

**REXCEL EGYPT COMPANY (L.L.C)
FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31 MARCH 2015
TOGETHER WITH AUDITOR'S REPORT**

AUDITOR'S REPORT

TO THE SHAREHOLDERS OF REXCEL EGYPT COMPANY (L.L.C.)

Report on the Financial Statements

We have audited the accompanying financial statements of **REXCEL EGYPT COMPANY (L.L.C.)**, represented in the balance sheet as of 31 March 2015, and the related statements of income, changes in equity and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

These financial statements are the responsibility of the Company's Management, as Management is responsible for the preparation and fair presentation of the financial statements in accordance with Egyptian Accounting Standards and applicable Egyptian laws. Management responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. This responsibility also includes selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on those financial statements based on our audit. We conducted our audit in accordance with Egyptian Standards on Auditing and applicable Egyptian laws. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that 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 auditor's professional 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 entity'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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 on those financial statements.

Opinion

In our opinion, the financial statements referred to above, give a true and fair view, in all material respects, of the financial position of **REXCEL EGYPT COMPANY (L.L.C.)**, as of 31 March 2015, and of its financial performance and its cash flows for the period then ended in accordance with Egyptian Accounting Standards and the related applicable Egyptian laws and regulations.

Emphasis of matter

Without qualifying our opinion, the Company incurred cumulative losses amounting to L.E 1,145,754 till the year ended 31 March 2015 which exceeded the paid up capital. In accordance with the Companies Law No. 159 of 1981 and its Executive Regulation and the Company's Articles of incorporation, an Extraordinary General Meeting shall be convened to decide whether the Company should continue its operations.

Report on other legal and regulatory requirements

The Company maintains proper accounting records that comply with the laws and the Company's articles of association and the financial statements agree with the Company's records. The physical inventory count was undertaken by the Company's Management in accordance with the proper norms.

The financial information included in the General Managers' Report, prepared in accordance with Law No. 159 of 1981 and its executive regulation, is in agreement with the books of the Company insofar as such information is recorded therein.

Cairo:

Amr M. Shaabini

FESAA – FEST

(RAA 9365)

(EFSAR 103)

REXCEL EGYPT COMPANY (L.L.C.)

BALANCE SHEET

As Of 31 March 2015

| | Note | 31/3/2015 LE | 31/3/2014 LE |
|---|--------|------------------|------------------|
| Noncurrent assets | | | |
| Fixed assets | (3) | - | - |
| Total noncurrent assets | | <u>-</u> | <u>-</u> |
| Current assets | | | |
| Inventory | (4) | 843,151 | 1,548,211 |
| Trade and notes receivable | (5) | 574,250 | 593,697 |
| Due from related parties | (11-1) | 4,815,242 | 3,824,365 |
| Prepayments and other receivables | (6) | 453,496 | 407,776 |
| Cash at banks | (7) | 1,182,330 | 759,472 |
| Total current assets | | <u>7,868,469</u> | <u>7,133,521</u> |
| Current liabilities | | | |
| Provisions | (8) | 103,548 | 103,548 |
| Trade and notes payable | | 147,110 | 153,509 |
| Due to related parties | (11-2) | 5,712,606 | 4,245,227 |
| Income tax payable | (10) | 9,078 | 135,047 |
| Accrued expenses and other payables | (9) | 388,881 | 275,668 |
| Total current liabilities | | <u>6,361,223</u> | <u>4,912,999</u> |
| Working capital | | <u>1,507,246</u> | <u>2,220,522</u> |
| Total investment | | <u>1,507,246</u> | <u>2,220,522</u> |
| Financed as follows | | | |
| Equity | | | |
| Issued and paid up capital | (12) | 240,000 | 240,000 |
| Legal reserve | | 240,000 | 240,000 |
| (Accumulated losses) | | (432,478) | (563,644) |
| (Losses) profits for the year / period | | (713,276) | 131,166 |
| Total equity | | <u>(665,754)</u> | <u>47,522</u> |
| Non Current liabilities | | | |
| Due to related parties - long term | (11-2) | 2,173,000 | 2,173,000 |
| Total finance of working capital | | <u>1,507,246</u> | <u>2,220,522</u> |

Financial Manager

Parmesh Adarkar

General Manager

Dr. Ibrahim Shalaby

- The accompanying notes from (1) to (19) are an integral part of these financial statements.
- Auditor's report "attached".

