Directors' report and financial statements

for the period ended 30 November 2003

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Company information

Directors V Aggarwal

M Aggarwal

Secretary V Aggarwal

Company number 02737126

Registered office 61 Wolverhampton Street

Willenhall West Midlands WV13 2NF

Auditors The Baker Partnership

Baker House 85 York Avenue

Finchfield

Wolverhampton WV3 9BS

Bankers National Westminster Bank plc

10 High Street Wednesfield Wolverhampton WV11 1TA

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Directors' report for the period ended 30 November 2003

The directors present their report and the financial statements for the period ended 30 November 2003.

Principal activity and review of the business

The principal activity of the company during the period was that of dispensing chemists.

The directors consider the company's affairs to be satisfactory.

Results and dividends

The results for the period, and the company's position at the end of the period, are set out in the attached financial statements.

The directors do not recommend payment of a final dividend.

Directors and their interests

The directors who served during the period and their interests in the company are as stated below:

	Ordi	Ordinary shares	
	30/11/03	01/12/02	
V Aggarwal	-	· <u>-</u>	
M Aggarwal	-	-	

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of the 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 apply them consistently;
- make judgements and 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 proper accounting records which 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 1985. 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.

Directors' report for the period ended 30 November 2003

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that the Baker Partnership be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 29 November 2004 and signed on its behalf by

V Aggarwal

Company Secretary

Independent auditors' report to the shareholders of 8PM Chemist Limited

We have audited the financial statements on pages 5 to 19 of 8PM Chemist Limited for the period ended 30 November 2003. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 liability 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 described in the directors' report the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the shareholders of 8PM Chemist Limited continued

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 November 2003 and of its profit and cash flows for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

The Baker Partnership

Chartered Certified Accountants and

Registered Auditors

29 November 2004

Baker House

85 York Avenue

Finchfield

Wolverhampton

WV3 9BS

Profit and loss account For the period ended 30 November 2003

	Notes	Period ended 30/11/03 £	Restated Period ended . 01/12/02 £
	110103	™	-
Turnover	2	6,862,143	3,914,964
Cost of sales		(4,992,039)	(2,875,798)
Gross profit		1,870,104	1,039,166
Administrative expenses		(1,601,274)	(1,289,986)
Operating profit/(loss)	3	268,830	(250,820)
Other interest receivable and	1		
similar income	4	1,559	6,417
Interest payable and similar charges	5	(4,781)	(2,217)
Profit/(loss) on ordinary			
activities before taxation		265,608	(246,620)
Tax on profit/(loss) on ordin	ary		
activities	7	(61,736)	24,067
Retained profit/(loss) for the	he period	203,872	(222,553)
Retained profit brought forw	vard	601,092	823,645
Retained profit carried for	ward	804,964	601,092
			

The company has no recognised gains or losses other than the results for the period as set out above.

All of the activities of the company are classed as continuing.

Balance sheet as at 30 November 2003

		30/11/03			tated 12/02	
	Notes	£	£	£	£	
Fixed assets						
Intangible assets	8		173,277		215,136	
Tangible assets	9		58,864		124,155	
Investments	10		85,000		-	
			317,141		339,291	
Current assets						
Stocks	11	716,256		530,406		
Debtors	12	782,145		1,142,989		
Cash at bank and in hand	13	1,783,462		1,127,703		
		3,281,863		2,801,098		
Creditors: amounts falling						
due within one year	14	(2,197,035)		(1,883,544)		
Net current assets			1,084,828		917,554	
Total assets less current						
liabilities			1,401,969		1,256,845	
Creditors: amounts falling due						
after more than one year	15		(107,392)		(162,832)	
Provisions for liabilities						
and charges	16		(10,352)		(13,660)	
Net assets			1,284,225		1,080,353	
Capital and reserves						
Called up share capital	21		100		100	
Share premium account	22		479,161		479,161	
Profit and loss account	22		804,964		601,092	
Shareholders' funds	23		1,284,225		1,080,353	

The financial statements were approved by the Board on 29 November 2004 and signed on its behalf by

V Aggarwal Director

The notes on pages 8 to 19 form an integral part of these financial statements.

Cash flow statement for the period ended 30 November 2003

	Notes	Period ended 30/11/03 ₤	Restated Period ended 01/12/02
	11000	•	~
Reconciliation of operating profit/(loss) to net			
cash inflow from operating activities			
Operating (loss)/profit		268,830	(250,820)
Depreciation		33,361	31,244
(Profit)/loss on disposal of fixed assets		(17,033)	6,953
(Increase) in stocks		(185,850)	(33,741)
(Increase) in debtors		334,196	(599,039)
Increase in creditors		322,905	1,105,272
Net cash (outflow)/inflow from operating activities		756,409	261,825
Cash flow statement			
Net cash (outflow)/inflow from operating activities		756,409	261,825
Returns on investments and servicing of finance	24	(3,222)	4,200
Capital expenditure	24	5,820	(37,607)
Taxation		(47,808)	-
(Decrease)/increase in cash in the period		711,199	228,418
Reconciliation of net cash flow to movement in net	funds (Note 25)		
Increase in cash in the period		711,199	228,418
Net funds at 2 December 2002		921,871	693,453
Net funds at 30 November 2003		1,633,070	921,871

Notes to the financial statements for the period ended 30 November 2003

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention.

