

B S R & Co. LLP

Chartered Accountants

Embassy Golf Links Business Park
Pebble Beach, B Block, 3rd Floor
No. 13/2, Off Intermediate Ring Road
Bengaluru – 560 071, India
Telephone + 91 80 4682 3000
Fax + 91 80 4682 3999

Independent Auditor's Report

To the Board of Directors of Syngene International Limited

Report on the Audit of Special Purpose Financial Statements of Syngene USA Inc.

Opinion

We have audited the special purpose financial statements of Syngene USA Inc. (“the Company”), which comprise the special purpose balance sheet as at 31 March 2024, the special purpose statement of profit and loss (including other comprehensive income), special purpose statement of changes in equity and statement of cash flows for the year then ended, and notes to the special purpose financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as “the special purpose financial statements”).

The special purpose financial statements have been prepared in accordance with the basis of the preparation as set out in Note 1.2(a) of the special purpose financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and , other comprehensive income changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (“Act”). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Special Purpose 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 together with the ethical requirements that are relevant to our audit of the special purpose financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting and Restriction on Use and Distribution

Without modifying our opinion, we draw attention to Note 1.2 to the special purpose financial statements, which describes the basis of preparation of the special purpose financial statements. The special purpose financial statements are prepared solely for the purpose of entity's internal use as mentioned in Note 1.2 of the special purpose financial statements. As a result, the special purpose financial statements may not be suitable for any other purpose. Our report is intended solely for the Company and should not be used by or distributed to any party other than the Company without our prior consent in writing.

Our opinion is not modified in respect of this matter.

Registered Office:

SYNGENE USA INC.**SPECIAL PURPOSE BALANCE SHEET AS AT 31 MARCH 2024**

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

	Note	31 March 2024	31 March 2023
ASSETS			
Non-current assets			
Income tax assets		1,93,832	1,61,384
Deferred tax assets	3	-	72,808
Total non-current assets		1,93,832	2,34,192
Current assets			
Financial assets			
Trade receivables	4	22,79,291	14,54,804
Cash and cash equivalents	5	1,57,895	4,75,624
Other financial assets	6	-	18,637
Other current assets	7	1,02,695	-
Total current assets		25,39,882	19,49,065
Total assets		27,33,714	21,83,257
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	50,000	50,000
Other equity	9	14,68,337	9,90,383
Total equity		15,18,337	10,40,383
Non-current liabilities			
Deferred tax liabilities (net)		3,660	-
		3,660	-
Current liabilities			
Financial liabilities			
Trade payables	10	10,49,559	9,02,258
Income tax liabilities		1,62,158	2,40,616
Total current liabilities		12,11,718	11,42,874
Total equity and liabilities		27,33,714	21,83,257

The accompanying notes are an integral part of the special purpose financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of Syngene USA Inc.

Sd/-

G Prakash

Partner

Membership number: 099696

Bengaluru

Date: 24 April 2024

Sd/-

Jonathan Hunt

Director

Bengaluru

Date: 24 April 2024

Sd/-

Priyadarshini Mahapatra

Director

Bengaluru

Date: 24 April 2024

Management and Board of Directors' Responsibility for the Special Purpose Financial Statements

The Company's Management and Board of Directors are responsible for the preparation of these special purpose financial statements in accordance with the basis of preparation as set out in Note 1.2(a) to the special purpose financial statements.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 special purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the special purpose financial statements, the Management and Board of Directors are 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Special Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose 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 special purpose financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the special purpose 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system with reference to special purpose financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Special Purpose Financial Statements made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors 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

B S R & Co. LLP

the special purpose 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.

- Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the special purpose financial statements.

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.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Sd/-
G Prakash
Partner

Place: Bengaluru
Date: 24 April 2024

Membership No: 099696
ICAI UDIN:24099696BKGPRN2483

SYNGENE USA INC.
SPECIAL PURPOSE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024
(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

	Note	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	11	73,32,492	55,17,593
Total income		73,32,492	55,17,593
Expenses			
Employee benefits expense	12	47,83,455	38,99,966
Other expenses	13	18,82,447	11,16,155
Total expenses		66,65,902	50,16,122
Profit before tax		6,66,590	5,01,471
Tax expense	17		
Current tax		1,12,168	1,73,075
Deferred tax		76,468	(14,711)
Total tax expense		1,88,636	1,58,364
Profit for the year		4,77,954	3,43,108
Earnings per equity share			
Basic and diluted (in USD)	19	955.91	686.22
Weighted average no. of shares in calculating earnings per share		500	500

The accompanying notes are an integral part of the special purpose financial statements.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of Syngene USA Inc.

