

Chartered Accountants Registered Auditors

REPORT OF THE DIRECTORS AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2009

FOR

MEDIVET GROUP LIMITED COMPANY NO: 3481736

FRIDAY



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COMPANY INFORMATION FOR THE YEAR ENDED 30 APRIL 2009

DIRECTORS:

A S Levy R M Leonard G Carter J Gladstone J Smithers K L Morris

SECRETARY:

A S Levy

REGISTERED OFFICE:

5th Floor

Marble Arch House 66 - 68 Seymour Street

London W1H 5AF

REGISTERED NUMBER:

3481736 (England and Wales)

AUDITORS:

Civvals

Marble Arch House 66 - 68 Seymour Street

London W1H 5AF

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2009

The directors present their report with the financial statements of the company and the group for the year ended 30 April 2009.

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of the management and delivery of veterinary care and associated activities.

REVIEW OF BUSINESS

The business continues to grow. Underlying activities and subsidiary companies have shown a good performance and profitability is strong. The company acquired two subsidiaries in the year both of which have added substantially to the group's profitability.

The principal risks facing the company constitute market competitors, professional regulations and availability of quality staff. The company has been successful in dealing with these risks by way of organic growth and recruiting professional staff.

DIVIDENDS

No dividends will be distributed for the year ended 30 April 2009.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 May 2008 to the date of this report.

A S Levy

R M Leonard

G Carter

J Gladstone

J Smithers

K L Morris

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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 group'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 group's auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2009

AUDITORSThe auditors, Civvals, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A S Levy - Director

15 January 2010

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF MEDIVET GROUP LIMITED

We have audited the financial statements of Medivet Group Limited for the year ended 30 April 2009 on pages 5 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally 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 a Report of the Auditors 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 Statement of Directors' Responsibilities set out on page two, 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 group's and the parent 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 group's and of the parent company's affairs as at 30 April 2009 and of the group's profit 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 Report of the Directors 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Lindsay Eagan (Senior Statutor) Auditor)

for and on behalf of Civvals

Marble Arch House 66 - 68 Seymour Street

London W1H 5AF

15 January 2010

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2009

		200	19	200	8
Ν	lotes	£	£	£	£
TURNOVER			23,077,625		17,513,572
Cost of sales			1,531,972		19,964
GROSS PROFIT			21,545,653		17,493,608
Administrative expenses			20,496,569		16,984,076
OPERATING PROFIT	3		1,049,084		509,532
Income from interest in associated undertakings Interest receivable and similar income		48,856 8,675	57,531 1,106,615	14,737 2,185	16,922 526,454
Interest payable and similar charges	4		11,912		13,808
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			1,094,703		512,646
Tax on profit on ordinary activities	5		223,465		151,375
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			871,238		361,271
Minority interest - equity			258		8
RETAINED PROFIT FOR THE YEAR I	OR TH	IE GROUP	870,980		361,263

CONTINUING OPERATIONS

The group's activities relating to two subsidiaries, Complete Animal Care Limited and Pet Health Education Limited were acquired during the current year.

TOTAL RECOGNISED GAINS AND LOSSES

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

CONSOLIDATED BALANCE SHEET 30 APRIL 2009

		200	9	200	8
	Notes	£	£	£	£
FIXED ASSETS		_		_	
Intangible assets	7		21,285		-
Tangible assets	8		1,820,280		1,191,330
Investments	9		18,639		21,550
			1,860,204		1,212,880
CURRENT ASSETS					
Stocks	10	140,945		143,959	
Debtors	11	5,754,144		4,854,955	
Cash at bank and in hand		323,689		53,874	
		6,218,778		5,052,788	
CREDITORS					
Amounts falling due within one year	12	3,389,090		3,147,006	
NET CURRENT ASSETS			2,829,688		1,905,782
TOTAL ASSETS LESS CURRENT					
LIABILITIES			4,689,892		3,118,662
MINORITY INTERESTS	14		258		8
NET ASSETS			4,689,634		3,118,654
CAPITAL AND RESERVES					
Called up share capital	15		710,000		10,000
Profit and loss account	16		3,979,634		3,108,654
SHAREHOLDERS' FUNDS	17		4,689,634		3,118,654

