

Company Registration No. 3062051

RANBAXY HOLDINGS (U.K.) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2016

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Ranbaxy Holdings (U.K.) Limited

COMPANY INFORMATION

DIRECTORS

Mr Neeraj Sharma
Mr Prashant Lakhamshi Savla (appointed on 4 September 2015)

REGISTERED OFFICE

5th Floor
Hyde Park Hayes 3,
11 Millington Road
Hayes UB3 4AZ

AUDITORS

Anderson Shaw
Chartered Certified Accountants
Statutory Auditors
Scottish Provident House
76 – 80 College Road, Harrow
Middlesex, HA1 1BQ

COMPANY NUMBER

3062051

Ranbaxy Holdings (U.K.) Limited

Company No: 3062051

STRATEGIC REPORT

REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

Business overview

The Company is an investment holding company of a group of subsidiary companies. The company is currently not engaged in any trading activities.

Financial Overview

Net operating expenses for the year ended 31 March 2016 were £ 9,317 (2015: - £2,136).

During the year the company made a further investment of £ 27,259 in group undertaking - ZAO Ranbaxy.

Future Developments

The Company would continue to act as a holding and investment company and improve, develop, hold as an investment ; and undertake management of any assets in line with its primary objective.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks arise from the fluctuation in value of investment in group undertakings. Significant investment value emanates from the group subsidiary Ranbaxy Inc ; consistent results posted by Ranbaxy Inc year- on- year leads to a reasonable deduction of relative stability, certainty and management of risks.

This report was approved by the Board on 26 July 2016.

By Order of the Board

Neeraj Sharma
Director

Ranbaxy Holdings (U.K.) Limited

Company No: 3062051

DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 March 2016.

1. PRINCIPAL ACTIVITY

The company is a holding company.

2. RESULTS AND DIVIDENDS

The results of the company for the period under review are as stated on Page 7 of the financial statements.

The directors do not recommend the payment of a dividend. The loss for the financial year of £ 9,317 (profit for 2015: £ 1,674) will be transferred to reserves.

3. REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

The company is a holding company.

4. DIRECTORS AND DIRECTORS' INTERESTS

The present directors of the company are set out on Page 2.

The directors who held office during the year are as follows:

Mr Maninder Singh (Resigned on 3 September, 2015)
Mr Neeraj Sharma
Mr Prashant Lakhamshi Savla (appointed on 4 September 2015)

None of the directors held or had any interest in the shares of the company during the year under review.

None of the directors who held office during the year held any shares in Ranbaxy (Netherlands) BV., the holding company.

5. AUDITORS

The Directors appointed Anderson Shaw as auditors during the year. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and Anderson Shaw will therefore continue in office.

6. DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Ranbaxy Holdings (U.K.) Limited
Company No: 3062051
DIRECTORS' REPORT (Continued)

7. STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC AND DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic and 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 of 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 estimates that are reasonable and prudent; and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Mr Neeraj Sharma
Director
Ranbaxy Holdings (U.K.) Limited
5th Floor
Hyde Park Hayes 3,
11 Millington Road
Hayes UB3 4AZ

26 July 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF Ranbaxy Holdings (U.K.) Limited

We have audited the financial statements of Ranbaxy Holdings (UK) Limited for the year ended 31 March 2016 set out on pages 7 to 12. 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) including FRS 102 " The Financial Reporting Standard applicable in the UK and Republic of Ireland ."

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 the 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

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors report and the Strategic report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 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.

Bharkumar L Shah (Senior Statutory Auditor)

For and on behalf of Anderson Shaw, Statutory Auditors

Chartered Certified Accountants
Scottish Provident House
76 – 80 College Road, Harrow
Middlesex, HA1 1BQ

Ranbaxy Holdings (U.K.) Limited
 Company No: 3062051
Statement of Income and Retained Earnings
For the year ended 31 March 2016

	Notes	2016 £	2015 £
Net Operating Expenses - continuing activities		9,317	2,136
(Loss)/Profit on ordinary activities before taxation		<u>(9,317)</u>	<u>2,136</u>
Tax on Profit on ordinary activities	3	-	(462)
Retained (Loss)/Profit on ordinary activities after taxation for the year		<u>(9,317)</u>	<u>1,674</u>
Accumulated profit at the start of the year		<u>1,403,743</u>	<u>1,402,069</u>
Accumulated Profit at the end of the year		<u><u>1,394,426</u></u>	<u><u>1,403,743</u></u>

There were no recognised gains or losses other than the loss for the financial year.

