Zydus Pharmaceuticals (USA) INC.

CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2021 and 2020

RAM ASSOCIATES, CPAS

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ZYDUS PHARMACEUTICALS (USA) INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders of
Zydus Pharmaceuticals (USA) Inc.

We have audited the accompanying consolidated financial statements of Zydus Pharmaceuticals (USA) Inc. (a New Jersey Corporation) and subsidiaries, which comprise the consolidated balance sheets as of March 31, 2021 and 2020, and the related consolidated statements of income, retained earnings, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Zydus Pharmaceuticals (USA) Inc and subsidiaries as of March 31, 2021 and 2020, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Ram Associates

Ram Associates
Hamilton, NJ

May 26, 2021

ZYDUS PHARMACEUTICALS (USA) INC.
Consolidated Balance Sheets
March 31,

(all in thousands except shares)

	2021	2020
ASSETS		
Current assets :		
Cash	$ 8,220	$ 24,728
Accounts receivable (less allowance of $517 in 2021 and $63 in 2020)	264,596	339,164
Inventories	150,935	132,153
Prepaid expenses	4,463	3,683
Other current assets	643	7,620
Total current assets	428,857	507,348
Deferred tax assets	22,016	15,154
Fixed assets, net	40,414	44,844
Land	3,309	3,309
Intangible assets, net	129	80
Other assets	15,880	12,950
TOTAL ASSETS	**$ 510,605**	**$ 583,685**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities :		
Line of credit	$ 35,000	$ 164,919
Accounts payable	141,326	246,826
Accrued expenses	88,013	70,044
Loan from parent	170,000	-
Total current liabilities	434,339	481,789
Long-term liabilities :		
Long-term debt, net of current portion	-	20,000
Total current and long-term liabilities	434,339	501,789
Stockholders' equity		
Common stock, $1 per share par value - 3,000,000 shares authorized, issued and outstanding	3,000	3,000
Retained earnings	101,266	106,896
Treasury stock, at cost 700,000 shares - March 31, 2021 and 2020	(28,000)	(28,000)
Total stockholders' equity	76,266	81,896
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 510,605**	**$ 583,685**

- See accompanying notes to the consolidated financial statements-

ZYDUS PHARMACEUTICALS (USA) INC.

Consolidated Statements of Income / (Operations)

For the years ended March 31,

(all in thousands except shares)

	2021	2020
Net revenue	$ 776,527	$ 801,437
Cost of sales	712,619	708,768
Manufacturing costs	14,703	19,224
Gross profit	49,205	73,445
Operating expenses:		
Research and development	713	3,551
General and administrative expenses	47,750	56,386
Total operating expenses	48,463	59,937
Operating income before other income and (expense)	742	13,508
Other income and (expense):		
Depreciation	(5,072)	(4,971)
Amortization	(10)	(16)
Loss on sale of fixed assets	-	(652)
Interest income	320	406
Interest expense	(2,780)	(5,385)
Total other income and (expense)	(7,542)	(10,618)
Operating income/(loss) before income tax	(6,800)	2,890
Income taxes:		
Federal income tax	(5,375)	2,281
State income tax	(317)	(92)
Deferred income tax (expense) benefit	6,862	(2,495)
Total income tax (expense) benefit	1,170	(306)
Net income (loss)	$ (5,630)	$ 2,584

- See accompanying notes to the consolidated financial statements-

ZYDUS PHARMACEUTICALS (USA) INC.
Consolidated Statement of Changes in Stockholders' Equity
For the years ended March 31, 2021 and 2020

(all in thousands except shares)

	Common Stock					Treasury stock				
	Number of shares		Amount		Retained earnings	Number of treasury stocks		Amount		Total stockholders' equity
Balance at March 31, 2019	3,000,000	$	3,000	$	104,312	(700,000)	$	(28,000)	$	79,312
Net income					2,584					2,584
Balance at March 31, 2020	3,000,000	$	3,000	$	106,896	(700,000)	$	(28,000)	$	81,896
Net loss					(5,630)					(5,630)
Balance at March 31, 2021	3,000,000	$	3,000	$	101,266	(700,000)	$	(28,000)	$	76,266

- See accompanying notes to the consolidated financial statements-

ZYDUS PHARMACEUTICALS (USA) INC.

Consolidated Statements of Cash Flows

For the years ended March 31,

	(all in thousands except shares)	
	2021	**2020**
Cash flows from operating activities		
Net income (loss)	$ (5,630)	$ 2,584
Adjustment to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	5,082	4,987
Deferred income taxes	(6,862)	2,495
Loss on sale of of fixed assets	-	652
Changes in assets and liabilities :		
(Increase) / decrease in :		
Accounts receivable	74,568	71,630
Inventory	(18,783)	30,316
Prepaid expenses	(781)	(772)
Other current assets	6,977	(5,140)
Other assets	(2,930)	(6,200)
Increase / (decrease) in :		
Accounts payable	(105,499)	(14,516)
Accrued expenses	17,969	(23,722)
Total adjustments	(30,259)	59,730
Net cash provided by (used in) operating activities	(35,889)	62,314
Cash flows from investing activities		
Capital expenditures	(700)	(2,518)
Sale of assets	-	530
Net cash used in investing activities	(700)	(1,988)
Cash flows from financing activities		
(Decrease) / Increase in line of credit	40,081	(8,581)
(Decrease) / Increase in long-term debt from bank	(20,000)	(33,413)
Net cash provided by (used in) financing activities	20,081	(41,994)
Net increase (decrease) in cash and cash equivalents	(16,508)	18,332
Cash at the beginning of the year	24,728	6,395
Cash at the end of the year	$ 8,220	$ 24,728

Supplementary disclosure of cash flows information:		
Cash paid during the years for:		
Income taxes	$ 211	$ 3,256
Interest	2,778	5,269

ZYDUS PHARMACEUTICALS (USA), Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended March 31, 2021 and 2020

1) Organization and Description of Business

Zydus Pharmaceuticals (USA) Inc ("the Company") was incorporated in New Jersey on November 18, 2003 and is a 100% subsidiary of Cadila Healthcare Limited, India, ("Zydus Cadila").