1.2. Turnover

Turnover represents the total value, excluding value added tax, of sales made during the year.

1.3. Goodwill

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

1.4. 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.

1.5. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Leasehold properties

Straight line over the life of the lease

Plant and machinery

- 15% straight line

Fixtures, fittings

and equipment - 15% straight line Motor vehicles - 15% straight line

1.6. Stock

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

1.7. Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the Profit and Loss Account.

1.8. Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

1.9. Deferred taxation

Deferred tax is provided in respect of the tax effect of all timing differences, to the extent that it is probable that a liability or asset will crystallise in the foreseeable future, at the rates of tax expected to apply when the timing differences reverse.

Notes to the financial statements for the period ended 30 November 2003

1.10. Group accounts

In the opinion of the directors, the company, its parent company and its subsidiary company comprise a medium sized group. The company has therefore taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

1.11. Employee Benefit Trust

Contributions to the 8PM Chemist Limited Employee Benefit Trust have been charged in the profit and loss account. The directors have considered the requirements of UITF 32 'Employee benefit trusts and other intermediate payment arrangements' and consider that this treatment is appropriate in order to show a true and fair view in these financial statements. There is evidence that the trustees of the employee benefit trust have acted independently to the sponsoring entity during the year.

In the previous year the assets held in the employee benefit trust were recognised as assets of the company until they vest unconditionally in identified beneficiaries. It is considered that this treatment was incorrect, and the comparative figures have been restated accordingly.

1.12. Derivative Financial Instruments

The company uses interest rate swaps to manage some of its exposure to interest rates and also trades in them on a speculative basis. For interest rate swaps held at the end of the accounting period, amounts receivable or payable in respect of these instruments are recognised as earnings or expenses in the profit and loss account on an accruals basis. For instruments unwound or cancelled during the period, the full amount of any gain or loss receivable or payable at the time of the unwind is fully recognised in the profit and loss account of the accounting period.

2. Turnover

The total turnover of the company for the period has been derived from its principal activity wholly undertaken in the UK, and is stated after trade discounts, other sales taxes and net of VAT.

3.	Operating (loss)/profit	Period ended 30/11/03 ₤	Period ended 01/12/02 £
	Operating (loss)/profit is stated after charging:		
	Depreciation and other amounts written off intangible assets	10,268	9,499
	Depreciation and other amounts written off tangible assets	23,093	21,744
	(Profit)/loss on disposal of tangible fixed assets	(8,623)	6,953
	(Profit) on disposal of intangible fixed assets	(8,410)	-
	Auditors' remuneration	3,000	3,000
	Operating lease costs:		
	Land and buildings	89,104	89,104

Notes to the financial statements for the period ended 30 November 2003

4.	Interest receivable and similar income	Period ended 30/11/03 £	Period ended 01/12/02 £
	Bank interest	1,559	6,417
5.	Interest payable and similar charges	Period ended 30/11/03 £	Period ended 01/12/02 £
	Interest payable on bank borrowings	4,781	2,217
6.	Employees		
	Number of employees The average monthly numbers of employees (including the directors) during the period were:	Period ended 30/11/03 Number	Period ended 01/12/02 Number
	Total excluding executive directors Directors	63 2 65	62 2 64
	Employment costs	30/11/03 £	01/12/02 £
	Wages and salaries Social security costs Other pension costs	1,107,131 33,146 9,782 1,150,059	868,366 17,044 1,600 887,010

Notes to the financial statements for the period ended 30 November 2003

6.1. Directors' emoluments

	Period ended 30/11/03	Period ended 01/12/02 £
The directors' aggregate emoluments in respect of qualifying services were:		
Remuneration and other emoluments	202,945	196,667

The directors of the company, V Aggarwal and M Aggarwal, are both officers of Regardcatch Limited, the ultimate parent company. In addition to the above amounts, aggregate emoluments totalling £12,667 (year to 01/12/02: £25,333) were paid to them as directors by Regardcatch Limited in respect of their services provided to 8PM Chemist Limited.