REXCEL EGYPT COMPANY (L.L.C.)

STATEMENT OF INCOME

For The year ended 31 March 2015

| | Note | From 31/3/2014 to 31/3/2015 LE | From 1/1/2013 to 31/3/2014 LE |
|---|------|--------------------------------------|-------------------------------------|
| Sales | (13) | 2,652,483 | 4,675,974 |
| Cost of sales | (14) | <u>(1,362,645)</u> | <u>(1,404,346)</u> |
| GROSS PROFIT | | 1,289,838 | 3,271,628 |
| Selling and marketing expenses | | (895,597) | (1,518,870) |
| General and administrative expenses | | (1,165,678) | (1,396,362) |
| Provisions | (8) | - | (94,130) |
| Impairment of accounts receivable | (5) | (2,185) | - |
| Foreign exchange (losses) gains | | <u>(22,636)</u> | <u>2,976</u> |
| OPERATING (LOSSES) PROFITS | | (796,258) | 265,242 |
| Finance expenses | | (292,228) | (398,309) |
| Other income | | <u>384,288</u> | <u>399,280</u> |
| (LOSSES)/PROFITS BEFORE INCOME TAXES | | (704,198) | 266,213 |
| Income taxes | (10) | <u>(9,078)</u> | <u>(135,047)</u> |
| LOSSES/PROFITS FOR THE YEAR / PERIOD | | <u>(713,276)</u> | <u>131,166</u> |

Financial Manager

Parmesh Adarkar

General Manager

Dr. Ibrahim Shalaby

- The accompanying notes from (1) to (19) are an integral part of these financial statements.

REXCEL EGYPT COMPANY (L.L.C.)

STATEMENT OF CHANGES IN EQUITY For The year ended 31 March 2015

| | Capital LE | Legal reserve LE | Accumulated losses LE | Profits/Losses for the period / year LE | Total LE |
|------------------------------------|----------------|---------------------|-----------------------------|--|------------------|
| Balance as of 1 January 2013 | 240,000 | 240,000 | (1,225,686) | 662,042 | (83,644) |
| Transferred to accumulated losses | - | - | 662,042 | (662,042) | - |
| Profits for the period | - | - | - | 131,166 | 131,166 |
| Balance as of 31 March 2014 | 240,000 | 240,000 | (563,644) | 131,166 | 47,522 |
| Transferred to accumulated losses | - | - | 131,166 | (131,166) | - |
| Losses for the year | - | - | - | (713,276) | (713,276) |
| Balance as of 31 March 2015 | 240,000 | 240,000 | (432,478) | (713,276) | (665,754) |

- The accompanying notes from (1) to (19) are an integral part of these financial statements.

REXCEL EGYPT COMPANY (L.L.C.)

STATEMENT OF CASH FLOWS For The year ended 31 March 2015

| | Note | From 31/3/2014 to 31/3/2015 | From 1/1/2013 to 31/3/2014 |
|--|------|--|-------------------------------|
| | | LE | LE |
| Cash Flows From Operating Activities | | | |
| (Losses)/profits before income taxes | | (704,198) | 266,213 |
| Write down of inventory | (4) | 823,123 | 285,366 |
| Reversal of write down of inventory | (4) | (76,488) | (14,550) |
| Impairment of accounts receivables | (5) | 2,185 | - |
| Provisions | (8) | - | 94,130 |
| | | 44,622 | 631,159 |
| Change in inventory | | (41,575) | (773,622) |
| Change in trade and notes receivable | | 17,262 | 340,347 |
| Change in due from related parties | | (990,877) | 95,029 |
| Change in prepayments and other receivables | (6) | (45,720) | 79,054 |
| Change in trade and notes payable | | (6,399) | 36,667 |
| Change in due to related parties | | 1,467,379 | (421,976) |
| Change in accrued expenses and other payables | (9) | 113,213 | (88,781) |
| Cash Flows Provided from Operating Activities | | 557,905 | (102,123) |
| Income tax paid | | (135,047) | (193,963) |
| Provisions used | (8) | - | (9,760) |
| Net Cash Flows Provided from (Used in) Operating Activities | | 422,858 | (305,846) |
| Net increase (Decrease) in cash and cash equivalents-during the year / period | | 422,858 | (305,846) |
| Cash and cash equivalent – beginning of the year / period | | 759,472 | 1,065,318 |
| Cash and cash equivalent – end of the year / period | (7) | 1,182,330 | 759,472 |

