Auden Mckenzie (Pharma Division) Limited

Report and Accounts

31 March 2014

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## Auden Mckenzie (Pharma Division) Limited Company Information

#### **Directors**

Amit H Patel Meeta Patel

#### Secretary

Meeta Patel

#### **Auditors**

The Corporate Practice Limited
Chartered Accountants & Registered Auditors
65 Delamere Road
Hayes
Middlesex
UB4 0NN

#### **Bankers**

Lloyds TSB Bank Plc 2nd Floor 249 Silbury Boulevard Central Milton Keynes Bucks MK9 1NA

Virgin Money Northern Rock House Gosforth Newcastle upon Tyne NE3 4PL

Barlcays Bank Plc P O Box 13555 36 -38 Park Royal Road London NW10 7JA

Metro Bank Plc 1 Southampton Row London WC1 5HA

#### **Registered office**

Mckenzie House Bury Street Ruislip Middlesex HA4 7TL

#### Registered number

03835531

Auden Mckenzie (Pharma Division) Limited

Registered number:

03835531

**Directors' Report** 

The directors present their report and accounts for the year ended 31 March 2014.

#### Principal activities

The principal activities of the company in the year under review continued to be manufacturing, marketing and distributing pharmaceutical products.

#### **Future developments**

The company continues to make significant investments into new product development and has recently expanded its product warehousing facilities. Construction of a new research and development facility will commence shortly. Various promising joint ventures and acquisition opportunities available to the company have been progressed and will be completed in due course.

#### Research and development

The company invests considerable resources into research and development with a view to contribute in future growth and profits.

#### Dividends

During the year the company paid a dividend of £4,005,000, £4,005 per share. (2013: NIL).

#### **Directors**

The following persons served as directors during the year:

Amit H Patel Meeta Patel

#### Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he 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 auditor is aware of
  that information.

This report was approved by the board on 19 December 2014 and signed on its behalf.

Meeta Patel Director

## Auden Mckenzie (Pharma Division) Limited Statement of Directors' Responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts 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 accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts 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 accounts 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.

## Auden Mckenzie (Pharma Division) Limited Strategic Report

The company has continued to concentrate its efforts in maintaining its significant market share for niche pharmaceutical products and strengthen its position within the industry through continuous new product launches. The company has expanded its Sales and Marketing and New business development teams to support its growth objectives.

We consider that our key financial indicators are those that communicate the financial performance and strength of the company as a whole, these being turnover, gross profit and return on capital.

Turnover has increased by 48% and maintaining the same level of gross profit margin. The increase in turnover was anticipated by the directors owing to changes in market dynamics of the existing products and the introduction of new products in various territories.

These increases in turnover have translated through to operating profit which has also increased substantially.

Return on capital is maintained at 43% which indicates successful management by the directors of the resources of the company.

The business environment in which we operate continues to grow but is under pressure from government spending reviews. We consider that, with the continuation of general lack of confidence in spending in the UK plus governmental spending curtailment, the company will not achieve in future years the levels of growth managed in this year, but we do believe that the company will maintain its position in the market place.

The company is in a strong position to take advantage of any change of circumstances or investment opportunities.

The key financial highlights are as follows:

	2014	2013 .
	£	£
Turnover	77,231,970	52,481,242
Profit before tax	45,386,007	30,984,768

#### Company's policy on payments to creditors

The company's policy on payments to trade creditors is to agree the terms at the outset of any supply chain contract and in advance of the provision of goods and services. Payments are made in accordance with the agreed terms and any other contractual or legal obligations.

#### Financial instruments and risk management

The company's major financial instruments comprise bank balances, trade debtors and trade creditors. The main objective of these instruments is to raise funds and finance company's operations.

#### Risks and uncertainties

The company's main areas of risk are as follows:

#### Financial instrument risk

The company has established a financial management framework whose main objective is to shelter the company from events which may hinder the company's performance targets and to ensure that sufficient funds exist both for working capital and for potential joint ventures and acquisitions."

#### "Regulatory risks

The company has a vigilant regulatory team to ensure that the company adheres to all the applicable pharmaceutical regulations."