The Company markets and distributes Generic and Authorized Generic pharmaceutical products in the United States of America. The Company had acquired a manufacturing facility in St. Louis, Missouri in 2011. Most of the products are procured from Zydus Cadila except for products that are manufactured at the St. Louis facility of the Subsidiary. The Company also markets and distributes products manufactured by third parties.

The corporate office of the Company is located at Pennington, New Jersey. The building is owned by Zydus Healthcare (USA) LLC ("Zydus Healthcare"), a related party.

Nesher Pharmaceuticals (USA) LLC

Nesher Pharmaceuticals (USA) LLC ("Nesher") which is a 100% subsidiary of the Company was formed in the state of Missouri on May 17, 2011 to acquire the Generics business, including certain manufacturing, packaging and laboratory facilities, certain intellectual property, existing and future product opportunities, as well as equipment specific to the generic business.

During the year, Nesher manufactured six products. Nesher also manufactures on contract basis a product that is being distributed by Sentynl Therapeutics Inc., a related party. Nesher has a fully functional research and development division at its St. Louis facility.

ZyVet Animal Health Inc

ZyVet Animal Health Inc ("ZyVet") which is a 100% subsidiary of the Company was formed in the State of New Jersey on April 9, 2019 to market and distribute pharmaceutical products for animal consumption.

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 11, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, and quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate the spread of it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Company operates. On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted by the United States government to, amongst other provisions, provide emergency assistance and tax relief for individuals, families and businesses affected by the coronavirus pandemic.

The Company managed through the pandemic during the past year, continuing to operate its business, however, it is subject to risks and uncertainties as a result of this pandemic. The company is not expecting the pandemic to have material effect on its business, financial condition, and operating results as of the date of this report.

2) Summary of Significant Accounting Policies

Basis of consolidated financial statements

The consolidated financial statements include the financial statements of the Company and its Subsidiaries. All significant related party accounts and transactions between the Company and the Subsidiaries have been eliminated upon consolidation. Previous year's numbers are regrouped wherever necessary.

Accounting Policies

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (US GAAP); consequently, revenue is recognized when services are rendered, and expenses are reflected when costs are incurred.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are often based on judgments, probabilities and assumptions that management believes are reasonable but that are inherently uncertain and unpredictable. As a result, actual result could differ from those estimates. Management periodically evaluates estimates used in the preparation of the consolidated financial statements for continued reasonableness. Appropriate adjustment, if any, to the estimates used are made prospectively based on such periodic evaluations.

Revenue Recognition

General

On January 1, 2019, the Company adopted the new revenue Accounting Standard Codification 606 (ASC 606) to all contracts using the modified retrospective method. The cumulative initial effect of applying the new revenue standard was immaterial and consequently did not record an adjustment to the opening balance of retained earnings.

A contract with a customer exists only when the parties to the contract have approved it and are committed to perform their respective obligations, the Company can identify each party's rights regarding the distinct goods or services to be transferred ("performance obligations"), the Company can determine the transaction price for the goods or services to be transferred, the contract has commercial substance and it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

The amount of consideration to which the Company expects to be entitled varies as a result of rebates, chargebacks, returns and other sales reserves and allowances ("SR&A") that the Company offers to its customers and their customers, as well as the occurrence or nonoccurrence of future events, including milestone events. A minimum amount of variable consideration is recorded by the Company concurrently with the satisfaction of performance obligations to the extent that it is 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. Estimates of variable consideration are based on historical experience and the specific terms in the individual agreements (which the Company believes approximates expected value). Rebates and chargebacks are the largest components of SR&A. For further description of SR&A components and how they are estimated, see "Variable Consideration" below.

Shipping and handling costs are recorded under Selling and Marketing expenses.

Nature of revenue streams

Most of the Company's contracts related to product sales include single performance obligation, which is to deliver products to customers based on the purchase orders received. Revenue from sales of goods, including sales to distributors is recognized when the customer obtains control of the product. This generally occurs when products are shipped and delivered to the customer and the Company has determined that physical possession, legal title and risk and rewards of ownership of the products are transferred to the customer and Company is entitles to payment. The amount of consideration the Company expects to be entitles includes invoice value, net of accruals for estimated variable considerations including but not limited to wholesalers chargeback, rebates, distribution service fees, returns and allowances, discount, incentives and other allowances.

Other revenues are primarily comprised of contract manufacturing services and other miscellaneous items. Revenue is recognized when the customer obtains control of the products. This generally occurs when products are shipped once the Company has a present right to payment and legal title and risk and rewards of ownership are obtained by the customer.

Contract assets and liabilities

Contract assets are mainly comprised of trade receivables net of allowance for doubtful debts, which includes amounts billed and currently due from customers.

Contract liabilities are mainly comprised of deferred revenues which were Nil as of March 31, 2021 and 2020.

