INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ZYDUS VTEC LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **ZYDUS VTEC LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2021, the statement of Profit and Loss (including other 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 information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its loss, total comprehensive income and changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. 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 Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and 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 Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs 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 SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those 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 the override of internal control.

b) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

d) Conclude on the appropriateness of 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 our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e) 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 those charged with governance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position.
   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Sd/-

Karnik K. Shah
Partner
Membership No.: 129675

Place: Ahmedabad
Date: 27th April, 2021
UDIN : 21129675AAAACH4763

“Annexure A” referred to in the Independent Auditors’ Report of even date to the members of ZYDUS VTEC LIMITED on the Financial Statements for the year ended 31st March, 2021.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

1. The Company does not hold any fixed assets hence clause (i)(a), (i)(b) and (i)(c) of paragraph 3 of the Order are not applicable to the Company for the year under review.

2. The Company does not deal in any inventory hence this clause is not applicable to the Company for the year under review.

3. The Company has not granted any loan, secured or unsecured, to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees or security or made any investments to which provisions of section 185 and 186 of the Act is applicable, and accordingly paragraph 3 (iv) of the Order is not applicable to the Company.

5. According to the information and explanation given to us, the Company has not accepted any deposit from the Public within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Further, we are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Court or Tribunal, in this regard.

6. In absence of any manufacturing activity carried out by the company, the requirement of maintenance of cost records under sub section 1 of section 148 of the Companies Act, 2013 are not applicable to the Company during the year under audit.

7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been generally regular in depositing the amount deducted / accrued in the books of account of the company in respect of undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Services tax, Custom duty, Cess and any other material statutory dues, wherever payable have been paid during the year with the appropriate authorities. Moreover, as at 31st March, 2021, there are no such undisputed dues payable for a period of more than six months from the date they became payable.

   (b) According to the information and explanations given to us, there is no due under dispute for the Income Tax, Sales Tax, Value added Tax, Excise Duty and Service Tax, GST and other material statutory dues as at 31st March, 2021.

8. In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not defaulted in repayment of loans or borrowings from any financial institution, banks, government or due to debenture holders during the year.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The Company has not availed any term loans during the year.

10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanations given to us and on the basis of our examination of the books of account, no managerial remuneration has been paid or provided by the Company during the year.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

16. In our opinion and according to the information & explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Place: Ahmedabad
Date: 27th April, 2021
UDIN : 21129675AAAACH4763

Sd/-

Karnik K. Shah
Partner
Membership No.: 129675

“ANNEXURE B” TO THE AUDITORS’ REPORT

Report on the Internal Financial Control clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ZYDUS VTEC LIMITED** (“the company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India [ICAI]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s Judgment, including the assessment of the material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Place: Ahmedabad
Date: 27th April, 2021
UDIN : 21129675AAAACH4763

Sd/-

Karnik K. Shah
Partner
Membership No.: 129675

ZYDUS VTEC LIMITED

Balance Sheet as at March 31, 2021

Particulars	Note No.	INR-Thousand As at March 31, 2021
ASSETS:		
Non-Current Assets:		
Property, Plant and Equipment	3	428,993
Capital work-in-progress		1,090,898
Financial Assets:		
Other Financial Assets	4	24,806
Other Non-Current Assets	5	221,509
Assets for Current tax [Net]	6	366
Total		1,766,572
Current Assets:		
Financial Assets:		
Cash and Cash Equivalents	7	12,112
Other Current Assets	8	202,164
		214,276
Total		1,980,848
EQUITY AND LIABILITIES:		
Equity:		
Equity Share Capital	9	75,000
Other Equity	10	(32,197)
		42,803
Non-Current Liabilities:		
Financial Liabilities:		
Other Financial Liabilities	11	393,955
Provisions	12	2,188
		396,143
Current Liabilities:		
Financial Liabilities:		
Borrowings	13	1,030,000
Trade Payables:	14	
Dues to Micro and Small Enterprises		-
Dues to other than Micro and Small Enterprises		411
Other Financial Liabilities	15	509,257
Other Current Liabilities	16	1,747
Provisions	17	487
		1,541,902
Total		1,980,848
Significant Accounting Policies	2	
Notes to the Financial Statements	1 to 29	

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number:106625W

Sd/-

Karnik K. Shah
Partner
Membership Number: 129675
Ahmedabad, Dated: April 27, 2021

