

Register

# **Martindale Pharmaceuticals Limited**

## **Report and Financial Statements**

30 June 2009

SATURDAY



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COMPANIES HOUSE

# Martindale Pharmaceuticals Limited

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Registered No: 01073169

## **Directors**

A G Oades

M Sillitto

E W Thom (resigned 3 November 2008)

## **Secretary**

A Knight

## **Auditors**

Ernst & Young LLP

1 Bridgewater Place

Water Lane

Leeds

LS11 5QR

## **Registered Office**

Bampton Road

Harold Hill

Romford

RM3 8UG

## Directors' report

The directors present their report and the financial statements for the year ended 30 June 2009.

### Principal activity and business review

The company has not traded during the year.

During the year the company acquired 70% of the issued share capital of Martindale Pharma GmbH for a consideration of £9,499,000.

The company does not trade and continues to operate as a holding company for businesses involvement in pharmaceutical manufacture. During the year the company incurred interest expense on inter-company borrowings, and incurred a loss for the year, after tax, of £53,000.

### Principal risks and uncertainties facing the company

As the company has no trade, but acts as a holding company, the directors do not consider that the company is subject to any significant risks and uncertainties.

### Directors

The directors who served during the year are shown on page 1.

### Disclosure of information to the auditors

As at the date of this report, as far as each director is aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken such steps as he should have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board



A G Oades

Director

17 SEPT 2009

## **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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; 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to 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.

## **Independent auditors' report**

**to the members of Martindale Pharmaceuticals Limited**

We have audited the financial statements of Martindale Pharmaceuticals Limited for the year ended 30 June 2009 which comprise the Profit and loss account, the Balance sheet, and the related notes 1 to 13. 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 members, as a body, in accordance with Sections 495 and 496 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 auditors' 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 3, 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 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.

### **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 30 June 2009 and of its loss for the year 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditors' report**

**to the members of Martindale Pharmaceuticals Limited (continued)**

### **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.

*Ernst & Young LLP*

Alastair JR Nuttall (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP  
Leeds

*21 September* 2009

## Profit and loss account

for the year ended 30 June 2009

	<i>Notes</i>	<i>2009</i> <i>£000</i>	<i>2008</i> <i>£000</i>
Interest payable		74	-
<b>Loss on ordinary activities before taxation</b>	3	(74)	-
Tax on loss on ordinary activities	4	(21)	-
<b>Loss on ordinary activities after taxation</b>	10	(53)	-

All of the company's operations during the year related to continuing operations.

There is no difference between the loss on ordinary activities before taxation and its historical cost equivalents.

There were no recognised gains and losses other than as shown above and therefore a separate statement of total recognised gains and losses has not been presented.

# Balance sheet

as at 30 June 2009

	Notes	2009 £000	2008 £000
<b>Fixed assets</b>			
Investments	5	24,405	14,906
<b>Current assets</b>			
Debtors	6	21	-
<b>Creditors: amounts falling due within one year</b>	7	(194)	(14,906)
<b>Net current liabilities</b>		(173)	(14,906)
<b>Total assets less current liabilities</b>		24,232	-
<b>Creditors: amounts falling due after more than one year</b>	8	24,285	-
<b>Excess of liabilities over assets</b>		(53)	-
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account	10	(53)	-
<b>Shareholders' funds</b>	11	(53)	-



A G Oades  
Director

17 SEPT

2009



## Notes to the financial statements

at 30 June 2009

### 1. Fundamental accounting concept

The financial statements have been prepared on the going concern basis as a fellow subsidiary undertaking has agreed to provide finance to the company to meet its debts as they fall due until at least 30 September 2010.

### 2. Accounting policies

#### *Basis of preparation*

The financial statements have been prepared under the historical cost convention in accordance with applicable United Kingdom accounting standards. The principal accounting policies are set out below.

#### *Investments*

Fixed asset investments are stated at cost less any provision for impairment required under Financial Reporting Standard Number 11.

#### *Taxation*

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date, with the following exceptions:

- i) Provision is made for gains on disposal of fixed assets that have been rolled over into replacement assets only where, at the balance sheet date, there is a commitment to dispose of the replacement assets with no likely subsequent rollover or available capital losses.
- ii) Provision is made for gains on revalued fixed assets only where there is a commitment to dispose of the revalued assets and the attributable gain can neither be rolled over nor eliminated by capital losses.
- iii) Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### *Cash flow statement*

The company is a wholly owned subsidiary of Cardinal Health Inc. and is included in the consolidated financial statements of that company. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

### 3. Loss on ordinary activities before taxation

The company had no employees during the current or preceding year. The directors receive no emoluments in their capacity as directors of the company.

## Notes to the financial statements

at 30 June 2009

### 4. Tax on loss on ordinary activities

	2009	2008
	£000	£000
<i>Corporation tax</i>		
UK corporation tax and total current tax	21	-

The tax assessed for the year is at the standard rate of corporation tax in the UK of 28%.

### 5. Investments

*Shares in subsidiary undertaking*

	£000
At 1 July 2008	14,906
Additions	9,499
At 30 June 2009	24,405

The company acquired 70% of Martindale Pharma GmbH in February 2009, the principal activity of which is the manufacture and distribution of pharmaceutical products to retail pharmacies in Germany. There is an option to acquire the remaining 30% of the issued share capital of Martindale Pharma GmbH dependent on certain criteria being met. The directors do not consider that these criteria are likely to be fulfilled in the foreseeable future.

The following were the company's subsidiary undertakings at 30 June 2009. Eldon Laboratories Limited is incorporated in Great Britain, and Martindale Pharma GmbH is incorporated in Germany.

	<i>Principal activity</i>	<i>Percentage of share capital held</i>
Eldon Laboratories Limited	Dormant	100%
Martindale Pharma GmbH	Pharmaceutical manufacturing	70%

### 6. Debtors

	2009	2008
	£000	£000
Corporation tax	21	-

### 7. Creditors: amounts falling due within one year

	2009	2008
	£000	£000
Amounts owed by group undertakings	194	14,906

# Notes to the financial statements

at 30 June 2009

## 8. Creditors: amounts falling due after more than one year

	2009	2008
	£000	£000
Amounts owed by group undertakings	24,285	-

## 9. Called up share capital

	2008		<i>Authorised share capital</i>	
	<i>No.</i>	£	<i>No.</i>	£
Ordinary shares of £1 each	100	100	100	100
	2008		<i>Called up share capital</i>	
	<i>No.</i>	£	<i>No.</i>	£
Ordinary shares of £1 each	100	100	100	100

## 10. Reserves

	<i>Profit and loss account £000</i>
At 1 July 2008	-
Loss for the financial year	(53)
At 30 June 2009	(53)

## 11. Reconciliation of movements in shareholders' funds

	2009	2008
	£000	£000
Loss for the year and decrease in shareholders' funds	(53)	-
Opening shareholders' funds	-	-
Closing shareholders' funds	(53)	-

## 12. Related party transactions

Advantage has been taken of the exemption under FRS 8 "Related Party Transactions" with entities that are part of the Cardinal Health Inc. group on the grounds that all the voting rights are controlled by that company.

## Notes to the financial statements

at 30 June 2009

### 13. Ultimate parent undertaking

Cardinal Health Inc., a company incorporated in the United States of America, is the company's ultimate parent company and controlling party, and is the parent undertaking of the group in which the company is consolidated. The consolidated financial statements of Cardinal Health Inc. are available to the public and may be obtained from the Investor Relations Department, Cardinal Health Inc., 7000 Cardinal Place, Dublin, Ohio 43017, United States of America, or [www.cardinal.com](http://www.cardinal.com).