ZYDUS WORLDWIDE DMCC
Dubai, United Arab Emirates
Auditor's report and financial statements
For the year ended March 31, 2025

INDEPENDENT AUDITORS' REPORT

THE SHAREHOLDERS,
ZYDUS WORLDWIDE DMCC
DMCC, DUBAI - UNITED ARAB EMIRATES.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of **ZYDUS WORLDWIDE DMCC, DUBAI - UNITED ARAB EMIRATES,** the Company), which comprise the Statement of Financial Position as at 31st March 2025, and the Statement of 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 significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31st March 2025 and its financial performance and its cash flows for the year then ended in accordance with Indian Accounting standard (IND-AS).

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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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Sr. No.	Key Audit Matters	Planned Procedure
1.	**Assessment of impairment of intangible assets** The Company's evaluation of impairment of intangible assets involves comparison of its recoverable amount to its carrying amount. The recoverable amount is determined based on value in use, which represents the present value of the estimated future cash flows expected to arise from the use of the asset group comprising each cash generating unit. There is a risk that the intangible assets will be impaired if these cash flows do not meet the company's expectations. In addition to the significance of amounts involved, management's assessment process is complex as it involves significant judgement in determining the assumptions to be used to estimate the forecasted cashflows, principally relating to long term revenue growth rates, perpetual growth rate and the discount rate used. Considering the materiality of amounts involved together with the inherent subjectivity related to principal assumptions, this has been considered as key audit matter.	The audit procedures performed by us included the following. • Evaluated the design and tested the operating effectiveness of the internal controls relating to review of impairment assessment process, including those over the forecast of future revenues, growth rate, terminal values and the selection of the appropriate discount rate. • Evaluated the reasonableness of the key estimates by comparing the forecasts to historical revenues, margins, growth rate etc • Evaluated the reasonableness of the valuation methodology, discount rate and perpetual growth rates used in the computation of value-in-use assessment. • Performed sensitivity analysis around the key estimates to ascertain the extent of change in those assumptions that either individually or collectively would be required for Intangible assets tested to be impaired. • Tested the mathematical and clerical accuracy of the model to conclude that the model is accurately calculating the value in use, using the appropriate methodology.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Indian Accounting standard (IND-AS) and for such internal control 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 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
Those charged with governance are 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 guaranteed 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 judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk 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 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 Company's internal control.

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

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- Conclude on the appropriateness of the 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 auditor's report to the related disclosures in the financial statements or, if such disclosure is 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 the 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.

Opinion: In our opinion, to the best of information and according to the explanation given to us the company has, in all material respect, an adequate internal financial control system over financial reporiting and such internal financial control over financial reporting were operating effectively as at March 31,2025.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

We are not aware of any contraventions during the period of applicable law which may have a material effect on the financial position of the company and the results of its operations for the year then ended.

For RAO & ROSS
Chartered Accountants

Naveen Reddy

راو اند روس * Rao & Ross Chartered Accountants * Dubai - U.A.E.

NAVEEN REDDY (Partner)
Reg no. 5624
Authorized Signatory
Dated: 07th May 2025

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ZYDUS WORLDWIDE DMCC
Balance Sheet as at March 31, 2025

Particulars	Note No.	USD As at March 31, 2025	USD As at March 31, 2024
ASSETS:			
Non-Current Assets:			
Property, Plant and Equipment	3 [A]	6,642,068	6,676,879
Other Intangible Assets	3 [B]	3,000,000	18,230,000
Financial Assets:			
Investments	4	484,157,344	500,143,886
Loans	5	83,832,188	132,276,774
Deferred Tax Asset	26	3,781,966	-
Total Non-Current Assets		**581,413,566**	**657,327,538**
Current Assets:			
Financial Assets:			
Trade Receivables	6	489,324	1,018,018
Cash and Cash Equivalents	7	1,713,361	2,032,675
Other Current Assets	8	14,804,314	263,954
Total Current Assets		**17,006,999**	**3,314,646**
Total Assets		**598,420,565**	**660,642,184**
EQUITY AND LIABILITIES:			
Equity:			
Equity Share Capital	9	23,013,508	23,013,508
Other Equity	10	474,751,440	513,004,761
Total Equity		**497,764,948**	**536,018,269**
Liabilities:			
Non-Current Liabilities:			
Financial Liabilities:			
Borrowings	11	92,694,568	112,694,568
Provisions	12	220	-
Total Non-Current Liabilities		**92,694,788**	**112,694,568**
Current Liabilities:			
Financial Liabilities:			
Trade Payables	13	3,406,562	3,653,241
Other Financial Liabilities	14	4,038,955	584,135
Other Current Liabilities	15	513,747	7,691,971
Provisions	16	1,565	-
Total Current Liabilities		**7,960,829**	**11,929,347**
Total Liabilities		**100,655,617**	**124,623,915**
Total Equity & Liabilities		**598,420,565**	**660,642,184**
Material Accounting Policies	2		
Notes to the Financial Statements	3 to 33		

As per our report of even date
For Rao & Ross
Chartered Accountants
Firm Registration Number: 5624

Partner
Place : U.A.E.
Dated : 7th May 2025

For and on behalf of the Board

Mr Ashish Kalawatia
Director

Mr Jay Kothari
Director

ZYDUS WORLDWIDE DMCC

Statement of Profit and Loss for the year ended March 31, 2025

Particulars	Note No.	USD Year ended March 31, 2025	USD Year ended March 31, 2024
Revenue from Operations	18	27,190,457	127,455,678
Other Income	19	18,757,003	861,052
Total Income		**45,947,461**	**128,316,730**
EXPENSES:			
Cost of Materials Consumed	20	25,308	73,334
Purchases of Stock-in-Trade	21	14,685,431	42,589,051
Employee Benefits Expense	22	49,812	784,118
Finance Costs	23	6,170,784	21,294,301
Depreciation and Amortisation expense	24	2,734,811	2,748,111
Other Expenses	25	37,188,801	26,829,445
Total Expenses		**60,854,946**	**94,318,361**
(Loss) / Profit before Exceptional items and Tax		**(14,907,486)**	**33,998,369**
Add : Exceptional Items	32	**(27,127,488)**	**320,336,260**
(Loss) / Profit before Tax		**(42,034,974)**	**354,334,628**
Less: Tax Expense:			
Deferred Tax	26	**(3,781,966)**	-
		(3,781,966)	-
(Loss) / Profit for the year		**(38,253,008)**	**354,334,628**
OTHER COMPREHENSIVE INCOME [OCI]:			
Items that will not be reclassified to profit or loss:			
Re-measurement losses on post employment defined benefit plans		(313)	221
Other Comprehensive [Loss] / Income for the year [Net of tax]		**(313)**	**221**
Total Comprehensive (Loss) / Income for the year [Net of Tax]		**(38,253,321)**	**354,334,849**
Basic & Diluted Earning per Equity Share [EPS] [in USD]	27	**(452.81)**	**4,194.30**
Material Accounting Policies	2		
Notes to the Financial Statements	3 to 33		

As per our report of even date
For Rao & Ross
Chartered Accountants
Firm Registration Number: 5624

Rao & Ross Chartered Accountants L.L.C. Dubai - U.A.E.