#### "Price risk

The prices of pharmaceutical products can fluctuate widely depending upon the supply and competition. The risk is managed by maintaining adequate levels of stock."

#### "Foreign exchange risk

The company purchases and sells some products in foreign currencies. The risk is managed by monitoring foreign exchange rates on a periodic basis."

#### "Credit risk

Credit checks are carried out on all customers. Outstanding amounts are regularly monitored."

#### "Liquidity risk

The company manages its cash flow to ensure that sufficient liquid resources are available to meet its operating needs."

#### "Interest rate and cash flow risk

The company maintains a positive cash balance and therefore does not consider the interest rates or cash flow as major risks."

#### "Valuation risk

The investment properties are subject to movement in the property market valuations. However due to financial support from the group, it is highly unlikely that any distress sale or any reduced valuation will occur."

This report was approved by the board on 19 December 2014 and signed on its behalf.

Meeta Patel

Mecho Tetay.

Director

## Auden Mckenzie (Pharma Division) Limited Independent auditors' report to the member of Auden Mckenzie (Pharma Division) Limited

We have audited the accounts of Auden Mckenzie (Pharma Division) Limited for the year ended 31 March 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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 an 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 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, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts 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 accounts

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/auditscopeukprivate

#### Opinion on the accounts

In our opinion the accounts:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report and the Strategic Report for the financial year for which the accounts are prepared is consistent with the accounts.

#### 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 accounts 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.

Devender Arora

(Senior Statutory Auditor)

for and on behalf of

The Corporate Practice Limited

**Chartered Accountants and Statutory Auditors** 

19 December 2014

65 Delamere Road

Hayes

Middlesex

**UB4 0NN** 

#### Auden Mckenzie (Pharma Division) Limited Profit and Loss Account for the year ended 31 March 2014

	Notes	2014 £	2013 £
Turnover	2	77,231,970	52,481,242
Cost of sales		(16,503,636)	(10,754,597)
Gross profit		60,728,334	41,726,645
Distribution costs Administrative expenses Other operating income		(618,205) (15,840,528) 886,940	(558,790) (11,048,801) 632,104
Operating profit	3	45,156,541	30,751,158
Exceptional items: loss on the disposal of tangible fixed assets	4	(1,660) 45,154,881	30,751,158
Interest receivable Interest payable	7	250,370 (19,244)	233,610
Profit on ordinary activities before taxation		45,386,007	30,984,768
Tax on profit on ordinary activities	8	(8,675,660)	(5,433,826)
Profit for the financial year		36,710,347	25,550,942

#### **Continuing operations**

None of the company's activities were acquired or discontinued during the above two financial years.

#### Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years.

#### Auden Mckenzie (Pharma Division) Limited Balance Sheet as at 31 March 2014

	Notes		2014 £		2013 £
Fixed assets					
Intangible assets	9		3,002,826		3,255,322
Tangible assets	10		13,661,396		7,873,793
Investments	11		1,524,240		1,524,240
		•	18,188,462		12,653,355
Current assets					
Stocks	12	2,448,930		2,428,936	
Debtors	13	42,385,173		32,190,267	
Cash at bank and in hand		66,882,666		44,941,390	
		111,716,769		79,560,593	
Creditors: amounts falling du	e				
within one year	14	(26,065,044)		(21,106,315)	
Net current assets			85,651,725		58,454,278
Total assets less current		-			
liabilities			103,840,187		71,107,633
Provisions for liabilities					
Deferred taxation	15		(195,253)		(168,046)
Net assets	,	•	103,644,934		70,939,587
Net assets		•	100,044,904	•	70,333,307
Capital and reserves					
Called up share capital	16		1,000		1,000
Profit and loss account	17		103,643,934		70,938,587
Shareholder's funds	19	•	103,644,934		70,939,587
Charenouer 3 lunus	13	•	100,077,007	,	, 0,000,001