- The accompanying notes from (1) to (19) are an integral part of these financial statements.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

1 BACKGROUND

Rexcel Egypt (L.L.C.) is an Egyptian Limited Liability Company was established under the Egyptian Law no. 159 of 1981 and its executive regulation.

The company was registered in the commercial registry under no. 1178 on August 6, 1998. The company's legal domicile is in Giza – Arab Republic of Egypt.

The company's duration is 25 years starting from the date of registration in the commercial registry.

The company is located at 3 Ahmed Nessim St., Giza, Egypt.

The principal activities of the company are:

1. Manufacturing, trading, selling and distributing of all types of pharmaceutical and chemical products, and its related raw materials.
2. Construction and operation of factories for production of all types of pharmaceutical and chemical products.
3. The company has the right to import equipment, machines, tools, and all raw materials concerning pharmaceutical & chemical products that help the company achieve its purposes.
4. Export, import and Commercial agencies

The company undertakes its activities in compliance with applicable regulatory laws and regulations provided that they obtain necessary licenses as applicable.

According to the Extraordinary General Assembly dated 10 December 2013 the financial year end was changed from 31 December to 31 March for each year.

The financial statements of the company for the period ended 31 March 2014 were authorized for issue by management on 28 April 2014.

2 SIGNIFICANT ACCOUNTING POLICIES

2-1 Basis of preparation

The financial statements are prepared in accordance with the going concern and historical cost basis.

Statement of compliance

The financial statements of the company have been prepared in accordance with the Egyptian accounting standards and the applicable laws and regulations.

2-2 Changes in accounting policies

The accounting policies adopted this year are consistent with those of the previous year.

2-3 Foreign currency translation

- The financial statements are prepared and presented in Egyptian pound, which is the company's functional currency.
- Transactions in foreign currencies are initially recorded using the exchange rate prevailing on the date of the transaction.
- Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. All differences are recognized in the statement of income.
- Nonmonetary items that are measured at historical cost in foreign currency are translated using the exchange rates prevailing at the dates of the initial recognition.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

- Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates prevailing at the date when the fair value is determined.

2-4 Fixed assets

Fixed assets are stated at historical cost net of accumulated depreciation and accumulated impairment losses. Such cost includes the cost of replacing part of the building, plant, and equipment when that cost is incurred, if the recognition criteria are met. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the building, plant, and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of income as incurred.

| | Years |
|-------------------------|-------|
| Machinery and equipment | 3 - 5 |

Depreciation of an asset begins when it is in the location and condition necessary for it to be capable of operating in the manner intended by management, and is computed using the straight-line method according to the estimated useful life of the asset as follows:

Fixed assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognizing of the asset is included in the statement of income when the asset is derecognized.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end.

The Company assesses at each balance sheet date whether there is an indication that fixed assets may be impaired. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in the statement of income.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, or the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of income.

2-5 Inventory

Inventory is valued at the lower of cost (using the moving average method) or net realizable value.

The amount of any write down of inventories to net realizable value shall be recognized in cost of sales in the statement of income in the period the write down or loss occurs. The amount of any reversal of any write down of inventories, arising from an increase in net realizable value, shall be recognized as reduction of cost of sales in the statement of income in the period in which the reversal occurs.

2-6 Accounts receivable and other receivables

Accounts receivable and other receivables are stated at original invoice amount net of any impairment losses.