For and on behalf of the Board

Sd/-

Kapil Maithal
Chairman
DIN – 08868571

Sd/-

Vishal Gor
Director
DIN – 08787850

Ahmedabad, Dated: April 27, 2021

ZYDUS VTEC LIMITED

Statement of Profit and Loss for the period ended March 31, 2021

Particulars	Note No.	INR-Thousand Period ended March 31, 2021
INCOME:		
Other Income	18	**259**
Total Income		**259**
EXPENSES:		
Finance Costs	19	**30,972**
Other Expenses	20	**1,419**
Total Expenses		**32,391**
Loss before Tax		**(32,132)**
Add: Tax Expense:		
Current Tax	26	**65**
Loss for the year		**(32,197)**
Total Comprehensive Loss for the period Net of Tax		**(32,197)**
Basic & Diluted Earnings per Equity Share [EPS] [in Rupees]	21	**(7.64)**
Significant Accounting Policies	2	
Notes to the Financial Statements	1 to 29	

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number:106625W

Sd/-
Karnik K. Shah
Partner
Membership Number: 129675
Ahmedabad, Dated: April 27, 2021

For and on behalf of the Board

Sd/-
Kapil Maithal
Chairman
DIN – 08868571

Sd/-
Vishal Gor
Director
DIN – 08787850

Ahmedabad, Dated: April 27, 2021

ZYDUS VTEC LIMITED

Statement of Change in Equity for the period ended March 31, 2021

a Equity Share Capital:

	No. of Shares	INR-Thousand
Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:		
As at March 31, 2020	-	**-**
Add: Share issued during the year	7,500,000	**75,000**
As at March 31, 2021	7,500,000	**75,000**

b Other Equity:

	INR-Thousand
Retained Earnings	
As at March 31, 2020	**-**
Add: Loss for the year	**(32,197)**
Add: Other Comprehensive income	**-**
Total Comprehensive Loss	**(32,197)**
As at March 31, 2021	**(32,197)**

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number:106625W

Sd/-

Karnik K. Shah
Partner
Membership Number: 129675
Ahmedabad, Dated: April 27, 2021

For and on behalf of the Board

Sd/-

Kapil Maithal
Chairman
DIN – 08868571

Sd/-

Vishal Gor
Director
DIN – 08787850

Ahmedabad, Dated: April 27, 2021

ZYDUS VTEC LIMITED

Note: 1-Company overview:

Zydus VTEC Ltd. is incorporated on September 8, 2020 with objective for manufacturing of pharmaceutical products i.e. drug substance for vaccines and biological products having its registered office at Zydus Corporate Park, Scheme No. 63, Survey No 536, Khoraj [Gandhinagar], Near Vaishnodevi Circle, S.G. Highway, Ahmedabad – 382481. The Company is in the process of setting up its manufacturing facility at Zydus Biotech Park, Changodar, Ahmedabad.

These financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors at their meeting held on April 27, 2021.

Note: 2-Significant Accounting Policies:

A The following note provides list of the significant accounting policies adopted in the preparation of these financial statements.

1 Basis of preparation:

A The financial statements are in compliance with the Indian Accounting Standards [Ind AS] notified under the Companies [Indian Accounting Standards] Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.

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 Defined benefit plans

ii Contingent consideration

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 revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments. 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 statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Critical accounting judgments and estimates:

A Property, Plant and Equipment:

Property, Plant and Equipment represent a large 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 lives, such as changes in technology.

B Impairment of property, plant and equipment, goodwill and investments:

Significant judgments are involved in determining the estimated future cash flows from the Investments, Property, Plant and Equipment and Goodwill to determine their value in use to assess whether there is any impairment in their carrying amounts as reflected in the financials.

C Employee benefits:

Significant judgments are involved in making judgments about the 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.

D Taxes on Income:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions and probability of utilisation of Minimum Alternate Tax [MAT] Credit in future.

E Contingent liabilities:

Significant judgments are involved in determining whether there is a possible obligation, that may, but probably will not require an outflow of resources.

3 Foreign Currency Transactions:

The Company's financial statements are presented in Indian Rupees [INR], which is the functional and presentation currency.

A The transactions in foreign currencies are translated into functional currency at the rates of exchange prevailing on the dates of transactions.

B Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss.

C Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Note: 2-Significant Accounting Policies-Continued:

4 Revenue Recognition:

A The following are the significant accounting policies related to revenue recognition under Ind AS 115:

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 transfer of significant risks and rewards and acceptance by the customer.