Partner
Place : U.A.E.
Dated : 7th May 2025

For and on behalf of the Board

Mr Ashish Kalawatia
Director

Mr Jay Kothari
Director

ZYDUS WORLDWIDE DMCC
Statement of Change in Equity for the year ended March 31, 2024

a Equity Share Capital:	No. of Shares	USD
Equity Shares of AED 1000/- each, Issued, Subscribed and Fully Paid-up:		
As at March 31, 2023	84,480	23,013,508
Issued during the year	-	-
As at March 31, 2024	**84,480**	**23,013,508**
Issued during the year	-	-
As at March 31, 2025	**84,480**	**23,013,508**

	USD		USD
b Other Equity:	**Reserves and Surplus**		**Total**
	Capital Reserve	**Retained Earnings**	
As at March 31, 2023	**275,888,628**	**(117,218,716)**	**158,669,912**
Add: Profit for the year	-	354,334,628	354,334,628
Add: Other Comprehensive income	-	221	221
As at March 31, 2024	**275,888,628**	**237,116,133**	**513,004,761**
Less: Loss for the year	-	(38,253,008)	(38,253,008)
Less: Other Comprehensive Loss	-	(313)	(313)
Total Comprehensive Income	-	(38,253,321)	(38,253,321)
As at March 31, 2025	**275,888,628**	**198,862,812**	**474,751,440**

As per our report of even date
For Rao & Ross
Chartered Accountants
Firm Registration Number: 5624

For and on behalf of the Board

Rao & Ross Chartered Accountants
Dubai - U.A.E.

Partner
Place : U.A.E.
Dated : 7th May 2025

Mr Ashish Kalawatia
Director

Mr Jay Kothari
Director

Zydus Worldwide DMCC

Cash Flow Statement for the year ended March 31, 2025

Particulars	USD Year Ended March 31, 2025		March 31, 2024
A Cash flows from operating activities:			
Profit/(Loss) before tax		**(42,034,974)**	**354,334,628**
Adjustments for:			
Depreciation and Amortisation expense	2,734,811		2,748,111
Exceptional Items [Refer Note-32A]	-		(320,336,260)
Exceptional Items [Refer Note 32B]	27,127,488		-
Gain on sale of Intangible Asset	(11,470,000)		-
Interest income	(7,274,126)		(846,199)
Interest expenses	5,965,078		20,992,282
Provisions for employee benefits	1,472		(35,754)
		17,084,723	**(297,477,818)**
Operating profit / (loss) before working capital changes		**(24,950,251)**	**56,856,810**
Adjustments for:			
Decrease in trade receivables	528,694		40,620,042
[Increase] / Decrease in other assets	(540,361)		215,636
[Decrease] in trade payables	(246,679)		(15,128,300)
[Decrease] / Increase in other liabilities	(7,166,023)		7,694,014
Total		**(7,424,370)**	**33,401,391**
Cash (used in) / generated from operations		**(32,374,620)**	**90,258,201**
Net cash (used in) / generated from operating activities		**(32,374,620)**	**90,258,201**
B Cash flows from investing activities:			
Purchase of property, plant and equipment	-		(1,584)
Proceed from transfer of distribution business under BTA [Refer Note-32A]	-		107,501,292
Advances to subsidiaries	(18,409,179)		(127,822,006)
Repayment of advances by subsidiary companies	67,500,000		762
Interest received	5,475,014		-
Net cash generated from / (used in) investing activities		**54,565,835**	**(20,321,536)**
C Cash flows from financing activities:			
Proceeds from Non current borrowings	-		10,106,879
Repayment of non current borrowings	(20,000,000)		(49,908,795)
Current Borrowings [Net]	-		(13,588,730)
Interest paid	(2,510,529)		(14,694,866)
Net cash (used in) financing activities		**(22,510,529)**	**(68,085,513)**
Net Increase in cash and cash equivalents		(319,314)	1,851,153
Cash and cash equivalents at the beginning of the year		2,032,675	181,522
Cash and cash equivalents at the end of the year		1,713,360	2,032,675

Notes to the Cash Flow Statement

1 All figures in brackets are outflows.
2 Previous year's figures have been regrouped wherever necessary.
3 Change in Liability arising from financing activities:

	USD Borrowings Non-Current [Note-11]	Current [Note-11]	Total
As at March 31, 2023	339,666,484	13,588,730	353,255,214
Transfer under BTA [Note-32A]	(187,170,000)	-	(187,170,000)
Cash flow	(39,801,916)	(13,588,730)	(53,390,646)
Foreign exchange movement			-
As at March 31, 2024	112,694,568	-	112,694,568
Cash flow	(20,000,000)	-	(20,000,000)
Foreign exchange movement			-
As at March 31, 2025	92,694,568	-	92,694,568

As per our report of even date
For Rao & Ross
Chartered Accountants
Firm Registration Number: 5624

Narendra Reddy

Partner
Place : U.A.E.
Dated : 7th May 2025

For and on behalf of the Board

Mr Ashish Kalawatia
Director

Mr Jay Kothari
Director

Zydus Worldwide DMCC

Note 1-Company overview:

Description of Business:

Zydus Worldwide DMCC ["the Company"] is formed as a company with Limited Liability and under the provisions of law no. (4) Of 2001 in respect of establishing Dubai Multi Commodities Center [DMCC], Dubai (U.A.E.) vide Registration no. DMCC5173, with Limited Liability. The company is licensed to perform activities such as - Pharmaceutical researches and studies, Marketing Management, Trading in pharmaceutical products (outside UAE), Investment in commercial enterprise and management, as per the licenses granted by DMCC vide License No. DMCC – 34079, 34080, 34081, 34082.

