#### Independent Auditor's Report

To the Members of, **S & B Holdings B.V., Netherlands** 

Report on the Financial Statements:

We have audited the accompanying financial statements of S & B Holdings B.V., Netherlands ('the Company') (which comprises of its Balance Sheet as at 31<sup>st</sup> March, 2016, its Profit & Loss Statement and its Cash Flow Statement for the year ended on that date (hereinafter referred to as "the financial statements")) and a summary of the significant accounting policies and other explanatory information prepared by its management in Netherlands in its reporting currency in Euro as per the requirements of the Dutch Laws and Dutch GAAPs. These financial statements are then translated by the management of its holding company M/s. Alkem Laboratories Ltd., India in Indian currency (INR) and is also presented in the formats and as per requirements of Schedule III to the Companies Act, 2013 and as per the Indian GAAP for the purpose of presenting it to the shareholders of its holding company as per the requirements of Section 129(3) of the Companies Act, 2013 and for the purpose of its consolidation with the financial statements of the holding company.

Management's Responsibility for the financial statements:

The Company's Board of Directors is responsible for preparation of these financial statements that give a true and fair view of the financial position and the financial performance of the Company in accordance with the accounting principles generally accepted. This responsibility also includes maintenance of adequate accounting records 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the Generally Accepted Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of

the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

- 1. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement give the information required in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.
- The financial statements dealt with by this report are prepared from and are in agreement with the financial statements of S & B Holdings B.V., Netherlands prepared in Dutch currency as per Dutch GAAP for the year ended 31<sup>st</sup> March, 2016;
- 3. In our opinion, the financial statements dealt with by this report are translated from Euro to Indian Rupees by adopting the applicable rates of foreign currency for the year in accordance with AS-11 prescribed by Rule 7 of the Companies (Accounts) Rules, 2014 read with Companies (Accounting Standard) Rules, 2006.
- 4. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the significant accounting policies and notes thereon is prepared as per the formats and in the manner required by Schedule III to the Companies Act, 2013 and as per the requirements of Indian GAAP.
- 5. This report is not a report under Section 143 of the Companies Act, 2013 including the Companies (Auditors) Report Order, 2016, and accordingly does not include any statement on the matters specified therein.

For R.S.SANGHAI & ASSOCIATES

Chartered Accountants

Firm Registration No. 109094W

R.S.SANGHA

Partner

Membership No.: 036931

Mumbai: 20th May, 2016

#### S & B HOLDINGS BV BALANCE SHEET AS AT 31st MARCH 2016

|  |       | As At           | As At           | As At           | As At               |
|--|-------|-----------------|-----------------|-----------------|---------------------|
| PARTICULARS                                    | Note  | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015     |
|  | No.   | EURO            | Rs.             | EURO            | Rs.                 |
|  |       |                 |                 |                 |                     |
| I. EQUITY AND LIABILITIES                      |       |                 |                 |                 |                     |
| (1) Shareholders' Funds                        |       |                 |                 |                 |                     |
| (a) Share Capital                              | 2.1   | 35,590,552      | 2,897,217,375   | 35,590,552      | 2,897,217,375       |
| (b) Reserves and Surplus                       | 2.2   | (11,840,292)    | (1,304,629,004) | (5,177,014)     | (835,998,182)       |
| (b) Neserves and surplus                       |       | 23,750,260      | 1,592,588,371   | 30,413,538      | 2,061,219,193       |
| (2) Non Current Liabilities                    |       |                 |                 |                 |                     |
| Deferred Tax Liablities (Net)                  |       | 3,377,823       | 252,737,837     | 2,760,874       | 213,860,733         |
| Deletted tax clabities (Not)                   |       | 3,377,823       | 252,737,837     | 2,760,874       | 213,860,733         |
| (3) Current Liabilities                        |       |                 |                 |                 |                     |
| (3) Current Liabilities                        |       | I               |                 |                 |                     |
| (a) Other Current Liabilities                  | 2.3   | 6,344,194       | 474,689,744     | 309,213         | 20,978,756          |
| (b) Short Term Provisions                      | 2.4   | 7,394,830       | 553,301,147     | 1,208,964       | 82,023,023          |
|  |       | 13,739,024      | 1,027,990,891   | 1,518,177       | 103,001,779         |
|  | TOTAL | 40,867,107      | 2,873,317,099   | 34,692,589      | 2,378,081,705       |
| II. ASSETS                                     |       |                 |                 |                 |                     |
| (1) Non Current Assets                         |       |                 |                 |                 |                     |
| (a) Non Current Investments                    | 2.5   | 29,909,841      | 2,053,464,904   | 29,909,841      | 2,053,464,904       |
| (b) Long Term Loans and Advances               | 2.6   | 8,950,370       | 669,690,815     | 3,149,337       | 213,668,992         |
| (b) cong reim coans and market                 |       | 38,860,211      | 2,723,155,719   | 33,059,178      | 2,267,133,896       |
| (2) Current Assets                             |       |                 |                 |                 |                     |
| 12/ 02:10:10:10:10:10:10:10:10:10:10:10:10:10: |       |                 |                 |                 | 004 405             |
| (a) Current Investments                        | 2.7   | 11,256          | 842,204         | 11,256          | 891,486             |
| (b) Cash and Cash equivalents                  | 2.8   | 1,363,378       | 102,011,618     | 1,135,091       | 77,011,037          |
| (c) Other Current Assets                       | 2.9   | 632,262         | 47,307,558      | 487,064         | 33,045,286          |
|  |       | 2,006,896       | 150,161,380     | 1,633,411       | 110,947,809         |
|  |       | 40,867,107      | 2,873,317,099   | 34,692,589      | 2,378,081,705       |
|  | TOTAL | 40,867,107      | 2,013,311,039   | 0.1)002,000     | -1-12 (1970) (1970) |