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, sales tax/ Goods and Services Tax [GST]. 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 The specific recognition criteria described below must also be met before revenue is recognised:

a Interest Income:

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate [EIR]. EIR is the rate that discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b Other Income:

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

5 Taxes on Income:

Tax expenses comprise of current and deferred tax.

A Current Tax:

a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b Current tax items are recognised in co-relation to the underlying transaction either in profit or loss, OCI or directly in equity.

B Deferred Tax:

a Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

b Deferred tax liabilities are recognised for all taxable temporary differences.

c Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.

d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

e Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date and are expected to apply in the year when the asset is realised or the liability is settled.

f Deferred tax items are recognised in co-relation to the underlying transaction either in profit or loss, OCI or directly in equity.

g Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Note: 2-Significant Accounting Policies-Continued:

6 Property, Plant and Equipment:

A Property, Plant and Equipment are stated at historical cost of acquisition/ construction less accumulated depreciation and impairment loss. Historical cost [Net of Input tax credit received/ receivable] includes related expenditure and pre-operative & project expenses for the period up to completion of construction/ assets are ready for its intended use, if the recognition criteria are met and the present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset, if the recognition criteria for a provision are met. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to the statement of profit and loss during the reporting period in which they are incurred, unless they meet the recognition criteria for capitalisation under Property, Plant and Equipment.

B 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.

C Depreciation on tangible assets is provided on "straight line method" based on the useful lives as per technical assessment. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, 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.

D Depreciation on impaired assets is calculated on its reduced value, if any, on a systematic basis over its remaining useful life.

E Depreciation on additions/ disposals of the fixed assets during the year is provided on pro-rata basis according to the period during which assets are used.

F Where the actual cost of purchase of an asset is below INR 10,000/-, the depreciation is provided @ 100%.

G Capital work in progress is stated at cost less accumulated impairment loss, if any.

H An item of Property, Plant and Equipment and any significant part 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.

7 Capital Work in Progress:

The expenditure in relation to setting up of manufacturing facilities and in relation to development of process technologies and obtaining necessary registration with various statutory authorities for product development and subsequent expenditure incurred on further development and registration of products and process are being shown as "Capital Work in Progress".

8 Borrowing Costs:

A Borrowing costs consist of interest and other borrowing costs that are incurred in connection with the borrowing of funds. Other borrowing costs include ancillary charges at the time of acquisition of a financial liability, which is recognised as per EIR method. Borrowing costs also include exchange differences to the extent regarded 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. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

9 Impairment of 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.

10 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.

11 Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

A Raw Materials, Packing Materials, Finished Goods, Stock-in-Trade and Works-in-Progress are valued at lower of cost and net realisable value.

B Cost [Net of Input tax credit availed] of Raw Materials, Stores & Spare Parts, Packing Materials, Finished Goods and Stock-in-Trade is determined on Moving Average Method.

C Costs of Finished Goods and Works-in-Progress are determined by taking material cost [Net of Input tax credit availed], labour and relevant appropriate overheads based on the normal operating capacity, but excluding borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Write down of inventories to net realisable value is recognised as an expense and included in "Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade" and "Cost of Material Consumed" in the relevant note in the Statement of Profit and Loss.

Note: 2-Significant Accounting Policies-Continued:

12 Leases:

The following are the significant accounting policies related to "Leases" under Ind AS 116.

As a lessee:

For any new contracts entered into ,the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset [the underlying asset] for a period of time in exchange for consideration'.

Measurement and recognition of leases as a lessee:

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date [net of any incentives received].

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments [including in substance fixed], variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement,the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes to the in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in other financial liabilities.

13 Provisions, Contingent Liabilities and Contingent Assets:

A Provisions are 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. Contingent assets are not recognised but are disclosed separately in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates. Contingent assets are not recognised but are disclosed separately in financial statements.

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

14 Employee Benefits:

A 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' services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

B Long term employee benefits obligations:

a Leave Wages and Sick Leave:

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months period after the end of the period in which the employees render the related service. They are therefore, measured at the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of reporting period that have the terms approximating to the terms of the related obligation. Gains and losses through re-measurements are recognised in statement of profit and loss.

Note: 2-Significant Accounting Policies-Continued:

b Defined Benefit Plans:

i Gratuity:

The Liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit plan obligation at the end of the reporting period less the fair value of the plan assets. The Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to the market yields at the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost in calculated by applying the discounting rate to the net balance of the defined benefit obligation and the fair value of plan assets. Such costs are included in employee benefit expenses in the statement of Profit and Loss. Re-measurements gains or losses arising from experience adjustments and changes in actuarial 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;

ii Net interest expense or income.

c Defined Contribution Plans - Provident Fund Contribution:

Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The company has no further obligation to the plan beyond its monthly contributions. Such contributions are accounted for as defined contribution plans and are recognised as employees benefit expenses when they are due in the statement of profit and loss.