Sd/-
G Prakash
Partner
Membership number: 099696
Bengaluru
Date: 24 April 2024

Sd/-
Jonathan Hunt
Director
Bengaluru
Date: 24 April 2024

Sd/-
Priyadarshini Mahapatra
Director
Bengaluru
Date: 24 April 2024

SYNGENE USA INC.

SPECIAL PURPOSE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

A. Equity share capital

	31 March 2024	31 March 2023
Opening balance	50,000	50,000
Changes in equity share capital during the year	-	-
Closing balance	50,000	50,000

B. Other equity (refer note 8)

Particulars	Retained earnings	Total other equity
Balance as at 1 April 2022	6,47,275	6,47,275
Profit for the year	3,43,108	3,43,108
Balance as at 31 March 2023	9,90,383	9,90,383
Profit for the year	4,77,954	4,77,954
Balance as at 31 March 2024	14,68,337	14,68,337

The accompanying notes are an integral part of the special purpose financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of Syngene USA Inc.

Sd/-

G Prakash

Partner

Membership number: 099696

Bengaluru

Date: 24 April 2024

Sd/-

Jonathan Hunt

Director

Bengaluru

Date: 24 April 2024

Sd/-

Priyadarshini Mahapatra

Director

Bengaluru

Date: 24 April 2024

SYNGENE USA INC.

SPECIAL PURPOSE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
I Cash flows from operating activities		
Profit for the year	4,77,954	3,43,108
<u>Adjustment to reconcile profit before tax to net cash flows</u>		
Tax expense	1,88,636	1,58,364
Operating profit before working capital changes	6,66,590	5,01,472
Movements in working capital		
Decrease/(increase) in trade receivables	(8,24,487)	(2,03,111)
Decrease/(increase) in other financial assets and current assets	(84,058)	(18,637)
(Decrease)/increase in trade payables and other liabilities	1,47,301	18,500
Cash generated from operations	(94,655)	2,98,224
Income taxes paid	(2,23,074)	(69,098)
Net cash flow generated from / (used in) operating activities	(3,17,729)	2,29,126
II Net increase / (decrease) in cash and cash equivalents	(3,17,729)	2,29,126
III Cash and cash equivalents at the beginning of the year	4,75,624	2,46,498
IV Cash and cash equivalents at the end of the year (II+ III)	1,57,895	4,75,624
Components of cash and cash equivalents as at the end of the year		
Balances with banks - On current accounts	1,57,895	4,75,624
Total cash and cash equivalents [refer note 5]	1,57,895	4,75,624

The accompanying notes are an integral part of the special purpose financial statements.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of Syngene USA Inc.

Sd/- G Prakash Partner Membership number: 099696	Sd/- Jonathan Hunt Director	Sd/- Priyadarshini Mahapatra Director
Bengaluru Date: 24 April 2024	Bengaluru Date: 24 April 2024	Bengaluru Date: 24 April 2024

1 Company Overview

1.1 Reporting Entity

Syngene USA Inc (“the Company”), wholly owned subsidiary of Syngene International Limited, was incorporated on 24 August 2017, with registered office in the state of Delaware, the United States of America. The Company was incorporated to provide marketing and business development support services to Syngene International Limited, India in USA and other Global markets.

1.2 Basis of preparation of special purpose financial statements

a) Statement of compliance

The special purpose financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the ‘Act’) and other relevant provisions of the Act.

These special purpose financial statements have been prepared for inclusion in the annual report of the holding company, Syngene International Limited under the requirements of Section 129(3), of the Act.

These special purpose financial statements have been prepared by the Company as a going concern on the basis of relevant Ind AS that are effective at the Company’s annual reporting date, 31 March 2024.