Note 2-Material Accounting Policies:

A The following note provides list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

1 Basis of preparation:

A The financial statements of the Company are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with Indian Accounting Standards [Ind AS]

B The financial statements have been prepared on historical cost basis, except for the following assets and liabilities which have been measured at fair values at the end of the reporting periods:

i Certain financial assets and liabilities measured at fair value [refer accounting policy regarding financial instruments]

ii Defined benefit plans

2 Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities,the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments are provided below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

a Property Plant & Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life.

Management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognised prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

b Impairment of property, plant and equipment and investments:

Significant judgment is involved in determining the estimated future cash flows from the investments, Property, plant and equipment to determine its value in use to assess whether there is any impairment in its carrying amount as reflected in the financials.

c Employee benefits:

Actuarial valuation involves key assumptions of life expectancy, discounting rate, salary increase, etc. which significantly affect the working of the present value of future liabilities on account of employee benefits by way of defined benefit plans.

3 Property Plant & Equipment :

a Property Plant & Equipment are stated at historical cost less accumulated depreciation and impairment loss.

b Cost of each asset is depreciated over the estimated useful lives on straight line method, based on useful lives as below:

Assets	Useful life
Building	60 Years
Furniture and Fixtures	10 Years
Plant & Equipments	5 Years
Office Equipment	5 Years
Vehicle	5 Years

c Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognised separately as independent items and are depreciated over their estimated economic useful lives.

d Property Plant & Equipment are depreciated over the estimated useful life which is periodically reviewed to ensure that the method and the period of depreciation are consistent with the expected pattern of economic benefit

e Repairs and renewals are recogised in profit or loss when the expenditure incurred.

4 Impairment of Non Financial Assets:

The Property, Plant and Equipment and Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, the assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or groups of assets [cash generating units]. Non-financial assets other than Goodwill that suffered an impairment loss are reviewed for possible reversal of impairment at the end of each reporting period. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

5 Employee Benefits

Short term Obligations :

Liabilities for wages and salaries, including leave encashment that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' service up to the end of the reporting perriod and are measured by the amounts expected to be paid when the liabilities are settled. The liabililites are presented as current.

Long term employee benefit obligations :

The liabilities with regard to the Gratuity plan are dertermined by acturial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. Such costs are included in employee benefit expenses in the Statement of Profit and Loss. Re-measurement gains or losses arising from experience adjustements and changes in acturial assumptions are recognised immediately in the period in which they occur directly in "other comprehensive income" and are included in retained earnings in the statement of changes in equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in subsequent periods. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss :

i Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

ii Net interest expense

6 Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and is shown net of returns, trade allowances, rebates, value added taxes and volume discounts.

The specific recognition criteria described below must also be met before revenue is recognised.

a Sale of Goods:

Revenue from the sale of goods is recognized as revenue on the basis of customer contracts and the performance obligations contained therein.

Revenue is recognised at a point in time when the control of goods or services is transferred to a customer. Control lies with the customer if the customer can independently determine the use of and consume the benefit derived from a product or service. Revenues from product deliveries are recognised at a point in time based on an overall assessment of the existence of a right to payment, the allocation of ownership rights.

The goods are often sold with volume discounts/ pricing incentives and customers have a right to return damaged or expired products.

Revenue from sales is based on the price in the sales contracts, net of discounts. When a performance obligation is satisfied, Revenue is recognised with the amount of the transaction price [excluding estimates of variable consideration] that is allocated to that performance obligation.

Historical experience, specific contractual terms and future expectations of sales returns are used to estimate and provide for damage or expiry claims.

No element of financing is deemed present as the sales are made with the normal credit terms as per prevalent trade practice and credit policy followed by the Company.

b Other Income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

7 Foreign Currency [Currency other than company's functional currency] Transactions:

Foreign currency transactions are recorded in USD at rate of exchange prevailing on the date of transactions. Foreign currency balances of monetary assets and liabilities are translated to USD at the rate of exchange prevailing at the date of the reporting date. Gains or losses on exchange are recognised in statement of profit and loss.

8 Provisions, Contingent Liabilities and Contingent Assets:

a Provision is recognised when the Company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised in the financial statements.

b If the effect of the time of money is material, provisions are discounted using a current pre-tax rate that reflects , when appropriate, the risks specific to the liability

9 Borrowing Cost:

a Borrowing costs consists of Interest and other borrowing cost that are incurred in connection with the borrowing of the funds. Other borrwing costs include ancilliary charges at the time of acquisition of a financial liability, which is recognised as per Effective Interest Rate (EIR) method. Borrowing costs also include exchange differences, if any, to the extent as an adjustment to the borrowing costs.

b Borrowing costs that are directly attributable to the acquisition/ construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use.

10 Intangible Assets:

A Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

B Trade Marks, Technical Know-how Fees and other similar rights are amortised over their estimated useful life.

C Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

D An item of intangible asset initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the Statement of profit and loss when the asset is derecognised.

11 Research and Development Cost:

A Expenditure on research and development is charged to the Statement of Profit and Loss of the year in which it is incurred.

B Capital expenditure on research and development equipment is given the same treatment as Property, Plant and Equipment.

12 Cash and Cash Equivalents:

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

13 Financial Instruments:

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

A Financial Assets:

a Initial recognition and measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognised on the settlement date, i.e., the date that the Company settles to purchase or sell the asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

b Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in five categories:

i Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate [EIR] method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of profit and loss.

ii Debt instruments at fair value through other comprehensive income [FVTOCI]:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objectives of both collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value.

Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii Debt instruments and derivatives at fair value through profit or loss [FVTPL]: FVTPL is a residual category for debt instruments.

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iv Investments in subsidiaries:

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

c Derecognition:

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

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

ii The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards ' of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, theCompany also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. When the Company has transferred the risks and rewards of ownership of the financial asset, the same is derecognised.

B Financial Liabilities:

a Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b Subsequent measurement:

Subsequently all financial liabilities are measured at amortised cost, using EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

c Derecognition:

A financial liability is derecognised 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 recognised in the Statement of profit and loss.

