REGISTERED NUMBER 03406047 (England and Wales)

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REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

FOR

DISHMAN EUROPE LIMITED

Munslows LLP
Chartered Certified Accountants
and Statutory Auditors
2nd Floor
New Penderel House
283-288 High Holborn
London
WC1V 7HP



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COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2013

DIRECTORS

J R Vyas Ms A Vyas Ms L Muller

SECRETARY

Ms L Muller

REGISTERED OFFICE

Suite 4 De Walden Court 85 New Cavendish Street

London W1W 6XD

REGISTERED NUMBER

03406047 (England and Wales)

AUDITORS

Munslows LLP

Chartered Certified Accountants

and Statutory Auditors

2nd Floor

New Penderel House 283-288 High Holborn

London WC1V 7HP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

The directors present their report with the financial statements of the company for the year ended 31 March 2013

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the importation and distribution of chemical and pharmaceutical products

REVIEW OF BUSINESS

Key performance indicators include, but are not limited to, turnover, revenue by market segment, profit before taxation, cash flows and net current assets

During the year to 31 March 2013 the company has experienced a delay in anticipated planned growth due to a rather frozen market, as the European Economy moves through this difficult phase. We have slightly recovered towards the end of the year and hope to stabilise the growth within the next financial year. Having anticipated a slow first half of the year, we have managed to maintain lower overheads than before but invested by strengthening certain segments of the business where future growth is anticipated. The company has performed as expected in these circumstances, maintaining its underlying profitability and growing in certain market segments.

The Directors are confident that the company will achieve stability in both turnover and profitability in the current year

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2013

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2012 to the date of this report

J R Vyas Ms A Vyas Ms L Muller

FINANCIAL INSTRUMENTS

The company uses financial instruments, other than derivatives, comprising, cash liquid resources and various items such as debtors, creditors and other items that anse directly from its operations. The main purpose of these financial instruments is to utilise finance in the company's operations.

The main risks arising from the company's financial instruments are interest risk, liquidity risk and currency risk. The directors review and agree policies for managing these risks and these are summarised below.

Interest rate risk

The company is exposed to fair value interest rate risk on its fixed rate borrowings and cash flow interest rate risk on bank overdrafts and factoring balances. The company seeks to manage its cash resources so as to avoid exposure to changes in interest rates.

Liquidity risk

The company seeks to manage financial risk to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably

Currency risk

The company does not hedge its foreign currency bank accounts. The company therefore has an exposure risk to translation and transaction foreign exchange risk and takes profit and losses on these as they arise.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

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.

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 company's auditors are unaware, and each director has taken all the steps that he or she lought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Munslows LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD

Ms L Muller - Director

19 April 2013

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF DISHMAN EUROPE LIMITED

We have audited the financial statements of Dishman Europe Limited for the year ended 31 March 2013 on pages—five to fifteen. 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 Chapter 3 of Part 16 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 three, 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 March 2013 and of its 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