Amit H Patel Director

Approved by the board on 19 December 2014

# Auden Mckenzie (Pharma Division) Limited Cash Flow Statement for the year ended 31 March 2014

	Notes	2014 £	2013 £
Reconciliation of operating profit to net cash inflow from operating activities		Ž.	2
Operating profit Depreciation and amortisation Increase in stocks Increase in debtors Increase in creditors		45,156,541 2,394,164 (19,994) (10,194,906) 4,146,013	30,751,158 1,910,093 (633,982) (13,354,311) 1,624,543
Net cash inflow from operating activities		41,481,818	20,297,501
CASH FLOW STATEMENT			
Net cash inflow from operating activities		41,481,818	20,297,501
Returns on investments and servicing of finance	20	231,126	233,610
Taxation		(7,835,737)	(3,135,738)
Capital expenditure	20	<u>(7,930,931)</u> 25,946,276	(3,018,238) 14,377,135
Equity dividends paid		<u>(4,005,000)</u> 21,941,276	14,377,135
Increase in cash		21,941,276	14,377,135
Reconciliation of net cash flow to movement in net	debt		
Increase in cash in the period		21,941,276	14,377,135
Change in net debt	21	21,941,276	14,377,135
Net funds at 1 April		44,941,390	30,564,255
Net funds at 31 March		66,882,666	44,941,390

#### 1 Accounting policies

#### Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

#### **Turnover**

The turnover shown in the profit and loss account represents income recognised during the year, exclusive of Value Added Tax, in line with the company's revenue policy to recognise revenue at the point where title of the goods passes

#### Intangible assets

Intangible assets, which consist of purchased licence costs, are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives of 5 years.

Where licences previously capitalised are no longer considered by the directors to be commercially viable the amortisation charge for the year is increased to bring the net book value of each licence to nil. Where the carrying value of the licences exceeds the recoverable amounts, the carrying value is accordingly increased by reducing the amortisation charge.

#### Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual project. in this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

#### Depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. The Company has adopted a policy of providing full depreciation in year of purchase and no depreciation in the year of disposal. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and building freehold
Plant and machinery
Fixtures, fittings and equipments
Motor vehicle

Building to be depreciated over 25 years 15% reducing balance 15% reducing balance 25% reducing balance

#### Investment properties

In the company's financial statements, investments in property are stated at cost, which includes incidental costs of acquisition, less any provisions for permanent diminution in value. The carrying value of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. No depreciation is provided in respect of the investment properties held by company.

#### Stocks

Stock is valued at the lower of cost and net realisable value.

#### Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

The Deferred tax is calculated at the tax rates which are expected to apply in the periods and is not discounted.

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

#### Basis of consolidation

The company is taking exemption from preparing the consolidated accounts under Section 408 of Companies Act 2006 as the full consolidated accounts are prepared by the ultimate holding company Auden Mckenzie Holdings Limited a company incorporated in England and Wales.

#### Leasing commitments

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

2	Analysis of turnover	2014 £	2013 £
	By activity:		
	Pharmaceutical sales	77,231,970	52,481,242
	By geographical market:		
	UK Europe North America Rest of world	75,840,212 1,232,370 17,663 141,725 77,231,970	51,328,180 1,001,447 37,509 114,106 52,481,242
3	Operating profit  This is stated after charging:	2014 £	2013 £
	Depreciation of owned fixed assets Amortisation of product licences Auditors' remuneration for audit services	661,204 1,732,960 45,500	473,226 1,436,867 27,500
4	Exceptional items	2014 £	2013 £
	Loss on disposal of motor vehicle	(1,660)	

5	Directors' emoluments	2014 £	2013 £
	Emoluments	385,432	386,177
	Highest paid director: Emoluments	200,000	200,000
6	Staff costs	2014 £	2013 £
	Wages and salaries Social security costs Other pension costs	2,250,594 233,160 8,881 2,492,635	1,839,873 187,182 
	Average number of employees during the year	Number	Number
	Directors Production Research and development Distribution Office Sales	2 1 32 11 23 5	2 12 23 16 23 3 79
7	Interest payable	2014 £	2013 £
	Bank loans and overdrafts	19,244	
8	Taxation  Analysis of charge in period	2014 £	2013 £
	Current tax: UK corporation tax on profits of the period	8,648,453	6,169,494
	Deferred tax: Origination and reversal of timing differences	27,207	(735,668)
	Tax on profit on ordinary activities	8,675,660	5,433,826