Details of the Company’s accounting policies are included in Note 2.

b) Functional and presentation currency

These special purpose financial statements are presented in US Dollars (USD), which is also the functional currency of the Company.

c) Basis of measurement

These special purpose financial statements have been prepared on the historical cost basis (i.e., on accrual basis), except certain financial assets and liabilities which are measured at fair value.

d) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires Management to make estimates, judgements and assumptions. These estimates, judgements 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. 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.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the special purpose financial statements is included in the following notes:

Note 2(a) and 15	—Financial instruments; and
Note 2(d) and 17	—Provision for income taxes.

1.3 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in note 2(a) and 15 – financial instruments.

2 Material Accounting Policies

a. Financial instruments

i. Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in statement of profit and loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in statement of profit and loss. Any gain or loss on derecognition is recognized in statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to statement of profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

iii. Derecognition*Financial assets*

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial 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 recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes 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.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in statement of profit and loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash Management.

b. Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognizes any impairment loss on the assets associated with that contract.

c. Revenue

Sale of services

Revenue from marketing and business development support services is recognized based on a "cost plus" basis and is billed in accordance with the terms of the arrangement with the customers when the services are performed.

d. Income taxes

Income tax comprises of current and deferred income tax. Income tax expense is recognized in statement of profit and loss except to the extent that it relates to an item recognized directly in equity in which case it is recognized in other comprehensive income. Current income tax for current year and prior periods is recognized at the amount expected to be paid or recovered

from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction; and
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax assets is recognized to the extent it is probable that future taxable income will be available against which the deductible temporary timing differences and tax losses can be utilized. The Company offsets income-tax assets and liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

e. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

SYNGENE USA INC.
NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024
(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

31 March 2024 31 March 2023

3. Deferred tax assets

Employee benefit obligation	-	72,808
	<u>-</u>	<u>72,808</u>

4. Trade receivables

Unsecured, considered good*	22,79,291	14,54,804
	<u>22,79,291</u>	<u>14,54,804</u>

*Includes receivables from related party (refer note 14)

Aging schedule

31 March 2024	Outstanding for following periods from due date of payment					Total
	Unbilled	Not due	Less than 6 Months	6 months – 1 year	1-2 years	
Undisputed trade receivables - considered good	22,55,735	-	20,700	-	2,857	22,79,291
	<u>22,55,735</u>	-	<u>20,700</u>	-	<u>2,857</u>	<u>22,79,291</u>

31 March 2023	Outstanding for following periods from due date of payment					Total
	Unbilled	Not due	Less than 6 Months	6 months – 1 year	1-2 years	
Undisputed trade receivables - considered good	14,23,243	-	31,561	-	-	14,54,804
	<u>14,23,243</u>	-	<u>31,561</u>	-	-	<u>14,54,804</u>

All trade receivables are 'current'. The Company's exposure to credit risks related to trade receivables are disclosed in note 15.

5. Cash and cash equivalents

Balances with banks:		
On current accounts	1,57,895	4,75,624
	<u>1,57,895</u>	<u>4,75,624</u>

6. Other financial assets

Advance to suppliers	-	18,637
	<u>-</u>	<u>18,637</u>

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024
(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

7. Other current assets

(a) Current

Advances other than capital advances	1,02,695	-
	<u>1,02,695</u>	<u>-</u>

31 March 2024 **31 March 2023**

8. Equity share capital

Authorised

5,000 (31 March 2023: 5,000) equity shares of USD 100 each (31 March 2023: USD 100 each)	5,00,000	5,00,000
--	----------	----------

Issued, subscribed and fully paid-up

500 (31 March 2023: 500) equity shares of USD 100 each (31 March 2023: USD 100 each)	50,000	50,000
--	--------	--------

(i) Reconciliation of the shares outstanding at the end of the reporting year

Equity shares	31 March 2024		31 March 2023	
	No.	USD	No.	USD
At the beginning of the year	500	50,000	500	50,000
Issued during the year	-	-	-	-
At the end of the year	<u>500</u>	<u>50,000</u>	<u>500</u>	<u>50,000</u>

(ii) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of USD 100 per share. Each holder of equity shares is entitled to one vote per share.