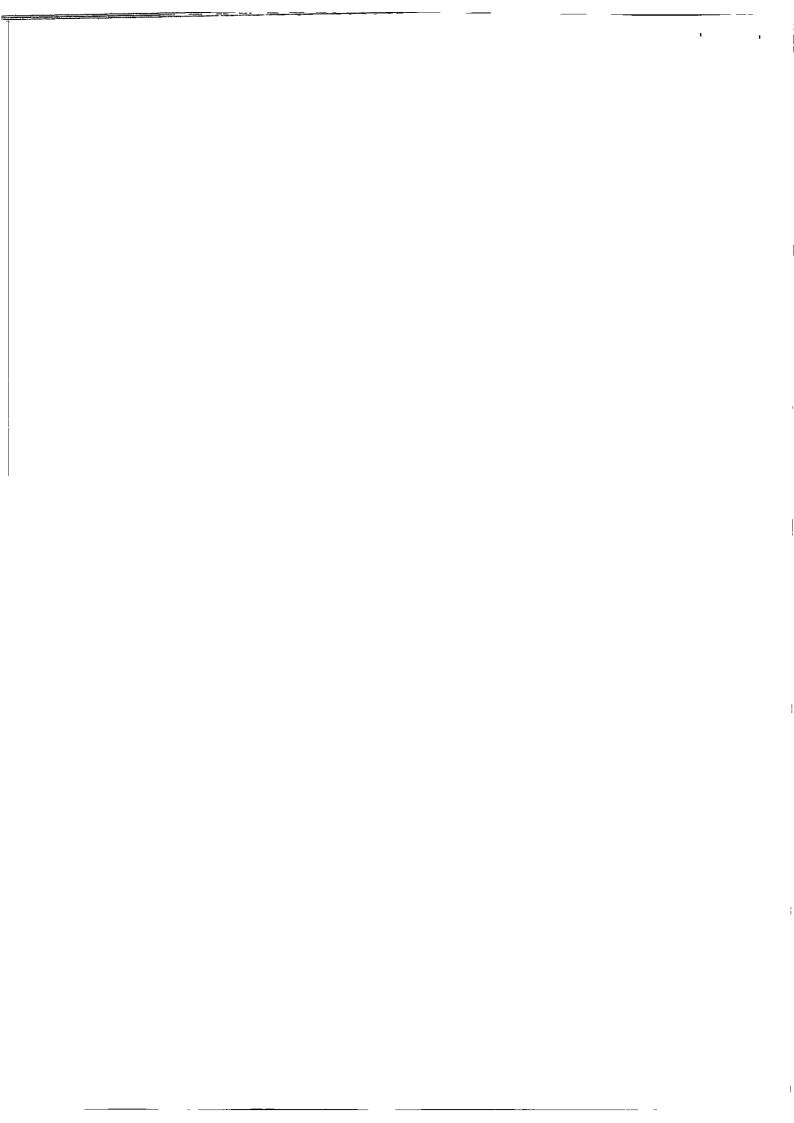
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, 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

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Samuel Colin Parsons (Senior Statutory Auditor) for and on behalf of Munslows LLP Chartered Certified Accountants and Statutory Auditors 2nd Floor New Penderel House 283-288 High Holbom London WC1V 7HP

19 April 2013



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £	2012 £
TURNOVER	2	29,402,568	35,603,170
Cost of sales		26,119,367	32,305,191
GROSS PROFIT		3,283,201	3,297,979
Administrative expenses		3,014,603	2,535,359
OPERATING PROFIT	4	268,598	762,620
Interest receivable and similar income		64,356	70,061
		332,954	832,681
Interest payable and similar charges	5	13,601	9,707
PROFIT ON ORDINARY ACTIVITIES BETAXATION	EFORE	319,353	822,974
Tax on profit on ordinary activities	6	79,544	216,514
PROFIT FOR THE FINANCIAL YEAR		239,809	606,460