15 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 transaction costs, in the case of financial assets not recorded at fair value through profit or loss, 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.

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.

Note: 2-Significant Accounting Policies-Continued:

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, the Company 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.

d Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on trade receivables or any contractual right to receive cash or another financial asset. The Company follows 'simplified approach' for recognition of impairment loss allowance.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it requires the Company to recognise the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

ECL impairment loss allowance [or reversal] is recognized as expense/ income in the Statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost and contractual revenue receivables: ECL is presented as an allowance , i.e., as an integral part of the measurement of those assets in the balance sheet, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics.

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 as 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.

C Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model as per Ind AS 109.

D Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Note: 2-Significant Accounting Policies-Continued:

16 Fair Value Measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a In the principal market for the asset or liability, or

b In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities

b Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation [based on the lowest level input that is significant to the fair value measurement as a whole] at the end of each reporting period.

17 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.

B Recent Accounting Pronouncements:

The Ministry of Corporate Affairs notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable effective from April 1, 2021.

ZYDUS VTEC LIMITED

Notes to the Financial Statements

Note: 3-Property, Plant and Equipment:

INR-Thousand

	Buildings	As at March 31, 2021 Total
Gross Block:		
As at March 31, 2020	-	-
Right of use assets	437,749	437,749
Additions		-
Disposals		-
As at March 31, 2021	437,749	437,749
Depreciation and Impairment:		
As at March 31, 2020	-	-
Depreciation for the year *	8,755	8,755
Other adjustments		-
As at March 31, 2021	8,755	8,755
Net Block:		
As at March 31, 2021	428,994	428,994

Depreciation and amortisation expenses:	
* Depreciation / amortisation on right use of assets as per IND AS 116	8,755
Less: Transferred to Capital Work in Progress	8,755
Total	-

	INR-Thousand As at March 31, 2021
Note: 4-Other Financial Assets:	
[Unsecured, Considered Good unless otherwise stated]	
Security Deposits	9,254
Fixed deposit with bank having maturity of more than 12 months	15,346
Others	206
Total	24,806
Note: 5-Other Non-Current Assets:	
[Unsecured, Considered Good unless otherwise stated]	
Capital Advances - Considered Good	220,972
Others	537
Total	221,509
Note: 6-Current Tax Assets [Net]:	
Advance payment of Tax [Net of provision for tax of Rs. 65]	366
Total	366
Note: 7-Cash and Cash Equivalents:	
Balances with Banks	12,112
Total	12,112

A Company keeps fixed deposits with the Nationalised/ Scheduled banks, which can be withdrawn by the company as per its own discretion/ requirement of funds.

B There are no amounts of cash and cash equivalent balances held by the entity that are not available for use by the Company.

Note: 8-Other Current Assets:	
[Unsecured, Considered Good]	
Balances with Statutory Authorities	202,164
Total	202,164

ZYDUS VTEC LIMITED
Notes to the Financial Statements

	INR-Thousand As at March 31, 2021
Note: 9-Equity Share Capital:	
Authorised:	
10,000,000 Equity Shares of INR 10/- each	100,000
	100,000
Issued, Subscribed and Paid-up:	
7,500,000 Equity Shares of INR 10/- each, fully paid-up	75,000
	75,000
A The reconciliation in number of shares is as under :	
Number of shares at the beginning of the year	-
Add: Shares issued during the year	7,500,000
Number of shares at the end of the year	7,500,000
B The Company has only one class of equity shares having a par value of INR 10/- per share. Each holder of equity share is entitled to one vote per share. 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.	
C All Equity shares of Rs 10/- each, fully paid up held by Holding Company, Cadila Healthcare Limited and its nominees	
Number of Shares	7,500,000
% to total share holding	100%
Note: 10-Other Equity:	
Retained Earnings:	
Balance as per last Balance Sheet	-
Less: Loss for the year	(32,197)
Balance as at the end of the year	(32,197)
Total	(32,197)
Note: 11-Other Financial Liabilities:	
Lease Liabilities	393,955
Total	393,955
Note: 12-Provisions:	
Provision for Employee Benefits	2,188
Total	2,188

Defined benefit plan and long term employment benefit

A General description:

Leave wages [Long term employment benefit]:

The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting year is recognised [net of the fair value of plan assets as at the balance sheet date] at present value of the defined obligation at the balance sheet date based on the actuarial valuation carried out by an independent actuary using projected unit credit method.