14 Going Concern:

The Financial Statements have been prepared on a going concern basis. The management made a review of the going concern assessment and considered the same. The 'management believes that, on the date of report, establishment has sufficient financial resources to meet the committed financial liabilities and therefore the financial statements for the current reporting period are prepared on a going concern basis.

15 Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss [excluding other comprehensive income] for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits [consolidation of shares] that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

Zydus Worldwide DMCC

Notes to the Financial Statements

Note: 3 : (A) Property, Plant & Equipment and (B) Intangible Assets:

[A] Property, Plant and Equipment:

	Buildings	Plant & Equipment	Furniture and Fixtures	Vehicle	Office Equipment	Total
Gross Block:						-
As at March 31, 2023	1,574,034	5,960,133	161,797	26,283	15,188	7,737,434
Additions	-	1,584	-	-	-	1,584
Disposals	-	-	-	-	-	-
Transfer under BTA [Refer Note-32A]	(786,994)	(37,606)	-	-	-	(824,600)
As at March 31, 2024	787,040	5,924,111	161,797	26,283	15,188	6,914,418
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	787,040	5,924,111	161,797	26,283	15,188	6,914,418
Depreciation and Amortisation:						
As at March 31, 2023	182,616	36,022	111,205	5,257	15,188	350,288
Depreciation for the year	26,253	158	16,444	5,257	-	48,111
Transfer under BTA [Refer Note-32A]	(124,679)	(36,181)	-	-	-	(160,860)
As at March 31, 2024	84,189	0.00	127,650	10,514	15,188	237,540
Depreciation for the year	13,110	-	16,444	5,257	-	34,811
Disposals for the year	-	-	-	-	-	-
As at March 31, 2025	97,299	0	144,094	15,770	15,188	272,351
Net Block:						-
As at March 31, 2023	1,391,417	5,924,111	50,592	21,026	-	7,387,146
As at March 31, 2024	702,850	5,924,111	34,147	15,769	-	6,676,879
As at March 31, 2025	689,740	5,924,111	17,703	10,513	-	6,642,068

[B] Intangible Assets:

	Other Intangible Assets		
	Commercial Rights	Technical Know-how	Total
Gross Block:			
As at March 31, 2023	9,500,000	14,530,000	24,030,000
Additions	-	-	-
As at March 31, 2024	9,500,000	14,530,000	24,030,000
Additions	-	-	-
Disposals	-	(2,530,000)	(2,530,000)
Impairment [Refer Note 32B]	-	(10,000,000)	(10,000,000)
As at March 31, 2025	9,500,000	2,000,000	11,500,000
Amortisation and Impairment:			
As at March 31, 2023	1,900,000	1,200,000	3,100,000
Amortisation for the year	2,300,000	400,000	2,700,000
As at March 31, 2024	4,200,000	1,600,000	5,800,000
Amortisation for the year	2,300,000	400,000	2,700,000
As at March 31, 2025	6,500,000	2,000,000	8,500,000
Net Block:			-
As at March 31, 2023	7,600,000	13,330,000	20,930,000
As at March 31, 2024	5,300,000	12,930,000	18,230,000
As at March 31, 2025	3,000,000	-	3,000,000

ZYDUS WORLDWIDE DMCC
Notes to the Financial Statements

	Face Value [*]	Nos. [**]	USD As at March 31, 2025	USD As at March 31, 2024
Note: 4-Investments [Non-Current]:				
Investments in Subsidiaries and Joint Ventures:				
Investments in Equity Instruments			267,338,918	283,325,460
Investments in Preference Shares			6,818,426	6,818,426
Investments in Preferred Stock			210,000,000	210,000,000
Details of Investments :			**484,157,344**	**500,143,886**
A Details of Investments in Subsidiaries and Joint Ventures:				
Investment in Equity Instruments				
Subsidiary Companies [Unquoted]:				
In fully paid-up equity shares of:				
Zydus Netherlands BV, Netherlands [Refer Note 32B]	€ 100.00	970530	106,362,741	106,362,741
Zydus France , SAS , France	€ 4.00	1944134	9,835,746	9,835,746
Etna Biotech S.R.L., Italy [Refer Note 32B]	€ 100.00	900	107,925	107,925
Alidac Healthcare (Myanmar) Limited, Myanmar	MMK 1000	43780641	31,820,030	31,820,030
Zydus Healthcare SA (Pty.) Limited, South Africa	With No Par Value	57704149	5,704,277	5,704,277
Zydus Therapeutics Inc, USA	$0.001 par value	3000	129,494,740	129,494,740
Less: Provision for Impairment [Refer Note 32B]			(15,986,542)	-
			267,338,918	**283,325,460**
Investment in Preference Shares [Carried at amortised cost] [Unquoted]				
Redeemable Preference Shares				
Subsidiary Companies:				
Zydus Healthcare SA (Pty.) Limited, South Africa	With No Par Value	5877000	6,818,426	6,818,426
Non-convertible Preferred Stock				
Zydus Therapeutics Inc, USA	$0.001 par value	3000	210,000,000	210,000,000
			216,818,426	**216,818,426**
Total [Aggregate Book Value of Investments]			**484,157,344**	**500,143,886**
B a Aggregate book value of unquoted investments			**484,157,344**	**500,143,886**

C Explanations:

i In "Face Value [*]", figures in US $ unless stated otherwise.

ii In "Nos. [**]" figures of previous year are same unless stated in [ ].

iii With effect from 01 July 2022, Zydus Discovery DMCC [ZDD], Dubai, a wholly owned subsidiary of the Company had been merged with Zydus Therapeutics Inc., [ZTI], USA, another wholly owned subsidiary of the Company.
Pursuant to the merger, ZTI has acquired all the assets and liabilities of ZDD.
The merger is between the related parties and accounted for using accounting methodology of "Business Combination under Common Control".

iv In consideration of the merger, ZTI had issued 3000 shares of Series A non-convertible preferred stock of USD 210,000,000 [per share par value of USD 0.001] and 3000 common stock of USD 129,494,740 [per share par value of USD 0.001]
The difference between the amount invested by the Company in ZDD and the consideration received by the Company pursuant to merger had been accounted as Capital Reserve USD 275,888,628

	March 31, 2025	March 31, 2024
Note: 5-Loans:		
[Unsecured, Considered Good unless otherwise stated]		
Loans and Advances to Related Parties [*]	84,985,064	132,276,774
Less: Provision for Impairment [Refer Note 32B]	(1,152,876)	-
Total	**83,832,188**	**132,276,774**
[*] Details of Loans and Advances to related parties are as under:		
Name of the party and relationship with the party to whom loan given:		
Subsidiary Company:		
a Alidac Healthcare (Myanmar) Limited	6,462,691	5,727,298
b Zydus Netherland B.V.	11,489,434	10,870,713
c Zydus International Private Limited	63,358,625	115,103,366
d Etna Biotech S.R.L. [Refer Note 32B]	1,152,876	575,397
e Zydus France SAS	2,521,438	-

Notes:

a All the above loans have been given for business purposes.

b All the loans are interest bearing .

c All the above loans are repayable within a period upto 5 years.

