Board of Vale.

2658906

ASPAR PHARMACEUTICALS LIMITED

ACCOUNTS AND REPORTS

FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

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COMPANY INFORMATION

DIRECTORS

T. E. PRUDHOE.

S. J. PRUDHOE.

SECRETARY

S. J. PRUDHOE.

REGISTERED OFFICE

YORK HOUSE, CHURCH LANE,

CHALFONT ST. PETER,

GERRARDS CROSS, BUCKS. SL9 9RE.

COMPANY NUMBER 2658906

AUDITORS

BASS, SADLER & CO.,

YORK HOUSE, CHURCH LANE,

CHALFONT ST. PETER,

GERRARDS CROSS, BUCKS. SL9 9RE.

BANKERS

BARCLAYS BANK PLC., 126, STATION ROAD,

EDGWARE,

MIDDX. HA8 7RY.

REPORT OF THE DIRECTORS

The Directors present their Report with the financial statements of the Company for the Year ended 30th September, 2001 which disclose a Net Profit of £124,266. Full details are shown in the accompanying financial statements.

Principal Activity and Review of the Business

The principal activity of the Company in the Year under review was that of Manufacturing, Packaging and Distribution of Pharmaceutical Products. The Directors are satisfied with the results for the Year despite the difficult market conditions within the Industry.

Directors and Interests in Shares of the Company

The Directors of the Company who held office during the year and their interests in the Share Capital are set out below:-

	2001.	2000.
Mr. T. E. Prudhoe.	35,099	35,099
Mrs S J Prudhoe	10.001	10 001

ORDINARY SHARES OF £1. EACH.

In accordance with the Articles of Association no Director retires by rotation.

Director's Remuneration has been voted to as follows:-

	£186,000	£181,200
Mrs. S. J. Prudhoe.	36,000	31,200
Mr. T. E. Prudhoe.	150,000	150,000
	<u>2001.</u>	<u>2000.</u>

REPORT OF THE DIRECTORS

Directors' Responsibilities for the Financial Statements

Company law requires the Directors to prepare financial statements for each financial year which 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 apply them consistently.

Make judgements and estimates that are reasonable and prudent.

State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for maintaining proper accounting records, for safeguarding the Assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Fixed Assets

The movements in the Fixed Assets of the Company during the year are set out in the notes to the financial statements.

Political and Charitable Contributions

During the year the Company contributed £402. to local charities.

Dividends

The Directors recommend that a dividend be paid in respect of the year.

REPORT OF THE DIRECTORS

Auditors

Bass, Sadler & Co. offer themselves for re-appointment as Auditors in accordance with Section 385 of the Companies Act 1985.

On behalf of the Board.

T. E. Prudhoe.

Director.

Dated this 26th day of JULY, 2002.

REPORT OF THE AUDITORS TO THE MEMBERS OF

ASPAR PHARMACEUTICALS LIMITED

We have audited the financial statements on pages 6 to 17 which have been prepared under the historical cost convention as modified by the revaluation of certain Fixed Assets and the accounting policies set out on page 11.

Respective responsibilities of Directors and Auditors

As described on page 3 the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 30th September, 2001 and of its Profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

Dated this 26th day of JULY, 2002.

BASS, SADLER & CO.,
PUBLIC ACCOUNTANTS AND
REGISTERED AUDITOR,
YORK HOUSE,
CHURCH LANE,
CHALFONT ST. PETER,
GERRARDS CROSS,
BUCKS. SL9 9RE.

TRADING AN	D PROFIT AND LOSS ACCOUNT FOR THE YEAR	ENDED 30th	SEPTEMBER, 2001.
2000.	NOTE		£.
4,398,798	SALES		3,075,239
	DEDUCT:-		
244,272 1,887,412	Stock as at 1st October, 2000. Purchases	451,228 1,336,269	
2,131,684 451,228	Less: Stock as at 30th September, 2001.	1,787,497 454,784	1,332,713
1,680,456	Joen September, 2001.		
2,710,342	GROSS PROFIT		1,742,526
15,093	INTEREST RECEIVED		7,014
$\frac{46,605}{2,772,040}$	DISCOUNTS RECEIVED		$\frac{27,482}{1,777,022}$
2,112,040	LESS EXPENSES:-		1,777,022
130,716	Rent, Rates and Service Charge	178,262	
28,719	Lighting and Heating	27,405	
11,556	Motor, Travelling and Entertaining	9,475	
5,127	Telephone and Fax	4,183	
616,058	Salaries, National Insurance 4	514,559	
020,000	and Pension Contributions	0-1,005	
22,463	Printing, Postage, Stationery, Advertising and Promotion	27,991	
69,101	Carriage and Transport	71,131	
13,352	Licences and Trade Subscriptions	13,702	
25,271	Insurance	24,710	
72,059	Repairs, Renewals and Maintenance	26,133	
11,506	Protective Clothing and Staff Welfare	13,533	
7,365	Hiring of Plant and Equipment	4,150	
2,172	Leasing of Office Equipment	867	
17,673	Cleaning and Waste Disposal	10,183	
4,352	Bank Charges	3,808	
47,230	Laboratory, Factory & Quality Contr Expenses		
12,831	Commission	9,159	
745	Trade Journals and Publications	1,272	
4,032	I.T. Support and Computer Accessori		
36,340	Professional Fees and Legal Charges		
1,310	Training Course Fees	2,551	
35,051	Discounts Allowed	23,569	1 040 700
6,371	Sundry Expenses	5,424 ————	1,049,700
1,590,640	NET TRADING PROFIT carried forward		727,322