7. Tax on (loss)/profit on ordinary activities

Analysis of (recovery)/charge in period	Period ended 30/11/03	Period ended 01/12/02
	£	£
Current tax		
UK corporation tax payable on current year profit	29,335	-
Under provision previous year	35,708	-
UK corporation tax recoverable on losses carried back to prior year	-	(26,648)
Total current tax charge	65,043	(26,648)
Deferred tax		
(Decrease)/increase in deferred tax provision	(3,308)	2,581
Total deferred tax	(3,308)	2,581
Tax on (loss)/profit on ordinary activities	61,735	(24,067)

The company surrendered taxation losses of £Nil (2002: £101,785) to its parent company, Regardcatch Limited.

Notes to the financial statements for the period ended 30 November 2003

Factors affecting tax charge for the period

	Period ended 30/11/03 £	Period ended 01/12/02 £
Profit/(loss) on ordinary activites before taxation	265,608	(246,620)
Profit/(loss) on ordinary activites multiplied by rate		
of corporation tax	50,816	-
Effects of:		•
Trade losses brought forward	(31,181)	-
Costs not allowed for taxation purposes	12,495	-
Capital allowances and trade debits	(2,795)	-
Losses carried back to prior years	-	(26,648)
Total current tax charge	29,335	(26,648)

8. Intangible fixed assets

	Product		
	licences	Goodwill	Total
	£	£	£
Cost			
At 2 December 2002	152,287	140,923	293,210
Disposals	-	(40,000)	(40,000)
At 30 November 2003	152,287	100,923	253,210
Provision for			
diminution in value			
At 2 December 2002	10,654	67,420	78,074
On disposals	-	(8,410)	(8,410)
Charge for period	7,614	2,655	10,269
At 30 November 2003	18,268	61,655	79,933
Net book values			
At 30 November 2003	134,019	39,258	173,277
At 1 December 2002	141,633	73,503	215,136

Notes to the financial statements for the period ended 30 November 2003

9.	Tangible fixed assets	Short leasehold property £		Fixtures, fittings and equipment £	Motor vehicles	Total
	Cost					
	At 2 December 2002	26,600	67,105	95,819	53,946	243,470
	Additions	_	600	•	-	3,755
	Disposals	(26,598)) -	(22,396)	-	(48,994)
	At 30 November 2003	2	67,705	76,578	53,946	198,231
	Depreciation					
	At 2 December 2002	1,641	42,107	48,814	26,753	119,315
	On disposals	(1,641)		(1,400)		(3,041)
	Charge for the period	-	8,218	, , ,	6,932	23,093
	At 30 November 2003	<u>-</u>	50,325	55,357	33,685	139,367
	Net book values					
	At 30 November 2003	2	17,380	21,221	20,251	58,864
	At 1 December 2002	24,959	24,998	47,005	27,196	124,155
10.	Fixed asset investments Cost At 2 December 2002 Additions				Subsidiary Indertakings Shares £ - 85,000	Total £ - 85,000
	at 30 November 2003			•	85,000	85,000
	Net book values At 30 November 2003			`	85,000	85,000
	At 1 December 2002			•		
	Holdings of 20% or more The company holds 20% or more Croft Medical Centre Limited.	of the share capit	al of the foll	owing compan	y:	
	Nature of business: Country of Incorporation: Class of shares: Holding:	Dispensing Che England and Wa Ordinary £1 100%			30/11/03 £	01/12/02 £
	Aggregate capital and reserves				85,000	-
	Profit/(loss) for the period			-		

Notes to the financial statements for the period ended 30 November 2003

11.	Stocks	30/11/03 £	01/12/02 £
	Stock for resale	716,256	530,406
12.	Debtors	30/11/03 £	01/12/02 £
	Trade debtors Amounts owed by group undertakings Other debtors Corporation tax recoverable	519,508 141,648 120,989 - 782,145	955,304 31,842 129,195 26,648 1,142,989
13.	Cash at bank	30/11/03 £	01/12/02 £
	Company cash at bank	1,783,462	1,127,703
14.	Creditors: amounts falling due within one year	30/11/03 £	01/12/02 £
	Bank loan Trade creditors Other loans Corporation tax Other taxes and social security costs Accruals and deferred income	43,000 686,478 1,400,000 29,335 6,567 31,655	43,000 1,160,140 - 38,749 - 641,655
		2,197,035	1,883,544
	The following liabilities disclosed under creditors falling due within one ye company:	ar are secured	by the
	Bank loans and overdrafts	43,000	43,000

Notes to the financial statements for the period ended 30 November 2003

15.	Creditors: amounts falling due	30/11/03	01/12/02
	after more than one year	£	£
	Bank loans and overdrafts	107,392	162,832

The company's bank loans are repayable over the next six years, with interest being charged at 0.75% above National Westminster Bank plc base rate.

