INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Wockhardt Holding Corp.

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Wockhardt Holding Corp ("the Company") and its subsidiaries, hereinafter referred to as ("the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2016, and the Consolidated Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position and consolidated financial performance of the Group in accordance with accounting principles generally accepted in India to the extent considered necessary for the purpose of preparation of consolidated financial statements of Wockhardt Limited. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India to the extent considered necessary for the purpose of preparation of consolidated financial statements of Wockhardt Limited, of the consolidated state of affairs of the Group as at March 31, 2016 and its consolidated profit for the year ended on that date.

Report on Other requirements

5. We further report as under:

- i. 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 of the aforesaid consolidated financial statements.
- ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
- iii. The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- iv. The consolidated financial statements has disclosed the impact of pending litigations on the consolidated financial position of the Group Refer Note 24 to the consolidated financial statements.
- v. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

Other Matter

6. This report has been prepared only for the Board of Directors of the Company for the purpose of preparation of consolidated financial statements of Wockhardt Limited, the ultimate holding company. We do not accept or assume responsibility for any other purpose.

For Haribhakti & Co. LLP Chartered Accountants Firm Registration No.103523W

Bhavik L. Shah

Partner

Membership No.122071

Place: Mumbai

Date : April 20, 2016.

<u>Wockhardt Holding Corp</u> <u>Notes to Consolidated Accounts</u> For The Year Ended March 31, 2016.

1) Background

Wockhardt Holding Corp.("the Company") was incorporated on 17th October, 2007. The Company is a wholly owned subsidiary of Wockhardt Bio AG (formerly known as Wockhardt EU Operations (Swiss) AG).

The Company is the holding Company of Morton Grove Pharmaceuticals Inc., which is engaged in the manufacture of pharmaceutical products on behalf of Wockhardt Bio AG and MGP Inc. which conducts Research and Development activity for Wockhardt Bio AG.

Wockhardt USA LLC is the wholly owned subsidiary of Morton Grove Pharmaceuticals Inc. Wockhardt USA LLC was incorporated on 26th February, 2004. On 3rd October, 2008, the status of the Company has changed from Corporation to Limited Liability Company pursuant to section 266 of the General Corporation Law of the state of Delaware, as amended, and section 18-214 of the Delaware Limited Liability Company Act. The Company is primarily engaged in the business of marketing and distribution of pharmaceutical products in the U.S. markets.

Accordingly, the Company together with its subsidiaries Morton Grove Pharmaceuticals Inc., MGP Inc and Wockhardt USA LLC constitute the Group for the purpose of consolidation.

2) Basis of Consolidation

The consolidated financial statements of the Group have been prepared based on a lineby-line consolidation of the financial statements of Wockhardt Holding Corp and its subsidiaries using uniform accounting policies for like transactions and other events in similar circumstances. All material inter-company balances and transactions are eliminated on consolidation.

3) Summary of Group's significant accounting policies:

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in India. The significant accounting policies of the Group are as follows:

a) Revenue Recognition

Revenue is recognized at the time product is shipped by the Company, which is when title passes. Allowances for discounts, chargebacks, and rebates are recognized in the same period as the related sales. A significant portion of product is distributed by independent pharmaceutical wholesalers; when a sale is initially recorded to a wholesaler, the sale and resulting receivable are recorded at list price. However, experience indicates that most of these selling prices will eventually be reduced to a lower, end-user contract price.

Therefore, at the time of the sale, a contra asset is recorded for, and revenue is reduced by, the difference between the list price and the estimated average end-user contract price. When the wholesaler ultimately sells the product, the wholesaler charges the Company (chargeback) for the difference between the list price and the end-user contract price, and such chargeback is offset against the initial estimated contra asset.

Additionally, the Company also issues rebates to its customers based on the amount of purchases a customer has made or the amount of product that has been sold by its customer. Estimated rebates are accrued as a contra asset and reduce revenues at the time of the initial sale, and are generally paid on a monthly basis. Accounts receivable are presented net of such allowances. The Company also issues rebates to various states after the Company's products are sold to Medicaid patients. These rebates are classified in accrued liabilities.

