ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 NOVEMBER 2012

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Lancaster Haskins LLP Statutory Auditor
Granville House
2 Tettenhall Road
Wolverhampton
West Midlands
WV1 4SB

CONTENTS OF THE ABBREVIATED ACCOUNTS for the Year Ended 30 November 2012

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors on the Abbreviated Accounts	4
Abbreviated Profit and Loss Account	5
Abbreviated Balance Sheet	6
Cash Flow Statement	7
Notes to the Cash Flow Statement	8
Notes to the Abbreviated Accounts	10

COMPANY INFORMATION for the Year Ended 30 November 2012

DIRECTORS:

M Aggarwal

S Aggarwal

SECRETARY:

REGISTERED OFFICE:

61 Wolverhampton Street

Willenhall Wolverhampton West Midlands WV13 2AN

REGISTERED NUMBER:

02737126 (England and Wales)

AUDITORS:

Lancaster Haskins LLP Statutory Auditor

Granville House 2 Tettenhall Road Wolverhampton West Midlands WV1 4SB

BANKERS:

National Westminster Bank Plc

10 High Street Wednesfield Wolverhampton West Midlands WV11 1TA

REPORT OF THE DIRECTORS for the Year Ended 30 November 2012

The directors present their report with the accounts of the company for the year ended 30 November 2012

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of dispensing chemists

REVIEW OF BUSINESS

The business, in common with all pharmacies, is reliant on NHS funding and the performance of the local and national economy

The directors consider the key performance indicators of the company to be, turnover, operating profit and gross profit margin

The turnover for the year has decreased by 39% or £4 7 million compared to last year due to a decrease in export and wholesale operations

The operating profit has decreased this year by £29,856 from £98,824 last year to a profit of £68,968. The profit levels have fallen in line with the decrease in turnover

The gross profit margin has increased this year to 20 75% (last year 14 43%) This is due to a change in sales mix of the Company

Overall, the directors are pleased with the results for the period

DIVIDENDS

No dividends will be distributed for the year ended 30 November 2012

DIRECTORS

The directors shown below have held office during the whole of the period from 1 December 2011 to the date of this report

M Aggarwal

S Aggarwal

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 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 judgements and accounting estimates that are reasonable and prudent,
- 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.

REPORT OF THE DIRECTORS for the Year Ended 30 November 2012

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

) Oder

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) 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 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

The auditors, Lancaster Haskins LLP Statutory Auditor, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

M Aggarwal - Director

Date 29/8/13

REPORT OF THE INDEPENDENT AUDITORS TO 8PM CHEMIST LIMITED UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts set out on pages five to seventeen, together with the full financial statements of 8PM Chemist Limited for the year ended 30 November 2012 prepared under Section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section and to report our opinion to you

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section

G M Thompson (Senior Statutory Auditor)

for and on behalf of Lancaster Haskins LLP Statutory Auditor

Granville House 2 Tettenhall Road Wolverhampton West Midlands WV1 4SB

Date 29/8/13

ABBREVIATED PROFIT AND LOSS ACCOUNT for the Year Ended 30 November 2012

	30 11 12		30 11 11		
	Notes	£	£	£	£
TURNOVER	2		7,276,155		11,940,162
Cost of sales and other operating income			(5,739,707)		(10,185,464)
			1,536,448		1,754,698
Distribution costs		40,468		40,407	
Administrative expenses		1,427,011	1,467,479	1,615,467	1,655,874
OPERATING PROFIT	4		68,969		98,824
Interest receivable and similar income			120,516		58,182
			189,485		157,006
Interest payable and similar charges	5		37,947		39,969
PROFIT ON ORDINARY ACTIVITIE BEFORE TAXATION	S		151,538		117,037
Tax on profit on ordinary activities	6		40,574		34,402
PROFIT FOR THE FINANCIAL YEA	R		110,964		82,635
Retained profit brought forward			2,484,432		2,401,797
RETAINED PROFIT CARRIED FORWARD			2,595,396		2,484,432

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

ABBREVIATED BALANCE SHEET 30 November 2012

		30 11 12		30 11 11	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		70,171		78,622
Tangible assets	8		58,834		86,150
Investments	9		100		100
			129,105		164,872
CURRENT ASSETS					
Stocks	10	355,187		398,404	
Debtors	11	5,539,757		6,759,746	
Cash at bank and in hand		215,833		44,742	
		6,110,777		7,202,892	
CREDITORS	10	2215 176		2 210 500	
Amounts falling due within one year	12	2,215,176		3,310,508	
NET CURRENT ASSETS			3,895,601		3,892,384
TOTAL ASSETS LESS CURRENT LIABILITIES			4,024,706		4,057,256
CREDITORS					
Amounts falling due after more than one					
/ear	13		(945,000)		(1,085,000)
PROVISIONS FOR LIABILITIES	17		(5,049)		(8,563)
NET ASSETS			3,074,657		2,963,693
CAPITAL AND RESERVES					
Carrial and Reserves Called up share capital	18		100		100
Share premium	19		479,161		479,161
Profit and loss account	17		2,595,396		2,484,432
SHAREHOLDERS' FUNDS	24		3,074,657		2,963,693