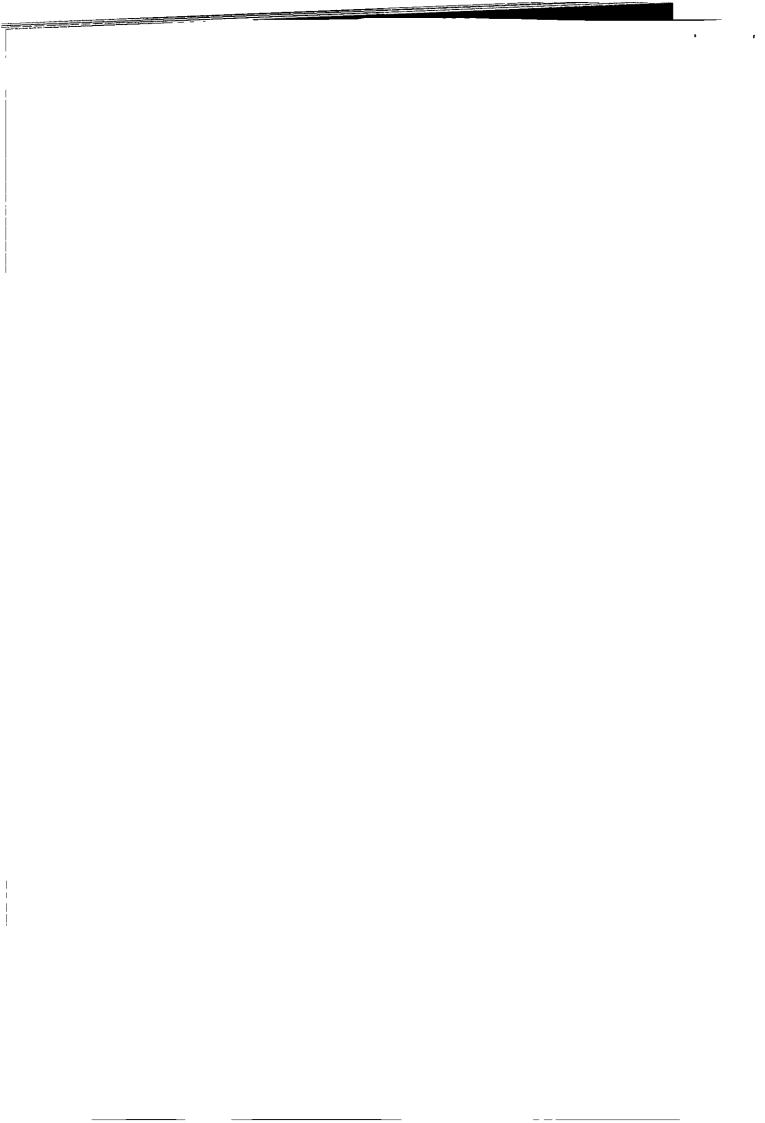
CONTINUING OPERATIONS

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

The notes form part of these financial statements



DISHMAN EUROPE LIMITED (REGISTERED NUMBER 03406047)

BALANCE SHEET 31 MARCH 2013

		201	3	201	2
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		-		20,664
Tangible assets	8		8,445		17,152
Investments	9		5,752,736		5,752,736
			5,761,181		5,790,552
CURRENT ASSETS					
Stocks	10	2,251,565		1,550,528	
Debtors	11	8,068,517		11,238,921	
Cash at bank and in hand		76,666		16,082	
		10,396,748		12,805,531	
CREDITORS					
Amounts falling due within one year	12	8,895,799		11,426,518	
NET CURRENT ASSETS			1,500,949		1,379,013
TOTAL ASSETS LESS CURRENT LIABILITIES			7,262,130		7,169,565
CREDITORS Amounts falling due after more than one	42		4 462 404		4 240 245
year	13		4,163,101		4,310,345
NET ASSETS			3,099,029		2,859,220
CAPITAL AND RESERVES	47		450.000		450.000
Called up share capital	17		159,000		159,000
Profit and loss account	18		2,940,029		2,700,220
SHAREHOLDERS' FUNDS	22		3,099,029		2,859,220

The financial statements were approved by the Board of Directors on 19 April 2013 and were signed on its behalf by

Ms L Multer - Director

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Preparation of consolidated financial statements

The financial statements contain information about Dishman Europe 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, Dishman Pharmaceuticals and Chemicals Limited, India

Turnover

Turnover represents the net value of goods sold, excluding value added tax. Revenue is recognised on shipment of products

Tangible fixed assets

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

Fixtures and fittings

- 25% on cost

Computer equipment

33% on cost and 25% 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

Foreign currencies

Monetary 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.

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 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

