

WOCKHARDT UK HOLDINGS LIMITED  
INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF WOCKHARDT UK HOLDINGS LIMITED

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**These report and accounts are for the company only and are not therefore the statutory financial statements. The statutory financial statements represent the consolidated financial statements of the Wockhardt UK Holdings Limited and its Group.**

We have audited the Report and Accounts of Wockhardt UK Holdings Limited on pages 3 to 10 for the 12 month period ending 31 March 2015, which comprise the profit and loss account, balance sheet, cash flow statement and the related notes. This report and accounts have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members 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 members 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 Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective Responsibilities of Directors and Auditors**

The directors are responsible for preparing the report and accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the report and accounts in accordance with relevant legal and regulatory requirements 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 report and accounts**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

**Opinion on report and accounts**

In our opinion the report and accounts:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of the company's profit for the 12 month period 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, insofar as they have been applied for the individual company report and accounts.

**Matters on which we are required to report by exception**

We have nothing to report in respect of other matters which the Companies Act 2006 requires us to report on in relation to the report and accounts of the company.

**Philip King FCA (Senior Statutory Auditor)**  
for and behalf of Menzies LLP

Chartered Accountants  
Statutory Auditor

May 2015

Lynton House  
7-12 Tavistock Square  
London  
WC1H 9LT

WOCKHARDT UK HOLDINGS LIMITED  
 PROFIT AND LOSS ACCOUNT

		<b>12 months ended</b>	12 months ended
		<b>31 Mar</b>	31 Mar
		<b>2015</b>	2014
	Notes	<b>£000</b>	£000
<b>Turnover</b>		-	-
Cost of sales		-	-
<b>Gross profit</b>		-	-
Administration expenses		-	-
Distribution costs		-	-
<b>Operating profit</b>		-	-
Interest payable and similar charges	3	-	-
Interest receivable and similar revenue	4	-	-
<b>Profit on ordinary activities before taxation</b>		-	-
Tax on profit on ordinary activities		-	-
<b>Profit on ordinary activities after taxation</b>		-	-

WOCKHARDT UK HOLDINGS LIMITED  
BALANCE SHEET

	Notes	Company 31 Mar 2015 £000	Company 31 Mar 2014 £000
<b>Fixed assets</b>			
Investments	5	52,665	18,816
		<u>52,665</u>	<u>18,816</u>
<b>Current assets</b>			
Stocks and work in progress		-	-
Debtors		-	-
Cash at bank and in hand		-	-
		<u>-</u>	<u>-</u>
<b>Creditors: amounts falling due within one year</b>	6	(2,675)	(2,675)
<b>Net current assets/(liabilities)</b>		<u>(2,675)</u>	<u>(2,675)</u>
<b>Total assets less current liabilities</b>		<u>49,990</u>	<u>16,141</u>
<b>Creditors: amounts falling due after more than one year</b>		-	-
<b>Provision for liabilities and charges</b>		-	-
<b>Net assets</b>		<u>49,990</u>	<u>16,141</u>
<b>Capital and reserves</b>			
Share capital	7	275	275
Share premium account	8	298	298
Capital redemption reserve	8	545	545
Revaluation reserve	8	47,165	13,316
Profit and loss account	8	1,707	1,707
<b>Equity Shareholders' funds</b>	9	<u>49,990</u>	<u>16,141</u>

Registered Number: 02825053

The report and accounts were approved by the board of directors on 18 May 2015 and were signed on its behalf by:

**S Singh**  
Director

WOCKHARDT UK HOLDINGS LIMITED  
CASH FLOW STATEMENT

	Notes	12 months ended 31 Mar 2015	15 months ended 31 Mar 2014
		£000	£000
<b>Net cash inflow from operating activities</b>	10	-	-
<b>Returns on investments and servicing of finance</b>			
Interest received		-	-
Interest paid		-	-
<b>Net cash outflow from returns on investments and servicing of finance</b>		-	-
<b>Taxation</b>			
United Kingdom corporation tax paid		-	-
<b>Net cash inflow before financing</b>		-	-
<b>Financing</b>			
Repayment of loans		-	-
Payment of capital element of finance leases		-	-
<b>Net cash outflow from financing</b>	11	-	-
<b>Increase in cash in the year</b>		-	-