To control credit exposure, the Company routinely monitors the creditworthiness of its customers, reviews outstanding customer balances on a regular basis, and records allowances for bad debts as necessary. Additionally, the Company evaluates the collectibility of its accounts receivable based on the length of time the receivable is past due and the anticipated future uncollectible amounts based on historical experience. Accounts receivable are charged off against the allowance account when they are deemed uncollectible. The Company does not require customers to maintain collateral.

b) Inventories

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined on moving average basis. Cost also includes all charges incurred for bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

c) Fixed Assets and Depreciation / Amortisation

Tangible Assets:

Fixed assets are stated at cost, less accumulated depreciation. The Company capitalizes all costs relating to the acquisition and installation of fixed assets.

Depreciation / Amortisation:

Depreciation is determined on the straight-line method over the estimated useful lives of the assets as follows:

Building and improvements Machinery and equipment Office equipment and furniture Vehicle IT Equipments 20 to 33 years 4 to 23 years 4 to 20 years 5 to 7 years 3 to 10 years

Intangible Assets:

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any.

The cost relating to intangibles assets which are acquired, are capitalized and amotised on a straight line basis upto the period of ten years, which is based on their estimated useful life.

Goodwill is on account of acquisition of Morton Grove Pharmaceuticals Inc and it's subsidiaries. Goodwill is tested for impairment at each balance sheet date.

d) Research and Development (R&D)

Research costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortized over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

e) Operating Lease

Operating lease payments are recognized as an expense in the Statement of Profit and Loss over the lease term.

f) Employee Benefits

The Company has a defined contributions savings and retirement 401(k) plan, which covers substantially all employees. The 401(k) retirement savings plan gives employees the opportunity to fund their retirement with "pre tax" dollars. MGP matches employees' contribution with 75 cents for each dollar the employee contributes and Wockhardt USA matches employees' contribution with 1 dollar for each dollar the employee contributes. The maximum match is 6 percent of employees' pay. The assets of the plan are held separately from those of the Company in an independently administered fund.

g) Foreign Currency transactions

Foreign Currency transactions during the year are recorded at rates of exchange prevailing on the date of the transaction. Foreign Currency denominated assets and liabilities are translated into United States Dollars at the rates of exchange prevailing on the date of the balance sheet. All the exchange differences are dealt with in the Statement of Profit and Loss.

h) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

i) Taxes

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of local Income Tax rules as applicable to the financial year. The Company uses liability method to account for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between tax on accounting profit and tax as per income tax law in force when the differences are anticipated to reverse.

WOCKHARDT HOLDING CORP.

Consolidated Balance Sheet as at March 31, 2016 (All amounts in United States Dollars)

	Notes	As at 31.3.2016	As at 31.3.2015
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	4	1,100	1,100
Reserves and Surplus	5	66,817,366	61,963,996
			, ,
	6	222.925	
SECURED LOANS UNSECURED LOANS	6 6	323,835	-
UNSECURED LOANS	0	-	-
	-	67,142,301	61,965,096
APPLICATION OF FUNDS			
FIXED ASSETS	7		
Gross Block		61,555,928	57,270,779
Less : Accumulated Depreciation		(25,760,406)	(23,935,699)
Net Block	-	35,795,522	33,335,080
Capital Work in Progress, including capital advances	_	20,131,775	19,393,671
	-	55,927,297	52,728,751
DEFERRED TAX ASSET (NET)	8	10,249,251	13,716,410
CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	9	29,731,699	32,106,041
Sundry Debtors	10	102,431,742	43,264,643
Cash and Bank balances	11	1,862,980	16,151,317
Loans and Advances	12	5,071,027	10,673,727
	[A]	139,097,448	102,195,728
LESS : CURRENT LIABILITIES AND PROVISIONS	13		
Current Liabilities		138,131,695	106,551,793
Provisions	-	-	124,000
	[B]	138,131,695	106,675,793
NET CURRENT ASSETS	[A] - [B]	965,753	(4,480,065)
Total	-	67,142,301	61,965,096
Significant Accounting Policies	3		
The Notes 1 to 27 form an integral part of the Balance Sheet			
As per our attached report of even date			
For Haribhakti & Co. LLP	For a	nd on behalf of Boa	ard of Directors
Chartered Accountants			

Bhavik L. Shah Partner Membership No. 122071

ICAI Firm Registration No. 103523W

Place: Mumbai Date: April 20, 2016 Director

WOCKHARDT HOLDING CORP.