Impairment losses are measured as the difference between the receivables carrying amount and the present value of estimated future cash flows. The impairment loss is recognized in the statement of income. Reversal of impairment is recognized in the statement of income in the period in which it occurs.

2-7 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources representing economic benefits will be required to settle the obligation, and reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the best estimate.

In case of significant time value of money, the amount recognized as a provision is the present value expected to settle the obligation.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

2-8 Employees' retirements benefits

The company contributes to the social insurance scheme for the benefits of its employees in pursuance of the Social Insurance Law No. 79 of 1975 as amended. Contributions are charged to expenses as incurred.

2-9 Legal reserve

According to the Company's articles of association, 10% of the net profits of the year is transferred to the legal reserve until this reserve reaches 100% of the issued capital. The reserve is used upon a decision from the general assembly meeting based on the proposal of the management.

2-10 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty.

The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have been transferred to the buyer, usually on delivery of the goods.

Interest income

Interest income is recognized on the basis of the proportion of time taking into account the effective rate of return on the asset.

2-11 Borrowings

Borrowings are initially recognized at the value of the consideration received. Amounts maturing within one year are classified as current liabilities, unless the Company has the right to postpone the settlement for a period exceeding one year after the balance sheet date, then the loan balance should be classified as long term liabilities.

2-12 Borrowing Cost

Borrowing cost is directly recognized in the income statement as finance expense during the period in which it occurred. Borrowing cost represents the amount of interest and other costs that an entity incurs in connection with the borrowing of funds.

2-13 Income taxes

Income tax is calculated in accordance with the Egyptian tax law.

Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authority.

Deferred income tax

Deferred income tax is recognized using the liability method on temporary differences between the amount attributed to an asset or liability for tax purposes (tax base) and its carrying amount in the balance sheet (accounting base) using the applicable tax rate.

Deferred tax asset is recognized when it is probable that the asset can be utilized to reduce future taxable profits and the asset is reduced by the portion that will not create future benefit.

Current and deferred tax shall be recognized as income or an expense and included in the statement of income for the period, except to the extent that the tax arises from a transaction or event which is recognized, in the same or a different period, directly in equity.

2-14 Expenses

All operating expenses are accounted for including general and administrative costs, and are all included in the statement of income for the period in which they are incurred.

Some administrative, general and marketing are divided between Ranbaxy Egypt Ltd. and Rexcel Egypt by average of 92% and 8% respectively.

These expenses serve both companies according to present agreements.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

2-15 Accounting estimates

The preparation of financial statements in accordance with Egyptian Accounting Standards requires the use of estimates and assumptions that affect the reported amounts of assets & liabilities and revenues & expenses during the reporting period. Actual results may differ from those estimates.

2-16 Impairment

Impairment of financial assets

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Impairment of non financial assets

The Company assesses at each balance sheet date whether there is an indication that an asset may be impaired. Where the carrying amount of an asset or cash-generating unit (CGU) or its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in the statement of income

A previously recognized impairment loss is only reversed if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of income.

2-17 Related party transactions

Related parties represent associated companies, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of those transactions are approved by the management.

2-18 Statement of cash flows

The company prepares a statement of cash flows based on the indirect method.

2-19 Cash and cash equivalent

For the purpose of preparing the cash flow statement, the cash and cash equivalent comprise cash on hand, current accounts with banks and time deposits maturing within three months less bank credit balances.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

3 FIXED ASSETS

| | Machinery & Equipment LE | Total LE |
|---|--------------------------------|------------------|
| Cost | | |
| As of 31 March 2014 | 209,518 | 209,518 |
| As of 31 March 2015 | <u>209,518</u> | <u>209,518</u> |
| Accumulated depreciation | | |
| As of 31 March 2014 | (209,518) | (209,518) |
| As of 31 March 2015 | <u>(209,518)</u> | <u>(209,518)</u> |
| Net book value as of 31 March 2015 | <u>-</u> | <u>-</u> |
| Net book value as of 31 March 2014 | <u>-</u> | <u>-</u> |

The Machinery and Equipment are fully depreciated and still being used in operations.