The financial statements were approved by the Board of Directors on 15 January 2010 and were signed on its behalf by:

A S Levy - Director

COMPANY BALANCE SHEET 30 APRIL 2009

		200	9	200	8
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		-		-
Tangible assets	8		1,817,345		1,191,330
Investments	9		701,000		1,000
			2,518,345		1,192,330
CURRENT ASSETS					
Stocks	10	140,945		143,959	
Debtors	11	5,287,682		4,849,500	
Cash at bank		38,834		50,952	
		5,467,461		5,044,411	
CREDITORS Amounts falling due within one year	12	3,367,984		3,138,771	
NET CURRENT ASSETS			2,099,477		1,905,640
TOTAL ASSETS LESS CURRENT					
LIABILITIES			4,617,822		3,097,970
CAPITAL AND RESERVES					
Called up share capital	15		710,000		10,000
Profit and loss account	16		3,907,822		3,087,970
SHAREHOLDERS' FUNDS	17		4,617,822		3,097,970

The financial statements were approved by the Board of Directors on 15 January 2010 and were signed on its behalf by:

A S Levy - Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2009

		2009	
	Notes	£	£
Net cash inflow from operating activities	1		(36,108)
from operating activities	•		(,)
Returns on investments and	2		45,619
servicing of finance	2		43,017
Taxation			(223,465)
Capital expenditure			
and financial investment	2		<u>(910,553</u>)
			(1,124,507)
			(1,124,507)
Financing	2		700,000
Decrease in cash in the period			(424,765)
			······································
Reconciliation of net cash flow to movement in net debt	3		
Increase in cash in the period		269,815	
Cash (inflow)			
from (increase) in debt		<u>(694,580</u>)	
Change in net debt resulting			
from cash flows			<u>(424,765</u>)
Br as in mad dahe in the named			(424,765)
Movement in net debt in the period Net debt at 1 May			(273,745)
-			((00.510)
Net debt at 30 April			<u>(698,510)</u>

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2009

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2009
	£
Operating profit	1,049,084
Depreciation charges	263,229
Decrease in stocks	3,014
Increase in debtors	(899,189)
(Decrease) in creditors	(452,496)
Net cash inflow from operating activities	(36,108)

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

	2009 £
Returns on investments and servicing of finance	
Interest received	8,675
Interest paid	(11,912)
Dividends received	48,856
Net cash inflow for returns on investments and servicing of finance	45,619
Capital expenditure and financial investment	
Purchase of intangible fixed assets	(21,285)
Purchase of tangible fixed assets	(892,179)
Purchase of fixed asset investments	2,911
Net cash outflow for capital expenditure and financial investment	<u>(910,553</u>)
Financing	
Financing Share issue	700,000
Net cash inflow from financing	700,000

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 APRIL 2009

3.	ANALYSIS OF CHANGES IN NET DEBT			At
		At 1.5.08 £	Cash flow £	30.4.09 £
	Net cash: Cash at bank and in hand	53,874	269,815	323,689
	Bank overdraft	(327,619)	<u>(694,580)</u>	(1,022,199)
		<u>(273,745</u>)	<u>(424,765</u>)	(698,510)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2009

ACCOUNTING POLICIES 1.

Accounting convention

The financial statements have been prepared under the historical cost convention.

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

The goodwill is represented by goodwill on consolidation. An impairment review has been carried out and the directors consider the balance sheet value to be the fair value.

Tangible fixed assets

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

- 25% on reducing balance and Plant and machinery 15% on reducing balance - 25% on reducing balance and Fixtures and fittings 15% on reducing balance - 25% on reducing balance Motor vehicles - 15% on reducing balance Computer equipment

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.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

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

2009

2008

STAFF COSTS 2.