Variable consideration

Variable consideration mainly includes SR&A, comprised of rebates (including Medicaid and other governmental program discounts), chargebacks, returns and other promotional (including shelf stock adjustments) items. All variable considerations except Medicaid and returns are netted against trade receivables. The Company recognizes these provisions at the time of sale and adjusts them if the actual amounts differ from the estimated provisions. The following describes the nature of each deduction and how provisions are estimated:

Chargebacks

The Company has agreements with certain indirect customers, such as independent pharmacies, retail pharmacy chains, managed care organizations, hospitals, governmental agencies and pharmacy benefit managers, which establish contract prices for certain products. The indirect customers then independently select a wholesaler from which to purchase the products at these contracted prices. Alternatively, certain wholesalers may enter into agreements with indirect customers that establish contract pricing for certain products, which the wholesalers provide. Under either arrangement, the Company will provide credit to the wholesaler for any difference between the contracted price with the indirect party and the wholesaler's invoice price. Such credits are called chargebacks. The provision for chargebacks is based on expected sell-through levels by the wholesaler customers to indirect customers, as well as estimated wholesaler inventory levels at a given date.

Rebates, promotional programs and other sales allowances

This category includes rebate and other programs to assist in product sales. These programs generally provide that the customer receives credit directly related to the amount of purchases or credits upon the attainment of preestablished volumes. Also included in this category are prompt pay discounts, administrative fees and price adjustments to reflect decreases in the selling prices of products. Since these rebates and allowances are contractually agreed upon, they are estimated based on the specific terms in each agreement based on historical trends and expected sales. Externally obtained inventory levels are evaluated in relation to estimates made for rebates payable to indirect customers.

Medicaid and Other Governmental Rebates

Pharmaceutical manufacturers whose products are covered by the Medicaid, Medicare and other Government programs are required to provide a rebate to each state as a percentage of their average manufacturer's price for the products dispensed. Many states have also implemented supplemental rebate programs that obligate manufacturers to pay rebates in excess of those required under federal law. The Company estimates these rebates based on historical trends of rebates paid, as well as on changes in wholesaler inventory levels and increases or decreases in sales.

Shelf Stock Adjustments

The custom in the pharmaceutical industry is generally to grant customers a shelf stock adjustment based on the customers' existing inventory contemporaneously with decreases in the market price of the related product. The most significant of these relate to products for which an exclusive or semi-exclusive period exists. Provisions for price reductions depend on future events, including price competition, new competitive launches and the level of customer inventories at the time of the price decline. The Company regularly monitors the competitive factors that influence the pricing of its products and customer inventory levels and adjust these estimates where appropriate.

Returns

Returns primarily relate to customer returns of expired products which, the customer has the right to return six months before and up to one year following the expiration date. Such returned products are destroyed, and credits and/or refunds are issued to the customer for the value of the returns. Accordingly, no returned assets are recorded in connection with those products. The returns provision is estimated by applying a historical return rate to the amounts of revenue estimated to be subject to returns. Revenue subject to returns is estimated based on the lag time from time of sale to date of return. The estimated lag time is developed by analyzing historical experience. Additionally, the Company considers specific factors, such as estimated levels of inventory in the distribution channel, product dating and expiration, size and maturity of launch, entrance of new competitors, changes in formularies and any changes to customer terms, for determining the overall expected levels of returns.

Accounts receivable balances in the Company's consolidated financial statements are presented net of SRA estimates. SRA balances in accounts receivable were $242,204,785 and $ 230,888,948 at March 31, 2021 and 2020, respectively. SRA balances within accounts payable and accrued expenses were $76,150,340 and $53,555,214 at March 31, 2021 and 2020, respectively.

The movements in the SRA reserve balances during the year ended March 31, 2021 are as follows (in thousands):

Balance as of March 31, 2020	$	**284,444**
Accrual to reduce gross sales to net sales		1,843,906
Payments and other		(1,809,995)
Balance as of March 31, 2021	**$**	**318,355**

The SRA accruals recorded to reduce gross product sales to net product sales were as follows ($ in thousands) for the years ended March 31,

	2021	2020
Gross product sales	$ 2,619,757	$ 2,941,192
Accruals to reduce gross sales to net sales	(1,843,906)	(2,140,838)
Net product sales	**$ 775,851**	**$ 800,354**
Percentage of SRA accruals to gross sales	*70.38%*	*72.79 %*

The decrease in SRA accruals was primarily due to increase in retail sales as a percentage of total sales and change in product mix during 2020-21.

Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents and trade accounts receivable. The Company maintains cash balances, which may exceed federally insured limits. The Company does not believe that this results in any significant credit risk.

Concentration of credit risks with respect to accounts receivable is limited because of the credit worthiness of the Company's major customers. The majority of the Company's accounts receivable arise from product sales in the United States and are primarily due from drug wholesalers and retailers, distributors and pharmacy benefit managers. The Company monitors the financial performance and creditworthiness of its customers so that it can properly assess and respond to changes in their credit profile. Revenue from the Company's three major customers represented approximately 62% and 62% of the Company's net revenue for the years ended March 31, 2021 and 2020, respectively. Accounts receivable from the top three customers represented approximately 67% and 70% of total accounts receivable as of March 31, 2021 and 2020, respectively.

Cash and cash equivalents

The Company considers all highly-liquid investments (including money market funds) with an original maturity at acquisition of three months or less to be cash equivalents. The Company maintains cash balances, which may exceed federally insured limits. The Company does not believe that this results in any significant credit risk.

Accounts receivable

The Company extends credit to clients based upon management's assessment of their credit-worthiness on an unsecured basis. The Company provides an allowance for uncollectible accounts based on historical experience and management evaluation of trend analysis. The Company does not expect to have write-offs or adjustments to accounts receivable which would have a material adverse effect on its financial position, liquidity or results of operations. The allowances for uncollectible accounts as of March 31, 2021 and 2020 were $ 516,641 and $62,711, respectively.