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to medium-sized companies

The financial statements were approved by the Board of Directors on its behalf by

29/8/13

and were signed on

M Aggarwal - Director

CASH FLOW STATEMENT for the Year Ended 30 November 2012

		30 11	12	30 11	11
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		310,038		(27,410)
Returns on investments and servicing of finance	2		82,569		18,213
Taxation			(36,825)		(110,975)
Capital expenditure	2		(6,016)		(6,821)
			349,766		(126,993)
Financing	2		(140,000)		(140,000)
Increase/(decrease) in cash in the per	rıod		209,766		(266,993)
Reconciliation of net cash flow to movement in net debt	3				
	·				
Increase/(decrease) in cash in the period Cash outflow		209,766		(266,993)	
from decrease in debt		140,000		140,000	
Change in net debt resulting					(10 (000)
from cash flows			349,766		(126,993)
Movement in net debt in the period Net debt at 1 December			349,766 (1,219,294)		(126,993) (1,092,301)
Net debt at 30 November			(869,528)		(1,219,294)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 30 November 2012

1	RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM
	OPERATING ACTIVITIES

	30 11 12	30 11 11
	£	£
Operating profit	68,969	98,824
Depreciation charges	41,785	41,438
Decrease in stocks	43,217	46,934
Decrease in debtors	1,219,987	676,761
Decrease in creditors	(1,063,920)	(891,367)
Net cash inflow/(outflow) from operating activities	310,038	(27,410)

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	30 11 12 £	30 11 11 £
Returns on investments and servicing of finance		
Interest received	120,516	58,182
Interest paid	(37,947)	(39,969)
Net cash inflow for returns on investments and servicing of finance	82,569	18,213
Capital expenditure		
Purchase of tangible fixed assets	(6,016)	(6,821)
Net cash outflow for capital expenditure	(6,016)	(6,821)
rect cash outflow for capital expenditure	===	====
Financing		
Loan repayments in year	(140,000)	(140,000)
	` '	
Net cash outflow from financing	(140,000)	(140,000)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 30 November 2012

ANALYSIS OF CHANGES IN NET DEBT			
	At		At
	1 12 11	Cash flow	30 11 12
	£	£	£
Net cash			
Cash at bank and in hand	44,742	171,091	215,833
Bank overdrafts	(39,036)	38,675	(361)
	5,706	209,766	215,472
Debt			
Debts falling due			(1.10.000)
within one year	(140,000)	-	(140,000)
Debts falling due after one year	(1,085,000)	140,000	(945,000)
	(1,225,000)	140,000	(1,085,000)
	 -		
Total	(1,219,294)	349,766	(869,528)

NOTES TO THE ABBREVIATED ACCOUNTS

for the Year Ended 30 November 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention

Preparation of consolidated financial statements

The financial statements contain information about 8PM Chemist Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Regardcatch Limited, a company registered in England and Wales

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 20 years

Product licences

Product licences are valued at cost less accumulated amortisation

Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful life of 20 years

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Short leasehold

- Over the term of the lease

Plant and machinery

- 15% on cost

Fixtures and fittings

- 15% on cost

Motor vehicles

- 15% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

2 TURNOVER

No analysis of turnover has been provided as the directors believe that doing so would be seriously prejudicial to the interests of the Company

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

3	STAFF COSTS		
		30 11 12	30 11 11
	Wages and salaries	£ 669,383	£ 812,292
	Social security costs	29,816	44,826
	Other pension costs	159,555	14,128
	·		
		858,754	871,246
			
	The average monthly number of employees during the year was as follows		
		30 11 12	30 11 11
	Directors	2	2
	Other staff	51	54
			
		53	56
4	OPERATING PROFIT		
	The operating profit is stated after charging		
		30 11 12	30 11 11
	Description and serve	£	£
	Depreciation - owned assets Goodwill amortisation	33,332 2,653	32,987 2,654
	Patents and licences amortisation	5,798	5,798
	Auditors' remuneration	10,240	11,500
	Operating lease rentals	216,150	216,150
			