(iii) Details of shareholders holding more than 5% shares in the Company

Equity shares of USD 100 each fully paid	31 March 2024		31 March 2023	
	No.	% holding	No.	% holding
Syngene International Limited, the holding company	500	100%	500	100%

As per records of the Company, including its register of shareholders/ members, the above shareholding represents both legal and beneficial ownerships of shares.

9. Other equity

Retained earnings

The amount that can be distributed by the Company as dividends to its equity shareholders.

10. Trade payables

Trade payables	10,49,559	9,02,258
	<u>10,49,559</u>	<u>9,02,258</u>

All trade payables are 'current'. The Company's exposure to liquidity risks related to trade payables is disclosed in note no 15.

Aging schedule

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 6 Months	6 months – 1 year	1-2 years		
Trade payables	10,49,559	-	-	-	-	10,49,559	
	<u>10,49,559</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>10,49,559</u>	

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 6 Months	6 months – 1 year	1-2 years		
Trade payables	9,02,258	-	-	-	-	9,02,258	
	<u>9,02,258</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>9,02,258</u>	

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
<u>11. Revenue from operations</u>		
Sale of services	73,32,492	55,17,593
	<u>73,32,492</u>	<u>55,17,593</u>
11.1 Disaggregated revenue information		
Set out below is the disaggregation of revenue:		
Revenues from Sale of services by geography		
India	73,32,492	55,17,593
United States of America	-	-
	<u>73,32,492</u>	<u>55,17,593</u>
Geographical revenue is allocated based on the location of the customers.		
11.2 Contract balances		
Trade receivables [refer note (i) below]	22,79,291	14,54,804
Contract liabilities [refer note (ii) below]	-	-
Notes:		
(i) Trade receivables are non-interest bearing.		
(ii) The Company does not have contract liabilities as at 31 March 2024 and 31 March 2023.		
11.3 Performance obligation:		
In relation to information about the Company's performance obligations in contracts with customers refer note 2(c).		
<u>12. Employee benefits expense</u>		
Salaries, wages and bonus	42,82,340	33,70,531
Share based compensation expense	1,50,044	2,69,658
Staff welfare expenses	3,51,071	2,59,777
	<u>47,83,455</u>	<u>38,99,966</u>
<u>13. Other expenses</u>		
Communication expenses	344	4,431
Travelling and conveyance	5,22,495	1,87,174
Professional charges	9,85,295	8,17,490
Sales promotion expenses	2,68,114	67,202
Printing and stationery	444	-
Rates and taxes	9,405	100
Miscellaneous expenses	96,349	39,758
	<u>18,82,447</u>	<u>11,16,155</u>

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

14. Related party transactions

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below :

SI No	Name of the related party	Relationship	Description of transaction/ Balance	Transaction value		Balance as at	
				for the year ended 31 March 2024 Expenses / (Income)	for the year ended 31 March 2023 Expenses / (Income)	31 March 2024 Payable / (Receivable)	31 March 2023 Payable / (Receivable)
(a)	Syngene International Limited	Holding Company	Sale of services	(73,32,492)	-	-	-
			Reimbursement of expense	1,50,044	2,69,658	-	-
			Trade and other receivables	-	-	(22,55,735)	(14,23,243)
			Trade and other payables	-	-	6,13,357	4,63,313

Notes:

(i) The Company has entered into an arrangement with Syngene International Limited, India to provide marketing and business development support services in United States of America and other Global markets .

(ii) The above disclosures include related parties as per IND-AS 24 on "Related Party Disclosures".

(iii) All transactions with these related parties are priced on an arm's length basis and none of the balances are secured.

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024
(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

15. Financial instruments : Fair value and risk management

A. Accounting classification and fair values

31 March 2024	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Trade receivables	-	-	22,79,291	22,79,291	-	-	-	-
Cash and cash equivalents	-	-	1,57,895	1,57,895	-	-	-	-
Financial assets-current	-	-	-	-	-	-	-	-
	-	-	24,37,186	24,37,186	-	-	-	-
Financial liabilities								
Trade payables	-	-	10,49,559	10,49,559	-	-	-	-
	-	-	10,49,559	10,49,559	-	-	-	-
31 March 2023								
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Trade receivables	-	-	14,54,804	14,54,804	-	-	-	-
Cash and cash equivalents	-	-	4,75,624	4,75,624	-	-	-	-
Financial assets-current	-	-	18,637	18,637	-	-	-	-
	-	-	19,49,065	19,49,065	-	-	-	-
Financial liabilities								
Trade payables	-	-	9,02,258	9,02,258	-	-	-	-
	-	-	8,41,758	8,41,758	-	-	-	-

B. Financial risk management

The Company's activities expose it to a variety of financial risks : credit risk, market risk and liquidity risk.