The Company had entered into receivables purchase agreement with a bank to purchase the receivables of few customers. The limit of the said purchase agreement is $ 55,000,000. The discount rate for the outstanding purchase price is LIBOR plus a pre-determined margin. As of March 31, 2021 and 2020, the outstanding amount of $Nil and $45,196,718 respectively has been adjusted against receivable of the respective customers. The Bank has a first priority security interest in and to any and all present and future Purchased Receivables and Collections, the Collection Account and the proceeds thereof to secure the repayment.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined on a moving weighted average basis. The Company establishes reserves for its inventory to reflect situations in which the cost of the inventory is not expected to be recovered. In evaluating whether inventory is stated at the lower of cost or net realizable value, management considers such factors as the amount of inventory on hand; estimated time required to sell such inventory, remaining shelf life and current and expected market conditions, including level of competition. As of March 31, 2021 and 2020, provisions for the inventory reserves were $31,463,478 and $22,529,435, respectively.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and impairment loss if any. The Company provides for depreciation of property and equipment using the straight-line method over the estimated useful lives of the related assets ranging from 3 to 39.5 years. The Company charges repairs and maintenance costs that do not extend the lives of the assets to expenses as incurred. Repairs and maintenance expenses during the years ended March 31, 2021 and 2020 were $570,849 and $551,294, respectively.

During the year, the Company did not sell any property. During the previous year, the Company sold certain equipment with acquisition value of $ 5,203,640, accumulated depreciation of $ 4,021,484 and net book value of $ 1,182,156 for $ 530,000. Accordingly, loss of $ 652,156 on sale of these assets is recognized in Profit and Loss accounts for the year ended March 31, 2020.

During the current and previous period, the Subsidiary has undertaken purchase and installation of machinery and equipment at its facilities located in St. Louis. The total cost of all additions, both by the Company and the Subsidiary, for the periods ending March 31, 2021 and 2020 was $701,345 and $2,517,704 respectively.

Intangible assets

The Company amortize intangible assets with finite lives on a straight-line basis over their estimated useful lives. Intangible assets are reviewed annually for impairment or when events or circumstances indicate their carrying amount may not be recoverable. Based on the evaluation of intangible assets completed during the years ended March 31, 2021 and 2020, no impairment was recorded.

Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* defines fair value and establishes a hierarchy for reporting the reliability of input measurements used to assess fair value for all assets and liabilities. FASB ASC 820 defines fair value as the selling price that would be received for an asset, or paid to transfer a liability, in the principal or most advantageous market on the measurement date. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Certain financial instruments are carried at cost on the balance sheet, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash, accounts receivable, accounts payable and accrued expenses and other liabilities.

Income taxes

Income taxes have been provided for using an assets and liability approach in which deferred tax assets and liabilities are recognized for the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided for the portion of deferred tax assets when, based on available evidence, it is not "more-likely-than-not" that a portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rate and laws.

The Company's effective tax rate is 17% for period ended March 31, 2021 and 11% for the period ended March 31, 2020. The future effective income tax rate depends on various factors, such as the Company's income (loss) before taxes, tax legislation and the geographic composition of pre-tax income.

Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

3) Property and Equipment

Consolidated property and equipment consisted of the following at March 31,

	2021	2020
Computer and Equipment	$ 1,518,757	$ 1,393,772
Furniture and Fixtures	2,436,653	2,342,017
Computer Software	5,245,680	5,190,139
Office Equipment	532,231	513,630
Leasehold Improvements	2,123,412	2,002,926
Vehicle	19,714	19,714
Machinery and Equipment	25,952,745	25,764,473
Lab Equipment	1,299,016	1,033,690
Buildings and Building Improvements	27,237,550	27,179,512
Land Improvements	249,632	249,632
Other Equipment and Fixtures	6,654,155	6,625,409
Land	3,308,930	3,308,930
Fixed Assets in progress	2,819,094	3,131,880
	79,397,569	78,755,724
Less: Accumulated Depreciation	35,674,953	30,603,110
Net Fixed Assets	$ 43,722,616	$ 48,152,614

Depreciation expenses during the years ended March 31, 2021 and 2020 were $5,071,778 and $ 4,971,461 respectively.

The property and equipment listed above were accounted in the books of the Company and Subsidiaries as follows:

	The Company	Nesher	ZyVet
Computer and Equipment	$ 473,692	$ 1,045,065	$ -
Furniture and Fixtures	909,908	1,526,745	-
Computer Software	3,748,602	1,497,077	-

Office Equipment	532,231	-	-
Leasehold Improvements	2,123,412	-	-
Vehicle	-	19,714	-
Machinery and Equipment	-	25,952,745	-
Lab Equipments	-	1,299,016	-
Buildings and Building Improvements	-	27,237,551	-
Land Improvements	-	249,632	-
Other Equipment and Fixtures	-	6,654,155	-
Land	-	3,308,930	-
Fixed Assets in progress	129,050	2,690,044	-
Gross Fixed Assets	7,916,895	71,480,674	-
Less: Accumulated Depreciation	3,915,380	31,759,573	-
Net Fixed Assets	$ 4,001,515	$ 39,721,101	$ -

4) Intangible assets

Intangible assets consisted of the following at March 31,

	2021	2020
Product license	$ 1	$ 1
Logo	161,733	102,233
	161,734	102,234
Accumulated amortization	(32,464)	(22,714)
Total	$ 129,270	$ 79,520

During the previous year, Intangible Asset for Product License has been written off and accordingly the Gross block and accumulated depreciation balance related to product license have been reduced in books of accounts.