#### Factors affecting tax charge for period

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

		2014 £	2013 £
	Profit on ordinary activities before tax	45,386,007	30,984,768
	Standard rate of corporation tax in the UK	23%	24%
		£	£
	Profit on ordinary activities multiplied by the standard rate of corporation tax	10,438,782	7,436,344
	Effects of:		
	Expenses not deductible for tax purposes	37,228	19,479
	Capital allowances for period in excess of depreciation R&D claim	10,932	27,222
	R&D claim	(1,838,489)	(1,313,551)
	Current tax charge for period	8,648,453	6,169,494
9	Intangible fixed assets Product licences:		£
	Cost		
	At 1 April 2013		7,184,337
	Additions		1,480,464
	At 31 March 2014		8,664,801
	Amortisation		
	At 1 April 2013		3,929,015
	Provided during the year		1,732,960
	At 31 March 2014		5,661,975
	Net book value		
	At 31 March 2014		3,002,826
	At 31 March 2013		3,255,322

#### 10 Tangible fixed assets

70	l angible fixed assets				
			Plant,		
			machinery		
		l and and	and	Matar	
		Land and	Fixtures,	Motor	Total
		buildings	fittings	vehicles £	Total £
	Cost	£	£	Ł	L
	At 1 April 2013	6,158,854	4,127,817	121,602	10,408,273
	Additions		1,485,898	121,002	6,458,467
	Disposals	4,972,569	1,405,090	(16,705)	(16,705)
	•				
	At 31 March 2014	11,131,423	5,613,715	104,897	16,850,035
	Depreciation				
	At 1 April 2013	326,476	2,145,233	62,771	2,534,480
	Charge for the year	128,638	520,273	12,293	661,204
	On disposals	120,000	520,275	(7,045)	(7,045)
	•	455 444	2 665 506		
	At 31 March 2014	455,114	2,665,506	68,019	3,188,639
	Net book value				
	At 31 March 2014	10,676,309	2,948,209	36,878	13,661,396
	At 31 March 2013	<u>5,832,378</u>	1,982,584_	58,831	7,873,793
11	Investments				
• •	mvestments	li	nvestments in		
		•	subsidiary	Other	
			undertakings	investments	Total
			£	£	£
	Cost				
	At 1 April 2013		377,440	1,146,800	1,524,240
	At 31 March 2014		377,440	1,146,800	1,524,240
	The company holds 20% or mo	re of the share cap	ital of the followin	g companies:	
				Capital and	Profit (loss)
	Company	Shares held		reserves	
	Company	Class	%	feserves	for the year
	D3 Pharma Limited	Ordinary	38	40,827	(114,785)
	D3 Filanna Linned	Ordinary	36	40,027	(114,765)
	Other investments			2014	2013
				£	£
	Freehold land & property			1,146,800	1,146,800
	rectionaliana a property			1,140,000	1,140,000

In the opinion of the director, Mr Amit H Patel the market value of the investment property is equal to the carrying value as at balance sheet date.

12	Stocks	2014 £	2013 £
	Raw materials and consumables Finished goods and goods for resale Packaging stock	56,717 2,301,790 90,423	60,609 2,277,904 90,423
		2,448,930	2,428,936
	The difference between purchase price or production cost of stock not material.	s and their repla	cement cost is
13	Debtors	2014 £	2013 £
	Trade debtors Amounts owed by group undertakings and undertakings in which	19,713,792	13,316,378
	the company has a participating interest	21,606,361	14,107,612
	Other debtors	937,721	868,971
	Directors' loan account	2,216	3,795,391
	Prepayments and accrued income	125,083	101,915
		42,385,173	32,190,267
	Amounts due after more than one year included in: Amounts owed by group undertakings and undertakings in which		
	the company has a participating interest	21,606,361	14,107,612
14	Creditors: amounts falling due within one year	2014 £	2013 £
	Trade creditors	6.843.383	3,072,914
	Corporation tax	4,624,874	3,812,158
	Other taxes and social security costs	2,381,604	1,659,264
	Other creditors	570,537	570,540
	Accruals and deferred income	11,644,646	11,991,439
		26,065,044	21,106,315