The notes on pages 9 to 12 form an integral part of these financial statements.

Ranbaxy Holdings (U.K.) Limited
 Company No: 3062051
Statement of Financial Position

	Notes	2016 £	2015 £
FIXED ASSETS			
Investments	4	<u>32,030,070</u>	<u>32,010,922</u>
CURRENT ASSETS			
Cash at bank		10,799	27,297
CREDITORS: amounts falling due within one year	5	(90,242)	(78,275)
NET CURRENT LIABILITIES		<u>(79,443)</u>	<u>(50,978)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		31,950,627	31,959,944
NET ASSETS		<u><u>31,950,627</u></u>	<u><u>31,959,944</u></u>
CAPITAL & RESERVES			
Share capital	6	30,556,201	30,556,201
Profit & Loss Account		1,394,426	1,403,743
EQUITY SHAREHOLDERS' FUNDS		<u><u>31,950,627</u></u>	<u><u>31,959,944</u></u>

These Financial Statements were approved by the board on 26 July 2016

.....
 Mr Neeraj Sharma
Director

The notes on pages 9 to 12 form an integral part of these financial statements.

Ranbaxy Holdings (U.K.) Limited

Company No: 3062051

**NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2016****1 ACCOUNTING POLICIES***1.1 Accounting basis and accounting standards*

The financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council applicable in the UK and Republic of Ireland.

1.2 Going Concern

The directors have reviewed the financial position of the company and note that at 31 March 2016 it has insufficient current assets to cover its liabilities. As a holding company with no independent source of income, it is therefore dependent on the wider group for funding. On the basis of their assessment of the company's financial position and of the enquiries made of the directors of the immediate and intermediate parent companies, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date. All differences are taken to the Statement of Income with the exception of differences on foreign currency borrowings, to the extent that they are used to finance or provide a hedge against foreign equity investments, which are taken directly to reserves together with the exchange difference on the carrying amount of the related investments.

1.4 Investments

Investments are shown at historic cost. The directors are of the opinion that the holding value does not exceed open market valuation.

1.5 Cash Flow Statement

Under FRS 102 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

1.6 Consolidation

The company is exempt by virtue of Section 401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

1.7 Deferred Taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or to pay less tax in the future, have occurred by the reporting date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the reporting date.

2 (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION HAS BEEN STATED AFTER CHARGING:

	2016	2015
	£	£
Auditors remuneration		
Amounts receivable by the auditors Anderson Shaw (KPMG LLP for 2015) in respect of:		
Audit of these financial statements	<u>500</u>	<u>4,000</u>

The company had no employees during the year and consequently there were no employment costs.

Ranbaxy Holdings (U.K.) Limited
 Company No: 3062051
NOTES TO THE FINANCIAL STATEMENTS
 for the year ended 31 March 2016

3	TAX ON PROFIT ON ORDINARY ACTIVITIES	2016	2015
		£	£
	The corporation tax comprises:-		
	UK corporation tax at 20%	<u>-</u>	<u>462</u>
	Factors affecting the tax charge for the period		
	The tax assessed for the period is higher than the standard rate of corporation tax in the United Kingdom at 20% The difference is explained as follows:		
	Profit ordinary activities before taxation	<u>-</u>	<u>2,136</u>
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom at 20%	-	427
	Effect of:		
	Adjustment to tax charge in respect of previous periods	-	35
	Current tax charge for the period	<u>-</u>	<u>462</u>

Factors affecting future tax charges

The rate of UK corporation tax that was substantively enacted at the reporting date was 20% which is applicable from 1st April 2015. The proposal set out in the Budget of 16 March 2016 is for this rate to remain unchanged till 2020 where it will reduce to 17%.

4	INVESTMENTS	2016	2015
		£	£
	Shares at Cost in group undertakings - subsidiaries		
	At 1 April	32,010,922	32,010,922
	Addition	27,259	-
	Disposal	(8,111)	-
	Net book amount at 31 March	<u>32,046,292</u>	<u>32,010,922</u>

The company owns:

100% (13,000,000 shares) of the ordinary share capital of Ranbaxy Inc., a company incorporated and operating as a distributor of Pharmaceuticals in the United States of America.

100% (10,000 shares) of the ordinary share capital of Ranbaxy Europe Limited, a company incorporated and operating as a management service provider in England.

0.02% (2 shares) of the ordinary share capital of Ranbaxy (Poland) Sp.zo.o., a company incorporated and operating as a management service provider in Poland.