	March 31, 2025	March 31, 2024
Note: 6-Trade Receivables:		
Unsecured - Considered good	489,324	1,018,018
Total	**489,324**	**1,018,018**
Note: 7-Cash and Cash Equivalents:		
Balances with Banks	1,712,491	2,031,805
Cash on Hand	870	870
Total	**1,713,361**	**2,032,675**

ZYDUS WORLDWIDE DMCC
Notes to the Financial Statements

	USD	
	As at	
	March 31, 2025	March 31, 2024
Note: 8-Other Current Assets:		
[Unsecured, Considered Good]		
Advances to Suppliers	174,296	9,610
Receivable from fellow subsidiary	14,604,130	-
Balances with Statutory Authorities		229,418
Others	25,888	24,926
Total	**14,804,314**	**263,954**
Note: 9-Equity Share Capital:		
Authorised:		
84480 Equity Shares [as at March 31, 2024: 84480] Equity Shares of 1000 AED /- each	23,013,508	23,013,508
	23,013,508	**23,013,508**
Issued, Subscribed and Paid-up:		
84480 Equity Shares [as at March 31, 2024: 84480] Equity Shares of 1000 AED /- each	23,013,508	23,013,508
Total	**23,013,508**	**23,013,508**
A There is no change in the number of shares as at the beginning and end of the year.		
Number of shares at the beginning and at the end of the year	84,480	84,480
B The Company has only one class of equity shares having a par value of AED 1000 /- per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.		
Note: 10-Other Equity:		
Capital Reserve:		
Balance as per last Balance Sheet	275,888,628	275,888,628
	275,888,628	**275,888,628**
Retained Earnings:		
Balance as per last Balance Sheet	237,116,133	(117,218,716)
Add: (Loss)/Profit for the year	(38,253,008)	354,334,628
	198,863,125	**237,115,912**
Less: Items of other Comprehensive income recognised directly in Retained Earnings:		
Re-measurement gains/ [losses] on defined benefit plans [net of tax]	(313)	221
Balance as at the end of the year	**198,862,812**	**237,116,133**
Total	**474,751,440**	**513,004,761**

Note: 11-Borrowings:

	Non-current portion		Current Maturities	
	As at		As at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
A Term loan [From Related Party]				
Unsecured	92,694,568	112,694,568	-	-
Total	**92,694,568**	**112,694,568**	**-**	**-**
The above amount includes:				
Zydus Lifesciences Limited	92,694,568	112,694,568	-	-
The Loan was bearing interest of 6 month SOFR plus Spread.				
The tenure of the loan is upto 5 years from the disbursement date.				
Net amount	**92,694,568**	**112,694,568**	**-**	**-**

ZYDUS WORLDWIDE DMCC
Notes to the Financial Statements

	USD	
	As at	
	March 31, 2025	March 31, 2024
Note: 12-Provisions:		
Provision for Employee Benefits	220	-
Total	**220**	-
Note: 13-Trade Payables:		
Trade Payable	3,406,562	3,653,241
Total	**3,406,562**	**3,653,241**
Note: 14 Other Financial Liabilities:		
Interest accrued but not due	4,036,234	581,684
Audit Fee Payable	2,722	2,451
Total	**4,038,955**	**584,135**
Note: 15-Other Current Liabilities:		
Payable to a fellow subsidiary	-	7,684,823
Other Current Liabilities	513,747	7,148
Total	**513,747**	7,691,971
Note: 16-Provisions:		
Provision for Employee Benefits- Current	1,565	-
Total	**1,565**	**-**
Note: 17-Contingent Liabilities & Commitments (to the extent not provided for)		
Contingent Liabilities & Commitments (to the extent not provided for)	-	-

ZYDUS WORLDWIDE DMCC

Notes to the Financial Statements

	Year ended	
	March 31, 2025	**March 31, 2024**
Note: 18-Revenue from Operations:		
Sale of Products	27,190,457	127,052,346
Other Operating Revenues:		
Miscellaneous Income	-	233,075
Net Gain on foreign currency transactions and translation	-	170,257
Total	**27,190,457**	**127,455,678**
Pursuant to Ind AS 115 "Revenue from Contracts with Customers" reconciliation of revenue recognised in the statement of profit and loss with the contracted price as under:		
Revenue as per contracted price	27,190,457	127,052,346
Less:		
Provision for Expiry and Sales Return	-	-
Discounts / Price Reduction / Rebates	-	-
Revenue from contract with customers	**27,190,457**	**127,052,346**
Note: 19-Other Income:		
Finance Income:		
Interest Income on Financial Assets measured at Amortised Cost	7,274,126	846,199
Net Gain on Sale of Intangible Assets	11,470,000	-
Other Non-operating Income	12,878	14,853
Total	**18,757,003**	**861,052**
Note: 20- Cost of Materials Consumed		
Purchases	25,308	73,334
Total	**25,308**	**73,334**
Note: 21-Purchases of Stock-in-Trade:		
Purchases of Stock-in-Trade	14,685,431	42,589,051
Total	**14,685,431**	**42,589,051**
Note: 22-Employee Benefits Expense:		
Salaries and wages	49,003	737,286
Contribution to provident and other funds	809	25,545
Staff welfare expenses	-	21,287
Total	**49,812**	**784,118**
Note: 23-Finance Cost:		
Interest expense [*]	5,965,078	20,992,282
Net Loss on foreign currency transactions and translation	189,971	280,636
Bank commission & charges	15,734	21,383
Total	**6,170,784**	**21,294,301**
[*] The break up of interest expense into major heads is given below:		
On term loans	5,954,549	20,866,690
On working capital loans	10,529	125,592
Total	**5,965,078**	**20,992,282**
Note: 24-Depreciation		
Depreciation and Amortisation expenses:		
Depreciation	34,811	48,111
Amortisation	2,700,000	2,700,000
Total	**2,734,811**	**2,748,111**
Note: 25-Other Expenses:		
Repairs to Buildings	16,373	4,957
Repairs to Others	3,618	8,486
Insurance	28,757	141,783
Rates and Taxes [excluding taxes on income]	21,899	23,427
Traveling Expenses	47,907	142,441
Legal and Professional Fees [*]	9,929,207	11,529,008
Commission on sales	181,130	47,440
Other marketing expenses	562,551	513,948
Miscellaneous Expenses [*]	26,397,359	14,417,955
Total	**37,188,801**	**26,829,445**
[*]Above expenses includes Research related expenses as follows:		
Legal and Professional Fees	9,796,685	11,518,842
Product Development Expense	73,818	14,300,694