PROFIT AND LOSS APPROPRIATION ACCOUNT FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

2000.		NOTE		£.
1,590,640	<pre>NET TRADING PROFIT (before ch the following expenses):-</pre>	arging		727,322
181,200 23,411	Director's Remuneration Director's Social Security Payments	5 4	186,000 25,883	
38,647	Director's Pension Contributions	5	38,651	
7,250 73 20,942 (5,039)	Audit Fee Bank Interest Hire Purchase Interest Loss/(Profit) on Disposal of Motor Vehicle	6 6	8,100 17 24,723	
	Depreciation:-	2		
13,119 156,898 12,407 50,330	Leasehold Property Plant and Machinery Motor Vehicles Fixtures, Fittings and Office Equipment		18,571 206,006 13,680 81,425	603,056
1,091,402	NET PROFIT for the Year before	Taxation		124,266
226,611	TAXATION	14		49,111
_	INTEREST ON UNDER/OVERPAID TAXATION	6		81
864,791	NET PROFIT for the Year after	Taxation		75,074
270,600	DIVIDENDS	11		22,550
594,191	RETAINED PROFIT for the Year			52,524
680,151	SURPLUS BALANCE brought forwar	d from prev	ious 1 Year _	274,342
1,274,342	SURPLUS/(DEFICIT) BALANCE carr	ied forward	to next 1 Year	,326,866

There are no recognised gains or losses other than the profit for the financial year.

	BALANCE	SHEET	AS	AT	30tl	n SEP'	rember, 2	001.
2000.					NOTI	<u> </u>		£.
	FIXED	ASSETS			2			
115,97 744,53 333,43	3	Leasehold Plant and Fixtures,	Machin Fittin	ery				97,403 548,255 252,009
44,82	4	Motor Vehi		атрмене				31,144
1,238,76 65,00		Investment			3			928,811 65,000
	CURRENT	ASSETS						
451,22 682,14 177,86 40	7 7	Stock Debtors an Cash at Ba Cash in Ha	nk	ayments	10 7		454,784 710,898 51,086 390	
							1,217,158	
	LESS:	CURRENT L	IABILI	TIES				
	AM	OUNTS FALL	ING DU	E WITHII	N ONI	E YEAR		
902,38	2	Creditors	and Ac Charg		8	579,127		
119,12	3	Bank Overd		es		93,297	672,424	
	AM	OUNTS FALL	ING DU	E AFTER	ONE	YEAR		
274,46	0	Creditors			9		166,579	
15,67	7 NET C	URRENT ASS	ETS LE	SS/(CUR	RENT	LIABILI'	TIES)	378,155
	_						-	
1,319,44	2 <u>TOTAL</u>	ASSETS LE	SS/(LI	ABILITII	ES)			1,371,966
	REPRESE	NTED BY:-						
	CA	PITAL AND	RESERV	<u>ES</u>				
45,10 1,274,34		Called Up Profit and Appropria	Loss	_	13			45,100 1,326,866
1,319,44	2 <u>SHARE</u>	HOLDERS' F	UNDS		15			1,371,966

BALANCE SHEET AS AT 30th SEPTEMBER, 2001.

The financial statements were Approved by the Board of Directors and signed on their behalf by:-

T. E. Prudhoe. Director.

Dated this 26th day of JULY, 2002.