0.1% (50 shares) of the ordinary share capital of Ranbaxy Egypt Limited, a company incorporated and operating as a distributor of Pharmaceuticals in Egypt.

1% (1630 shares) of the ordinary share capital of ZAO Ranbaxy, a company incorporated and operating as a distributor of Pharmaceuticals in Russia.

1% of the ordinary share capital of Ranbaxy Ukraine LLC, a company incorporated and operating as a distributor of Pharmaceuticals in Ukraine.

The aggregate capital and reserves of Ranbaxy Inc. and subsidiaries as at 31st March 2016 were \$508,732,919 (2015: \$ 452,758,746). During the year ended 31st March 2016 Ranbaxy Inc. made a retained profit of \$ 55,274,669 (31 March 2015: \$ 70,218,056)

Ranbaxy Holdings (U.K.) Limited

Company No: 3062051

**NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2016****4 INVESTMENTS (Continued)**

Undertakings in which the company through its subsidiary undertaking, Ranbaxy Inc. has an investment representing not less than 20% of the voting rights are as follows :

Name of Company	Country of Incorporation and operation	Proportion held	Holding
Ranbaxy Pharmaceuticals, Inc.	USA	100%	Ordinary Shares
Ranbaxy USA, Inc.	USA	100%	Ordinary Shares
Ohm Laboratories, Inc	USA	100%	Ordinary Shares
Ranbaxy Laboratories, Inc.	USA	100%	Ordinary Shares
InSite Vision Incorporated	USA	100%	Ordinary Shares
Ranbaxy Signature LLC	USA	67.50%	Capital Contribution

The above USA companies are engaged in the manufacture and distribution of pharmaceuticals.

The consolidated net assets of Ranbaxy Inc. at 31 March 2016 when translated at the closing exchange rate amount to £ 353,630,557 (2015: £ 305,978,027) produced a surplus compared to the investment holding value in Ranbaxy Holdings (UK) Ltd of £ 321,671,534 (2015:£ 274,019,004).

The aggregate capital and reserves of Ranbaxy Europe Limited as at 31st March 2016 was £ 1,831,235 (2015 - £ 1,672,311). Ranbaxy Europe Limited generated a profit for the year ended 31st March 2016 of £ 158,924 (2015 - £191,032).

5 CREDITORS: amounts falling due within one year	2016	2015
	£	£
Due to group undertakings	86,642	72,913
Accruals	3,600	4,900
Corporation tax	-	462
	<u>90,242</u>	<u>78,275</u>
6 SHARE CAPITAL	2016	2015
	£	£
(a) Authorised at the beginning and end of year		
50,000,000 Ordinary shares of £1 each	<u>50,000,000</u>	<u>50,000,000</u>
	£	£
(b) Allotted, called up and fully paid at 31 March		
30,556,201 Ordinary shares of £1 each	<u>30,556,201</u>	<u>30,556,201</u>

Ranbaxy Holdings (U.K.) Limited

Company No: 3062051

NOTES TO THE FINANCIAL STATEMENTS**for the year ended 31 March 2016****7 TRANSITION TO FRS 102**

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 31 March 2015 and the date of transition to FRS 102 was therefore 1 April 2014. As a consequence of adopting FRS 102 there were no accounting policy changes and accordingly there were no adjustments to equity on transition.

8 DIRECTORS' EMOLUMENTS

None of the directors received any emoluments from the company during the year.

Directors were remunerated by fellow group companies. Where remuneration was paid to directors by fellow group companies, it did not include any amounts in respect of qualifying services in respect of Ranbaxy Holdings (UK) Ltd.

9 TRANSACTIONS WITH RELATED PARTIES

The company is exempt from the requirement to disclose transactions with other group companies on the grounds that all of its voting rights are controlled by Sun Pharmaceutical Industries Ltd. and Ranbaxy Holdings (U.K.) Limited's results are consolidated within the financial statements of Sun Pharmaceutical Industries Ltd. There are no other related party transactions.

10 ULTIMATE HOLDING COMPANY

The Company's shares are wholly owned by Ranbaxy (Netherlands) BV, whose ultimate parent company is Sun Pharmaceutical Industries Ltd.

The smallest and largest group in which the results of the company are consolidated is that of Sun Pharmaceutical Industries Ltd., incorporated in India. The consolidated financial statements of this group are available to the public and may be obtained from the Company Secretary at the Sun Pharma Advanced Research Centre (SPARC), Tandalja, Akota Road, Vadodra - Gujarat, India.

The directors regard Sun Pharmaceutical Industries Ltd. as the ultimate controlling party.