Amortization expense during the years ended March 31, 2021 and 2020 were $9,750 and $ 15,881. Estimated amortization expenses for intangible assets for each of the next five years are as follows:

Period ending March 31,

2022	$ 10,785
2023	10,785
2024	10,785
2025	10,785
Thereafter,	86,130
Total	$ 129,270

5) Other assets

Other current assets represent the amount that was paid in advance towards federal and state taxes. The balance in other assets includes loan and advances to Zydus Healthcare, Zydus Noveltech, Sentynl Therapeutics Inc. and Viona Pharma, who are related party. The Company charges interest at arm's length rates on these loans given to related parties. Loan and advances outstanding were as follows for the years ended March 31,

	2021	2020
Zydus Healthcare	$ 2,500,000	$ 2,500,000
Zydus Noveltech	630,000	1,700,000
Sentynl Therapeutics Inc.	12,000,000	4,000,000
Viona Pharma	750,000	4,750,000
Total	$ 15,880,000	$ 12,950,000

6) Accounts payable

Accounts payable includes amounts due to Zydus Cadila, the parent Company. The balance due on March 31, 2021 and 2020 were $114,361,230 and $ 210,635,501 respectively.

Accounts payable includes amounts due to Zydus Worldwide DMCC. The balance due on March 31, 2021 and 2020 were $13,643,210 and $ 7,294,465 respectively.

Accounts payable includes amounts due to Hercon Pharmaceuticals. The balance due on March 31, 2021 and 2020 were $ 33,073 and $ Nil respectively.

7) Accrued expenses

Accrued expenses represent amounts accrued towards various expenses outstanding at the end of year. It also includes $ 76,150,340 and $ 53,555,214 respectively, for the years ended March 31, 2021 and 2020 towards Medicaid, Medicare, Tricare, Brand prescription fees, Product Returns, etc. accrued for different state and federal programs.

8) Short-Term Debt

i) Loan from Citibank

The Company has a sanctioned line of credit of $ 60,000,000 and foreign exchange line of $500,000 with Citibank. The interest rate on the advance is the Quoted Rate as agreed to by the bank and the Company. For the years ended March 31, 2021 and 2020 the outstanding loan amounts were $ Nil and $ NIL respectively. Zydus Cadila has provided corporate guarantee for this loan.

ii) Loan from Bank of America

The Company has an uncommitted line of credit of $ 40,000,000 with Bank of America. The facility will bear interest at applicable LIBOR plus margin. For the years ended March 31, 2021 and 2020 the outstanding loan amounts were $ 35,000,000 and $ 20,000,000 respectively, which is payable on demand. Zydus Cadila has provided corporate guarantee for this loan.

iii) Loan from Bank of the West

The Company has an uncommitted line of credit of $ 40,000,000 with Bank of the West. The facility will bear interest at the applicable LIBOR plus margin. For the years ended March 31, 2021 and 2020 the outstanding loan amounts were $ NIL and $ 40,000,000, respectively. Zydus Cadila has provided corporate guarantee for this loan.

iv) Loan from Bank of Tokyo

The Company had an uncommitted line of credit of $ 70,000,000 with Bank of Tokyo-Mitsubishi UFJ, LTD (BTMU). The facility had interest at the applicable LIBOR plus margin. For the years ended March 31, 2021 and 2020, the outstanding loan amounts were $ NIL and $ 65,000,000, respectively. Zydus Cadila has provided corporate guarantee for this loan.

v) Loan from Sentynl Therapeutics Inc.

The Company had entered in to short-term loan agreement for $150,000,000 with related party Sentynl Therapeutics Inc. For the years ended March 31, 2021 and 2020 the outstanding loan amount was $NIL and $23,500,000, respectively. The Company had paid interest at the applicable LIBOR plus applicable margin. .

vi) Loan from JP Morgan Chase

The Company has an uncommitted line of credit of $ 30,000,000 with J P Morgan Chase. The facility will bear interest at applicable LIBOR plus margin. For the years ended March 31, 2021 and 2020 the outstanding loan amounts were $ NIL and $ 30,000,000, respectively, which is payable on demand. Zydus Cadila has provided corporate guarantee for this loan.

vii) Loan from Cadila Healthcare.

The Company had entered in to short-term loan agreement for $170,000,000 with the parent company Cadila Healthcare. For the years ended March 31, 2021 and 2020 the outstanding loan amount was $170,000,000 and $ NIL respectively. The Company has paid interest at the applicable LIBOR plus applicable margin. The proceeds of the loan were used to payoff the loan balances borrowed from other banks including the balance due on long-term debt.

9) Long-Term Debt

i) Loan from JP Morgan Chase

The Company had entered into long term loan of $ 20,000,000 with J P Morgan Chase. The facility was subject to interest at applicable LIBOR plus margin. For the years ended March 31, 2021 and 2020 the outstanding loan amounts were $ NIL and $ 20,000,000, respectively. Zydus Cadila had provided corporate guarantee for this loan.

10) Employee Benefit Plan

The Company participates in a savings plan under section 401(k) of the Internal Revenue Code (Code) covering all eligible employees. The plan provides that the Company can make matching contributions, which is equivalent to the employee's contributions subject to a maximum of 5% of the gross pay of the employee subject to Federal limits. All qualifying matching contributions are 100% vested at the completion of five years of service by an employee and are subject to certain withdrawal restrictions. For the years ended March 31, 2021 and 2020, the Company's contribution to the plan, were $ 966,670 and $901,364 respectively.