Note: 26-Deferred Tax

Deferred Tax Assets:	As at 31 March 2023	Charge for the previous year	As at 31 March 2024	Charge for the current year	As at 31 March 2025
Unabsorbed business losses	-	-	-	(3,781,966)	(3,781,966)
Net Deferred Tax (Asset)/Liability	-	-	-	**(3,781,966)**	**(3,781,966)**

a The net deferred tax of USD 3,781,966 [previous year Nil] has been credited in the statement of Profit & Loss

b The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

c The Company has tax losses of USD 42,021,846 as at March 31, 2025 [as at March 31, 2024 NIL] which will be available for setoff against future taxable profit for indefinite period.

Note: 27-Calculation of Earnings per Equity Share [EPS]:

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

			March 31, 2025	March 31, 2024
A	Profit / (Loss) attributable to Shareholders	USD	(38,253,321)	354,334,849
B	Basic and weighted average number of Equity shares outstanding during the year	Numbers	84,480	84,480
C	Nominal value of equity share	AED	1,000	1,000
D	Basic & Diluted EPS	USD	(452.81)	4,194.30

ZYDUS WORLDWIDE DMCC
Notes to the Financial Statements

Note: 28-Segment Information:

The Chief operating decision maker [CODM] reviews the Company as a single segment namely "Pharmaceutial Segment"
Therefore the segment reporting is not required.

Note: 29-Related Party Transactions:

A Name of the Related Parties and Nature of the Related Party Relationship:

a Holding Company : **Zydus Lifesciences Limited**

b Subsidiary Company:

- Zydus Netherlands B.V. [the Netherlands]
- Zydus France, SAS [France]
- Zydus Therapeutics Inc. [USA]
- Alidac Healthcare (Myanmar) Limited [Myanmar]
- Zydus Healthcare S.A. (Pty) Ltd [South Africa]
- Etna Biotech S.R.L. [Italy]

c Fellow Subsidiaries :

- Zydus Healthcare Limited
- German Remedies Pharmaceuticals Private Limited
- Zydus Wellness Limited
- Zydus Wellness Products Limited
- Liva Nutritions Limited
- Liva Investment Limited [under liquidation]
- Zydus Animal Health and Investments Limited [ZAHIL]
- Dialforhealth Unity Limited
- Dialforhealth Greencross Limited
- Violio Healthcare Limited
- Zydus Pharmaceuticals Limited
- Biochem Pharmaceutical Private Limited
- Zydus Strategic Investments Limited
- Zydus VTEC Limited
- LM Manufacturing India Private Limited [w.e.f. November 6, 2023]
- M/s. Recon Pharmaceuticals and Investments, a Partnership Firm
- Zydus Medtech Private Limited [w.e.f. May 31, 2024]
- Naturell (India) Private Limited [w.e.f. December 2, 2024]
- Zydus International Private Limited [Ireland]
- Zydus Lanka (Private) Limited [Sri Lanka]
- Zydus Nikkho Farmaceutica Ltda. [Brazil]
- Zydus Healthcare Philippines Inc. [Philippines]
- Zynext Ventures PTE. LTD. [Singapore]
- Laboratorios Combix S.L. [Spain]
- Zydus Pharmaceuticals (USA) Inc. [ZPUI] [USA]
- Nesher Pharmaceuticals (USA) LLC [USA] [Merged with ZPUI w.e.f. October 25, 2024]
- ZyVet Animal Health Inc. [USA]
- Zydus Healthcare (USA) LLC [USA]
- Sentynl Therapeutics Inc. [USA]
- Zydus Noveltech Inc. [USA] [dissolved on December 15, 2023]
- Hercon Pharmaceuticals LLC [USA] [dissolved on May 24, 2023]
- Viona Pharmaceuticals Inc. [USA]
- Zynext Ventures USA LLC [USA]
- Alidac Pharmaceuticals SA Pty. Ltd.
- Script Management Services (Pty) Ltd [South Africa]
- Zydus Wellness [BD] Pvt Ltd [Bangladesh]
- Zydus Pharmaceuticals Mexico SA De C.V. [Mexico]
- Zydus Pharmaceuticals Mexico Services Company SA De C.V.[Mexico]
- Zydus Wellness International DMCC [UAE]
- Zydus Lifesciences Global FZE [UAE] [w.e.f. February 20, 2024]
- Zydus Pharmaceuticals (Canada) Inc. [Canada] [w.e.f. September 6, 2023]
- Zydus Pharmaceuticals UK Limited [UK]
- LM Manufacturing Limited [UK][w.e.f. November 6, 2023]
- Medsolutions (Europe) Limited [UK] [w.e.f. November 6, 2023]
- LiqMeds Worldwide Limited [UK] [w.e.f. November 6, 2023]
- LiqMeds Limited [UK] [w.e.f. November 6, 2023]
- LiqMeds Lifecare Limited [UK] [LiqMed] [w.e.f. November 6, 2023]
- Naturell Inc. [USA] [w.e.f. December 2, 2024]

d Joint Ventures:

- Zydus Hospira Oncology Private Limited
- Zydus Takeda Healthcare Private Limited
- Sterling Biotech Limited [w.e.f. August 29, 2024] [JV of ZAHIL]
- Bayer Zydus Pharma Private Limited [Upto May 2, 2024]
- Oncosol Limited [JV of LiqMed] [w.e.f. November 6, 2023]

e Directors :

