Registered number: NI 45055

Almac Pharma Services Limited
Annual report and financial statements
for the year ended 30 September 2011





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# **Almac Pharma Services Limited**

# Annual report and financial statements for the year ended 30 September 2011

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## Directors and advisers

### **Directors**

A D Armstrong

G McBurney

C Hayburn

J W Irvine

S Campbell

K Stephens (appointed 1 January 2012)

## Company secretary

C Hayburn

## Registered office

Almac House 20 Seagoe Industrial Estate Craigavon County Armagh BT63 5QD

### **Solicitors**

McGrigors LLP Arnott House 12-16 Bridge Street Belfast BT1 1LS

### **Bankers**

Northern Bank Limited 11 Donegall Square West Belfast BT1 6JS

## **Independent auditors**

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Waterfront Plaza 8 Laganbank Road Belfast BT1 3LR

## Directors' report for the year ended 30 September 2011

The directors present their annual report and the audited financial statements of the company for the year ended 30 September 2011.

### **Principal activities**

Almac Pharma Services Limited is a private limited company incorporated and domiciled in Northern Ireland. The registered address is detailed on page 1.

The company continued to provide formulation and commercial-scale manufacturing and packaging services to the international pharmaceutical, healthcare and biotechnology sectors.

### Review of business and future developments

The results for the year are as set out on page 6 and show a loss before income tax of £322,189 (2010: £1,682,627) for the year and revenue of £30,828,021 (2010: £28,476,311). The business has progressed satisfactorily during the year, and the directors are continually investigating techniques to ensure increased efficiency of operation. The external commercial environment is expected to remain competitive in 2012; however, we remain confident that performance will continue to improve in the future.

#### Research and development

We continue to work with customers in developing new products and services.

#### Principal risks and uncertainties

The management of the business and execution of the company's strategy are subject to a number of risks including the competitive market conditions.

The key business risks and uncertainties affecting the company are considered to relate to competition from other pharmaceutical service companies worldwide. Further discussion of these risks and uncertainties, in the context of the group as a whole, is provided in the annual report of Almac Group Limited.

#### **Key performance indicators**

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

#### **Environment**

The company recognises its corporate responsibility to carry out its operations whilst minimising environmental impacts. The directors' continued aim is to comply with all applicable environmental legislation, prevent pollution and reduce waste wherever possible.

#### Health and safety

The company is committed to achieving the highest practicable standards in health and safety management and strives to make all sites and offices safe environments for employees and customers alike.

#### Human resources

The company's most important resource is its people; their knowledge and experience is crucial to meeting customer requirements. Retention of key staff is critical and the company has invested in employment training and development.

### Financial risk management

Given the nature of its operations, the company has minimal exposure to foreign exchange risk. Regarding credit risk, it is standard company policy to perform appropriate credit checks on all potential customers before contracts are entered into. Further commentary is provided in note 3.

## Directors' report for the year ended 30 September 2011

#### Results and dividends

The loss after income tax for the financial year is £147,301 (2010: £855,647). The directors do not recommend payment of a dividend (2010: £nil).

#### Directors

The directors who served during the year and up to the date of approval of the financial statements are shown on page 1.

## Going concern

The directors have prepared cash flow forecasts for a period of at least twelve months from the date of signing of this report and confirm that adequate funding has been committed by the company's ultimate parent to support the company's operations and planned growth over this period. Consequently, the directors have prepared these financial statements on a going concern basis.

#### Political and charitable donations

The company made charitable donations amounting to £3,045 (2010: £3,000) during the year, principally for the benefit of the local communities in which the company operates. No donations for political purposes were made during the year (2010: £nil).

#### **Employees**

The company systematically provides employees with all information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the company is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the company plays a major role in objectives.

The company is committed to employment policies, which follow best practice based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The company gives full and fair considerations to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the company. If members of staff become disabled the company continues employment, either in the same or an alternative position with appropriate retraining being given if necessary.

### Statement of disclosure of information to auditors

So far as each of the directors in office at the date of approval of these financial statements is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board

C Hayburn Company secretary 20 January 2012

## Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures
  disclosed and explained in the financial statements; and
- 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.

By order of the Board

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Company secretary 20 January 2012

## Independent auditors' report to the members of Almac Pharma Services Limited

We have audited the financial statements of Almac Pharma Services Limited for the year ended 30 September 2011 which comprise the Income statement, Statement of changes in equity, Balance sheet, Cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

### Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities set out on page 4, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with . Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### 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 Annual report 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 30 September 2011 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 Directors' report 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.

