

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TORRENT PHARMA (UK) LIMITED

Opinion

We have audited the financial statements of Torrent Pharma (UK) Limited ("the company") for the year ended 31 March 2018 which comprise the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and Statement of Cash Flows, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4-5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

T.S. 

Timothy Rush (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

1 Forest Gate,

Brighton Road,

Crawley,

RH11 9PT,

United Kingdom

27th April 2018

Torrent Pharma (UK) Ltd
Balance Sheet

	Notes	As at 31-Mar-2018 GBP	As at 31-Mar-2018 INR	As at 31-Mar-2017 GBP	Amt. in Lacs As at 31-Mar-2017 INR
ASSETS					
Non-current assets					
Property, plant and equipment	1	0.14	12.92	0.20	16.18
Capital work-in-progress		-	-	2.34	189.26
Other intangible assets	1	3.37	311.00	0.42	33.97
Intangible assets under development		57.17	5,275.91	-	-
Financial assets					
Investments	2	9.31	859.17	9.31	752.99
Other financial assets	4	0.06	5.54	0.06	4.85
		9.37	864.71	9.37	757.84
		70.05	6,464.54	12.33	997.25
Current assets					
Inventories	6	41.95	3,871.34	12.82	1,036.88
Financial assets					
Trade receivables	7	17.28	1,594.68	13.65	1,104.01
Cash and cash equivalents	8	0.87	80.29	4.88	394.69
Loans	3	-	-	49.95	4,039.94
Other financial assets	4	0.04	3.69	0.04	3.24
Other current assets	5	6.06	559.24	1.82	147.20
		66.20	6,109.24	83.16	6,725.96
TOTAL		136.25	12,573.78	95.49	7,723.21
EQUITY AND LIABILITIES					
Equity					
Equity share capital	9	2.25	207.64	2.25	181.98
Other equity	10	(32.45)	(2,994.64)	(23.21)	(1,877.22)
		(30.20)	(2,787.00)	(20.96)	(1,695.24)
Current liabilities					
Financial liabilities					
Borrowings	11	93.00	8,582.47	75.00	6,065.98
Trade payables		69.64	6,426.71	38.79	3,137.33
Other financial liabilities	12	0.49	45.22	0.29	23.46
		163.13	15,054.40	114.08	9,226.77
Other current liabilities	13	3.32	306.38	2.37	191.68
		166.45	15,360.78	116.45	9,418.45
TOTAL		136.25	12,573.78	95.49	7,723.21

All monetary and non-monetary items in the balance sheet have been translated at closing rate of 1 GBP = Rs. 92.2846 (80.8797)

Torrent Pharma (UK) Ltd
Statement of Profit and Loss

		Year Ended		Year Ended	Amt. in Lacs
	Notes	31-Mar-2018	31-Mar-2018	31-Mar-2017	Year Ended
		GBP	INR	GBP	31-Mar-2017
					INR
REVENUE					
Revenue from operations	14	86.76	8,006.61	59.21	4,788.89
Other income	15	-	-	0.89	71.98
Total Revenue		86.76	8,006.61	60.10	4,860.87
EXPENSES					
Purchases of stock-in-trade		105.54	9,739.72	52.72	4,263.98
Changes in inventories of finished goods, work-in-progress and stock-in-trade	16	(29.13)	(2,688.25)	5.94	480.43
Employee benefits expense	17	8.49	783.50	7.25	586.38
Finance costs	18	1.48	136.58	1.23	99.48
Depreciation and amortisation		0.37	34.15	0.24	19.41
Other expenses	19	9.25	853.63	7.09	573.44
Total Expenses		96.00	8,859.33	74.47	6,023.12
PROFIT BEFORE TAX		(9.24)	(852.72)	(14.37)	(1,162.25)
TAX EXPENSE					
Deferred tax charge / (credit)		-	-	2.11	170.66
		-	-	2.11	170.66
NET PROFIT FOR THE YEAR		(9.24)	(852.72)	(16.48)	(1,332.91)
OTHER COMPREHENSIVE INCOME					
		-	-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(9.24)	(852.72)	(16.48)	(1,332.91)