## 1 PRINCIPAL ACCOUNTING POLICIES

The report and accounts have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

### Basis of preparation

The report and accounts are prepared in accordance with the historical cost convention and on a going concern basis, with the exception of investments in subsidiary undertakings, which are carried at net asset value under the alternative accounting rules as the directors consider this to be the most appropriate valuation method. These report and accounts are prepared in accordance with the Companies Act 2006 with the exceptions for the requirement to prepare consolidated report and accounts, the inclusion of a Directors' Report and the disclosure in note 5 – subsidiary undertakings of the results and capital and reserves figures for the subsidiary undertakings. These report and accounts are not the statutory financial statements, which are prepared separately.

### Investments in Subsidiary Undertakings

The parent Company revalues its interest in subsidiary undertakings at their underlying net asset value as shown in the period end report and accounts. Differences in the valuations from year to year are 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.

### Related Party Transactions

The company has taken advantage of the exemption under Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the basis that consolidated financial statements are publicly available where such transactions exist.

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## 2 AUDITOR'S REMUNERATION

Fees payable to the Company's auditor for the audit of the Company's audited financial statements amounted to £4,250 (2014: £4,250).

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## 3 INTEREST PAYABLE AND SIMILAR CHARGES

	12 months ended 31 Mar 2015 £000	12 months ended 31 Mar 2014 £000
On bank loans and overdrafts	-	-
Net interest payable and similar charges	-	-

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## 4 INTEREST RECEIVABLE AND SIMILAR REVENUE

	12 months ended 31 Mar 2015 £000	12 months ended 31 Mar 2014 £000
From Group Companies	-	-
Net interest receivable and similar revenue	-	-

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**5 SUBSIDIARY UNDERTAKINGS**

	<b>Interests in Group Undertaking £000</b>
Net book value at 31 March 2014	18,816
Revaluation during period	33,849
<b>Net book value at 31 March 2015</b>	<b>52,665</b>

**Holdings of more than 20%**

The Company holds more than 20% of the share capital of the following companies:

Name of Company	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares held	Principal activity
CP Pharmaceuticals Limited	England & Wales	Ordinary Shares of £1 each	100%	Manufacture and sale of pharmaceuticals
**Wallis Group Limited	England & Wales	Ordinary Shares of £1 each	100%	Discontinued trade
Wallis Licensing Limited	England & Wales	Ordinary Shares of £1 each	100%	Discontinued trade
The Wallis Laboratory Limited	England & Wales	Ordinary Shares of £1 each	100%	Dormant
*Wockhardt Pharmaceutica Do Brasil Ltda	Brazil	Ordinary Shares of £1 each	90%	Marketing of pharmaceutical products

\*Wockhardt Farmaceutica Do Brasil Ltda is a 90% subsidiary of the Wallis Laboratory Limited.

\*\*Wallis Group Limited owns 100% of the share capital of Wallis Licensing Limited and The Wallis Laboratory Limited.

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

	<b>Capital and reserves 31 Mar 2015 £000</b>	<b>Profit/(loss) for the period to 31 Mar 2015 £000</b>
CP Pharmaceuticals Ltd	49,665	36,951
Wallis Group Limited	2,885	(157)
Wallis Licensing Limited	(1,130)	(197)
The Wallis Laboratory Limited	(197)	(197)
Wockhardt Pharmaceutica Do Brasil Ltda	-	(4)

**6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	Company 31 Mar 2015 £000	Company 31 Mar 2014 £000
Amounts owed to group companies	2,675	2,675
	<u>2,675</u>	<u>2,675</u>

**7 SHARE CAPITAL**

	31 Mar 2015 £000	31 Mar 2014 £000
<b>Allotted, called up and fully paid</b>		
27,504,823 Ordinary Shares of 1p each	275	275
	<u>275</u>	<u>275</u>

The 13% 'A' Ordinary Shares are non-voting.