- Dr. Sharvil P. Patel
- Mr. Pradeep Agnihotri
- Mr. Ashish Kalawatia
- Mr. Jay Kothari
- Dr. Deven Parmar

ZYDUS WORLDWIDE DMCC

Notes to the Financial Statements

B Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business :

a Details relating to parties referred to in Note 29-A [a, b , c & d]

	USD	
	As at	
Nature of Transactions	**March 31, 2025**	**March 31, 2024**
Purchases:		
Goods:		
Zydus Lifesciences Limited	8,043,379	32,991,940
Zydus Healthcare (USA) LLC	-	57,417
Services:		
Zydus Lifesciences Limited	59,567	3,269,663
Zydus Pharmaceuticals Limited	-	2,081,269
Reimbursement of Expenses Paid		
Zydus Pharmaceuticals (USA) Inc.	35,212,650	6,151,129
Zydus Healthcare (USA) LLC	73,333	184,085
Zydus Lifesciences Global FZE	6,450,301	-
Sales:		
Goods:		
Zydus Pharmaceuticals (USA) Inc	22,805,462	120,170,773
Viona Pharmaceuticals Inc. [USA]	671,252	3,108,419
Zydus Lifesciences Global FZE	2,451,512	-
Services:		
Zydus Wellness International DMCC	12,878	12,878
Zydus Pharmaceuticals (USA) Inc	-	48,285
Intangible Assets		
Zydus Lifesciences Global FZE	14,000,000	-
Finance:		
Inter Corporate Loans given/(Received)		
Zydus International Private Limited	-	115,000,000
Zydus Lifesciences Limited	-	(10,106,879)
Zydus Netherlands B.V.	-	10,054,500
Alidac Healthcare (Myanmar) Limited	398,770	2,192,109
Etna Biotech S.R.L.	517,532	575,397
Zydus France, SAS	2,492,877	-
Zydus Lifesciences Global FZE	15,000,000	-
Finance:		
Inter Corporate Loans (repaid by the Company):		
Zydus International Private Limited	-	(1,000,000)
Zydus International Private Limited [Refer Note-32A]	-	(187,170,000)
Zydus Lifesciences Limited	(20,000,000)	(48,908,795)
Inter Corporate Loans (repaid to the Company):		
Alidac Healthcare (Myanmar) Limited	-	(762)
Zydus International Private Limited	52,500,000	-
Zydus Lifesciences Global FZE	15,000,000	
Interest (Expense) / Income		
Zydus International Private Limited	-	(11,464,798)
Zydus International Private Limited [Refer Note-32A]	-	(18,358,621)
Etna Biotech S.R.L.	59,947	-
Zydus France, SAS	28,561	-
Zydus Lifesciences Limited	(5,954,549)	(9,401,892)
Alidac Healthcare (Myanmar) Limited	336,622	244,790
Zydus Netherlands B.V.	618,722	498,043
Zydus Lifesciences Global FZE	20,970	-
Zydus International Private Limited	6,209,304	103,366
	As At	
Outstanding:	**March 31, 2025**	**March 31, 2024**
Payable: (Outstanding Loan and Interest)		
Zydus Lifesciences Limited	96,730,802	113,276,253
Payable: (Other)		
Zydus Lifesciences Limited	4,953,600	111,804
Zydus Healthcare (USA) LLC	2,354	-
Zydus Pharmaceuticals (USA) Inc	3,370,894	8,744,690
Zydus Lifesciences Global FZE	-	7,684,823
Viona Pharmaceuticals Inc. [USA]	5,204	-
Receivable: (Loan and Interest)		
Zydus Netherlands B.V.	11,489,434	10,870,713
Etna Biotech S.R.L. [Refer Note - 32B]	-	575,397
Zydus France, SAS	2,521,438	-
Alidac Healthcare (Myanmar) Limited	6,462,691	5,727,298
Zydus International Private Limited	63,358,625	115,103,366
Other Receivable: (Others)		
Zydus Wellness International DMCC	13,930	-
Zydus Lifesciences Global FZE	14,604,130	-

b Details relating to persons referred to in Note-29-A [e] above:

	USD	
	Year Ended	
	March 31, 2025	**March 31, 2024**
[i] Salaries and other employee benefits	-	167,723
[ii] Sitting Fees	3,268	3,268
[iii] Outstanding payable to above (i) and (ii)	1,634	-

ZYDUS WORLDWIDE DMCC

Notes to the Financial Statements

Note: 30 : Financial Instruments:

Fair value of instruments measured at amortised cost:

Financial Assets:

The carrying amounts of trade receivables, loans to related parties and cash and cash equivalents are considered to be the approximately equal to the fair values.

Financial Liabilities:

Fair values of loans from related parties, other financial liabilities and trade payables are considered to be approximately equal to the carrying values.

Note: 31 : Financial Risk Management:

A Financial instruments by category:

	USD			
	As at March 31, 2025			
	FVTPL	FVOCI	Amortised Cost	Total
Financial assets:				
Non Current Loans	-	-	83,832,188	**83,832,188**
Trade receivables	-	-	489,324	**489,324**
Cash and Cash Equivalents	-	-	1,713,361	**1,713,361**
Total	-	-	86,034,873	**86,034,873**
Financial liabilities:				
Borrowings [including current maturities and interest accrued but not due]	-	-	96,730,802	**96,730,802**
Trade payables	-	-	3,406,562	**3,406,562**
Others			2,722	**2,722**
Total	-	-	100,140,085	**100,140,085**

	USD			
	As at March 31, 2024			
	FVTPL	FVOCI	Amortised Cost	Total
Financial assets:				
Non Current Loans	-	-	132,276,774	**132,276,774**
Trade receivables	-	-	1,018,018	**1,018,018**
Cash and Cash Equivalents	-	-	2,032,675	**2,032,675**
Total	-	-	135,327,466	**135,327,466**
Financial liabilities:				
Borrowings [including current maturities and interest accrued but not due]	-	-	113,276,252	**113,276,252**
Trade payables	-	-	3,653,241	**3,653,241**
Others			2,451	**2,451**
Total	-	-	116,931,944	**116,931,944**

B Risk Management:

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below:

a Credit risk:

Credit risk arises from the possibility that counter party may not be able to settle its obligations as agreed. The Company is exposed to credit risk from loans and advances to related parties and trade receivables. The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual customer limits are set accordingly.