CASH FLOW STATEMENT FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

	NOTE	2001.	2000.
Net Cash Inflow from operating activities	16	301,399	1,148,813
Returns on investments and servicing of finance			
Interest received Interest paid Hire Purchase Interest paid		7,014 (17) (24,723)	15,093 (73) (20,942)
Net Cash Outflow from returns on investments and servicing of final	ance	(17,726)	(5,922)
Taxation		(226,652)	(198,446)
Capital Expenditure Purchase of tangible Fixed Assets Sale of tangible Fixed Assets	5	(9,728) -	(515,007) 18,500
Net Cash Outflow from Capital Exp	penditure	(9,728)	(496,507)
Equity Dividends Paid Financing		(22,550)	(270,600)
Repayment of borrowings Finance I	Lease entals	(125,708)	(196,239)
Purchase of Shares Debt		_	40,000
Net Cash Outflow from financing		(148,258)	(236,239)
Increase/(Decrease) in Cash	17	(100,965)	(58,901)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

1. ACCOUNTING POLICIES

(a) Basis of Accounting
The financial statements have been prepared in accordance with accounting standards and under the historical cost convention. The principal

accounting policies of the Company have remained unchanged from the previous year and are set out below.

(b) <u>Turnover</u>

Turnover represents the total amount receivable for goods supplied and services provided excluding value added tax.

(c) Depreciation

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

Leasehold Property straight line basis over the period of the Lease.

Plant and Machinery:-

Purchased Outright straight line basis 20% p. a.

Purchased Under Finance " " 20% p. a.

Fixtures and Fittings " " 20% p. a.

Motor Vehicles " " 25% p. a.

(d) <u>Leased Assets</u>

Assets held under finance leases and hire purchase Contracts included in the balance sheet at cost, appropriate provision being made for depreciation. The present value of the future rentals is shown as a liability. Interest payable in each period is charged to profit and loss account in proportion to the amount outstanding under the lease and hire purchase contract. Operating lease rentals are charged to profit and loss account as incurred.

(e) Stock

Stocks are valued at the lower of cost and net realisable value, after making allowance for obsolete and slow moving items consistent with previous years.

(f) Taxation

The charge for taxation is based on the results for the year.

(g) Contributions to Pension Funds
The Company operates a defined contribution scheme.
The pension costs charged against profits represent
the amount of the contributions payable to the scheme
in respect of the accounting period.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30TH SEPTEMBER, 2001.

2. FIXED ASSETS	LEASE- HOLD PROP'Y.	PLANT & PURCH.	UNDER	&	MOTOR VEH.	TOTAL
At Cost (or Acquis Balance as at 1st October, 2000. Additions during the Year Transfer of Title		9,728	509,353	-	54,721	2,211,474 9,728
Balance as at 30th September, 2001.	186,079 1	,065,828	487,000	427,574	54,721	2,221,202
DEPRECIATION: -						
Balance as at 1st October, 2000. Charge for the Year Transfer of Title	70,105 18,571	740,926 108,031		81,425	9,897 13,680	972,709 319,682
rianster or riche				, 		
Balance as at 30th September, 2001.	88,676	865,775	138,798	175,565	23,577	1,292,391
NET BOOK VALUE						
At 30th September, 2001.	97,403	200,053	348,202	252,009	31,144	928,811
At 30th September, 2000.		292,821	451,712	333,434	44,824	1,238,765
COMMITMENTS FOR CA	PITAL EXP	ENDITURE		2001	. 200	<u>o.</u>
Contracted for but Statements.	not prov	ided in	these	£64,	000 £-	
3. FIXED ASSET I	NVESTMENT					
				2001	. 200	0.
The unliste the re-purc issued Shar (par) value	hase of tes in exc	he Compa	ny's	£65,0	00 £6 	5,000

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

4. EMPLOYEES AND PENSIONS

Average number of people (including Directors) employed by the Company during the Year:-	<u>2001.</u>	2000.
Manufacturing	36	40
Administration	4	4
		_
	40	44
Costs in respect of these employees:	-	
Salaries	659,275	743,559
Social Security Costs	63,989	68,416
Other Pension Costs	38,651	38,647
Staff Agency Fees	3,178	8,694
	£765,093	£859,316
5. DIRECTOR'S REMUNERATION		
Management Remuneration	186,000	181,200
Pension Costs	38,651	38,647
	£224,651	£219,847
6. INTEREST PAYABLE		
Bank Overdraft Interest	17	73
Hire Purchase Interest	24,723	20,942
Taxation	81	_
	£24,821	£21,015

The Bank Overdraft is secured by a fixed and floating charge over all the Company's assets.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