15	Deferred taxation			2014 £	2013 £
	Accelerated capital allowances			195,253	168,046
	Undiscounted provision for deferred	tax		195,253	168,046
				2014 £	2013 £
•	At 1 April Deferred tax charge in profit and los	s account		168,046 27,207	903,714 (735,668)
	At 31 March			195,253	168,046
16	Share capital	Nominal value	2014 Number	2014 £	2013 £
	Allotted, called up and fully paid: Ordinary shares	£1 each	1,000	1,000	1,000
17	Profit and loss account			2014 £	
	At 1 April 2013 Profit for the financial year Dividends			70,938,587 36,710,347 (4,005,000)	
	At 31 March 2014			103,643,934	
<sub>.</sub> 18	<b>Dividends</b>			2014 £	2013 £
	Dividends for which the company be Dividends paid	ecame liable duri	ng the year:	4,005,000	
19	Reconciliation of movement in sh	areholder's fun	ds	2014 £	2013 £
	At 1 April Profit for the financial year Dividends			70,939,587 36,710,347 (4,005,000)	45,388,645 25,550,942
	At 31 March			103,644,934	70,939,587

20	Gross cash flows			2014	2013
	Returns on investments and serv	vicing of financ	ce ·	£	£
	Interest received Interest paid			250,370 (19,244)	233,610
	The section of the se			231,126	233,610
	Capital avacaditura			•	
	Capital expenditure Payments to acquire intangible fixed Payments to acquire tangible fixed Receipts from sales of tangible fixed Receipts from sales of investments	assets d assets		(1,480,464) (6,458,467) 8,000	(2,350,000) (668,338) - 100
				(7,930,931)	(3,018,238)
21	Analysis of changes in net debt				
		At 1 Apr 2013 £	Cash flows	Non-cash changes £	At 31 Mar 2014 £
	Cash at bank and in hand	44,941,390	21,941,276		66,882,666
			*		
	Total	44,941,390	21,941,276	<del></del>	66,882,666
22	Post balance sheet events		, ·	· ·	
22					
	On 10 November 2014, Auden M property rights.	lckenzie (Pharr	na Division) Lim	ited acquired cert	ain intellectual
		•			
23	Capital commitments			2014 £	2013 £
•	Amounts contracted for but not pro-	vided in the acc	counts	908,626	563,997
24	Other financial commitments				
	At the year end the company had a set out below:	nnuai commitm	ients under non-c	ancellable operati	ng leases as
			l and and		
٠.		Land and buildings	Land and buildings	Other	Other
		2014	2013	2014	2013
		£	£	£ -	£
	Operating leases which expire:			,	
	within one year	· -	51,400		

25	Loans to directors  Description and conditions	B/fwd £	Paid £	Repaid £	C/fwd £
	Amit H Patel			======	
	Director's loan account	1,537,750	2,216	(1,537,750)	2,216
	Meeta Patel				
	Director's loan account	2,257,639	-	(2,257,639)	-
		3,795,389	2,216	(3,795,389)	2,216
20	Delete di controlo de controlo			2044	2042
26	Related party transactions			2014 £	2013 £
	Amit H Patel				
	Director of the company				
	Loan provided to Mr A H Patel Interest charged by the company	on overdrawn			1,537,750
	loan account at 4% per annum	On Overdiawn		-	55,923
	Amount due from Mr A H Patel			2,216	1,537,750
	Meeta Patel				
	Director of the company				2,257,639
	Loan provided to Miss M Patel Interest charged by the company on overdrawn loan account at 4% per annum		-		
			-	86,816	
•	Amount due from Miss M Patel			-	2,257,639
	SNS Limited				
	The director Mr Amit H Patel is t SNS Limited	he director and sha	areholder of		
	Amount due to SNS Limited included in other creditors			276,387	276,387

The company has taken exemption under FRS 8 not to disclose the inter-company transactions within the group and balances.

#### 27 Ultimate controlling party

The company is wholly owned subsidiary of Auden Mckenzie Holdings Limited, a company incorporated in England and Wales.