**Significant Accounting Policies** 

1

**Notes to Accounts** 

2

The accompanying notes are an integral part of financial statements

CHARTERED

As per our attached report of even date

For R S SANGHAI & ASSOCIATES

chartered Accountants

R S SANGHAI

Partner

Place : Mumbai

Dated: 20th May, 2016

For and on behalf of the Board

Manish Narang

S & B HOLDINGS BV STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

| STATEMENT OF PROFIT AND LOSS FOR TH              |              | Year Ended           | Year Ended                | Year Ended             | Year Ended                |
|--|--------------|----------------------|---------------------------|------------------------|---------------------------|
| PARTICULARS                                      | Note         | 31st March 2016      | 31st March 2016           | 31st March 2015        | 31st March 2015           |
| PARTICOLARS                                      | No.          | EURO                 | Rs.                       | EURO                   | Rs.                       |
| Other income                                     | 2.10         | 220,259              | 26,378,680                | 304,260                | 23,568,354                |
| Total Revenue                                    |              | 220,259              | 26,378,680                | 304,260                | 23,568,354                |
| Expenses:<br>Finance costs<br>Other expenses     | 2.11<br>2.12 | 2,281<br>78,442      | 164,025<br>5,640,932      | 502,957<br>8,758       | 38,959,615<br>47,871,095  |
| Total expenses                                   |              | 80,723               | 5,804,957                 | 511,715                | 86,830,710                |
| Profit Before Tax                                |              | 139,536              | 20,573,723                | (207,455)              | (63,262,356               |
| Tax Expense Current Tax Deferred Tax             |              | 6,185,866<br>616,948 | 444,838,511<br>44,366,033 | 1,208,964<br>2,760,874 | 93,647,873<br>213,860,733 |
| Profit (Loss) for the period                     |              | (6,663,278)          | (468,630,822)             | (4,177,293)            | (370,770,962              |
| Earnings per equity share: (1) Basic (2) Diluted |              | (0.19)<br>(0.19)     | (13.17)<br>(13.17)        | 1.01                   | (11.80<br>(11.80          |

