

COMPANY REGISTRATION NUMBER: 02825053

WOCKHARDT UK HOLDINGS LIMITED

Financial Statements

31 March 2016

WOCKHARDT UK HOLDINGS LIMITED

Financial Statements

Year ended 31 March 2016

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WOCKHARDT UK HOLDINGS LIMITED

Officers and Professional Advisers

THE BOARD OF DIRECTORS

S Singh
N Wynne

COMPANY SECRETARY

J P Higgins

REGISTERED OFFICE

Ash Road North
Wrexham Industrial Estate
Wrexham
LL13 9UF

AUDITOR

Menzies LLP
Chartered Accountants & statutory auditor
Lynton House
7 - 12 Tavistock Square
London
WC1H 9LT

BANKERS

National Westminster Bank Plc
33 Lord Street
Wrexham
LL11 1LP

SOLICITORS

Eversheds LLP
Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

WOCKHARDT UK HOLDINGS LIMITED

Strategic Report

Year ended 31 March 2016

Principal Activity

The principal activity of the Company is that of a holding company. The Statement of Comprehensive Income for the year is set out on page 5.

Review of Business

As the Company itself is a holding company the directors are of the opinion that a business review and analysis using KPI's is not necessary for an understanding of the development, performance, or financial position of the Company.

On 1 April 2015 ownership of CP Pharmaceuticals Limited, was transferred from Wockhardt UK Holdings Limited to Wockhardt Bio AG, a fellow subsidiary company of the ultimate parent, Wockhardt Limited.

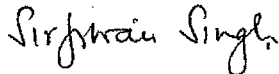
Principal Risks and Uncertainties

As disclosed in Note 9 to the financial statements the Company has contingent liabilities but the Directors do not believe that any liability will arise.

Employees

The Company does not directly employ staff and therefore no matters in relation to employees are considered relevant for disclosure.

This report was approved by the board of directors on 29/04/16 and signed on behalf of the board by:



S Singh
Director

Registered office:
Ash Road North
Wrexham Industrial Estate
Wrexham
LL13 9UF

WOCKHARDT UK HOLDINGS LIMITED

Directors' Report

Year ended 31 March 2016

The directors present their report and the financial statements of the company for the year ended 31 March 2016.

DIRECTORS

The directors who served the company during the year were as follows:

S Singh
N Wynne

DIVIDENDS

The directors do not recommend the payment of a dividend.

GOING CONCERN

The directors have a reasonable expectation that the company has adequate resources to continue operational existence for the foreseeable future. For this reason the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the strategic report, directors report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

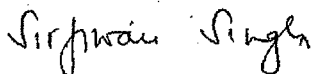
AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 29/04/16 and signed on behalf of the board by:



S Singh
Director

Registered office:
Ash Road North
Wrexham Industrial Estate
Wrexham
LL13 9UF

WOCKHARDT UK HOLDINGS LIMITED

Independent Auditor's Report to the Shareholders of Wockhardt UK Holdings Limited

Year ended 31 March 2016

We have audited the financial statements of Wockhardt UK Holdings Limited for the year ended 31 March 2016 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the directors responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/apb/scope/private.cfm.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Philip King

Philip King, FCA (Senior Statutory Auditor)

For and on behalf of
Menzies LLP
Chartered Accountants & statutory auditor

29/04/2016

Lynton House
7 - 12 Tavistock Square
London
WC1H 9LT

WOCKHARDT UK HOLDINGS LIMITED

Statement of Comprehensive Income

Year ended 31 March 2016

	Note	2016 £000	2015 £000
Loss on impairment or disposal of operations		5,816	—
OPERATING LOSS		<u>5,816</u>	<u>—</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>5,816</u>	<u>—</u>
Tax on loss on ordinary activities		—	—
LOSS FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME		<u>5,816</u>	<u>—</u>

All the activities of the company are from continuing operations.

The notes on pages 8 to 11 form part of these financial statements.

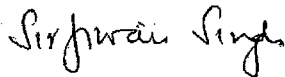
WOCKHARDT UK HOLDINGS LIMITED

Statement of Financial Position

31 March 2016

	Note	2016 £000	£000	2015 £000	£000
FIXED ASSETS					
Investments	4		3,000		18,816
CURRENT ASSETS					
Debtors	5	325		-	
Cash at bank and in hand		<u>7,000</u>		<u>-</u>	
		7,325		-	
CREDITORS: amounts falling due within one year	6	<u>-</u>		<u>2,675</u>	
NET CURRENT ASSETS/(LIABILITIES)			<u>7,325</u>		<u>(2,675)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>10,325</u>		<u>16,141</u>
CAPITAL AND RESERVES					
Called up share capital	7		275		275
Share premium account	8		298		298
Capital redemption reserve	8		545		545
Profit and loss account	8		<u>9,207</u>		<u>15,023</u>
SHAREHOLDERS' FUNDS			<u>10,325</u>		<u>16,141</u>

These financial statements were approved by the board of directors and authorised for issue on 29/04/16, and are signed on behalf of the board by:



S Singh
Director

Company registration number: 02825053

The notes on pages 8 to 11 form part of these financial statements.