Gratuity [Defined benefit plan]:

The Company has a defined benefit gratuity plan. Every employee who has completed continuous services of five years or more gets a gratuity on death or resignation or retirement at 15 days salary [last drawn salary] for each completed year of service. The plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary increment risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan’s debt investments.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan’s liability.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan’s liability.

Note: 12-Provisions-Continued:

		INR-Thousand		
			As at	
			March 31, 2021	
		Med. Leave	Leave Wages	Gratuity
B	**Change in the present value of the defined benefit obligation:**			
	Opening obligation	-	-	-
	Interest cost	-	-	-
	Current service cost	39	1,716	920
	Benefits paid	-	-	-
	Actuarial [gains]/ losses on obligation	-	-	-
	Closing obligation	39	1,716	920
C	**Change in the fair value of plan assets:**			
	Opening fair value of plan assets	-	-	-
	Expected return on plan assets	-	-	-
	Contributions by employer	-	-	-
	Benefits paid	-	-	-
	Return on plan assets excluding amounts included in interest income	-	-	-
	Closing fair value of plan assets	-	-	-
	Total actuarial [losses]/ gains to be recognised	-	-	-
D	**Actual return on plan assets:**			
	Expected return on plan assets	-	-	-
	Actuarial [losses]/ gains on plan assets	-	-	-
	Actual return on plan assets	-	-	-
E	**Amount recognised in the balance sheet:**			
	Liabilities at the end of the year	39	1,716	920
	Fair value of plan assets at the end of the year	-	-	-
	Difference	39	1,716	920
	Liabilities recognised in the Balance Sheet	39	1,716	920
F	**Expenses/ [Incomes] recognised in the Statement of Profit and Loss:**			
	Current service cost	39	1,716	920
	Interest cost on benefit obligation	-	-	-
	Expected return on plan assets	-	-	-
	Return on plan assets excluding amounts included in interest income	-	-	-
	Net actuarial [gains]/ losses in the year	-	-	-
	Amount transferred to CWIP	(39)	(1,716)	(920)
	Amount included in Employee Benefit Expenses	0	0	0
	Return on plan assets excluding amounts included in interest income			
	Net actuarial [gains]/ losses in the year	-	-	-
	Amounts recognized in OCI	-	-	-
G	**Movement in net liabilities recognised in Balance Sheet:**			
	Opening net liabilities	-	-	-
	Amount transferred to CWIP	39	1,716	920
	Employer's contribution	-	-	-
	Benefits Paid	-	-	-
	Net actuarial [gains]/ losses in the year	-	-	-
	Liabilities/ [Assets] recognised in the Balance Sheet	39	1,716	920
H	**Principal actuarial assumptions for defined benefit plan and long term employment benefit plan:**			
	Discount rate	6.50%	6.50%	6.50%
	[The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post employment benefit obligations]			
	Annual increase in salary cost	9.00%	9.00%	9.00%
	[The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market			
I	**The categories of plan assets as a % of total plan assets are:**			
	Insurance plan	0.00%	0.00%	0.00%

J Amount recognised in current year:

Gratuity:	**As at March 31, 2021**
Defined benefit obligation	920
Fair value of Plan Assets	-
Deficit/ [Surplus] in the plan	920
Actuarial Loss/ [Gain] on Plan Obligation	-
Actuarial Loss/ [Gain] on Plan Assets	-

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2020-21. The Average duration of the Defined Benefit Plan Obligation at the end of reporting period is 8.37 years

ZYDUS VTEC LIMITED

Notes to the Financial Statements

Note: 12-Provisions-Continued:

Sensitivity analysis:

A quantitative sensitivity analysis for significant assumption as is as shown below:

Assumptions	**INR-Thousand**		
	Medical Leave	Leave Wages	Gratuity
	As at		
	March 31, 2021		
Impact on obligation:			
Discount rate increase by 0.5%	**2,199**	**65,049**	**34,336**
Discount rate decrease by 0.5%	**(2,383)**	**(69,857)**	**(36,871)**
Annual salary cost increase by 0.5%	**(2,316)**	**(67,872)**	**(12,590)**
Annual salary cost decrease by 0.5%	**2,158**	**63,887**	**24,516**

The following payments are expected contributions to the defined benefit plan in future years:

	INR-Thousands
	As at
	March 31, 2021
Within the next 12 months [next annual reporting period]	**174**
Between 2 and 5 years	**287**
Between 5 and 10 years	**273**
Total expected payments	**734**

Note: 13-Borrowings:

A From Others [Unsecured]	**1,030,000**
Total	**1,030,000**

A Terms of Repayment for Unsecured Long Term Borrowings:

a Rupee Loans:

The loan from holding company will be repaid within 1 year from the date of first disbursement and can be further extended as may be decided mutually between both the parties.