As per our attached report of even date

For R S SANGHAI & ASSOCIATES

Chartered Accountants

R S SANGHAI

Partner

Place : Mumbai

Dated: 20th May, 2016

For and on behalf of the Board

Manish Narang

| CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST  | Current Yea            |                          | Current Year ending<br>31st March 2015 |                           |
|---|------------------------|--------------------------|--|---------------------------|
| Particulars   | Euro                   | Rs.                      | Euro                                   | Rs.                       |
| 4.41.41   |                        |                          |  |                           |
| A. Cash Flow from Operating activities  | 139,536                | 20,573,723               | (207,454)                              | (63,262,356               |
| -Profit before Tax -Adjustments for:  | 100,000                |                          |  |                           |
| -Exchange difference  | =                      | (10,539,534)             | 74,753                                 | 52,983,197                |
| Operating Profit before Working Capital Changes   | 139,536                | 10,034,189               | (132,701)                              | (10,279,159               |
| -Adjustments for :  |                        |                          |  |                           |
| Current Investment  | -                      | 340                      | 85,384                                 | 6,613,972                 |
| Other current assets  | (145,198)              | (10,441,469)             | (157,505)                              | (12,200,523               |
| Non Current investment  | (#3)                   | 100                      | 39                                     | 2,995                     |
| Long term Loan and Advance  | 142,755.27             | 10,265,829               | (166,941)                              | (12,931,421               |
| Other Current Liabilities   | 6,034,981              | 433,988,075              | (10,955)                               | (848,610                  |
| Trade Payable   | :=:                    | ((₩)                     | (17,654)<br>(727,070)                  | (1,367,485<br>(56,319,748 |
| Short term Borrowing  |                        | 176                      | (727,070)                              | (50,515,740               |
|   | 6,172,075              | 443,846,623              | (1,127,402)                            | (87,329,978               |
| Less ; Direct taxes Paid  | (5,943,788)            | (427,430,178)            |  |                           |
| Cash (used in) / Generated from Operations  | 228,287                | 16,416,445               | (1,127,402)                            | (87,329,978               |
| Guan (austria) -  |                        |                          |  |                           |
| Net cash (used in) /generated from operating  |                        |                          | (4.407.400)                            | (07 220 07                |
| activities  | 228,287                | 16,416,445               | (1,127,402)                            | (87,329,978               |
| B. Cash Flow from Investing activities  | <b>#</b>               |                          | -                                      |                           |
| B. Cash Flow from Financing Activity activities   | *                      | -                        |  |                           |
| Net cash (used in) /generated from Financing activities   | -                      |                          | 1.5                                    | ÷                         |
| Net Increase/(decrease) in cash and cash equivalents  | 228,287                | 16,416,445               | (1,127,402)                            | (87,329,97                |
| Cash and cash equivalents at the beginning of the year Cash and cash equivalents at the end of the year | 1,135,091<br>1,363,378 | 77,011,037<br>93,427,483 | 2,262,493<br>1,135,091                 | 185,924,43<br>98,594,45   |

Notes:

1) Cash and cash equivalents include :

| Cash and cash equivalents include:             | As at 31.0 | 03.2016     | As at 31.03.2015 |            |
|--|------------|-------------|------------------|------------|
| Particulars                                    | Euro       | Rs.         | Euro             | Rs.        |
| Cash and Bank balances (Refer Note 2.8)        | 1,363,378  | 102,011,618 | 1,135,091        | 77,011,037 |
| Exchange difference (Unrealised (Gain) / Loss) |            | (8,584,135) | =                | 21,583,419 |
| Total  | 1,363,378  | 93,427,483  | 1,135,091        | 98,594,457 |

2) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS-3) "Cash Flow Statement".

As per our attached report of even date

CHARTERED ACCOUNTANTS FRN-109094 VI

FO R S SANGHAI & ASSOCIATES

Chartered Accountants

For and on behalf of the Board

R S SANGHAI

Partner

Place : Mumbai

Dated: 20th May, 2016

Manish Narang <

#### NOTE - 1 SIGNIFICANT ACCOUNTING POLICIES

These financial statements are prepared solely for the purposes of consolidation by the holding company, Alkem Laboratories Ltd and to comply with the provisions of Section 212 of the Indian Companies Act, 1956

#### 1.1 Basis of preparation: -

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspect of the applicable Accounting Standard.

#### 1.2 Use of Estimates: -

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/ materialized.

#### 1.3 Investments:

- a) Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investment are made, are classified as current investments. All other investments are classified as long-term investments.
- b) Investments are recorded at cost on the date of purchase. Current investments are stated at lower of cost or net realizable value. Long Term investments are stated at cost after deducting provisions made, if any, for other than temporary diminution in the value.

### 1.4 Revenue Recognition:

- a) Revenue is recognized to the extents that it is probable that the economic benefits will flow to the company and can be reliably measured.
- b) Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.
- c) Dividend income on investment is accounted for when the right to receive the payment is established.