	Directors' remuneration	7,500	6,000
5	INTEREST PAYABLE AND SIMILAR CHARGES		
5	THE TANKS OF THE STATE OF THE SECOND	30 11 12	30 11 11
		£	£
	Bank interest	7	115
	Bank loan interest	37,940	39,854
		37,947	39,969
		====	====

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012 $\,$

6	TAXATION			
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was	as follows	30 11 12 £	30 11 11 £
	Current tax UK corporation tax		44,088	36,825
	Deferred tax		(3,514)	(2,423)
	Tax on profit on ordinary activities		40,574	34,402
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of explained below	corporation ta	x in the UK Th	ie difference is
			30 11 12 £	30 11 11 £
	Profit on ordinary activities before tax		151,538	117,037
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24% (2011 - 26%)		36,369	30,430
	Effects of Expenses not deductible for tax purposes Capital allowances for the period in excess of depreciation Marginal relief Change in rate of tax Opening provision adjustment Current tax charge		118 8,447 (1,351) 1,228 (723) 44,088	7,768 (2,419) 975 71 36,825
7	INTANGIBLE FIXED ASSETS	Goodwill	Patents and licences	Totals
	COST	£	£	£
	At 1 December 2011 and 30 November 2012	100,923	122,762	223,685
	AMORTISATION At 1 December 2011 Amortisation for year	82,363 2,653	62,700 5,798	145,063 8,451
	At 30 November 2012	85,016	68,498	153,514
	NET BOOK VALUE At 30 November 2012	15,907	54,264	70,171
	At 30 November 2011	18,560	60,062	78,622

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

3	TANGIBLE FIXED ASSETS	Short leasehold £	Plant and machinery	Fixtures and fittings £	Motor vehicles £	Totals £
	COST At 1 December 2011 Additions	117,930	79,311	134,105 6,016	62,286	393,632 6,016
	At 30 November 2012	117,930	79,311	140,121	62,286	399,648
	DEPRECIATION At 1 December 2011 Charge for year	72,597 21,365	72,058 1,741	102,832 8,261	59,995 1,965	307,482 33,332
	At 30 November 2012	93,962	73,799	111,093	61,960	340,814
	NET BOOK VALUE At 30 November 2012	23,968	5,512	29,028	326	58,834
	At 30 November 2011	45,333	7,253	31,273	2,291	86,150
	COST At 1 December 2011 and 30 November 2012					£
	NET BOOK VALUE At 30 November 2012					100
	At 30 November 2011					100
	The company's investments at the state of th		date in the share	capital of comp	anies include the	following
	Nature of business Dormant			%		
	Class of shares Ordinary shares			lding 0 00	30 11 12 £	30 11 11 £
	Aggregate capital and reserves				100	100
)	STOCKS				30 11 12	30 11 11
	Finished goods				£ 355,187	£ 398,404

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

1	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		30 11 12	30 11 11
	Trada dahtara	£ 291,633	£ 654,293
	Trade debtors Other debtors	89,453	74,086
	Amounts due from related parties	4,460,724	5,105,648
	Amounts due from group undertakings	609,731	609,731
	VAT	42,245	278,984
	Prepayments and accrued income	45,971	37,004
		5,539,757	6,759,746
2	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
_		30 11 12	30 11 11
		£	£
	Bank loans and overdrafts (see note 14)	140,361	179,036
	Trade creditors	1,323,056	1,654,769
	Tax	44,088	36,825
	Social security and other taxes	12,913	13,305
	Other creditors	634,259	861,953
	Amounts due to related parties	48,000	552,124
	Accruals and deferred income	12,499	12,496
		2,215,176	3,310,50
3	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		30 11 12	30 11 11
	Bank loans (see note 14)	£ 945,000	£ 1,085,000
4	LOANS		
	An analysis of the maturity of loans is given below		
		30 11 12	30 11 11
		£	£
	Amounts falling due within one year or on demand	261	39,036
	Bank overdrafts Bank loans	361 140,000	140,000
		140,361	179,03
			
	Amounts falling due between one and two years Bank loans - 1-2 years	140,000	140,00
		-	
	Amounts falling due between two and five years	400 000	400.00
	Bank loans - 2-5 years	420,000	420,000

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

14	LOANS - continued	30 11 12 £	30 11 11 £
	Amounts falling due in more than five years Repayable by instalments Bank loans more 5 yr by instal	385,000	525,000
15	OPERATING LEASE COMMITMENTS		
	The following operating lease payments are committed to be paid within one year		
		Land and buildings	
		30 11 12 £	30 11 11 £
	Expiring Within one year	48,150	42,150
	Between one and five years	50,000	56,000
	In more than five years	118,000	118,000
		216,150	216,150
16	SECURED DEBTS		
	The following secured debts are included within creditors		
		30 11 12 £	30 11 11 £
	Bank overdrafts	361	39,036
	Bank loans	1,085,000	1,225,000
		1,085,361	1,264,036