i Investments at Amortised Cost : They are strategic investments in the normal course of business of the company.

ii Loans to related parties : They are given for business purposes. The Company reassesses the recoverability of loans periodically. Interest recoveries from these loans are regular and there is no event of defaults.

iii Trade Receivables: The Company trades with recognized and credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Company's exposure to credit losses is not significant.

b Liquidity risk:

a Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

b Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which it operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities:

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	USD				
	< 1 year	**1-2 year**	**2-3 year**	**> 3 years**	**Total**
	As at March 31, 2025				
Non-derivative Financial Liabilities:					
Borrowings [including current maturities and interest]	4,036,234	-	60,000,000	32,694,568	96,730,802
Trade payable	3,406,562	-	-	-	3,406,562
Other financial liabilities	2,722				2,722
Total	**7,445,517**	**-**	**60,000,000**	**32,694,568**	**100,140,085**

	USD				
	< 1 year	**1-2 year**	**2-3 year**	**> 3 years**	**Total**
	As at March 31, 2024				
Non-derivative Financial Liabilities:					
Borrowings [including current maturities and interest]	581,684	19,831,993	-	92,862,575	113,276,252
Trade payable	3,653,241	-	-	-	3,653,241
Other financial liabilities	2,451				2,451
Total	**4,237,376**	**19,831,993**	**-**	**92,862,575**	**116,931,944**

c Foreign currency risk:

Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The net open foreign currency exposures is insignificant considering the currency, volumes and operations of the Company.

ZYDUS WORLDWIDE DMCC
Notes to the Financial Statements

Note: 32

Note 32A: Business Transfer

Pursuant to the Business Transfer Agreement [BTA] entered into by the Company with Zydus Lifesciences Global FZE [ZLG],a fellow subsidiary, on March 14, 2024, the Distribution Business of the Company had been transferred to and vested in ZLG on a going concern basis for a lump sum consideration, without values being assigned to individual assets and liabilities. Distribution Business comprises the business of research, development, in-licensing, registration, processing, importing, exporting, marketing, storing, selling and distributing pharmaceutical products globally (primarily carried out in USA along with ANDAs) and includes the assets and liabilities related to it and embedded goodwill.

The gross consideration agreed for the transfer of the Distribution Business was USD 321,000,000, to be adjusted for net working capital and gross debt pertaining to the Distribution Business on the Closing Date [as defined in the BTA].

The said transfer had been given effect to in the books of the Company on March 25, 2024 being the Closing Date for the transaction.

Accordingly,

a The carrying value of the assets and liabilities pertaining to the Distribution Business had been reduced from the carrying value of assets and liabilities as appearing in the books of the Company on the Closing Date.

b The consideration for the transfer of Distribution Business had been settled in the following manner -

	USD
Gross consideration agreed	321,000,000
Less: Gross debt for Distribution Business on Closing Date	(205,528,621)
Less: Net working capital of Distribution Business on Closing Date	(7,970,087)
Net cash consideration received	107,501,292

c The difference between the aggregate value of consideration and the net book value of the assets and liabilities of the Distribution Business transferred to and vested in ZLG had been credited to the Profit and Loss Account and had been disclosed as an exceptional item.

Note 32B: Impairment of Investment, Intangible and Loan

The Company has made provision for impairment :

		2024-25	2023-24
A	Investment in the equity shares of :		
	a Zydus Netherlands BV	15,878,617	-
	b Etna Biotech S.R.L.	107,925	-
		15,986,542	-
B	Loan given to Etna Biotech S.R.L.	1,140,947	-
C	Product related intangible on account of decreased market potential	10,000,000	-
	Total	**27,127,488**	-

Note 33: Other Information

Figures of previous reporting year have been regrouped/ reclassified to conform to current year's classification.

Signatures to Material Accounting Policies and Notes 1 to 33 to the Financial Statements

As per our report of even date
For Rao & Ross
Chartered Accountants
Firm Registration Number: 5624

Partner
Place : U.A.E.
Dated : 7th May 2025

For and on behalf of the Board

Mr Ashish Kalawatia
Director

Mr Jay Kothari
Director

Zydus Worldwide DMCC					
Defined Benefit Obligations as on 31st March 2025					
		USD As March 31, 2025 Gratuity	USD As March 31, 2025 Leaves	USD As March 31, 2024 Gratuity	USD As March 31, 2024 Leaves
A	**Change in the present value of the defined benefit obligation:**				
	Opening defined benefit obligation	-	-	92,741	46,001
	Interest cost			6,304	3,078
	Current service cost	809	663	14,588	22,129
	Benefits paid			(47,013)	(34,842)
	Actuarial [gains]/ losses on obligation	313	-	(221)	-
	Transfer under BTA [Refer Note-32]			(66,399)	(36,367)
	Closing defined benefit obligation	**1,122**	**663**	**-**	**-**
B	**Change in the fair value of plan assets:**				
		-	-	-	-
C	**Actual return on plan assets:**	-	-	-	-
D	**Amount recognised in the balance sheet:**				
	Liabilities/ [Assets] at the end of the year	1,122	663	-	-
	Fair value of plan assets at the end of the year	-	-	-	-
	Difference	1,122	663	-	-
	Liabilities/ [Assets] recognised in the Balance Sheet	**1,122**	**663**	**-**	**-**
E	**Expenses/ [Incomes] recognised in the Statement of Profit and Loss:**				
	Current service cost	809	663	14,588	22,129
	Interest cost on benefit obligation	-	-	6,304	3,078
	Net actuarial [gains]/ losses in the year	-	-	-	-
	Amount Included in "Employee Benefit Expense"	809	663	20,892	25,208
	Return of plan assets excluding amounts included in interest income	-		-	
	Net actuarial [gains]/ losses in the year	313	-	(221)	
	Amounts recognized in OCI	313	-	(221)	-
F	**Movement in net liabilities recognised in Balance Sheet:**				
	Opening net liabilities	-	-	92,741	46,001
	Expenses as above [P & L Charge]	809	663	20,892	25,208
	Amount recognised in OCI	313	-	(221)	-
	Benefits Paid	-	-	(47,013)	(34,842)
	Transfer under BTA [Refer Note-33A]			(66,399)	(36,367)
	Liabilities/ [Assets] recognised in the Balance Sheet	**1,122**	**663**	**(0)**	**(0)**