(i) Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the company's risk management framework.

(ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables & unbilled revenue)

The Company has established a credit mechanism under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, where available, and other publicly available financial information. Outstanding customer receivables are regularly monitored.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company believes that the working capital is sufficient to meet its requirements. Accordingly, no liquidity risk is perceived.

The table below details the company's remaining contractual maturity for its financial liabilities as of 31 March 2024 :

Particulars	Less than 1 year	1 - 5 years	Total
Trade payables	10,49,559	-	10,49,559
Total	10,49,559	-	10,49,559

The table below details the company's remaining contractual maturity for its financial liabilities as of 31 March 2023 :

Particulars	Less than 1 year	1 - 5 years	Total
Trade payables	9,02,258	-	9,02,258
Total	9,02,258	-	9,02,258

(iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices.

The Company is not exposed to market risk.

16. Capital Management

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

The key objective of the Company's capital Management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Company focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the company.

SYNGENE USA INC.

NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)

17. Tax expense

	Year ended 31 March 2024	Year ended 31 March 2023
(a) Amount recognised in Statement of profit and loss		
Current tax	1,12,168	1,73,075
Deferred tax	76,468	(14,711)
Tax expense for the year	1,88,636	1,58,364
(b) Reconciliation of effective tax rate		
Profit before tax	6,66,590	5,01,472
Tax at statutory income tax rate 28.3% (31 March 2023 : 31.5%)	1,88,636	1,58,364
Income tax expense	1,88,636	1,58,364

(c) Recognised deferred tax assets and liabilities

The following is the movement of deferred tax assets / liabilities presented in the balance sheet

For the year ended 31 March 2024	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Closing balance
Deferred tax asset					
Employee benefit obligation	72,808	-76,468	-	-	-3,660
	72,808	-76,468	-	-	-3,660
Deferred tax liabilities (net)	72,808	-76,468	-	-	-3,660

For the year ended 31 March 2023	Opening balance	Recognised in profit or loss	Recognised in OCI	Recognised in equity	Closing balance
Deferred tax asset					
Employee benefit obligation	58,097	14,711	-	-	72,808
	58,097	14,711	-	-	72,808
Deferred tax asset(net)	58,097	14,711	-	-	72,808

SYNGENE USA INC.**NOTES TO SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024****(All amounts are in US Dollars, except share data and per share data, unless otherwise stated)****18. Segmental Information****Operating segments**

The Company is engaged in a single operating segment of providing marketing and business development services. Accordingly, there are no additional disclosures to be provided Ind AS 108 'Operating Segments' other than those already provided in the special purpose financial statements.

Geographical information

The geographical information analyses the Company's revenues by the Company's country of domicile (i.e. USA) and other countries. In presenting the geographical information, revenue has been based on the geographic location of the customers. There are no non-current assets of the Company excluding deferred tax assets as at 31 March 2024.

	Year ended 31 March 2024	Year ended 31 March 2023
Marketing and business development services		
India	73,32,492	55,17,593
United States of America	-	-
Total	73,32,492	55,17,593

19. Earnings per share (EPS)**Earnings**

	31 March 2024	31 March 2023
Profit for the year	4,77,954	3,43,108

Shares

Weighted average number of shares used for computing basic and diluted EPS	500	500
--	-----	-----

Earnings per share - Annualised

Basic (in USD)	955.91	686.22
Diluted (in USD)	955.91	686.22

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of Syngene USA Inc.

Sd/-

G Prakash

Partner

Membership number: 099696

Bengaluru

Date: 24 April 2024

Sd/-

Jonathan Hunt

Director

Bengaluru

Date: 24 April 2024

Sd/-

Priyadarshini Mahapatra

Director

Bengaluru

Date: 24 April 2024