Consolidated Statement of Profit and Loss for the year ended March 31, 2016 (All amounts in United States Dollars)

	Notes	For the year ended 31.3.2016	For the year ended 31.3.2015
INCOME			
Sales		212,642,123	235,893,821
Service Income - Research & Development		8,568,165	6,454,143
Other income	14	500,021	846,780
		221,710,309	243,194,744
EXPENDITURE			
Materials consumed and purchase of goods	15	149,600,409	179,433,259
(Increase) / decrease in Finished goods and Work-in-progress	16	4,508,400	(7,066,281)
Operating and other expenses	17	57,335,306	57,841,071
Depreciation / Amortisation	7	1,824,707	2,151,322
Financial Expenses	18	28,609	92,507
		213,297,431	232,451,878
NET PROFIT BEFORE TAX		8,412,878	10,742,866
Provision for tax			
- Current		92,349	745,997
- Deferred tax charge/(credit)		3,467,159	9,166,838
-Tax for earlier years		-	(5,741,769)
NET PROFIT AFTER TAX FOR THE YEAR		4,853,370	6,571,800
Balance brought forward from prior year		35,961,596	29,389,796
Surplus / (Deficit) carried to Balance sheet		40,814,966	35,961,596
			, ,
Significant Accounting Policies	3		
Significant Accounting Policies The Notes 1 to 27 form an integral part of the Statement of Profit and Loss			

For Haribhakti & Co. LLP Chartered Accountants ICAI Firm Registration No. 103523W

Bhavik L. Shah Partner Membership No. 122071

Place: Mumbai Date: April 20, 2016 Director

Notes to the Consolidated financial statements for the year ended March 31, 2016

		AS AT 31.3.2016 USD	AS AT 31.3.2015 USD
4	SHARE CAPITAL	002	0.02
	AUTHORISED		
	3,000 (Previous year - 3,000) shares of common	3,000	3,000
	stock of par value USD 1 per share.		
	ISSUED, SUBSCRIBED AND PAID UP		
	1,100 (Previous year - 1,100) shares of common	1,100	1,100
	stock of par value USD 1 per share.		
		1,100	1,100
	All the above shares are held by Wockhardt Bio AG, the holding company.		
	Wockhardt Bio AG is a subsidiary of Wockhardt Limited, India.		
5	RESERVES AND SURPLUS		
	Securities premium		
	Balance as per last account	26,002,400	26,002,400
	Additions during the year	-	_
		26,002,400	26,002,400
	Profit and loss account		
	Balance as per last account	35,961,596	29,389,796
	Additions during the year	4,853,370	6,571,800
		40,814,966	35,961,596
		66,817,366	61,963,996
6	SECURED/UNSECURED LOANS		
U	Equipment Loan (Secured)	323,835	-
	Loan from Wockhardt Limited (Unsecured)	-	_
		323,835	-
	—	/	

Notes to the Consolidated financial statements

Note 7: Fixed Asset

Gross Block Depreciation Net Block Deductions / Particulars Deductions & Ending Balance **Ending Balance** Ending As At 31.3.2015 Additions As At 31.3.2015 Additions Adjustments & As At 31.3.2015 31.3.16 31.3.16 Balance 31.3.16 Transfers transfers Intangibles Goodwill on Consolidation 10,656,941 10,656,941 10,656,941 10,656,941 ---6,970,440 7,367,934 1,342,081 1,363,512 Software 397,494 (5,606,928)(418, 924)(6,025,852)_ 11,999,022 Intangible Assets (A) 17,627,381 397,494 18,024,875 (5,606,928) (418,924) (6,025,852)12,020,453 --Tangibles Freehold land 7,573,384 7,573,384 7,573,384 7,573,384 --12,286,297 164,798 12,451,095 (382,499) (3,971,732)8,479,363 8,697,064 Buildings -(3,589,233)_ Plant and Machinery 17,174,520 3,523,789 20,698,309 (12,554,525)(885, 478)(13,440,003)7,258,306 4,619,995 --Furniture and Fixtures 1,512,844 1,512,844 (1,264,346) (60,291) (1,324,637) 188,207 248,498 _ --Office Equipments 843,446 843,446 (843,375) (843,375) 71 71 --IT Equipments 232,569 199,068 431,637 (56,954) (77,515) (134,469) 297,168 175,615 --Vehicles 20.338 20.338 (20.338) (20,338) $(\mathbf{0})$ $(\mathbf{0})$ 43,531,053 Tangible Assets (B) 39,643,398 3,887,655 (18,328,771) (19,734,554) 23,796,500 21,314,627 -(1,405,783) -Total (A+B) 57,270,779 4,285,149 . 61,555,928 (23,935,699) (1,824,707)-(25,760,406) 35,795,522 33,335,080 Capital Work in Progress 19,393,671 5,143,856 (4,405,752) 20,131,775 20,131,775 19,393,671 -Total 76,664,450 9,429,005 (4,405,752) 81,687,703 (23,935,699) (1,824,707) (25,760,406) 55,927,297 52,728,751 -