The following securities are in place,

First legal mortgage dated 8 April 1997 over leasehold deeds of 60 Wolverhampton Street, Willenhall, a property owned by the group,

First legal mortgage dated 8 April 1997 over leasehold deeds of 61 Wolverhampton Street, Willenhall, a property owned by the group,

Cross company guarantee unlimited by Regardcatch Limited dated 8 April 1997,

The bank loans are secured by the Company or any member of the mortgagee's group which have given a debenture in favour of Santander UK over the property, assets and undertakings of the company or members of the group as security for the payment or discharge of, inter alia, all liabilities from time to time of the Company to the bank

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

17	PROVISIONS FOR LIABILITIES			30 11 12	30 11 11
	Deferred tax			£ 5,049	£ 8,563
					Deferred tax £
	Balance at 1 D Deferred tax m				8,563 (3,514)
	Balance at 30 l	November 2012			5,049
18	CALLED UP	SHARE CAPITAL			
		d and fully paid			
	Number	Class	Nominal value	30 11 12 £	30 11 11 £
	100	Ordinary	£1	100	100
19	RESERVES				Share
					premium
	At 1 December 2011				479,161
	At 30 Novemb	er 2012			479,161

20 ULTIMATE PARENT COMPANY

8PM Chemist Limited is a wholly owned subsidiary of Regardcatch Limited

21 CONTINGENT LIABILITIES

The Company has entered into a number of agreements with a third party whereby they will provide dossiers for pharmaceutical products and make marketing applications on behalf of the Company to the regulatory authorities in the UK. An upfront fee representing 50% of the total amount is payable to the third party upon signing the agreement and the remainder is payable upon obtaining the licence from the regulatory authority

NOTES TO THE ABBREVIATED ACCOUNTS - continued for the Year Ended 30 November 2012

22 RELATED PARTY DISCLOSURES

In accordance with FRS 8, transactions and balances with group entities that have been eliminated on consolidation are not reported

The Company sold goods to On Time Specials Limited for £3,365,000 V Aggarwal, a previous director of the Company, is the sole shareholder of On Time Specials Limited The Company made multiple short term advances to On Time Specials Limited which were repaid by numerous instalments throughout the year, cumulatively the advances amounted to £41,045,759 and the repayments £45,701,788 The Company, also, recharged expenses of £403,919 The trading with On Fime Specials Limited is at an arms length basis on normal commercial terms. At the balance sheet date the Company was owed £2,703,852 (2011 - £3,590,961)

During the period, the Company was invoiced £36,040 by Medco Int Limited for the provision of locum services and paid £78,040 Sukesh Aggarwal, a director of the Company and brother of Mukesh Aggarwal, is the sole shareholder of Medco Int Limited At the balance sheet date the Company owed Medco Int Limited £48,000 (2011 - £90,000) The company was dissolved on 1st May 2013

The Company charged rent of £25,000 and utility services of £6,559 to Croft Medical Centre Limited Croft Medical Centre Limited is a 100% owned subsidiary of Mukesh Aggarwal Limited Mukesh Aggarwal is a director and shareholder of Mukesh Aggarwal Limited The Company loaned £372,966 to Croft Medical Centre Limited and was repaid £49,772 The company sold goods to Croft Medical Centre totalling £200,000 The trading with Croft Medical Centre Limited is at an arms length basis on normal commercial terms. At the balance sheet date the Company was owed Croft Medical Centre Limited £137,629 (2011 - £462 124)

At the balance sheet date the Company was owed £86,572 (2011 - £84,572) by Mukesh Aggarwal Limited, to which the Company recharged £2,000 of administrative expenses during the period

During the period under review the Company was charged £50,000 rent by Shinestrike Limited The Company received £120,000 interest. The Company recharged £32,557 of administrative expenses. Mukesh Aggarwal is a director of Shinestrike Limited. At the balance sheet date the Company was owed £1,532,671 (2011 -£1,430,114) by Shinestrike Limited.

At the year end V Aggarwal was owed £627,394 (2011 - £857,602) During the year, V Aggarwal, a previous director of the Company, made multiple short term advances to the Company which were repaid by numerous instalments throughout the year, cumulatively the advances amounted to £10,033,835 and the repayments £10,264,043

23 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is L N Aggarwal

24 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year	30 11 12 £ 110,964	30 11 11 £ 82,635
Net addition to shareholders' funds Opening shareholders' funds	110,964 2,963,693	82,635 2,881,058
Closing shareholders' funds	3,074,657	2,963,693