Investments

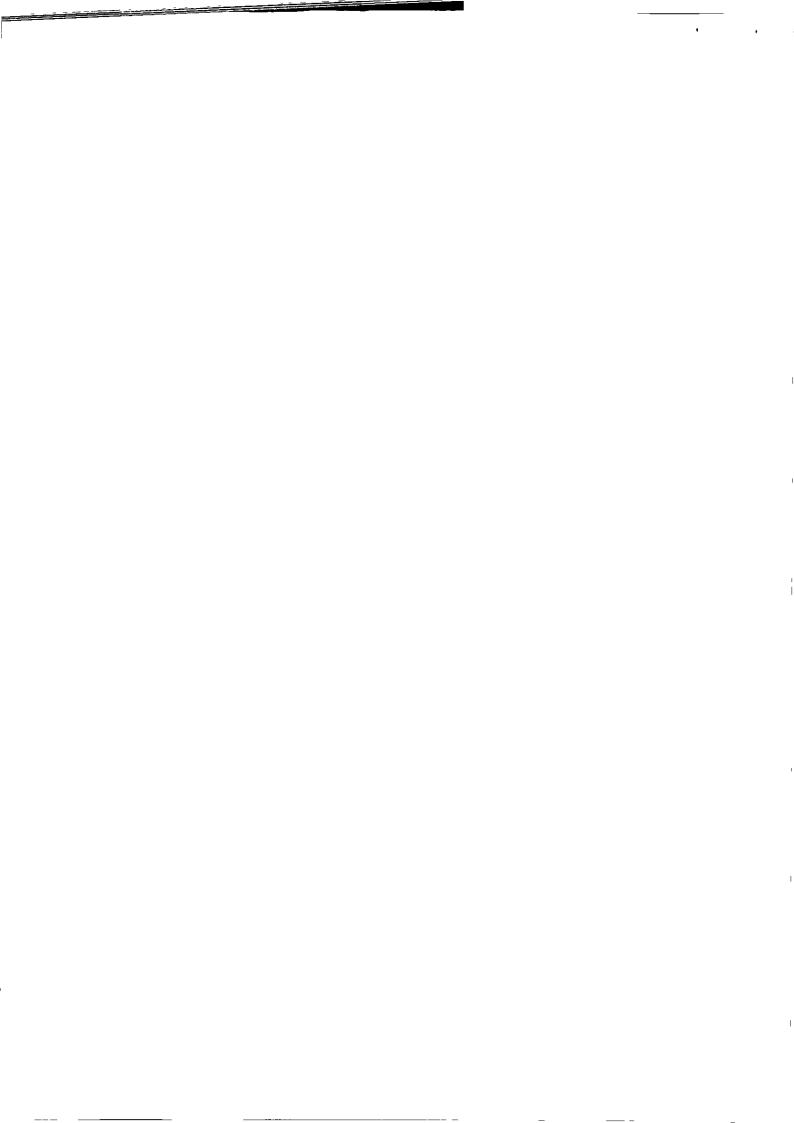
Fixed asset investments are shown at cost less provision for impairment

Financial reporting standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company is a wholly-owned subsidiary of Dishman Pharmaceuticals and Chemicals Limited, the financial statements of which are publicly available

Intellectual property rights

Intellectual property rights are included at purchase cost, amortised evenly over their expected period of exploitation which is estimated at 10 years



NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

2 TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

		2013	2012
		£	£
	United Kingdom	1,954,963	1,336,681
	Europe (EC)	22,641,495	31,434,008
	Europe (Non EC)	2,778,047	1,487,559
	Asia	758,929	639,006
	USA	81,132	97,518
	Other	1,188,002	608,398
	=	29,402,568	35,603,170
3	STAFF COSTS		
Ū		2013	2012
		£	£
	Wages and salanes	776,985	811,715
	Social security costs	91,824	102,872
	Other pension costs	54,578	55,010
		923,387	969,597
	The average monthly number of employees during the year was as follows		
		2013	2012
	Administration	12	13
4	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting)		
		2013	2012
		£	£
	Other operating leases	46,500	46,500
	Depreciation - owned assets	12,613	18,447
	Loss on disposal of fixed assets	198	809
	Intellectual property rights amortisation	20,664	20,665
	Auditors' remuneration	15,000	15,000
	Foreign exchange differences	250,863 ———	(95,345)
	Directors' remuneration	217,338	220,567
	Directors' pension contributions to money purchase schemes	20,835	20,052
	The number of directors to whom retirement benefits were accruing was as follow	S	
	Money purchase schemes	2	2
	• •	=	

4	OPERATING PROFIT - continued		
	Information regarding the highest paid director is as follows	2013	2012
	Emoluments etc Pension contributions to money purchase schemes	£ 128,788 11,980	£ 123,162 11,196
5	INTEREST PAYABLE AND SIMILAR CHARGES	2013	2042
	Group interest payable	£ 13,601	2012 £ 9,707
6	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows	2013	2012
	Current tax	£	£
	UK corporation tax Pnor year corporation tax adjustment	79,544 	217,640 (1,126)
	Tax on profit on ordinary activities	79,544	216,514
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of corporation tax explained below	in the UK Th	ne difference is
		2013	2012
		£	£
	Profit on ordinary activities before tax	319,353	822,974
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	ın the UK of 24% (2012 - 26%)	76,645	213,973
	Effects of		
	Expenses not deductible for tax purposes	1,987	3,318
	Depreciation in excess of capital allowances	912	349
	Adjustments to tax charge in respect of previous periods		(1,126)
	Current tax charge	79,544 ———	216,514