WOCKHARDT UK HOLDINGS LIMITED

Statement of Changes in Equity

Year ended 31 March 2016

	Called up share capital £000	Share premium account £000	Capital redemption reserve £000	Profit and loss account £000	Total £000
AT 1 APRIL 2014	275	298	545	15,023	16,141
Profit for the year	—	—	—	—	—
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	—	—	—	—	—
AT 31 MARCH 2015	275	298	545	15,023	16,141
Loss for the year	—	—	—	(5,816)	(5,816)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	—	—	—	(5,816)	(5,816)
AT 31 MARCH 2016	<u>275</u>	<u>298</u>	<u>545</u>	<u>9,207</u>	<u>10,325</u>

The notes on pages 8 to 11 form part of these financial statements.

WOCKHARDT UK HOLDINGS LIMITED

Notes to the Financial Statements

Year ended 31 March 2016

1. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Wockhardt UK Holdings Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The principal activities of the company and the nature of its operations are set out in the strategic report on page 2.

2. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on the historical cost basis. The financial statements are prepared in sterling, which is the functional currency of the entity.

Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 as at 1 April 2014. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 12.

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Wockhardt Limited which can be obtained from Wockhardt Limited, Wockhardt Towers, Bandra Kurla Complex, (Bandra East), Mumbai 400051, Maharashtra, India. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) No disclosure has been given for the aggregate remuneration of key management personnel.

Consolidation

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 401 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is not established under the law of an EEA State.

Investments in subsidiary undertakings

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

3. AUDITOR'S REMUNERATION

Fees payable of £2,500 (2015: £4,000) to the company's auditor, Menzies LLP, for the audit of the company's annual accounts are being met by a fellow group company.

WOCKHARDT UK HOLDINGS LIMITED

Notes to the Financial Statements (continued)

Year ended 31 March 2016

4. INVESTMENTS

	Other investments other than loans £000
Cost	
At 1 April 2015	18,816
Inter-group transfer	(15,816)
At 31 March 2016	<u>3,000</u>
Impairment	
At 1 Apr 2015 and 31 Mar 2016	<u>—</u>
Carrying amount	
At 31 March 2016	<u>3,000</u>
At 31 March 2015	<u>18,816</u>

	Country of incorporation	Holding	Proportion of voting rights and shares held	Nature of business
Subsidiary undertakings				
Held by Wockhardt UK Holdings Limited directly:				
Wallis Group Limited	United Kingdom	Ordinary shares	100%	Non-trading
Held by Wockhardt UK Holdings Limited indirectly:				
Wallis Licensing Limited	United Kingdom	Ordinary shares	100%	Non-trading
The Wallis Laboratory Limited	United Kingdom	Ordinary shares	100%	Non-trading
Wockhardt Farmaceutica Do Brasil Limitada	Brazil	Ordinary shares	90%	Marketing of pharmaceutical products

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Profit/(loss) £000	Net assets £000
Wallis Group Limited	(13)	2,871
Wallis Licensing Limited	—	(1,130)
The Wallis Laboratory Limited	(13)	(211)
Wockhardt Farmaceutica Do Brasil Limitada	(5)	(9)

On 1 April 2015 ownership of CP Pharmaceuticals Limited, was transferred from Wockhardt UK Holdings Limited to Wockhardt Bio AG, a fellow subsidiary company of the ultimate parent, Wockhardt Limited.

5. DEBTORS

	2016 £000	2015 £000
Amounts owed by group undertakings	<u>325</u>	<u>—</u>

6. CREDITORS: amounts falling due within one year

	2016 £000	2015 £000
Amounts owed to group undertakings	<u>—</u>	<u>2,675</u>

WOCKHARDT UK HOLDINGS LIMITED

Notes to the Financial Statements (continued)

Year ended 31 March 2016

7. CALLED UP SHARE CAPITAL

Issued, called up and fully paid

	2016		2015	
	No	£000	No	£000
Ordinary shares of £0.01 each	<u>27,504,823</u>	<u>275</u>	<u>27,504,823</u>	<u>275</u>

8. RESERVES

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Revaluation reserve - This reserve records the value of asset revaluations and fair value movements on assets recognised in other comprehensive income.