Note: 14-Trade Payables:

Dues to Micro and Small Enterprises	**-**
Dues to other than Micro and Small Enterprises	**411**
Total	**411**
[*] Disclosure in respect of Micro and Small Enterprises:	
A Principal amount remaining unpaid to any supplier as at year end	**-**
B Interest due thereon	**-**
C Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	
D Amount of interest due and payable for the year of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act	
E Amount of interest accrued and remaining unpaid at the end of the accounting year	**-**
F Amount of further interest remaining due and payable in succeeding years	**-**
The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises on the basis of information available with the Company.	

Note: 15-Other Financial Liabilities:

Interest accrued but not due on borrowings	**7,622**
Accrued Expenses	**1,801**
Payable for Capital Goods	**455,516**
Current maturities of lease liability	**44,318**
Total	**509,257**

Note: 16-Other Current Liabilities:

Payable to Statutory Authorities	**1,747**
Total	**1,747**

Note: 17-Provisions:

Provision for Employee Benefits	**487**
Total	**487**

ZYDUS VTEC LIMITED
Notes to the Financial Statements

		INR-Thousand
		Period ended
		March 31, 2021
Note: 18-Other Income:		
Finance Income:		
Interest Income on Financial Assets measured at Amortised Cost		259
Total		259
Note: 19- Finance Cost:		
Interest expense [*]		30,932
Bank commission & charges		40
Total		30,972
[*] The break up of interest expense into major heads is given below:		
On term loans		8,245
On Lease		22,687
Total		30,932
Note: 20- Other Expenses:		
Legal and Professional Fees [*]		1,419
Total		1,419
[*] Payment to the auditors as [Excluding GST]:		
i Auditor		25
ii For other services		-
iii Total		25
Note: 21-Calculation of Earnings per Equity Share [EPS]:		
The numerators and denominators used to calculate the basic and diluted EPS are as follows:		
A Loss after tax	INR	(32,197)
B Basic and weighted average number of Equity shares outstanding during the year	Numbers	4,212,329
C Nominal value of equity share	INR	10.00
D 'Basic & Diluted EPS	INR	(7.64)

Note: 22-Related Party Transactions:

A Name of the Related Parties and Nature of the Related Party Relationship with whom transactions have taken place:

a Holding Company:

Cadila Healthcare Limited

b Fellow Subsidiaries/ Concerns:

Zydus Healthcare Limited
German Remedies Pharmaceuticals Private Limited
Zydus Wellness Limited
Zydus Wellness Products Limited
Liva Nutritions Limited
Liva Investment Limited
Zydus Animal Health and Investments Limited
Dialforhealth Unity Limited
Dialforhealth Greencross Limited
Violio Healthcare Limited
Zydus Pharmaceuticals Limited
Biochem Pharmaceutical Private Limited
Zydus Strategic Investments Limited
Zydus Foundation
M/s. Recon Pharmaceuticals and Investments, a Partnership Fi
Alidac Healthcare (Myanmar) Limited [Myanmar]
Zydus Healthcare Philippines Inc. [Philippines]
Zydus Lanka (Private) Limited [Sri Lanka]
Zydus International Private Limited [Ireland]
Zydus Netherlands B.V. [the Netherlands]
Zydus Wellness International DMCC [Dubai]
Zydus Pharmaceuticals (USA) Inc. [USA]
Nesher Pharmaceuticals (USA) LLC [USA]
ZyVet Animal Health Inc. [USA]
Zydus Healthcare (USA) LLC [USA]
Sentynl Therapeutics Inc. [USA]
Zydus Noveltech Inc. [USA]
Hercon Pharmaceuticals LLC [USA]
Viona Pharmaceuticals Inc. [USA]
Zydus Therapeutics Inc. [USA]
Zydus Healthcare S.A. (Pty) Ltd [South Africa]
Simayla Pharmaceuticals (Pty) Ltd [South Africa]
Script Management Services (Pty) Ltd [South Africa]
Zydus France, SAS [France]
Laboratorios Combix S.L. [Spain]
Etna Biotech S.R.L. [Italy]
Zydus Nikkho Farmaceutica Ltda. [Brazil]
Zydus Pharmaceuticals Mexico SA De CV [Mexico]
Zydus Pharmaceuticals Mexico Services Company SA De C.V.[Mexico]
Zydus Worldwide DMCC [Dubai]
Zydus Discovery DMCC [Dubai]

Note: 22-Related Party Transactions-Continued:

c **Directors and Key Managerial Personnel:**

Kapil Maithal	Director
Vibhor Saraswat	Director
Keyur Parekh	Director
Vishal Gor	Director

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 items 22- A[a].