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7	INTANGIBLE FIXED ASSETS			Intellectual property rights £
	COST			
	At 1 April 2012 and 31 March 2013			206,644
	AMORTISATION			
	At 1 April 2012 Amortisation for year			185,980 20,664
	·			
	At 31 March 2013			206,644
	NET BOOK VALUE			
	At 31 March 2013			<u> </u>
	At 31 March 2012			20,664
				
8	TANGIBLE FIXED ASSETS	Fixtures		
		and	Computer	
		fittings	equipment	Totals
	COST	£	£	£
	At 1 April 2012	26,786	85,784	112,570
	Additions	•	4,105	4,105
	Disposals	(499)	(5,067)	(5,566) ————
	At 31 March 2013	26,287	84,822	111,109
	DEPRECIATION			
	At 1 April 2012	22,015	73,403	95,418
	Charge for year	4,002	8,611	12,613
	Eliminated on disposal	(446) 	(4,921)	(5,367) ————
	At 31 March 2013	25,571	77,093	102,664
	NET BOOK VALUE			
	At 31 March 2013	716	7,729	8,445
	At 31 March 2012	4,771	12,381	17,152
				
9	FIXED ASSET INVESTMENTS			
			2013	2012
	01		£	£
	Shares in group undertakings Loans to group undertakings		4,822,736 930,000	4,822,736 930,000
			5,752,736	5,752,736
				=======================================

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

9 FIXED ASSET INVESTMENTS - continued

Additional	information	is as follows
Auditional	n nomiauon	is as iuliums

COST	Shares in group undertakings £
At 1 April 2012 and 31 March 2013	4,822,736
NET BOOK VALUE At 31 March 2013	4,822,736
At 31 March 2012	4,822,736

The company's investments at the balance sheet date in the share capital of companies include the following

Carbogen AMCIS Limited

Profit for the year

Country of incorporation United Kingdom Nature of business Chemical manufacturer

	%		
Class of shares	holding		
Ordinary	100 00		
•		2013	2012
		£	£
Aggregate capital and reserves		217,827	151,426
Profit for the year		66,401	54,239
From for the year			J4,2J 3
			
Innovative Ozone Services Inc			
Country of incorporation Switzerland			
Nature of business Pharmaceutical manufacture			
	%		
Class of shares	holding		
Ordinary	49 00		
*·-····,		2013	2012
		£	£
		_	
Aggregate capital and reserves		(1,357,400)	(1,328,750)

This company is accounted for as a subsidiary undertaking as its remaining share capital is held by a wholly-owned subsidiary of the ultimate parent company

21,116

40,279

9	FIXED ASSET INVESTMENTS - continued			
	Dishman Netherlands BV Country of incorporation The Netherlands			
	Nature of business Manufacture and distribut			
		%		
	Class of shares.	holding		
	Ordinary	100 00	0010	0040
			2013	2012
	A second to a second second second	40.4	£ 72,518	£
	Aggregate capital and reserves Profit for the year		72,516 09,724	6,763,088
	From for the year		======	
	The company acquired the entire issued sha	re canital from Dishman EZE a former	subsidiar	v of the ultimat
	parent company on 9 February 2012 for a financed by an interest-free loan (see note 14)	consideration of US\$7,200,000 (£4,517	,194) Th	e purchase wa
	inanced by an interest-free loan (see flote 14)			Loans to
				group
				undertaking
				£
	At 1 April 2012			
	and 31 March 2013			930,000
	STOCKS			
10	STOCKS		2013	2012
			£	£ £
	Finished goods	2.2	51,565	1,550,528
		·	<u> </u>	
11	DEBTORS AMOUNTS FALLING DUE WITH		0040	0040
			2013 £	2012 £
	Trade debtors	5.2	61,276	7,501,652
	Amounts owed by group undertakings		40,217	2,728,732
	Other debtors		71,653	31,403
	Prepayments and accrued income		95,371	977,134
	. ,			
		8,0 ———	68,517	11,238,921
12	CREDITORS: AMOUNTS FALLING DUE WIT	'HIN ONE YEAR		
			2013	2012
			£	£
	Bank loans and overdrafts (see note 14)	2,5	03,151	3,622,989
	Other loans (see note 14)		48,095	-
	Trade creditors		83,206	292,480
	Amounts owed to group undertakings		54,110	6,230,540
	Tax		79,544	217,640
	Social security and other taxes		46,027	24,305
	Other creditors		16,417	22,698
	Accruals and deferred income	1	65,249	1,015,866
				11,426,518

