the entity has become a party to the contractual provisions of the instrument. A financial asset is any asset that is cash, a contractual right to receive cash or other financial asset, a contractual right to exchange financial instruments under conditions that are potentially favourable or an equity instrument. A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset, or to exchange financial instruments under conditions that are potentially unfavourable.

Trade receivables

Revenue made on credit are included in trade receivables at the statement of financial position date, and reduced by appropriate allowances for estimated doubtful amounts. Bad debts are written off as they arise.

2 Summary of significant accounting policies (continued):

g) Financial instruments (continued)

Trade payables

Trade payables are stated at their nominal value.

h) Foreign currencies

Transactions denominated in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are translated at the rates prevailing on the financial statement date. Gains and losses arising are included in the statement of comprehensive income. Non-monetary items that are measured in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

i) Inventories

Inventories are stated at the lower of cost and net realisable value using weighted average method. Costs comprise direct materials and, where applicable, direct labour costs and the overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to disposal.

j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash in hand, balance with bank and deposits with banks, within a maturity date of three months or less from the date of deposit, free of encumbrances.

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Notes to the Financial Statements for the year ended March 31, 2021

3 Property, plant and equipment

	Computer & Softwares AED	Furniture & Fixture AED	Office Equipment AED	Total AED
Cost				
As at April 01, 2019	2,000	167,922	88,213	258,135
Additions during the year	-	-	6,159	6,159
As at March 31, 2020	2,000	167,922	94,372	264,294
Additions during the year	-	-	-	-
Disposals during the year	-	(65,000)	(32,431)	(97,431)
As at March 31, 2021	2,000	102,922	61,941	166,863
Accumulated depreciation				
As at April 01, 2019	2,000	77,299	80,269	159,568
Charge for the year	-	31,071	6,420	37,491
As at March 31, 2020	2,000	108,370	86,689	197,059
Charge for the year	-	31,071	4,314	35,385
Eliminated on disposal during the year	-	(65,000)	(32,431)	(97,431)
As at March 31, 2021	2,000	74,441	58,572	135,013
Carrying value as at March 31, 2020	-	59,552	7,683	67,235
Carrying value as at March 31, 2021	-	28,481	3,369	31,850

Glenmark Pharmaceuticals FZE
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Notes to the Financial Statements for the year ended March 31, 2021

4 Inventories

	31-Mar-21	31-Mar-20
	AED	AED
Inventories	818,735	494,726
	818,735	494,726

5 Trade receivables

	31-Mar-21	31-Mar-20
	AED	AED
Trade debtors	2,796,405	2,046,843
Less: Allowance for doubtful debts	(713,492)	-
	2,082,913	2,046,843

6 Related party transactions

The Entity enters into transactions with other entities that fall within the definition of a related party as contained in IAS 24, Related party disclosures. Such transactions are in the normal course of business and at terms that correspond to those on normal arms-length transactions (except revenue related transactions) with third parties. Related parties comprise entities under common ownership and/or common management and control; their partners and key management personnel.

The Entity believes that the terms of such transactions are not significantly different from those that could have been obtained from third parties.

Due from related parties

	31-Mar-21	31-Mar-20
	AED	AED
Glenmark Pharmaceuticals Limited.	16,734,790	12,803,682
	16,734,790	12,803,682

Transactions with related parties

The nature of significant related party transactions and the amounts involved were as follows:

	31-Mar-21	31-Mar-20
	AED	AED
Revenue from marketing service fees charged to Glenmark Pharmaceuticals Limited (net)	10,927,832	12,790,579

Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Notes to the Financial Statements for the year ended March 31, 2021

7 Deposits, prepayments and other receivables

	31-Mar-21	31-Mar-20
	AED	AED
Prepayments and advances	153,064	305,643
Deposits	281,664	281,664
Duties and taxes	73,898	16,671
Advances to suppliers	51,476	32,093
	560,102	636,071

8 Cash and cash equivalents

	31-Mar-21	31-Mar-20
	AED	AED
Cash in hand	59,057	77,674
Cash at banks	1,942,600	2,263,917
	2,001,657	2,341,591

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Glenmark Pharmaceuticals FZE
Dubai, United Arab Emirates.