	INR-Thousand
Nature of Transactions	**Period ended March 31, 2021**
Services	**32,074**
Issue of Share Capital	**75,000**
Reimbursement of Expenses	**1,382**
Inter Company Loans accepted	**1,030,000**
Interest on Loan	**8,245**
	As at March 31, 2021
Outstanding:	
Payable	**1,037,622**
Receivable	**9,254**

There are no transactions with parties referred to in Note 22 A [(b) & (c)].

Note: 23-Financial Instruments:

A **Fair values hierarchy:**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices [unadjusted] in active markets for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 which are observable for the assets or liabilities, either directly or indirectly.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial Assets:

The carrying amounts of other financial assets and cash and cash equivalents are considered to be the approximately equal to the fair values.

Financial Liabilities:

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

Note: 24-Financial Risk Management:

A **Financial instruments by category:**

	INR-Thousands			
	As at March 31, 2021			
	FVTPL	**FVOCI**	**Amortised Cost**	**Total**
Financial assets:				
Non Current Other Financial Assets	-	-	24,806	**24,806**
Cash and Cash Equivalents	-	-	12,112	**12,112**
Total	**-**	**-**	**36,918**	**36,918**
Financial liabilities:				
Borrowings [including current maturities and interest accrued but not due]			1,037,622	**1,037,622**
Lease Liabilities			438,273	**438,273**
Trade payables			411	**411**
Other Current Financial Liabilities			457,317	**457,317**
Total	**-**	**-**	**1,933,623**	**1,933,623**

ZYDUS VTEC LIMITED
Notes to the Financial Statements

Note: 24-Financial Risk Management:-Continued:

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 managed in close coordination 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 their obligations as agreed. The company is exposed to credit risk from loans and other financial assets. The Company periodically assesses the financial reliability of the counter party taking into account the financial condition, current economic trends, analysis of historical records.

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. The holding company has also ensured the company about the funding requirements that may arise from time to time so as to have smooth functioning of the company.

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.

	INR-Thousand				
	< 1 year	**1-2 year**	**2-3 year**	**> 3 year**	**Total**
Non-derivatives:					
Borrowings [including current maturities and interest accrued but not due]	1,037,622				1,037,622
Trade payable	411				411
Accrued Expenses	1,801				1,801
Payable for Capital Goods	455,516				455,516
Lease Liabilities	44,318	44,872	45,648	303,435	438,273
Total	**1,539,667**	**44,872**	**45,648**	**303,435**	**1,933,623**

c Foreign currency risk:

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency.

Foreign currency risk exposure:

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

	Movement in Rate	**INR-Thousand As at March 31, 2021 Impact on Balance sheet [*]**
USD	7.00%	1,140
USD	-7.00%	(1,140)
Others	5.00%	577
Others	-5.00%	(577)

* Holding all other variables constant

Note: 24-Financial Risk Management:-Continued:

d Interest rate risk:

Liabilities:

The Company's policy is to minimise interest rate cash flow risk exposures on financing. As at 31 March 31, 2021, the Company is exposed to changes in market interest rates through borrowings at variable interest rates.

Interest rate risk exposure *:

Below is the overall exposure of the Company to interest rate risk:

	Movement in Rate	INR-Thousand As at March 31, 2021
Interest rates	+0.50%	5,150
Interest rates	-0.50%	(5,150)

* Holding all other variables constant

Note: 25-Leases:

Lessee:

A Relating to statement of financial position:

1 As per the requirements of Ind AS 116, the Company recognises right to use assets and lease liabilities for the applicable lease transactions. Right of use assets are part of financial statement caption "Property plant and equipment'. Depreciation and impairment is similar to measurement of owned assets. Lease liabilities are part of financial statement captions non-current "financial liabilities" and current "financial liabilities". Interest is part of financial statement caption " Finance expense". The Company has availed leasehold building from the holding company on long term basis.