#### 1.5 Cash Flow Statement:

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flow. The cash flows from operating, investing and financing activities of the Company are segregated.

#### 1.6 Cash and Cash Equivalents:

Cash and Cash Equivalent for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investment with an original maturity of three months or less (if any).

#### 1.7 Translation to Indian Rupees: -

The local accounts are maintained in local and functional currency, which is the **EURO**. The financial statements have been translated to Indian Rupees considering the operations of the Company as " **Integral operations**" for the parent company on the following basis –

- i) All income and expenses are translated at the average rate of exchange prevailing during the year.
- ii) Monetary assets and liabilities are translated at the closing rate on the Balance sheet date.
- iii) Non-monetary assets and liabilities and share capital is translated at historical rates.
- iv) The resulting exchange difference is accounted in 'Exchange Difference on Translation Account' and is charged/credited to the Profit and Loss Account.



#### S & B HOLDINGS BV NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2016

#### **NOTE 2.1: SHARE CAPITAL**

|  | As at           | As at           | As at           | As at           |
|--|-----------------|-----------------|-----------------|-----------------|
| Particulars  | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
|  | Euro            | Rs.             | Euro            | Rs.             |
| (A) Authorised, Issued, Subscribed and paid - up share capital and par value per share |                 |                 |                 |                 |
| ISSUED, SUBSCRIBED & PAID-UP:  35,590,552 equity shares of Euro.1/- each               | 35,590,552      | 2,897,217,375   | 35,590,552      | 2,897,217,375   |
| fully paid up  (Previous Year 35,590,552 equity shares of Euro.1/- each fully paid up) |                 |                 |                 |                 |
|  | 35,590,552      | 2,897,217,375   | 35,590,552      | 2,897,217,375   |

## (B) Reconciliation of Number of equity shares outstanding at the beginning and at the end of the period

| Particulars                             | As at 31st March 2016 | As at 31st March 2015 |
|---|-----------------------|-----------------------|
| Numbers of Shares Outstanding as at the | 35,590,552            | 1,050,000             |
| Shares issued during the period         | ( <del>-</del>        | 34,540,552            |
| shares bought back during the period    | 0.00                  |                       |
| Numbers of Shares Outstanding as at the |                       |                       |
| Closing of the period                   | 35,590,552            | 35,590,552            |

## (C) Shares in Company held by each shareholder holding more than 5% Shares

|                            | As at 31st M     | arch 2016  | As at 31st March 2015 |            |
|----------------------------|------------------|------------|-----------------------|------------|
| Name of the shareholder    | Number of Shares | Percentage | Number of Shares      | Percentage |
| Alkem Laboratories Limited | 35,590,552       | 100%       | 35,590,552            | 100%       |

#### **NOTE 2.2: RESERVES AND SURPLUS**

|   | As at           | As at           | As at           | As at           |
|---|-----------------|-----------------|-----------------|-----------------|
| Particulars                             | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
| T divisions                             | Euro            | Rs.             | Euro            | Rs.             |
| Surplus in Statement of Profit and Loss |                 |                 |                 |                 |
| As per last Balance Sheet               | (5,177,014)     | (835,998,182)   | (999,722)       | (465,227,219)   |
| Profit and Loss of Current Year         | (6,663,278)     | (468,630,822)   | (4,177,292)     | (370,770,963)   |
| Profit available for appropriation      | (11,840,292)    | (1,304,629,004) | (5,177,014)     | (835,998,182)   |
| Balance carried to Profit and Loss Ale  | (11,840,292)    | (1,304,629,004) | (5,177,014)     | (835,998,182)   |

## S & B HOLDINGS BV NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2016

#### **NOTE 2.3: OTHER CURRENT LIABILITIES**

|  | As at           | As at           | As at           | As at           |
|--|-----------------|-----------------|-----------------|-----------------|
| <br>  Particulars  | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
|  | Euro            | Rs.             | Euro            | Rs.             |
| Other Payables (Payable to The Pharma  |                 |                 |                 |                 |
| Network)   | 6,267,472       | 468,949,146     | 309,003         | 20,964,525      |
| Other Payables   | 76,723          | 5,740,598       | 210             | 14,231          |
| Carron   C | 6,344,194       | 474,689,744     | 309,213         | 20,978,756      |