4 INVENTORY

| | 31/3/2015 LE | 31/3/2014 LE |
|-------------------------------------|------------------|------------------|
| Raw and packing materials | 1,082,256 | 1,007,889 |
| Work in progress | - | 35,313 |
| Finished Goods | 434,453 | 643,226 |
| Goods in transit | - | 4,930 |
| Expired Goods | <u>223,809</u> | <u>152,052</u> |
| | <u>1,740,518</u> | <u>1,843,410</u> |
| Write down of slow moving inventory | (673,558) | (143,147) |
| Write down of expired goods | <u>(223,809)</u> | <u>(152,052)</u> |
| | <u>843,151</u> | <u>1,548,211</u> |

- The amount of write down/reversal of write down of inventory was included in the cost of sales (note 14).
- The balance of write down of inventory as of 31 March 2015 represented as follows:

| | Write down of slow moving inventory LE | Write down of expired goods LE | Total LE |
|------------------------------------|--|--------------------------------------|-----------------|
| Balance as of 1 January 2013 | 117,877 | 242,763 | 360,640 |
| Charged during the period | 70,618 | 214,748 | 285,366 |
| Reclassification | (537) | 537 | - |
| Used during the period | (44,811) | (291,446) | (336,257) |
| Reversal of write down | - | (14,550) | (14,550) |
| Balance as of 31 March 2014 | <u>143,147</u> | <u>152,052</u> | <u>295,199</u> |
| Charged during the period | 588,848 | 234,275 | 823,123 |
| Used during the period | (606) | (143,861) | (144,467) |
| Reversal of write down | <u>(57,831)</u> | <u>(18,657)</u> | <u>(76,488)</u> |
| Balance as of 31 March 2015 | <u>673,558</u> | <u>223,809</u> | <u>897,367</u> |

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

5 TRADE AND NOTES RECEIVABLE

| | 31/3/2015 | 31/3/2014 |
|---|----------------|----------------|
| | LE | LE |
| Trade receivable | 549,573 | 563,222 |
| Notes receivable | 24,677 | 30,475 |
| | <u>574,250</u> | <u>593,697</u> |
| Impairments of trade and notes receivable | - | - |
| | <u>574,250</u> | <u>593,697</u> |

The movement in the Allowance for doubtful accounts is as follows:

| | 31/3/2015 | 31/3/2014 |
|----------------|-----------|-----------|
| | LE | LE |
| At 1 January | - | - |
| Charged | 2,185 | - |
| Written off | (2,185) | - |
| At 31 December | <u>-</u> | <u>-</u> |

6 PREPAYMENTS AND OTHER RECEIVABLES

| | 31/3/2015 | 31/3/2014 |
|------------------------------------|----------------|----------------|
| | LE | LE |
| Employees' advances and imprests | 4,195 | 2,244 |
| Prepaid expenses | 2,411 | 3,607 |
| Advances to suppliers | 2,398 | 226 |
| Tax authority – withholding taxes | 445,322 | 397,187 |
| Other debit balances | - | 5,342 |
| | <u>454,326</u> | <u>408,606</u> |
| Impairment of other debit balances | (830) | (830) |
| | <u>453,496</u> | <u>407,776</u> |

7 CASH AT BANKS

| | 31/3/2015 | 31/3/2014 |
|----------------------------|------------------|----------------|
| | LE | LE |
| a) Local Currency | | |
| Current accounts | 1,104,689 | 740,633 |
| | <u>1,104,689</u> | <u>740,633</u> |
| b) Foreign currency | | |
| Current accounts | 77,641 | 18,839 |
| | <u>77,641</u> | <u>18,839</u> |
| | <u>1,182,330</u> | <u>759,472</u> |

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

8 PROVISIONS

| | 31/3/2015 LE | 31/3/2014 LE |
|---|-----------------|-----------------|
| Beginning balance for the year / period | 103,548 | 19,178 |
| Charged during the year | - | 94,130 |
| Used | - | (9,760) |
| Beginning balance for the year / period | <u>103,548</u> | <u>103,548</u> |