Amounts in USD

Notes to the Consolidated financial statements for the year ended March 31, 2016

8	DEFERRED TAX ASSET	AS AT 31.3.2016 USD	AS AT 31.3.2015 USD
	Deferred Tax Liabilities		
	Difference between depreciation on block of assets	1,662,184	893,810
	Total (A)	1,662,184	893,810
	Deferred Tax Assets		
	Carry over losses	2,860,576	567,104
	Deferred expenses	9,050,859	14,043,116
	Total (B)	11,911,435	14,610,220
	<u>Net Deferred Tax Assets</u>	10,249,251	13,716,410
	Net Deferred Tax Assets	10,249,231	13,/10,410
9	INVENTORIES		
-	Raw materials	9,145,795	9,015,464
	Packing materials	4,046,912	2,043,185
	Finished goods	16,326,315	20,562,099
	Work-in-progress	212,677	485,293
		29,731,699	32,106,041
10	SUNDRY DEBTORS, Net of Allowances		
	Debts outstanding for a period exceeding six months		
	Unsecured, Considered good	-	-
	Unsecured, Considered doubtful	102,476	101,162
	Less : Provision for doubtful debts	102,476	101,162
	Sundry Debtors, net of provisions	-	-
	Other Debts		
	Unsecured, Considered good		
	Intercompany Receivables	31,981,590	21,961,552
	Others	70,450,152	21,303,091
		102,431,742	43,264,643

Notes to the Consolidated financial statements for the year ended March 31, 2016

		AS AT 31.3.2016 USD	AS AT 31.3.2015 USD
11	CASH AND BANK BALANCES		
	Cash on hand	500	500
	Balances with Scheduled banks	-	-
	- in Current account & Fixed Deposits	1,862,480	16,150,817
		1,862,980	16,151,317
12	LOANS AND ADVANCES		
	(Unsecured , considered good)		
	Loan to Wockpharma Ireland	3,387,434	3,250,000
	Advances recoverable in cash or in kind or for value to be received	318,916	1,079,989
	Security Deposit	340,161	339,990
	Advance tax (net of provision for tax)	638,445	5,439,263
	Prepaid expenses	386,071	564,485
		5,071,027	10,673,727
13	CURRENT LIABILITIES AND PROVISIONS		
	CURRENT LIABILITIES		
	Sundry Creditors	12,092,287	4,501,899
	Intercompany payables	99,270,018	67,105,417
	Advance Received from customer - Wockhardt Bio AG	5,527,090	13,764,084
	Other liabilities	21,242,300	21,180,393
		138,131,695	106,551,793
	PROVISIONS		
	Provision for tax, net of advance tax paid	-	-
	Other provisions	-	124,000
		-	124,000

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Notes to the Consolidated financial statements for the year ended March 31. 2016

for th	ne year ended March 31, 2016	For the year ended 31.3.2016 USD	For the year ended 31.3.2015 USD
14	OTHER INCOME		
	Interest income on loan	137,434	132,481
	Interest income on deposits	53,369	101,323
	Provision no longer required written back	-	151,716
	Lease Rental income	308,744	457,060
	Miscellaneous income	474	4,200
		500,021	846,780

15 MATERIALS CONSUMED AND PURCHASE OF GOODS

	4,508,400	(7,066,281)
	16,538,992	21,047,392
Work-in-progress	212,677	485,293
Finished goods	16,326,315	20,562,099
Inventories as at March 31, 2016		
	21,047,392	13,981,111
Work-in-progress	485,293	178,314
Finished goods	20,562,099	13,802,797
5 (INCREASE) / DECREASE IN INVENTORIES Inventories as at March 31, 2015		
Total	149,600,409	179,433,259
Purchase of Traded Goods	114,570,123	148,940,832
Materials Consumed	35,030,286	30,492,427
Packing material	4,046,912	2,043,185
Raw material	9,145,795	9,015,464
Less : Closing stock of materials		
	48,222,993	41,551,076
Add : Purchase of Raw and Packing materials	37,164,344	32,559,104
	11,058,649	8,991,972
Packing material	2,043,185	3,310,465
Raw material	9,015,464	5,681,507
Opening Stock of materials		