Stephen Curragh (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Belfast

20 January 2012

## Income statement for the year ended 30 September 2011

•		2011	2010
	Note	£	£
Continuing operations			
Revenue	2	30,828,021	28,476,311
Cost of sales	6	(23,080,581)	(22,736,004)
Gross profit		7,747,440	5,740,307
Distribution costs	6	(1,217,019)	(1,051,867)
Administrative expenses	6	(6,738,078)	(6,353,304)
Other income		207,912	207,912
Operating profit/(loss)		255	(1,456,952)
Operating profit/(loss) is analysed as:		• ==	
Operating profit before depreciation and amortisation ("EBITDA")		1,577,549	243,844
Depreciation of property, plant and equipment		(1,397,628)	(1,522,357)
Amortisation of intangible assets		(179,666)	(178,439)
Finance income	5	36	331
Finance costs	5	(322,480)	(226,006)
Finance costs - net	5	(322,444)	(225,675)
Loss before income tax	· · · · · · · · · · · · · · · · · · ·	(322,189)	(1,682,627)
Income tax credit	8	174,888	826,980
Loss for the year attributable to owners of the company	<del> </del>	(147,301)	(855,647)

The notes on pages 10 to 28 are an integral part of these financial statements.

There is no other comprehensive income for the year (2010: £nil).

# Statement of changes in equity for the year ended 30 September 2011

	Share capital £	Retained earnings £	Total equity £
At 1 October 2009	20,355,000	(5,102,081)	15,252,919
Loss for the year and total comprehensive expense	-	(855,647)	(855,647)
At I October 2010	20,355,000	(5,957,728)	14,397,272
Loss for the year and total comprehensive expense	-	(147,301)	(147,301)
At 30 September 2011	20,355,000	(6,105,029)	14,249,971

The notes on pages 10 to 28 are an integral part of these financial statements.

## Balance sheet as at 30 September 2011

		2011	2010
	Note	£	£
Assets			
Non-current assets			
Intangible assets	9	304,585	478,191
Property, plant and equipment	10	21,304,894	19,716,638
Total non-current assets		21,609,479	20,194,829
Current assets			
Inventories	11	4,925,388	3,893,083
Trade and other receivables	12	6,959,334	8,593,439
Cash and cash equivalents	13	13,765	163,626
Total current assets		11,898,487	12,650,148
Total assets		33,507,966	32,844,977
		-	
Liabilities			
Current liabilities			
Borrowings	14	502,535	556,972
Trade and other payables	15	13,232,605	12,756,227
Total current liabilities		13,735,140	13,313,199
Non-current liabilities		<del></del>	
Other non-current liabilities	16	554,120	679,817
Deferred income tax liabilities	17	1,094,383	457,321
Deferred income	18	3,874,352	3,997,368
Total non-current liabilities		5,522,855	5,134,506
Total liabilities		19,257,995	18,447,705
Equity			
Capital and reserves attributable to owners of the company			
Share capital	19	20,355,000	20,355,000
Retained earnings		(6,105,029)	(5,957,728)
Total equity		14,249,971	14,397,272
Total equity and liabilities		33,507,966	32,844,977

The notes on pages 10 to 28 are an integral part of these financial statements.

The financial statements on pages 6 to 28 were authorised for issue by the Board of directors on 20 January 2012 and were signed on their behalf by:

AD Armstrong (Director)

S Campbell (Director)

# Cash flow statement for the year ended 30 September 2011

		2011	2010
	Note	£	£
Cash flows from operating activities			·
Cash generated from/(used in) operations	20	2,625,570	(3,985,476)
Finance costs		(322,480)	(226,006)
Net cash generated from/(used in) operating activities		2,303,090	(4,211,482)
Cash flows from investing activities		<u> </u>	
Purchase of intangible assets		(6,060)	(22,286)
Purchase of property, plant and equipment		(2,985,884)	(3,146,892)
Proceeds from sale of property, plant and equipment		-	35,000
Capital grants received		312,985	2,292,873
Finance income		36	331
Net cash used in investing activities	<del></del> .	(2,678,923)	(840,974)
Cash flows from financing activities		<u> </u>	
Advances from group undertakings		280,409	4,720,641
Net cash generated from financing activities		280,409	4,720,641
Net decrease in cash and cash equivalents		(95,424)	(331,815)
Cash, cash equivalents and overdrafts at beginning of the year		(393,346)	(61,531)
Cash, cash equivalents and overdrafts at end of the year	13	(488,770)	(393,346)

The notes on pages 10 to 28 are an integral part of these financial statements.