#### **NOTE 2.4: SHORT TERM PROVISIONS**

|                   | As at           | As at           | As at           | As at           |
|-------------------|-----------------|-----------------|-----------------|-----------------|
| Particulars       | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
|                   | Euro            | Rs.             | Euro            | Rs.             |
| Provision for tax | 7,394,830       | 553,301,147     | 1,208,964       | 82,023,024      |
|                   | 7,394,830       | 553,301,147     | 1,208,964       | 82,023,024      |

#### **NOTE 2.5: NON CURRENT INESTMENTS**

|  | As at                    | As at                          | As at                    | As at                          |
|--|--------------------------|--------------------------------|--------------------------|--------------------------------|
| Particulars  | 31st March 2016          | 31st March 2016                | 31st March 2015          | 31st March 2015                |
|  | Euro                     | Rs.                            | Euro                     | Rs.                            |
| a) Subsidiary Company (UnQuoted) -The Pharmanetwork LLC United States of America | 29,909,841<br>29,909,841 | 2,053,464,904<br>2,053,464,904 | 29,909,841<br>29,909,841 | 2,053,464,904<br>2,053,464,904 |

#### **NOTE 2.6: LONG TERM LOANS AND ADVANCES**

|  | As at                  | As at                      | As at           | As at           |
|--|------------------------|----------------------------|-----------------|-----------------|
| Particulars  | 31st March 2016        | 31st March 2016            | 31st March 2015 | 31st March 2015 |
|  | Euro                   | Rs.                        | Euro            | Rs.             |
| Unsecured - Considered Good, unless otherwise stated | ·                      |                            |                 |                 |
| Loans and Advances to related party                  | 3,006,582<br>5,943,788 | 224,960,549<br>444,730,266 | 3,149,337       | 213,668,992     |
| Advance tax paid                                     | 8,950,370              | 669,690,815                |                 | 213,668,992     |

#### **NOTE 2.7 : CURRENT INVESTMENTS**

|                   | As at           | As at           | As at           | As at           |
|-------------------|-----------------|-----------------|-----------------|-----------------|
| Particulars       | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
|                   | Euro            | Rs.             | Euro            | Rs.             |
| Berkshire Hathway | 11,256          | 842,204         | 11,256          | 891,486         |
|                   | 11,256          | 842,204         | 11,256          | 891,486         |

#### S & B HOLDINGS BV NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2016

#### NOTE 2.8: CASH AND CASH EQUIVALENTS

|  | As at           | As at           | As at           | As at           |
|--|-----------------|-----------------|-----------------|-----------------|
| n d law                                  | 31st March 2016 | 31st March 2016 | 31st March 2015 | 31st March 2015 |
| Particulars                              | Euro            | Rs.             | Euro            | Rs.             |
|  |                 |                 |                 |                 |
| (a) Balance with Bank<br>Current Account | 1,363,378       | 102,011,618     | 1,135,091       | 77,011,037      |
|  | 1,363,378       | 102,011,618     | 1,135,091       | 77,011,037      |

#### **NOTE 2.9: OTHER CURRENT ASSET**

| As at   | As at      | As at   | As at  |
|---------|------------|---|--|
|         |            | 31st March 2015   | 31st March 2015  |
| Euro    | Rs.        | Euro  | Rs.  |
|         |            |   |  |
| 632,223 | 47,304,650 | 487,026   | 33,042,650   |
|         | 2,908      | 39  | 2,636  |
|         | 47,307,558 | 487,065   | 33,045,286   |
|         |            | 31st March 2016<br>Euro 31st March 2016<br>Rs. 632,223 47,304,650<br>39 2,908 | 31st March 2016 Euro 31st March 2016 Rs. 31st March 2015 Euro 47,304,650 487,026 39 2,908 39 |

#### **NOTE 2.10 ; OTHER INCOME**

|   | Year Ended      | Year Ended      | Year Ended       | Year Ended           |
|---|-----------------|-----------------|------------------|----------------------|
| Particulars   | 31st March 2016 | 31st March 2016 | 31st March 2015  | 31st March 2015      |
| Particulars   | Euro            | Rs.             | Euro             | Rs.                  |
| Interest Income   | 150,329         | 10,810,477      | 157,466          | 12,197,513           |
| Dividned on shares  | <b>36</b> 0     |                 | 174              | 13,481               |
| Profit on Sale of Shares                                  |                 | 5(#)            | 51,153           | 3,962,398<br>398,746 |
| Profit on sale of S & B Holding Inc                       | -               | -               | 5,148  <br>9,195 | 712,256              |
| Vat Refund  | 30,750          | 2,211,297       | 9,193            | 712,230              |
| Written off   | 211             | 15,173          |                  |                      |
| Applicable net gain/loss on foreign currency transactions | 38,969          | 13,341,733      | 81,124           | 6,283,960            |
| currency transactions                                     | 220,259         | 26,378,680      | 304,260          | 23,568,354           |