**8 SHARE PREMIUM ACCOUNT AND RESERVES**

	Share Premium Account £000	Capital Redemption Reserve £000	Revaluation Reserve £000	Profit and Loss Account £000
At 31 March 2014	298	545	13,316	1,707
Revaluation on fixed asset investments	-	-	33,849	-
<b>At 31 March 2015</b>	<u>298</u>	<u>545</u>	<u>47,165</u>	<u>1,707</u>

**9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	12 months ended 31 Mar 2015	12 months ended 31 Mar 2014
	£000	£000
<b>Retained profit for the financial period</b>	-	-
Revaluation of investments	33,849	763
Net increase in equity shareholders' funds	<u>33,849</u>	<u>763</u>
Opening equity shareholders' funds	16,141	15,378
<b>Closing equity shareholders' funds</b>	<u>49,990</u>	<u>16,141</u>

**10 RECONCILIATION OF OPERATING PROFIT TO NET CASH  
 INFLOW FROM OPERATING ACTIVITIES**

	12 months ended 31 Mar 2015 £000	12 months ended 31 Mar 2014 £000
<b>Operating profit</b>	-	-
Decrease in amounts due from Group Companies	-	-
Decrease in amounts due to Group Companies	-	-
	<u>          </u>	<u>          </u>
<b>Net cash inflow from operating activities</b>	<u>          </u>	<u>          </u>

**11 RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT**

	31 Mar 2015 £000	31 Mar 2014 £000
<b>Increase in cash in the period</b>	-	-
Cash inflow from change in debt	-	-
	<u>          </u>	<u>          </u>
<b>Movement in net debt in the period</b>	-	-
Net debt at 31 March 2014	-	-
	<u>          </u>	<u>          </u>
<b>Net debt at 31 March 2015</b>	<u>          </u>	<u>          </u>

**12 ANALYSIS OF NET DEBT**

	At 31 Mar 2014 £000	Cash Flow £000	At 31 Mar 2015 £000
Cash at bank and in hand	-	-	-
Overdrafts and discounted receivables	-	-	-
	<u>          </u>	<u>          </u>	<u>          </u>
Debt due after one year	-	-	-
Debt due within one year	-	-	-
Finance leases	-	-	-
	<u>          </u>	<u>          </u>	<u>          </u>
<b>Total</b>	<u>          </u>	<u>          </u>	<u>          </u>



### **13 ULTIMATE PARENT COMPANY**

The parent undertaking of the largest group within which the company belongs and for which group financial statements are prepared is Wockhardt Limited, a company registered in India. Copies of the group financial statements can be obtained from:

Wockhardt Towers  
Bandra-Kurla Complex  
Bandra East  
Mumbai 400 051  
India.

The ultimate parent company was Khorakiwala Holdings and Investments Private Limited, until 7 July 2014, and following restructuring is now Wockhardt Limited. Both companies are registered in India.

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### **14 CONTROLLING PARTY**

The ultimate controlling party is H F Khorakiwala and family.

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### **15 CONTINGENT LIABILITIES**

The Company acts as a joint guarantor with Wockhardt Limited to a facility agreement dated 27 April 2006 on behalf of Wockhardt Bio AG. The maximum liability is US\$250,000,000 (2014: US\$250,000,000). The balance outstanding as at 31 March 2015 is \$72m and the final repayment should be made in May 2016. The directors do not consider that any liability will arise.

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### **16 FINANCIAL COMMITMENTS**

The group bankers have a fixed and floating charge over all of the assets of the group undertaking. Wockhardt UK (Holdings) Limited has provided an unlimited cross-charge to secure the Group borrowings. As at 31 March 2015 this amounted to £11,143,979 (2014: £7,280,707).

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