Capital redemption reserve - This reserve records the nominal value of shares repurchased by the company.

Profit and loss account - This reserve records retained earnings and accumulated losses.

9. CONTINGENCIES

The Company, together with Wockhardt UK Limited, C P Pharmaceuticals Limited, Pinewood Healthcare Limited and Wallis Group Limited and its subsidiaries, have an unlimited cross-charge to secure the Group borrowings. As at 31 March 2016 this amounted to £12,012k (2015: £11,144k).

On the 15 September 2015 a claim against Wockhardt UK Holdings Limited was received in relation to a commercial dispute with a customer of a fellow company within the Wockhardt Limited group over a contract. A court date is set for February 2017. It is not possible to make a reasonable estimate of the expected financial effect, if any, that will result from ultimate resolution of the proceedings. The company does not believe that information about the amount sought by the claimant would be meaningful with respect to the legal proceedings. This is due to a number of factors, including, but not limited to, the stage of proceedings, the entitlement of parties to appeal a decision and clarity as to theories of liability, damages and governing law.

10. RELATED PARTY TRANSACTIONS

The company is exempt under FRS 102 paragraph 33.1A from disclosing related party transactions with entities that are wholly owned within the Wockhardt Limited Group.

As at 31 March 2016, the balance receivable from CP Pharmaceuticals Limited, a fellow group company, was £325k (2015: payable £2,675k).

On 1 April 2015 Wockhardt UK Holdings Limited sold its investment in CP Pharmaceuticals Limited to Wockhardt Bio AG, a fellow subsidiary company of the ultimate parent, Wockhardt Limited. Consideration of £10m was received from Wockhardt Bio AG.

11. INFORMATION ABOUT PARENT UNDERTAKINGS AND CONTROLLING PARTY

The ultimate parent company is Wockhardt Limited, a company incorporated in India. The results of the company are included in Wockhardt Limited consolidated financial statements, and this is the largest and smallest group for which accounts are drawn up. Group accounts are available to the public and can be obtained from:

Wockhardt Limited
Wockhardt Towers
Bandra Kurla Complex, Bandra (East)
Mumbai 400051
Maharashtra, India

www.wockhardt.com/investor-connect/annual-reports.aspx

The ultimate controlling party is H F Khorakiwala and family. H F Khorakiwala is chairman of Wockhardt Limited.

WOCKHARDT UK HOLDINGS LIMITED

Notes to the Financial Statements (continued)

Year ended 31 March 2016

12. TRANSITION TO FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1 April 2014.

Reconciliation of equity

	1 April 2014			31 March 2015		
	As previously stated £000	Effect of transition £000	FRS 102 (as restated) £000	As previously stated £000	Effect of transition £000	FRS 102 (as restated) £000
Fixed assets	18,816	—	18,816	52,665	(33,849)	18,816
Creditors: amounts falling due within one year	(2,675)	—	(2,675)	(2,675)	—	(2,675)
Net current assets/(liabilities)	(2,675)	—	(2,675)	(2,675)	—	(2,675)
Total assets less current liabilities	16,141	—	16,141	49,990	(33,849)	16,141
Net assets	16,141	—	16,141	49,990	(33,849)	16,141
Called up share capital	275	—	275	275	—	275
Share premium account	298	—	298	298	—	298
Capital redemption reserve	545	—	545	545	—	545
Revaluation reserve	13,816	(13,316)	—	47,165	(47,165)	—
Profit and loss account	1,707	13,316	15,023	1,707	13,316	15,023
Capital and reserves	16,141	(13,316)	16,141	49,990	(33,849)	16,141

Reconciliation of profit or loss for the year

No transitional adjustments were required.

Fixed Assets

Under UK GAAP, the Company previously adopted a policy of revaluing its interest in subsidiary undertakings at their underlying net asset value shown in the period end report and accounts. Differences in the valuations from year to year were previously taken to the revaluation reserve. The investment in Wallis Group Limited was recognised using the acquisition method at the time of acquisition, and has since been revalued to its net realisable value.

Under FRS 102, the Company has elected to adopt a 'deemed cost' value at the date of transition, as permitted by FRS102 p35.10(f). This reflects the value of the investments under the previous revaluation policy under UK GAAP at the date of transition (1 April 2014). The Company will no longer apply the revaluation model under FRS102 and will hold its fixed asset investments at the deemed cost less any subsequent provision for impairment. The effect of this has been to reallocate £13,316,000 of reserves previously shown within the revaluation reserve to be shown within the profit and loss account at 1 April 2014. Additionally the amount previously recognised in year ended 31 March 2015 as an increased valuation of £33,849,000 of investments has been reversed against reserves.