9 ACCRUED EXPENSES AND OTHER PAYABLES

| | 31/3/2015 LE | 31/3/2014 LE |
|---------------------------------|-----------------|-----------------|
| Advances from customers | 107 | 107 |
| Accrued expenses | 362,065 | 244,690 |
| Tax authority – withholding tax | 4,543 | 2,468 |
| Tax authority – salaries tax | 1,554 | 3,317 |
| Tax authority – sales tax | 5,185 | 8,335 |
| Social insurance | 3,399 | 1,326 |
| Medical professional stamp | 12,028 | 15,425 |
| | <u>388,881</u> | <u>275,668</u> |

10 INCOME TAX

| | 31/3/2015 LE | 31/3/2014 LE |
|--------------------|-----------------|-----------------|
| Income tax payable | 9,078 | 135,047 |
| | <u>9,078</u> | <u>135,047</u> |

Reconciliation of effective tax rate

| | 2014 LE | | 2013 LE |
|--|------------|--------|----------------|
| Net (losses) profits before income taxes | (704,198) | | 266,213 |
| Interest expenses | 123,809 | | 154,329 |
| Write down of inventory | 823,123 | | 379,497 |
| Impairment of account receivables | 2,185 | | - |
| Reversal of write down of inventory | (76,488) | | (14,550) |
| Inventory provision used | (139,949) | | (271,413) |
| Nondeductible expenses | 7,830 | | 26,111 |
| Taxable income | 36,312 | | 540,187 |
| Income taxes at 25% | 9,078 | | 135,047 |
| Current income taxes at the effective tax rate | 1.2% | 50.72% | <u>135,047</u> |
| | | | <u>9,078</u> |

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

11 DUE FROM / TO RELATED PARTIES

11-1 Due from related parties

| | 31/3/2015 | 31/3/2014 |
|-----------------------|------------------|------------------|
| | LE | LE |
| Ranbaxy Egypt (L.L.C) | <u>4,815,242</u> | <u>3,824,365</u> |
| | 4,815,242 | 3,824,365 |

11-2 Due to related parties

| | 31/3/2015 | 31/3/2014 |
|---|------------------|------------------|
| | LE | LE |
| Current | | |
| Ranbaxy Laboratories Limited (India) | 5,693,894 | 4,226,515 |
| Ranbaxy Egypt (L.L.C.) - (Loan accrued interest) | <u>18,712</u> | <u>18,712</u> |
| | 5,712,606 | 4,245,227 |
| Non Current | | |
| Ranbaxy Egypt (L.L.C) - (long term loan) * | <u>2,173,000</u> | <u>2,173,000</u> |
| | 2,173,000 | 2173,000 |

*This amount represents a loan granted from Ranbaxy Egypt (L.L.C) with an amount of L.E. 1,650,000 as per the contract dated December 28, 2009, with an annual fixed interest rate of 10%, and another loan with an amount of L.E. 523,000 as per the contract dated June 2010, with an annual fixed interest rate of 10%.

12 CAPITAL

The company's authorized capital amounted to L.E 240,000 while the issued and paid up capital of the company amounts to L.E 240,000 divided over 2400 quotas of par value L.E 100 each.

| | Number of quotas | LE | Percentage |
|-------------------------------|------------------|----------------|-------------|
| Sarwat Girgis Abdel Shahid | 1,200 | 120,000 | 50% |
| Ibrahim Wassim Shalaby | 1,080 | 108,000 | 45% |
| Ola Abdel Kader Mohamed | 60 | 6,000 | 2.5% |
| Ahmed Mohamed Faried Elmeligy | <u>60</u> | <u>6,000</u> | <u>2.5%</u> |
| | 2,400 | 240,000 | 100% |

13 SALES

| | From 31/3/2014 to 31/3/2015 | From 1/1/2013 to 31/3/2014 |
|---------------------|--|-------------------------------|
| | LE | LE |
| Sales | 3,832,533 | 6,491,535 |
| Less: | | |
| Allowable discounts | <u>(1,180,050)</u> | <u>(1,815,561)</u> |
| | 2,652,483 | 4,675,974 |