Security given:

First legal mortgage dated 8 April 1997 over leasehold deeds of 61 Wolverhampton Street;

First legal mortgage dated 8 April 1997 over leasehold deeds of 2 Wolverhampton Street;

First legal mortgage dated 8 April 1997 over leasehold deeds of 1 and 2 Stafford Street, Willenhall;

Unsecured mortgage debenture dated 8 April 1997 incorporating a fixed and floating charge over all current and future assets of the company;

Right of set-off incorporated in legal mortgage dated 8 April 1997 and 25 April 2000;

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

Guarantee given by AAH Pharmaceutical Limited of £400,000 dated 17 November 1998;

Charge dated 25 February 2003 over credit balance on National Westminster Bank plc account 83002707.

Creditors: capital instruments

Creditors include finance capital which is due for repayment as follows:

	30/11/03	01/12/02
	£	£
In one year or less, or on demand	43,000	43,000
Between one and two years	43,000	43,000
Between two and five years	64,392	119,832
	150,392	205,832
	30/11/03 £	01/12/02 £
Less included in creditors: amounts falling due within one year (note 9)	43,000	43,000

Notes to the financial statements for the period ended 30 November 2003

16. Provisions for liabilities and charges

		Deferred taxation (Note 17)	Other provisions £	Total £
	At 2 December 2002 – as restated	13,660	0	13,660
	Movement in period	(3,308)	0	(3,3 08)
	At 30 November 2003	10,352	0	10,352
17.	Provision for deferred taxation		30/11/03	01/12/02
	The measurement is the deformed together apprising during t	lea mania decrea	£	£
	The movement in the deferred taxation provision during t Provision brought forward	ne period was	13,660	11,079
	Profit and loss account movement arising during period		(3,308)	2,581
	Provision carried forward		10,352	13,660

The provision for deferred taxation consists of the tax effect of timing differences in respect of the excess of taxation allowances over depreciation on fixed assets.

18. Commitments under operating leases

The company had the following annual commitments under non-cancellable operating leases:

	30/11/03	01/12/02	
	£	£	
Operating leases which expire after more than five years	88,800	88,800	

19. Contingencies

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

Notes to the financial statements for the period ended 30 November 2003

20. Related Party Transactions

During the period under review the company paid management charges amounting to £150,000 (2002: £166,667) and rent for property of £45,000 (April 2002: £30,000) to its parent company, Regardcatch Limited.

At the balance sheet date the company was owed £140,348 (2002: £31,842) by Regardcatch Limited.

On 30 November 2003 the company sold fixed assets valued at £85,000 to Croft Medical Centre Limited, receiving the entire share capital of that company as consideration. Croft Medical Centre Limited did not trade during this accounting period.

On the same day the company entered into a conditional agreement to sell the share capital in Croft Medical Centre Limited to Mukesh Aggarwal Limited. Mukesh Aggarwal Limited is wholly owned by Mr M. Aggarwal, a director of the company. An advance payment of £1,400,000 was received by the company from Mukesh Aggarwal Limited during the period.

21.	Share capital		30/11/03 £	01/12/02 £
	Authorised			
	1,000 Ordinary shares of 1 each		100,000	100,000
	Allotted, called up and fully paid			
	100 Ordinary shares of 1 each		100	100
22.	Equity Reserves pr	Share remium ccount £	Profit and loss account £	Total £
	At 2 December 2002 Profit for the period	479,161	601,092 204,223	1,080,253 204,223
	At 30 November 2003	479,161	805,315	1,284,476
23.	Reconciliation of movements in shareholders' funds		30/11/03 £	. 01/12/02 £
	Profit/(loss) for the period		204,223	(222,553)
	Opening shareholders' funds		1,080,353	1,302,906
	Closing shareholders' funds		1,284,576	1,080,353

Notes to the financial statements for the period ended 30 November 2003

24. Gross cash flows

			30/11/03 £	01/12/02 £
	Returns on investments and servicing of finance			
	Interest received		1,559	6,417
	Interest paid		(4,781)	(2,217)
			(3,222)	4,200
	Capital expenditure			
	Payments to acquire intangible assets		-	(16,425)
	Payments to acquire tangible assets		(3,755)	(24,282)
	Payments to acquire group interests		(85,000)	
	Receipts from sales of tangible assets		54,575	3,100
	Receipts from sales of intangible assets		40,000	-
			5,820	(37,607)
25.	Analysis of changes in net funds			
		Opening balance	Cash flows	Closing balance
		£	£	£
	Cash at bank and in hand	1,127,703	655,759	1,783,462
	Debt due within one year	(43,000)	-	(43,000)
	Debt due after one year	(162,832)	55,440	(107,392)
		(205,832)	55,440	(150,392)
	Net funds	921,871	711,199	1,633,070

26. Ultimate parent company

8PM Chemist Limited is a wholly owned subsidiary of Regardcatch Limited. Regardcatch Limited provides management services and leasehold accommodation to 8PM Chemist Limited.

The transactions between the two companies are disclosed within the notes to the accounts under related parties.