13	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	2013	2042
		2013 £	2012 £
	Other loans (see note 14)	4,163,101	4,310,345
14	LOANS		
	An analysis of the maturity of loans is given below		
		2013 £	2012 £
	Amounts falling due within one year or on demand Bank overdrafts Other loans	2,503,151 148,095	3,622,989
		2,651,246	3,622,989
	Amounts falling due between one and two years		
	Other loans due between 1 and 2 years	641,743	225,001
		641,743	225,001
	Amounts falling due between two and five years Other loans due between 2 and		
	5 years	2,369,512	1,883,320
		2,369,512	1,883,320
	Amounts falling due in more than five years		
	Repayable by instalments Other loans more 5yrs instal	1,151,846	2,202,024
45			
15	OPERATING LEASE COMMITMENTS		
	The following operating lease payments are committed to be paid within one year		
			d and dings
		2013 £	2012 £
	Expiring Between one and five years	42,000	42,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

16 SECURED DEBTS

The following secured debts are included within creditors

	2013	2012
	£	£
Bank overdrafts	2,503,151	3,622,989

The company's bank borrowings represent trade finance facilities which are secured against trade debtors of £5,359,006 (2012 £7,114,671)

17 CALLED UP SHARE CAPITAL

	Allotted, issued	l and fully paid			
	Number	Class	Nominal value	2013 £	2012 £
	159,000	Ordinary	1	159,000	159,000
18	RESERVES				Profit and loss account £
	At 1 April 2012 Profit for the year			2,700,220	
				239,809	
	At 31 March 20)13			2,940,029

19 PENSION COMMITMENTS

The company operates a defined contribution pension scheme for the benefit of certain employees and directors. The assets of the scheme are administrated by trustees in a fund independent from those of the company. The total contributions paid in the period amounted to £54,578 (2012 £55,010).

20 ULTIMATE PARENT COMPANY

The company is a wholly-owned subsidiary of Dishman Pharmaceuticals and Chemicals Limited, a company incorporated in India, which in the directors' opinion, is the company's ultimate parent company. The ultimate controlling party is Mr J R Vyas, who has a controlling interest in Dishman Pharmaceuticals and Chemicals Limited.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2013

21 RELATED PARTY DISCLOSURES

Goods and services to the value of £24,682,183 (2012 £31,924,165) were purchased from the parent company

The amount due to the parent company at the balance sheet date was £5,695,263 (2012 £6,185,217)

The following transactions occurred with other group companies

Dishman Netherlands BV

Amount owed to Dishman Europe Limited at the balance sheet date £870 (2012 £372,763)

Dishman USA

Sales £25,051 (2012 £11,098) Purchases £nil (2012 £65,838)

Amount owed to Dishman Europe Limited at the balance sheet date £80 (2012 £2,808)

Carbogen AMCIS Limited

Amount owed to Dishman Europe Limited at the balance sheet date £2,324,535 (2012 £2,481,192)

Innovative Ozone Services Inc

Amount owed to Dishman Europe Limited at the balance sheet date £734,617 (2012 £785,310)

Carbogen AMCIS AG

Amount owed by Dishman Europe Limited at the balance sheet date £158,847 (2012 £38,345)

Dishman International Trade (Shanghai) Co Ltd

Sales £143,212 (2012@ £nil) Purchases £334,593 (2012 £140,033)

Amount owed by Dishman Europe Limited at the balance sheet date £110,115 (2012 £3,741

Dishman Arabia

Amount owed to Dishman Europe Limited at the balance sheet date £nil (2012 £16,658)

Dishman Japan

Amount owed by Dishman Europe Limited at the balance sheet date £nil (2012 £3,237)

Other debtors include advances of £18,797 (2012 £8,740) to J R Vyas, a director of the company

There were no other related party transactions

22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
	£	£
Profit for the financial year	239,809	606,460
Net addition to shareholders' funds	239,809	606,460
Opening shareholders' funds	2,859,220	2,252,760
Closing shareholders' funds	3,099,029	2,859,220