	£	£
Wages and salaries	8,602,133	7,160,407
Social security costs	705,941	601,437
Other pension costs	18,088	23,085
	9,326,162	7,784,929

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

2.	STAFF COSTS - continued		
	The average monthly number of employees during the year was as follows:	2009	2008
	Administration Veterinary staff	97 398	72 362
		<u>495</u>	434
3.	OPERATING PROFIT		
	The operating profit is stated after charging:		
	Hire of plant and machinery Depreciation - owned assets Loss on disposal of fixed assets Auditors' remuneration Foreign exchange differences Directors' remuneration - benefit in kind	2009 £ 50,565 263,229 11,000 45,383	2008 £ 52,524 210,234 220,000 11,000
4.	INTEREST PAYABLE AND SIMILAR CHARGES Bank interest Interest payable	2009 £ 7,253 4,659 11,912	2008 £ 8,296 5,512 13,808
5.	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:	2009 £	2008 £
	Current tax: UK corporation tax	223,465	151,375
	Tax on profit on ordinary activities	223,465	151,375

6. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £819,852 (2008 - £397,457).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

7.	INTANGIBLE FIXED ASSETS	
	Group	Goodwill £
	COST Additions	21,285
	At 30 April 2009	21,285
	NET BOOK VALUE At 30 April 2009	21,285
8.	TANGIBLE FIXED ASSETS	
	Group	
		Plant and machinery £
	COST	2,117,450
	At 1 May 2008 Additions	884,138
	, realitions	2 001 500
	At 30 April 2009	3,001,588
	DEPRECIATION	
	At 1 May 2008	926,120
	Charge for year	<u>262,023</u>
	At 30 April 2009	1,188,143
	NET BOOK VALUE	4 0.2 4.5
	At 30 April 2009	1,813,445
	At 30 April 2008	1,191,330

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

8. TANGIBLE FIXED ASSETS - continued

G	rou	p
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	Motor vehicles £	Computer equipment £	Totals £
COST			
At 1 May 2008	3,800	•	2,121,250
Additions	_ 	8,041	<u>892,179</u>
At 30 April 2009	3,800	8,041	3,013,429
DEPRECIATION			
At 1 May 2008	3,800	-	929,920
Charge for year	, <u>-</u>	1,206	263,229
Charge for your			
At 30 April 2009	3,800	1,206	1,193,149
NET BOOK VALUE			
At 30 April 2009		6,835	1,820,280
		<u> </u>	
At 30 April 2008	-		1,191,330
Company			
			Plant and machinery £
COST			2 100 001
At 1 May 2008			2,106,861
Additions			880,226
At 30 April 2009			2,987,087
DEPRECIATION			
At 1 May 2008			915,531
Charge for year			261,046
Sim go sar y sim			
At 30 April 2009			1,176,577
NET BOOK VALUE			
At 30 April 2009			1,810,510
At 30 April 2007			<u>—: ——</u>
A+ 20 April 2008			1,191,330
At 30 April 2008			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

8. TANGIBLE FIXED ASSETS - continued

Company

	Motor vehicles £	Computer equipment £	Totals £
COST At 1 May 2008 Additions	3,800	8,041	2,110,661 888,267
At 30 April 2009	3,800	8,041	2,998,928
DEPRECIATION At 1 May 2008 Charge for year	3,800	1,206	919,331 262,252
At 30 April 2009	3,800	1,206	1,181,583
NET BOOK VALUE At 30 April 2009		6,835	1,817,345
At 30 April 2008			1,191,330

9. FIXED ASSET INVESTMENTS

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•		v	ш	۰

	Interest in associated undertakings £	Unlisted investments	Totals £
COST At 1 May 2008 Impairments	21,450 (2,911)	100 	21,550 (2,911)
At 30 April 2009	18,539	100	18,639
NET BOOK VALUE At 30 April 2009	18,539	100	18,639
At 30 April 2008	20,450	100	21,550

The investment in associated undertakings is 33.33% of Lab Services Limited, a company registered in UK.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

FIXED ASSET INVESTMENTS - continued 9.