The Company has a deferred compensation plan in which certain key employees are eligible to participate. The plan allows each participant to accrue deferred compensation equal to their share, as further defined in the plan agreement, of annual net revenue growth measured against previous year annual net revenue. For example, the computation of deferred compensation for the year 2019 is based on the growth in annual net revenue for 2019 compared with 2018. The deferred liability for each participant vests equally over five-year period on March 31st each year and vested amount is paid out at the end of the following year. The participant must be employed at the Company in order to be eligible for vesting and subsequent payment. If the participants employment is terminated any unvested amounts are forfeited. The Company may have an exception to this rule at its sole discretion. The Company accounts for the deferred compensation asset separately from the liability.

Deferred compensation payment for each of the next five years are expected to be as follows:

Period ending March 31,

2022	$	1,076,358
2023		1,138,358
2024		673,620
2025		348,588
2026		194,088
Total	**$**	**3,431,012**

11) Contingent Liability

The Company has guaranteed a severance package covering three to six months of annual salary to some of its employees for the years 2021 and 2020, in the event the Company terminates employment for reason other than cause and in case of voluntary termination of employment due to significant and adverse change to; title, current salary, mandatory relocation or change in management reporting structure. The contingent liabilities for the years ended March 31, 2021 and 2020 were approximately $ 1,726,955 and $ 1,640,821, respectively.

12) Related Party Transactions

a) For the years ended March 31, 2021 and 2020, purchases of $611,558,924 and $534,354,046 respectively were made from Zydus Cadila, the parent Company. The Company and its subsidiaries have paid towards various expenses on behalf of Zydus Cadila during the years ended March 31, 2021 and 2020. The Company has been reimbursed a net amount of $33,529,359 and $30,757,029 by Zydus Cadila for the years ended March 31, 2021 and 20120, respectively.

b) During the year, the Company received a loan of $170,000,000 from Zydus Cadila. The interest paid towards the same during the year ended March 31, 2021 was $535,959.

c) For the years ended March 31, 2021 and 2020, the Company has paid fees of $752,327 and $2,488,487 respectively to Zydus Cadila, the parent company towards the Corporate Guarantee given to Citibank NA, Bank of the West, Bank of America N.A, J P Morgan Chase Bank N.A. and Bank of Tokyo-Mitsubishi UFJ, LTD.

d) For the years ended March 31, 2021 and 2020, a sum of $ 276,000 and $ 265,000 respectively were paid to Mahadev Management Inc. for management consultancy services rendered to the Company. Mr. Mahendra Patel, Director of the Company owns 50% interest in Mahadev Management Inc.

e) For the years ended March 31, 2021 and 2020, the Company has paid lease rental of $429,640 and $435,030 respectively to Zydus Healthcare and also received interest income of $150,000 and $150,000 for both the years from Zydus Healthcare on the loan provided to them.

The Company has also received a net amount of $48,401 in 2021 and paid a net amount of $1,295 in regard to various other expenses incurred for and by Zydus Healthcare during the years ended March 31, 2021 and 2020. As of March 31, 2021, Zydus Healthcare has balance receivable of $ 2,310 and as of March 31, 2020 the balance receivable was $ 38.

f) For the years ended March 31, 2021 and 2020, the Company paid interest of $Nil and $666,029 respectively to Sentynl Therapeutics Inc. (Sentynl) a related party on the short-term loan. During the year, the Company gave additional loan of $8,000,000 to Sentynl. The Company received the interest income of $ 52,578 and $17,492 during the years ended March 31, 2021 and 2020 respectively. During the years ended March 31, 2021 and 2020, Sentynl paid $ 6,926 and $ 37,379 respectively towards various expenses incurred by the Company on behalf of Sentynl. The Company has receivable balance of $ 20,250 and $ 13,706 as of March 31, 2021 and 2020 respectively.

g) Nesher entered into a product development agreement with Sentynl Therapeutics Inc. a related party. Under the terms and condition of the development agreement, Nesher is expected to receive future milestone and stability payments. During the years ended March 31, 2021 and 2020, Nesher recognized income totaling $167,000 and $135,000 towards product development activities. For the years ended March 31, 2021 and 2020, sales of $381,975 and $ 874,541 were made to Sentynl by Nesher. Also, during the year ended March 31, 2021, Sentynl paid $3,310 towards various expenses incurred by Nesher.

h) During the years ended March 31, 2021 and 2020, the Company purchased finished products of $709,962 and $1,449,630 from related party Hercon Pharmaceuticals LLC (Hercon). During the years ended March 31, 2021 and 2020, Hercon paid $1,231 and $2,598 towards reimbursement of various expenses incurred by the Company and its subsidiaries. During the years ended March 31, 2021 and 2020, Zydus received $Nil and $3,462 respectively, as interest for the amount loaned to Hercon.

i) For the years ended March 31, 2021 and 2020, purchases of $37,602,411 and $19,162,813 were made from Zydus World Wide Dubai (‘Zydus Dubai’), a related party. During the years ended March 31, 2021 and 2020, Zydus Dubai paid $40,978 and $60,633 respectively towards reimbursement of various expenses.

j) For the years ended March 31, 2021 and 2020, purchases of $Nil and $ 1,360,543 respectively were made from Zydus Technologies Limited, a related party, which was merged with Zydus Cadila with effect from April 01, 2019.

k) During the year, Zydus Noveltech Inc., a related party repaid loan of $ 1,070,000 to the Company. For the years ended March 31, 2021 and 2020, interest amount of $37,078 and $ 2,527 respectively was received from Zydus Noveltech Inc., a related party on the short-term loan. The Company has a receivable balance of $ 37,078 and $ 853 as of March 31, 2021 and 2020 respectively.