		INR-Thousand As at March 31, 2021
Right of use assets	**Buildings**	**Total**
Balance as at March 31, 2020 [Net]	**-**	**-**
Additions during the year	437,749	**437,749**
Depreciation charge for the year	8,755	**8,755**
Balance as at March 31, 2021 [Net]	**428,994**	**428,994**

2 Movement in lease liabilities:

	INR-Thousand As at March 31, 2021
Lease liability at the beginning of the year	**-**
Additions at the initial recognition	**437,749**
Net increase in liability during the year as per terms of the contract	**525**
Lease liability at end of the year	**438,273**
of which:	
Current portion	**44,318**
Non current portion	**393,955**

2 Maturity analysis of lease liabilities:

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows:

Minimum lease payments due	INR-Thousand As at March 31, 2021
Within 1 year	**44,318**
1-5 years	**231,359**
More than 5 years	**1,021,703**

ZYDUS VTEC LIMITED

Notes to the Financial Statements

	INR-Thousand
	Period ended March 31, 2021
Note: 26-Tax Expenses:	
The major components of income tax expense are:	
A Statement of profit and loss:	
Profit or loss section:	
Current income tax:	
Current income tax charge	**65**
Tax expense reported in the statement of profit and loss	**65**
B Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:	
Loss before tax	**(32,132)**
Enacted Tax Rate in India (%)	**25.17%**
Expected Tax Expenses	**(8,088)**
Adjustments for:	
Losses on which deferred tax is not recognised	**(8,153)**
Tax Expenses as per Statement of Profit and Loss	**65**
Note: 27-Contingent Liabilities and Commitments [to the extent not provided for]:	
A Commitments:	
a Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of Advances]	**1,069,915**

Note: 28 - Covid 19 Impact:

The Company is in the process of setting up manufacturing facility. It is into the business of Pharmaceutical projects. The management believes that there will be negligible impact of Covid-19 on the operations of the Company.

Note: 29

The company has been incorporated on September 8, 2020. Hence, previous year figures have not been disclosed in the financial statements.

Signatures to Significant Accounting Policies and Notes 1 to 29 to the Financial Statements

As per our report of even date
For Mukesh M. Shah & Co.,
Chartered Accountants
Firm Registration Number:106625W

Sd/-

Karnik K. Shah
Partner
Membership Number: 129675
Ahmedabad, Dated: April 27, 2021

For and on behalf of the Board

Sd/-

Kapil Maithal
Chairman
DIN – 08868571

Sd/-

Vishal Gor
Director
DIN – 08787850

Ahmedabad, Dated: April 27, 2021

ZYDUS VTEC LIMITED

Cash Flow Statement for the period ended on March 31, 2021

Particulars		INR- Thousands
		Period ended March 31, 2021
A Cash flows from operating activities:		
Loss before Tax		**(32,132)**
Adjustments for:		
Interest expenses		**30,932**
Operating profit before working capital changes		**(1,200)**
Adjustments for:		
[Increase] in other assets	**(227,507)**	
Decrease in trade payables	**411**	
Decrease in other liabilities	**6,223**	
Total		**(220,873)**
Cash generated from operations		**(222,073)**
Direct taxes paid [Net of refunds]		**(431)**
Net cash from operating activities		**(222,505)**
B Cash flows from investing activities:		
Purchase of Property, Plant and Equipment	**(847,074)**	
Net cash used in investing activities		**(847,074)**
C Cash flows from financing activities:		
Proceeds from issuance of Equity Share Capital	**75,000**	
Current Borrowings [Net]	**1,030,000**	
Interest paid	**(23,310)**	
Net cash used in financing activities		**1,081,690**
Net increase in cash and cash equivalents		**12,112**
Cash and cash equivalents at the beginning of the period		**-**
Cash and cash equivalents at the end of the period		**12,112**

Notes to the cash flow statement

1 All figures in brackets are outflows.

2 Cash and cash equivalent at the close of the period is INR Nil.

3 Change in Liability arising from financiing activities:

Particulars	Current borrowing [Note-13]
As at March 31, 2020	-
Cash flow	1,030,000
Foreign exchange movement	-
As at March 31, 2021	1,030,000

As per our report of even date

For Mukesh M. Shah & Co.,

Chartered Accountants

Firm Registration Number:106625W

Sd/-

Karnik K. Shah

Partner

Membership Number: 129675

Ahmedabad, Dated: April 27, 2021

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Director

DIN – 08787850

Ahmedabad, Dated: April 27, 2021