#### NOTE 2.11: FINANCE COST

| Particulars                       | Year Ended<br>31st March 2016<br>Euro | Year Ended<br>31st March 2016<br>Rs. | Year Ended<br>31st March 2015<br>Euro | Year Ended<br>31st March 2015<br>Rs. |
|-----------------------------------|---------------------------------------|--------------------------------------|---------------------------------------|--------------------------------------|
| Bank Charges<br>Interest Expenses | 2,281                                 | 164,025                              | 858<br>502,099                        | 66,426<br>38,893,189                 |
|                                   | 2,281                                 | 164,025                              | 502,957                               | 38,959,615                           |



#### S & B HOLDINGS BV NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2016

#### **NOTE 2.12 : OTHER EXPENSES**

| Particulars   | Year Ended<br>31st March 2016<br>Euro | Year Ended<br>31st March 2016<br>Rs. | Year Ended<br>31st March 2015<br>Euro | Year Ended<br>31st March 2015<br>Rs. |
|---|---------------------------------------|--------------------------------------|---------------------------------------|--------------------------------------|
| Legal and Professional Fees Applicable net gain/loss on foreign | 78,442                                | 5,640,932                            | 8,710                                 | 674,664                              |
| currency translation  | 2                                     | :#0                                  | (#E                                   | 47,192,737                           |
| Others  | _                                     |                                      | 48                                    | 3,694                                |
| - Others  | 78,442                                | 5,640,932                            | 8,758                                 | 47,871,095                           |



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

#### 2.13 Company Overview: -

The Company was incorporated on 17<sup>th</sup> June 2009 in Netherlands under the Corporations Act Its core business is to sale and distribution of pharmaceutical products throughout Netherlands and to provide marketing services. The Company is a wholly- owned subsidiary of Alkem Laboratories Ltd.

# 2.14 Related Party Disclosures, as required by Accounting Standard 18 (AS-18) are given below:

### a) Names of Related parties and description of relationship: -

i) Company whose control exists: Alkem Laboratories Limited (Holding Company)

ii) Subsidiaries & Step Subsidiaries

ThePharmanetwork, LLC
Ascend Laboatories, LLC

S & B Pharma Inc. (Upto 16<sup>th</sup> March 2015)

United States of America United States of America United States of America

iii) Fellow Subsidiaries

Alkem Laboratories (NIG) Limited Alkem Laboratories (PTY) Limited

Alkem Pharma GmbH

Alkem Laboratories Corporation

Ascend Laboratories SpA. Pharmacor Pty Limited

Ascends Laboratories SDN BHD.

Enzene Biosciences Ltd.

Alkem Laboratories Korea Inc

Pharmacor Ltd.

The PharmaNetwork, LLP

Ascend Laboratories (UK) Limited

Cachet Pharmaceutical Pvt. Ltd

Indchemie Health specialties Pvt. Ltd

Alkem Real Estate (up to11.09.2015) LLP

Nigeria

South Africa

Germany

Philippines

Chile

Australia

Malaysia

India

Korea

Kenya

Kazakhstan

United Kingdom

India

India

India

iv) Key Management Personnel 🕴 Mr. Manish Narang ( Director)

Mr. TIM ( Director)

## b) Transaction with related parties:

| Sr. | Transaction                               | Holding (      | Holding Company Subsidiaries Subsidia |                          |                                |
|-----|---|----------------|---------------------------------------|--------------------------|--------------------------------|
| 140 |   | EURO           | Rs                                    | EURO                     | Rs.                            |
| 1.  | Interest Income                           | (-)            | (-)                                   | <b>150,329</b> (157,466) | <b>10,810,477</b> (12,197,513) |
| 2.  | Loan Repaid                               | -<br>(727,070) | (59,748,286)                          | (-)                      | (-)                            |
| 3.  | Capital Gain on<br>Sale of<br>Investments | (5,148)        | (398,746)                             | (-)                      | (-)                            |