Notes to the Financial Statements for the year ended March 31, 2021

9 Share capital

Authorised, issued and paid up capital of the Entity is AED 1,000,000, constituted by one share of AED 1,000,000 held by Glenmark Pharmaceuticals Limited (a company incorporated in India).

The details of the shareholding as at reporting date are as follows:

Name of Shareholder	Percentage	No of shares	31-Mar-21 AED	31-Mar-20 AED
Glenmark Pharmaceuticals Limited, India	100%	1	1,000,000	1,000,000
	100%	1	1,000,000	1,000,000

10 Retained earnings/(Accumulated losses)

	31-Mar-21 AED	31-Mar-20 AED
Balance at the beginning of the year	14,948,504	12,924,653
Total comprehensive income for the year	2,818,386	2,023,851
Balance at the end of the year	17,766,890	14,948,504

11 Trade payables

	31-Mar-21 AED	31-Mar-20 AED
Trade creditors	1,338,361	650,175
	1,338,361	650,175

12 Accruals and other payables

	31-Mar-21 AED	31-Mar-20 AED
Accruals and other payables	1,196,830	881,482
Professional fees payables	189,096	240,435
Gratuity	369,671	368,940
Leave encashment	369,199	300,612
	2,124,796	1,791,469

Amounts required to cover end of service indemnity at the statement of financial position date are computed based on actuarial valuation and pursuant to the applicable Labour Law based on the employees' accumulated period of service and current basic remuneration at the end of reporting period.

Notes to the Financial Statements for the year ended March 31, 2021

13 Revenue	For the year ended	
	31-Mar-21	31-Mar-20
	AED	AED
Sale of goods	5,334,978	4,717,662
	5,334,978	4,717,662
14 Cost of sales	For the year ended	
	31-Mar-21	31-Mar-20
	AED	AED
Inventories at the beginning of the year	494,726	940,672
Purchases during the year (including direct expenses)	2,666,449	2,170,643
Available for sale	3,161,175	3,111,315
Less: Inventories at the end of the year	(818,735)	(494,726)
	2,342,440	2,616,589
15 Other income	For the year ended	
	31-Mar-21	31-Mar-20
	AED	AED
Marketing fees	10,930,406	12,790,579
Commission	-	8,677
Miscellaneous	83,731	22,349
	11,014,137	12,821,605
16 Administrative, selling and other expenses	For the year ended	
	31-Mar-21	31-Mar-20
	AED	AED
Salaries and related benefits	3,159,870	3,270,094
Outsourced staff salaries	4,111,318	4,229,066
Rent	207,993	213,860
Provision for doubtful debts expense	713,492	-
Communication and utilities	116,068	131,095
Visa expenses	29,155	18,281
Legal and professional fees	148,418	604,964
Travelling and conveyance	59,856	537,104
Commission to agency	400,440	957,115
Marketing expenses	1,520,136	1,865,959
Intellectual property registration	384,977	813,681
Bank charges	23,625	13,688
Miscellaneous	262,359	185,780
	11,137,707	12,840,687

17 Financial instruments:

Financial instruments of the Entity comprises cash in hand, cash at bank, deposits and prepayment and other payables.

Credit Risk:

Financial assets which may potentially expose the Entity to concentration of credit risk comprise principally bank account and deposits and prepayments. The Entity's bank account is placed with high credit quality financial institution.

Deposits and prepayments are stated net of allowance for doubtful recoveries.

Fair values:

At the statement of financial position date, the fair values of the financial assets and liabilities, approximate to their carrying amounts.

18 Contingent liabilities:

Except for the ongoing business obligations which are under normal course of business against which no loss is expected, there has been no known contingent liability on the Entity's account, as of statement of financial position date.

19 Previous year numbers:

The previous year figures have been regrouped or reclassified wherever necessary in order to make them comparable with current year classifications or disclosures.