7. DEBTORS (Due within one Year):-		
	2001.	2000.
Trade Debtors	610,329	558,820
Other Debtors	2,485	22,708
Prepayments and Accrued Income	98,084	100,619
	£710,898	£682,147
8. CREDITORS (Amounts falling due with	nin one Year	r):-
Trade Creditors	334,612	419,684
Corporation Tax	49,111	247,834
Other Taxes and Social Security	66,041	76,044
Accruals and Deferred Income	29,363	40,993
Obligations under Finance Leases and Hire Purchase Contracts	100,000	117,827
	£579,127	£902,382
9. CREDITORS (Amounts falling due aft more than one Year):-		
Obligations under Finance Leases and Hire Purchase Contracts	166,579	274,460
The Hire Purchase Contracts expir between two and five years.	ce	
10. STOCKS		
Raw Materials	£299,578	£165,279
Finished Goods and Goods for resale	£155,206	£285,949
	£454,784	£451,228

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

11. DIVIDEND

<u>2001.</u> <u>2000.</u>

Dividend Payable

£22,550 £270,600

12. DEFERRED TAXATION

No provision has been made in the Accounts for the potential tax liability that would arise if the Fixed Assets were disposed of at Balance Sheet values. The potential liability at 30th September, 2001 amounted to £63,414. (2000 £93,983.) and is calculated at the current rate of Corporation Tax on the difference between the tax written down value of assets qualifying for tax allowances and the net book value of those Assets.

13. CALLED UP SHARE CAPITAL

	<u>2001.</u>	2000.
Authorised 100,000 Ordinary Shares of £1. each.	100,000	100,000
Allotted and Fully Paid 45,100 Ordinary Shares of £1. each.	45,100	45,100

14. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2001.	2000.
U. K. Corporation Tax at the prevailing rate based on profit for the Year Adjustmjent in respect of prior period:	£49,111	£247,834
Corporation Tax Refund	-	(21,223)
	£49,111	£226,611

15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial	Year <u>52,524</u>	594,191
Net increase in Sharehold F	lers' 52,524 'unds	594,191
Shareholders' Funds at 1st October,	1,319,442	725,251
	1 271 266	
Shareholders' Funds at	1,371,966	1,319,442

30th September, 2001._____

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

16. NET CASH INFLOW FROM OPERATING ACTIVITIES

	2001.	2000.
Net Profit before Taxation	•	1,091,402
Depreciation	319,682	232,754
Interest Received	(7,014)	(15,093)
Interest Paid	17	73
Hire Purchase Interest Paid	24,723	20,942
Profit/Loss on Sale of Tangible	_	(5,039)
Fixed Assets		
Increase in Stocks	(3,556)	(206,956)
(Increase)/Decrease in Debtors	(49,974)	118,027
Increase/(Decrease) in Creditors	(106,705)	(87,297)
NET CASH INFLOW FROM OPERATING ACTIVITIES	301,399	1,148,813

17. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2001.	2000.
Increase/Decrease in Cash in the Year	(100,965)	(58,901)
Cash outflow from financing in the Year	-	40,000
Cash outflow from Finance Contracts in the Year	125,708	196,239
Inception of Lease and Finance Contracts	_	(487,000)
Concraces		
Movement in Net Debt in the Year	24,743	(309,662)
Net Debt at 1st October, 1999.	(333,143)	(23,481)
	(000 100)	(222 142)
Net Debt at 30th September, 2001.	(308,400)	(333,143)

18. ANALYSIS OF CHANGES IN NET DEBT

	At 1.10.2000.	Cash Non-Cash Flow Items	At 30.9.2001.
Cash at Bank and in Hand	178,267	(126,791)	51,476
Overdraft Debt	(119,123)	25,826	(93,297)
Finance Contracts	(392,287)	125,708	(266,579)
			
	(333,143)	24,743 -	(308,400)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30th SEPTEMBER, 2001.

19. MAJOR NON CASH TRANSACTIONS

During the Year the Company entered into Finance Lease Agreements with a total Capital Value at the inception of the Leases of £64,000. (2000 £487,000.)

20. PENSIONS

The Company operates a defined contribution pension scheme. The Assets of the scheme are held separately from those of the Company in an independently administered fund.

The Pension cost charged for the Year was £38,651. (2000 £38,647.)

21. CONTINGENT LIABILITIES

There were no contingent liabilities at 30th September, 2001 (2000 NIL) except for deferred taxation.

22. POST BALANCE SHEET EVENTS

There have been no events since the date of the Balance Sheet that would require adjustments to be made to these Accounts.

23. TRANSACTIONS WITH RELATED PARTIES.

There have been no related party transactions in the period under review.