## c) Out of the above items transactions in excess of 10% of the total related party transactions are as under :

| Sr.<br>No | Transactions   | Related<br>Party     |         |            | For the year ended 31.03.2015 |            |
|-----------|--|----------------------|---------|------------|-------------------------------|------------|
|           |  | Relation             | EURO    | Rs.        | EURO                          | Rs.        |
| 1         | Interest Income<br>(Pharmacor<br>Limited)                                      | Fellow<br>Subsidiary | 150,329 | 10,810,477 | 157,466                       | 12,197,513 |
| 2.        | Loan Repaid<br>(Alkem<br>Laboratories Ltd)                                     | Holding<br>Company   | -       | -          | 7,27,070                      | 59,748,286 |
| 3.        | Capital Gain on<br>Sale of<br>Subsidiary<br>(Alkem<br>Laboratories<br>Limited) | Holding<br>Company   | -       |            | 5,148                         | 398,746    |



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

## d) Balances due from / to the related parties:

| Sr.<br>No | Transaction Holdi |            | ompany | Subsidiaries & Fellow<br>Subsidiaries |                 |
|-----------|-------------------|------------|--------|---------------------------------------|-----------------|
| 140       |                   | EURO       | Rs     | EURO                                  | Rs              |
| 1.        | Loans &           | -          | -      | 3,006,582                             | 224,960,549     |
|           | Advance           | (-)        | (-)    | (3,149,337)                           | (213,668,992)   |
| 2.        | Investments       | <b>100</b> | -      | 29,909,841                            | 2,053,464,904   |
| ۷.        | Invostrionto      | (-)        | (-)    | (29,909,841)                          | (2,053,464,904) |
| 3.        | Interest          | _          | -      | 632,223                               | 47,304,650      |
| J.        | Receivable        | (-)        | (-)    | (487,026)                             | (33,045,286)    |
| 4.        | Other Payable     |            | _      | 6,267,472                             | 468,949,146     |
| 4.        | Other rayable     | (-)        | (-)    | (3,09,300)                            | (20,978,755)    |

#### Note: -

Figures in brackets are for previous year.

ii) Related Party relationship is as identified by the company and relied upon by the Auditor.

#### Earnings per share are calculated as follows:-2.15:

| Particulars   | For the year ended 31 <sup>st</sup> March 2016. | For the year<br>ended<br>31 <sup>st</sup> March<br>2016.<br>INR. | For the year<br>ended<br>31 <sup>st</sup> March<br>2015.<br>Euro | For the year<br>ended<br>31 <sup>st</sup> March<br>2015.<br>INR. |
|---|---|--|--|--|
| Net profit/(loss) after tax attributable to Equity Shareholders | (6,663,278)                                     | (468,630,822)  | (4,177,293)  | (370,770,962)  |
| Weighted average number of Equity Shares (No.) -Basic -Diluted  | 35,590,552                                      | 35,590,552   | 31,426,759   | 31,426,759   |
|   | 35,590,552                                      | 35,590,552   | 31,426,759   | 31,426,759   |
| Earnings per Share * -Basic ** -Diluted                         | (0.19)  | (13.17)  | (0.13)   | (11.80)  |
|   | (0.19)  | (13.17)  | (0.13)   | (11.80)  |

The books of accounts are maintained by the Company in Euro and converted 2.16: into Indian Rupees in accordance with the accounting policy stated in note 1.7 above.

#### S & B HOLDINGS BV

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

2.17: Average exchange rate as on 31st March 2016 considered for the purpose of translation as referred in note no. 1.7 (i) is Rs. 71.9121/1Euro (Rs. 77.46125/ 1 Euro)

Closing exchange rate as on 31st March 2016 considered for the purpose of translation as referred in note no. 1.7 (ii) is Rs. 74.8227/1Euro (Rs. 67.84570/1 Euro)

2.18: Previous year figures have been regrouped wherever necessary to correspond with the figures of the current year.

Signature to Notes 1.1 to 2.18

As per our attached report of even date

For R S Sanghai & Associates Chartered Accountant For and on behalf of the Board

R S Sanghai

Partner

Place: Mumbai

Date: 20th May, 2016,

Manish Narang