l) During the year, Viona Pharmaceuticals Inc. (Viona), a related party repaid loan of $ 4,000,000 to the Company. For the years ended March 31, 2021 and 2020, interest amount of $75,663 and $74,742 respectively were received from Viona Pharmaceuticals Inc. (Viona), a related party on the short-term loan. The Company has been reimbursed a net amount of $31,878 and $19,215 by Viona for the years ended March 31, 2021 and 2020, respectively for the various expenses incurred by or for Viona. The Company has a receivable balance of $24,809 and $ 62,709 as of March 31, 2021 and 2020 respectively.

m) For the years ended March 31, 2021 and 2020, the Company has been reimbursed a net amount of $100,843 and $Nil respectively by Zydus Animal Health and Investment Ltd. for the various expenses incurred by or for Zydus Animal Health and Investment Ltd. The Company has a receivable balance of $100,843 and $NIL as of March 31, 2021 and 2020 respectively.

13) Research and Developmental Expenses

Research and development costs are expensed as incurred. Nesher is conducting its own research and product development activities. Nesher has plans to develop, manufacture and market various products. Nesher has spent $713,310 and $3,551,034 on research and development for the years ended March 31, 2021 and 2020, respectively.

14) Product Liability

Accruals for product liability claims if any are recorded, on an undiscounted basis, when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on existing information. The accruals are adjusted periodically as additional information becomes available. From time to time the Company is subject to claims and law suits arising in the ordinary course of business, including patent, product liability and other litigation. In determining whether liabilities should be recorded for pending claims, the Company assesses the allegations made and the likelihood that it will be able to defend against the claim successfully. The Company records provisions to the extent it concludes that a contingent liability is probable, and the amount thereof is estimable. Because litigation outcomes and contingencies are unpredictable, and because excessive verdicts can occur, these assessments involve complex judgments about future events and can rely heavily on estimates and assumptions. The Company is involved in product liability lawsuits related to alleged personal injuries arising out of use of product distributed by the Company. The Company believes that it has meritorious defenses to the lawsuit and is vigorously defending itself with respect to this matter. For the years ended March 31, 2021 and 2020, no accruals for product liability were made. Zydus Cadila, the parent Company reimburses product liability related expenses incurred by the Company in case of any claims on products sourced from them.

15) Legal Settlements and Proceedings

The Company is involved in, or has been involved in, legal proceedings that arise from the normal course of business. The Company cannot predict the timing or outcome of these claims and other proceedings. Currently, the Company is not involved in any arbitration and/or other legal proceedings that it expects to have a material effect on the business, financial condition, results of operations or liquidity of the Company. All legal cost is expensed as incurred.

Government Investigations and Litigation Relating to Generic Products Pricing

1) Two putative class action cases were brought against the Company and other pharmaceutical companies ("Defendants") on behalf of putative classes of third-party payers and individual consumers in December 2015 (a federal and state case). In the complaints, plaintiff allege that Defendants reported "false" prices for their prescription drugs in violation of Pennsylvania law. The state case was stayed pending resolution of the federal case. The federal case claims were dismissed in September 2017. The state case was administratively closed on February 5, 2020.

2) In late 2016, a union health and welfare fund filed two actions against the Company and other generic drug companies in the U.S. District Court for the Eastern District of Pennsylvania. These actions alleged conspiracies to fix prices or allocate markets for two drugs (divalproex and pravastatin) in violation of federal and state antitrust laws. Subsequently, these and the other actions detailed below have been coordinated in a multi-district litigation in the Eastern District of Pennsylvania. Ultimately, putative classes of direct purchasers, end payors, and indirect resellers each filed multiple actions in which the Company is named as one of several defendants: (i) an action alleging a conspiracy to fix prices or allocate markets for pravastatin, (ii) an action to fix prices or allocate markets for divalproex, and (iii) an action alleging both a conspiracy to fix prices or allocate markets for a third drug (acetazolamide) as well as an "overarching," industry-wide conspiracy. In June 2018, Connecticut and other states filed a complaint against the Company and other defendants alleging a number of individual-drug conspiracies (including acetazolamide for the Company) as well as an "overarching" conspiracy. Several opt-out plaintiffs have filed complaint as well, and the claims in these complaints track the claims outlined above. In May 2019, Connecticut and other states filed a second complaint against the Company and other defendants. That complaint alleges a number of individual-drug conspiracies (including eight drugs for the Company) as well as an "overarching" conspiracy. Beginning in October 2019, putative classes of direct purchases, indirect resellers, and end payors as well as several opt-out plaintiffs and a group of New York counties filed additional complaints against the Company and other defendants with substantially similar claims. In October 2019, the Court entered a case management order setting a preliminary schedule and the cases are currently proceeding through fact discovery. The Company believes it has meritorious defenses to these lawsuits.

16) Income Tax

The Company accounts for income taxes in accordance with FASB ASC Topic 740, *Income Taxes*. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Management evaluates all available evidence about future taxable income and other possible sources of realization of deferred tax assets. A valuation allowance is established to reduce deferred tax assets to an amount that represents management's best estimate of the amount of such deferred tax assets that more likely than not will be realized. To the extent the Company establishes a valuation allowance or increased the allowance in any given period, an expense is recognized within the provision for income taxes in the statement of income.

The Company recognizes the tax benefit from uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to income tax matters as other expense in the statement of income. Based on management's evaluations, there are no uncertain tax positions requiring recognition as of the date of these financial statements.