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

14 COST OF SALES

| | From 31/3/2014 to 31/3/2015 | From 1/1/2013 to 31/3/2014 |
|--|--|-------------------------------|
| | LE | LE |
| Cost of goods sold | 464,123 | 879,891 |
| Other production expense | 109,858 | 207,947 |
| Product registration charges | 2,200 | 23,750 |
| Write down of expired and slow moving inventory (Note 4) | 823,123 | 285,366 |
| Reversal of write down of inventory (Note 4) | (76,488) | (14,550) |
| Other expenses | 39,829 | 21,942 |
| | <u>1,362,645</u> | <u>1,404,346</u> |

15 TAXES

16-1 Corporate taxes

- The Company's records were inspected for the years from inception till year 2004 and the taxes due were paid.
- No tax inspection took place for the Company's records for the years from 2005 till 2013.

16-2 Salary Tax

- The Company's records were inspected from inception till year 2004 and the taxes due were paid.
- The Company's records were inspected for the years from 2005 till year 2011. The Company objected on the assessment and the issue is currently in the internal committee.
- No tax inspection took place for the Company's records for the years 2012 and 2013.

16-3 Sales Tax

- The Company's records were inspected from inception till year 2011 and the taxes due were paid.
- No tax inspection took place for the company's records for the years 2012 and 2013.

16-4 Stamp Tax

- No tax inspection took place for the company's records since inception till year 2013.

16 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

- a. The Company's financial instruments are represented in financial assets and financial liabilities. The financial assets include cash at banks, trade and notes receivable, due from related parties and some of other receivables, and the financial liabilities include trade and notes payable, due to related parties, and some of other payables.

The significant accounting policies applied for the recognition and related income and expenses are included in note (2) of the notes to the financial statements.

- b. **Interest rate risk**

The company monitors the maturity structure of the financial assets and liabilities with the related interest rates.

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

c. Foreign currency risk

The foreign currency risk is the risk that the value of the financial assets and liabilities and the related cash inflows and outflows in foreign currencies will fluctuate due to changes in foreign currencies, the total financial assets denominated in foreign currencies amounted to LE 77,641 and the financial liabilities denominated in foreign currencies amounted to LE 5,693,894.

d. Fair value for financial instruments

According to the followed bases in the evaluation of the financial assets and liabilities of the company referred to in note (2), the fair value of the financial instruments are not materially different from their fair values at the financial statements date.

e. Credit risk

Credit risk is the risk of financial loss to the Company if its distributor is unable to meet its contractual obligations, and the company works on reducing such risk by dealing with limited number of well reputable distributors.

f. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

i. Capital management

The managers' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company is not subject to externally imposed capital requirements.

17 RELATED PARTY TRANSACTIONS

Related party transactions represent transactions with the parent company and associate companies. The outstanding balances associated with those transactions are included in note (10).

The transactions that recognized in the income statement during the period are as follows:

| | Nature of transaction | From 31/3/2014 to 31/3/2015 LE | From 1/1/2013 to 31/3/2014 LE |
|--|--|---|--|
| Ranbaxy Laboratories Limited (India) | Purchase of raw materials | 220,359 | 57,322 |
| | Commission for importing raw and packing materials (Revenues) | (371,105) | (342,068) |
| Ranbaxy company (Egypt) | Loan interest – Expenses | 220,318 | 274,643 |
| | Expenses charged from Ranbaxy (Cross Charge Expenses) | 1,031,692 | 1,753,137 |
| | Purchases through Rexcel (Other suppliers) | 3,571,707 | 5,579,503 |

REXCEL EGYPT COMPANY (L.L.C.)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

18 CURRENT EVENTS

The events that took place in Egypt since the first quarter of the year 2011 have substantially impacted the economic sectors in general which in turn led to substantial decrease in the economic activities. Accordingly, there might be a significant effect for these events on the assets, liabilities and its recoverable amount as well as the financial results of the future periods. While it is difficult to quantify this effect at this point of time, the impact will become visible in the future financial statements. The significance of such an impact will depend on the extent and length until which these events and its effect will end.

19 COMPARATIVE FIGURES

Certain comparative figures for year 2013 have been reclassified to conform to the current year's presentation.