Company	Unlisted investments £
COST	
At 1 May 2008	1,000
Additions	700,000
1 realitions	
At 30 April 2009	701,000
At 30 April 2009	
NET BOOK VALUE	
At 30 April 2009	701,0 <u>00</u>
At 30 April 2007	
	1,000
At 30 April 2008	1,000
The group or the company's investments at the balance sheet date i	n the share capital of companies include the

following:

Subsidiaries

Complete Animal Care Limited Nature of business: Veterinary equipment supplier	%		
Class of shares: Ordinary	holding 100.00	2009 £	2008 £
Aggregate capital and reserves Profit for the year		560,567 124,305	486,262 118,494
Pet Health Education Services Limited Nature of business: Training for veterinary nurses	%		
Class of shares: Ordinary	holding 100.00	2009 £	2008 £
Aggregate capital and reserves Profit for the year		169,901 76,723	193,178 54,286
Canine Blood Supplies Limited Nature of business: Blood bank	%		
Class of shares: Ordinary	holding 90.00	2009	2008
Aggregate capital and reserves Profit for the year		£ 2,679 2,503	£ 176 <u>76</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

10. STOCKS

	Gre	Group		Company	
	2009	2008	2009	2008	
	£	£	£	£	
Stocks	140,945	143,959	140,945	143,959	

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Gı	oup	Con	ıpany
	2009	2008	2009	2008
	£	£	£	£
Trade debtors	4,817,527	2,703,855	4,343,100	2,700,000
Other debtors VAT Prepayments and accrued income	734,252	1,777,827	742,252	1,777,827
	35	1,600	-	-
	202,330	371,673	202,330	<u>371,673</u>
	5,754,144	4,854,955	5,287,682	4,849,500

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2009	2008	2009	2008
	£	£	£	£
Bank loans and overdrafts (see note 13)	1,022,199	327,619	1,101,119	327,619
Trade creditors	1,701,552	1,406,252	1,270,634	1,405,121
Tax	207,675	165,823	190,707	165,754
Social security and other taxes	394,411	677,921	319,919	677,921
Other creditors	38,667	425,412	461,019	419,377
Accrued expenses	24,586	143,979	<u>24,586</u>	142,979
	3,389,090	3,147,006	3,367,984	3,138,771

13. LOANS

An analysis of the maturity of loans is given below;

	Group		Company	
	2009 £	2008 £	2009 £	2008 £
Amounts falling due within one year or on dem Bank overdrafts	and: 1,022,199	327,619	1,101,119	327,619
				
	1,022,199	327,619	1,101,119	327,619

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

MINORITY INTERESTS 14.

Minority interest is represented by 10% of Canine blood supplies limited (90% subsidiary).

15. CALLED UP SHARE CAPITAL

	Allotted, issu Number: 10,000	ned and fully paid: Class: Ordinary	Nominal value: £1	2009 £ 710,000	2008 £ 10,000
16.	RESERVES	3			
	Group				Profit and loss account £
	At 1 May 20 Profit for the				3,108,654 870,980
	At 30 April	2009			3,979,634
	Company				Profit and loss account £
	At 1 May 20 Profit for the				3,087,970 819,852
	At 30 April	2009			3,907,822

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2009

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group Profit for the financial year Share Issue	2009 £ 870,980 700,000	2008 £ 361,263
Net addition to shareholders' funds Opening shareholders' funds Closing shareholders' funds	1,570,980 3,118,654 4,689,634	361,263 2,757,391 3,118,654
Company Profit for the financial year Share Issue	2009 £ 819,852 700,000	2008 £ 397,457
Net addition to shareholders' funds Opening shareholders' funds Closing shareholders' funds	1,519,852 3,097,970 4,617,822	397,457 2,700,513 3,097,970

18. RELATED PARTY DISCLOSURES

The Group has taken advantage of the exemption conferred by Financial Reporting Standard No 8 from the requirement to disclose details of transactions with group companies.

All the services rendered by the company during the period were to the Medivet Veterinary Group, a partnership controlled by the directors. At 30 April 2009, the balance from the partnership was £2,998,424 (2008: £3,750,296). This represents a debt for services rendered and was repaid in the normal course of business after the balance sheet date.

19. ULTIMATE CONTROLLING PARTY

The company is controlled by Medivet Veterinary Group (a partnership).