Income tax expense (benefit) was computed as follows for the years ended March 31,

	2021	2020
Federal income tax	$ 5,374,861	$ (2,280,845)
State income tax	317,178	91,920
Total income taxes, current provision	5,692,039	2,188,925
Deferred income taxes (benefit)	(6,862,081)	2,495,151
Credit for research expenses	-	-
Total income tax expense (benefit)	$ (1,170,042)	$ 306,226

The deferred tax assets (liabilities) consist of the following at March 31,

	2021	2020
Property and equipment	$ (3,328,436)	$ (3,999,741)
Sales accruals and other items	25,344,624	19,153,848
Total deferred income taxes	$ 22,016,188	$ 15,154,107

The Company's provision for income taxes differs from applying the statutory U.S. federal income tax rate to income before income taxes. The primary differences result from different State income tax effective rates that were used in the accrual for the income provision for financial statement purposes versus the actual rate realized on the income tax returns. The Company files its income tax returns on a calendar year basis.

The Company files income tax returns in the U.S. federal jurisdiction, and various State jurisdictions. The Company is generally no longer subject to U.S. Federal, State and local examinations by tax authorities for the years before 2017. There are no on-going open period income tax audits with any Federal, State and/or local tax authorities.

17) Supply and Distribution Agreement

The Company has entered into a supply and distribution agreement with Zydus Cadila, its parent Company. Zydus Cadila has appointed the Company as its exclusive distributor in US territory to sell, warehouse and distribute the products, either directly or through its sub-distributors. The agreement also records the entire understanding between the parties in respect of development, approvals (regulatory), manufacture, quality control, and liabilities of the parties in respect of claims from third parties and or as between the parties for pre-manufacturing and post-manufacturing defects and operations. The agreement also sets the parameter for determining the price, which shall be reviewed periodically, to enable the Company to earn return on an arm's length basis for the distribution functions that it performs, having regard to its assets utilized, and risks undertaken.

18) New Accounting Pronouncements

i) In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"), which modifies the existing disclosure requirements for fair value measurements in ASC 820. The new disclosure requirements include disclosure related to changes in unrealized gains or losses included in other comprehensive income (loss) for recurring Level 3 fair value measurements held at the end of each reporting period and the explicit requirement to disclose the range and weighted-average of significant unobservable inputs used for Level 3 fair value measurements. The other provisions of ASU 2018-13 include eliminated and modified disclosure requirements. For all entities, this guidance is required to be adopted for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted ASU 2018-13 as of the required effective date of January 1, 2020. The adoption of ASU 2018-13 did not have a material impact on the Company's consolidated financial statements.

ii) In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. In addition, a lessee is required to record (i) a right-of-use asset and a lease liability on its balance sheet for all leases with accounting lease terms of more than 12 months regardless of whether it is an operating or financing lease and (ii) lease expense in its consolidated statement of operations for operating leases and amortization and interest expense in its consolidated statement of operations for financing leases. Leases with a term of 12 months or less may be accounted for similar to prior guidance for operating leases today. In July 2018, the FASB issued ASU No. 2018-11, Leases (Topic 842), which added an optional transition method that allows companies to adopt the standard as of the beginning of the year of adoption as opposed to the earliest comparative period presented. In November 2019, the FASB issued guidance delaying the effective date for all entities, except for public business entities. For nonpublic entities, this guidance is effective for annual periods beginning after December 15, 2020. In June 2020, the FASB issued additional guidance delaying the effective date for all entities, except for public business entities. For public entities, ASU 2016-02 was effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. For nonpublic entities, this guidance is effective for annual periods beginning after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its consolidated financial statements.

iii) In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes (“ASU 2019-12”), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in ASC 740 and also clarifies and amends existing guidance to improve consistent application. For public entities, ASU 2019-12 is effective for annual periods beginning after December 15, 2020, and interim periods within those reporting periods. For nonpublic companies, ASU 2019-12 is effective for annual periods beginning after December 15, 2021, and interim periods within those reporting periods. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2019-12 will have on its consolidated financial statements.

iv) In March 2020, the FASB issued ASU 2020-04, Facilitation of the Effects of Reference Rate Reform on Financial Reporting which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by the discontinuation of the London Interbank Offered Rate (“LIBOR”) or by another reference rate expected to be discontinued. This guidance is effective for all entities upon issuance on March 12, 2020 and may be applied through December 31, 2022. The expedients and exceptions in this guidance are optional, and the Company is evaluating the potential future financial statement impact of any such expedient or exception that it may elect to apply as the Company evaluates the effects of adopting this guidance on its consolidated financial statements.

19) Commitments

The Company has entered into an operating lease for its office facility On April 1, 2010. The Company thereafter renewed the lease over the years and the current addendum to extend the lease for two years was signed on September 1, 2020. Nesher has entered into operating leases for its manufacturing and warehousing requirements, leases expiring through June 2019 and not renewed further.

The future minimum rental payments under the lease agreement for the years ended March 31,

	2021	2020
2021	$ -	$ 435,030
2022	425,790	435,030
2023	177,413	-
Total Commitments	$ 603,203	$ 870,060

For the years ended March 31, 2021 and 2020, rent expenses were $ 429,640 and $471,776 respectively.

20) Contingencies

The Company is involved in product liabilities, government investigation and other legal proceedings that arise from time to time in the ordinary course of business. The Company records accruals for these types of contingencies to the extent that the Company determines their occurrence is probable and that the related liabilities are estimable. When accruing these costs, the Company will recognize an accrual of best estimable amount based on the data and knowledge available.

21) Subsequent events

The Company has evaluated subsequent events through May 26, 2021, the date, which the financial statements were available to be issued. No reportable subsequent events have occurred through May 26, 2021, which would have a significant effect on the financial statements as of March 31, 2021, except as otherwise disclosed.