Torrent Pharma (UK) Ltd
Notes annexed to and forming part of the Financial Statements

	As at 31-Mar-2018 GBP	As at 31-Mar-2018 INR	As at 31-Mar-2017 GBP	Amt. in Lacs As at 31-Mar-2017 INR
NOTE - 2 : INVESTMENTS				
Non-current				
At cost				
Investment in subsidiaries	9.31	859.17	9.31	752.99
	9.31	859.17	9.31	752.99
NOTE - 3 : LOANS				
[Unsecured and considered good, unless otherwise stated]				
Current				
Loans to related parties	-	-	49.95	4,039.94
	-	-	49.95	4,039.94
NOTE - 4 : OTHER FINANCIAL ASSETS				
Non-current				
Security deposits	0.06	5.54	0.06	4.85
	0.06	5.54	0.06	4.85
Current				
Other receivables	0.04	3.69	0.04	3.24
	0.10	9.23	0.10	8.09
NOTE - 5 : OTHER ASSETS				
Current				
Claims receivable : indirect tax				
Considered good	5.78	533.40	1.62	131.03
Employees advances	0.03	2.77	0.01	0.81
Prepaid expenses	0.25	23.07	0.19	15.37
	6.06	559.24	1.82	147.21
NOTE - 6 : INVENTORIES				
[At lower of cost and net realisable value]				
Finished goods	28.75	2,653.18	8.31	672.11
Stock-in-trade	13.20	1,218.16	4.51	364.77
	41.95	3,871.34	12.82	1,036.88
NOTE - 7 : TRADE RECEIVABLES				
Considered good	17.28	1,594.68	13.65	1,104.01
	17.28	1,594.68	13.65	1,104.01
NOTE - 8 : CASH AND CASH EQUIVALENTS				
Balances with banks	0.87	80.29	4.88	394.69
	0.87	80.29	4.88	394.69
NOTE - 9 : SHARE CAPITAL				
Subscribed and paid-up	2.25	207.64	2.25	181.98
	2.25	207.64	2.25	181.98

Torrent Pharma (UK) Ltd

	As at 31-Mar-2018 GBP	As at 31-Mar-2018 INR	As at 31-Mar-2017 GBP	Amt. in Lacs As at 31-Mar-2017 INR
NOTE - 10 : OTHER EQUITY				
Retained earnings	(32.45)	(2,994.64)	(23.21)	(1,877.22)
	(32.45)	(2,994.64)	(23.21)	(1,877.22)
NOTE - 11 : BORROWINGS				
Unsecured loans	93.00	8,582.47	75.00	6,065.98
	93.00	8,582.47	75.00	6,065.98
NOTE - 12 : OTHER FINANCIAL LIABILITIES				
Current				
Payables for employee benefits	0.49	45.22	0.15	12.13
Other payables	-	-	0.14	11.32
	0.49	45.22	0.29	23.45
NOTE - 13 : OTHER LIABILITIES				
Current				
Payables to statutory and other authorities	3.32	306.38	2.37	191.68
	3.32	306.38	2.37	191.68
	Year Ended 31-Mar-2018 GBP	Year Ended 31-Mar-2018 INR	Year Ended 31-Mar-2017 GBP	Amt. in Lacs Year Ended 31-Mar-2017 INR
NOTE - 14 : REVENUE FROM OPERATIONS				
Sales				
Sales outside India	86.76	8,006.61	59.21	4,788.89
	86.76	8,006.61	59.21	4,788.89
NOTE - 15 : OTHER INCOME				
Interest income	-	-	0.89	71.98
	-	-	0.89	71.98
NOTE - 16 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE				
Opening inventories				
Finished goods	8.31	766.89	12.06	975.41
Stock-in-trade	4.51	416.20	6.70	541.89
	12.82	1,183.09	18.76	1,517.30
Less : Closing inventories				
Finished goods	28.75	2,653.18	8.31	672.11
Stock-in-trade	13.20	1,218.16	4.51	364.77
	41.95	3,871.34	12.82	1,036.88
Net (increase) / decrease in inventories	(29.13)	(2,688.25)	5.94	480.42