Notes to the	Consolidated	financial stat	tements
for the year	ended March	31, 2016	

or tl	ne year ended March 31, 2016	For the year ended 31.3.2016 USD	For the year ended 31.3.2015 USD
17	OPERATING AND OTHER EXPENSES		
	Salaries, wages and bonus	23,836,172	21,462,274
	Company's contribution to funds	4,694,806	4,063,917
	Staff Training	140,898	201,031
	Manufacturing Expenses	3,304,101	3,997,087
	Licences fees	332,588	280,551
	Rent, Rates and taxes	1,105,833	1,017,035
	Machinery Repairs	530,748	564,933
	Building Repairs	342,538	690,758
	Repairs other	722,999	543,242
	Advertising & Promotions	684,178	1,150,533
	Travelling expenses	976,884	1,006,169
	Freight and forwarding	3,989,089	4,658,982
	Management Charges	42,780	66,440
	Bad Debt Expense	46,715	-
	Printing, Postage & Stationary	141,652	64,104
	Telephone & Telex	337,538	334,908
	Insurance	1,106,122	1,080,457
	Consultancy Charges	3,280,179	2,455,946
	General expenses	5,569,411	4,788,255
	Selling and Distribution expense	6,098,108	9,351,167
	Vehicle Expenses	51,967	63,280
		57,335,306	57,841,071

Interest on loan	28,609	92,507
	28,609	92,507

Notes to the Consolidated financial statements for the year ended March 31, 2016

for th	he year ended March 31, 2016	For the year ended 31.3.2016 USD	For the year ended 31.3.2015 USD
19	EXPENDITURE ON RESEARCH AND DEVELOPMENT		
	Capital	577,940	549,359
	Revenue	7,898,033	5,930,720
		8,475,973	6,480,079
20	LEASE OBLIGATIONS		
	Annual commitments under non-cancellable operating leases are		
	Less than 1 year	274,885	295,465
	More than 1 year but less than 5 years	1,053,561	1,146,522
	More than 5 years	<u> </u>	181,924
		1,328,446	1,623,911
	Annual commitments for property given under non-cancellable of	operating leases are	
	Less than 1 year	-	347,338
	More than 1 year but less than 5 years	-	-
	More than 5 years		

21 Provision others - Opening Balance USD 124,000, Additions during the year - Nil, Deductions during the year - USD 124,000, Closing Balance - Nil.

347,338

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22 SEGMENT INFORMATION

- a. Information about Primary Segments
 The Group is primarily engaged in pharmaceutical business which is considered as the only reportable business
 segment as per Accounting Standard AS 17 'Segment Reporting' notified by Companies (Accounting Standards)
 Rules, 2006.
- **b.** Information about Secondary Segments The sales of the Group are confined only to US markets and accordingly, there is no separate reportable geographical segment.
- **23** Estimated amount of contracts remaining to be executed on capital account and not provided at March 2016 is USD 1,030,204 (Previous Year USD 779,338).

Notes to the Consolidated financial statements for the year ended March 31, 2016

- 24 The Group is involved in other disputes, lawsuits, claims, inquiries and proceedings, including commercial matters that arise from time to time in the ordinary course of business. The group believes that there are no such pending matters that are expected to have any material adverse effect on its financial statements in any given accounting period.
- 25 Status of USFDA import alert on facilities of Wockhardt Limited (WL), India. During the year 2015-16, Wockhardt Limited (WL), the ultimate parent company of Wockhardt Holding Corp, has received the Establishment Inspection Report (EIR) from USFDA in respect of its Waluj H14/2 facility. WL's ongoing efforts towards remediation and compliance measures for Chikalthana and Waluj facilities continue to be in place.
- 26 The format and content of these financial statements has been prepared solely for the purpose of consolidation into financial statements of Wockhardt Limited, the ultimate holding company and accordingly, contains only limited disclosures.
- 27 Previous years figures have been regrouped/rearranged wherever necessary to conform to current year's presentation.

For Haribhakti & Co. LLP Chartered Accountants ICAI Firm Registration No. 103523W

For and on behalf of Board of Directors

Bhavik L. Shah Partner Membership No. 122071

Director

Place: Mumbai Date: April 20, 2016