Torrent Pharma (UK) Ltd

	Year Ended 31-Mar-2018	Year Ended 31-Mar-2018	Year Ended 31-Mar-2017	Amt. in Lacs Year Ended 31-Mar-2017
	GBP	INR	GBP	INR
NOTE - 17 : EMPLOYEE BENEFITS EXPENSE				
Salaries, wages and bonus	8.49	783.50	7.25	586.38
	8.49	783.50	7.25	586.38
NOTE - 18 : FINANCE COSTS				
Interest expense	1.48	136.58	1.23	99.48
	1.48	136.58	1.23	99.48
NOTE - 19 : OTHER EXPENSES				
Power and fuel	0.03	2.77	0.02	1.62
Repairs and maintenance	0.07	6.46	0.15	12.13
Selling, publicity and medical literature expense	3.91	360.83	2.63	212.71
Commission on sales	0.26	23.99	0.08	6.47
Travelling, conveyance and vehicle expenses	0.23	21.23	0.11	8.90
Rent	0.19	17.53	0.18	14.56
Rates and taxes	0.09	8.31	0.12	9.71
Professional and legal fees	3.62	334.07	2.91	235.36
Communication expenses	0.06	5.54	0.04	3.24
Printing and stationery expenses	0.03	2.77	0.03	2.43
Insurance	0.27	24.92	0.22	17.79
Net foreign exchange Loss	0.06	5.54	0.12	9.71
General charges	0.43	39.68	0.48	38.82
	9.25	853.64	7.09	573.45

Torrent Pharma (UK) Ltd.

Note - 1 : Property,Plant and Equipment and Other Intangible Assets Schedule (LC)

Amt. in lacs

Particulars	Gross Block (At Cost)				Depreciation and Amortisation				Net Block
	As at 01-Apr-17	Additions during the year	Deductions/ Adjustments during the year	As at 31-Mar-18	As at 01-Apr-17	Additions during the year	Deductions/ Adjustments during the year	As at 31-Mar-18	As at 31-Mar-18
PROPERTY, PLANT AND EQUIPMENT									
Furniture & Fixtures	0.26	0.01	-	0.27	0.21	0.02	-	0.23	0.04
Office Equipments	0.29	0.01	-	0.30	0.14	0.06	-	0.19	0.10
TOTAL	0.55	0.02	-	0.57	0.35	0.08	-	0.43	0.14
Previous Year	0.41	0.14	-	0.55	0.31	0.04	-	0.35	0.20
OTHER INTANGIBLE ASSETS									
Computer Software	-	0.34	-	0.34	-	0.01	-	0.01	0.33
Product Licenses	1.45		3.25	4.70	1.03	0.28	0.35	1.66	3.04
TOTAL	1.45	0.34	3.25	5.03	1.03	0.29	0.35	1.67	3.37
Previous Year	1.45	-	-	1.45	0.83	0.20	-	1.03	0.42

Property,Plant and Equipment and Other Intangible Assets Schedule (INR)

Particulars	Gross Block (At Cost)				Depreciation and Amortisation				Net Block
	As at 01-Apr-17	Additions during the year	Deductions/ Adjustments during the year	As at 31-Mar-18	As at 01-Apr-17	Additions during the year	Deductions/ Adjustments during the year	As at 31-Mar-18	As at 31-Mar-18
PROPERTY, PLANT AND EQUIPMENT									
Furniture & Fixtures	24.07	1.21	-	25.28	19.82	1.80	-	21.62	3.66
Office Equipments	26.40	0.99	-	27.39	12.61	5.12	-	18.13	9.26
TOTAL	50.47	2.20	-	52.67	32.43	6.92	-	39.75	12.92
Previous Year	33.16	11.32	-	44.48	25.07	3.23	-	28.31	16.18
OTHER INTANGIBLE ASSETS									
Computer Software	-	30.94	-	30.94	-	0.52	-	0.52	30.42
Product Licenses	133.61	-	299.82	433.43	94.66	26.71	31.48	152.85	280.58
TOTAL	133.61	30.94	299.82	464.37	94.66	27.23	31.48	153.37	311.00
Previous Year	117.28	-	-	117.28	67.13	16.18	-	83.31	33.97