### 1 Accounting policies

#### General information

The company's principal activities during the year were as described in the Directors' report. The financial statements are presented in UK pound sterling. Almac Pharma Services Limited is a private limited company incorporated and domiciled in Northern Ireland. The registered address is detailed on page 1.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **Basis of preparation**

The financial statements of Almac Pharma Services Limited have been prepared on the going concern basis and in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU), and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies. Management has concluded that there are no critical assumptions, estimates or judgements involving a high degree of judgment or complexity which require further disclosure. The company's accounting policies and estimates are detailed below.

#### New standards, amendments and interpretations effective in the year to 30 September 2011

During the year, the following standards, amendments and interpretations became effective:

g , ,	. The standards, amount and interpretations became effective.	
International Accounting S	tandards (IASs/IFRSs)	Effective date
IFRS 1 (amendment)	First time adoption of IFRS: Additional exemptions	1 January 2010
IFRS 1 (amendment)	First time adoption of IFRS: Financial instrument disclosures	1 July 2010
IFRS 2 (amendment)	Share based payments: Group cash-settled share-based payment transactions	1 January 2010
IAS 32 (amendment)	Financial instruments: Presentation	1 February 2010
International Financial Rep	orting Interpretation Committee (IFRIC) Interpretations	
IFRIC 18	Transfer of assets from customers	31 October 2009
IFRIC 19	Extinguishing financial liabilities with equity instruments	1 July 2010

None of these new and amended standards had any material impact on the company.

### 1 Accounting policies (continued)

Standards, amendments and interpretations that are not yet effective and have not been adopted early by the company

During the year, the IASB and IFRIC have issued the following accounting standards and interpretations with an effective date after the date of these financial statements (i.e. applicable to accounting periods beginning on or after the effective date):

International Accounting S	tandards (IASs/IFRSs)	Effective date
IAS 1 (amendment)*	Financial statement presentation	1 July 2012
IAS 12 (amendment)*	Income taxes	1 January 2012
IAS 19 (revised)*	Employee benefits	1 January 2012
IAS 24 (amendment)	Related party disclosures	1 January 2011
IAS 27 (revised 2011)*	Separate financial statements	1 January 2013
IAS 28 (revised 2011)*	Investments in associates and joint ventures	1 January 2013
IFRS 1(amendment)*	First time adoption	1 July 2011
IFRS 7 (amendment)*	Financial instruments – Disclosures on derecognition	1 July 2011
IFRS 9*	Financial instruments - Classification and measurement	1 January 2013
IFRS 10*	Consolidated financial statements	1 January 2013
IFRS 11*	Joint arrangements	1 January 2013
IFRS 12*	Disclosures of interests in other entities	1 January 2013
IFRS 13*	Fair value measurement	· 1 January 2013
		·
International Financial Rep	orting Interpretation Committee (IFRIC) Interpretations	
IFRIC 14	IAS 19 - Prepayments of a minimum funding requirement	1 January 2011

<sup>\* -</sup> not yet adopted by the EU

The directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the recognition or measurement of the company's financial statements in the period of initial application. The following standards and interpretations are not expected to have a material impact on the financial statements:

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch, subject to endorsement by the EU.

IFRS 12, 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The company is yet to assess IFRS 12's full impact and intends to adopt IFRS 12 no later than the accounting period beginning on or after 1 January 2013, subject to endorsement by the EU.

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The company is yet to assess IFRS 13's full impact and intends to adopt IFRS 13 no later than the accounting period beginning on or after 1 January 2013, subject to endorsement by the EU.

### 1 Accounting policies (continued)

#### Intangible assets

#### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purposes of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

#### Computer software

The costs of acquiring and bringing computer software in to use are capitalised and amortised on a straight-line basis over the estimated useful economic life of the software which is between three to five years.

Capitalised software development costs include external direct costs of material and services together with direct labour costs relating to software development. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

#### Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

For all assets depreciation is calculated so as to write off the cost less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used are as follows:

	ı	%
Buildings	-	2
Plant and machinery	-	10
Fixtures and fittings	-	10
Computer equipment	•	20

No depreciation is charged on land or the assets under construction. The assets' residual values and useful economic lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are included within administrative expenses in the income statement.

### 1 Accounting policies (continued)

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of the business, less applicable variable selling expenses.

#### Financial assets

The company classifies all its financial assets as loans and receivables or cash and cash equivalents.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The company's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet.

#### Impairment of financial assets

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the Income Statement.

#### Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### Cash and cash equivalents

In the cash flow statement cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

#### Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 1 Accounting policies (continued)

#### **Borrowings**

Borrowings are recognised initially at fair value, net of direct issue costs and subsequently measured at amortised cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis to the income statement using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

#### Leased assets

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

The company leases certain property, plant and equipment. Leases of property, plant and equipment where the company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful economic life of the asset and the lease term.

#### Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising, except where the timing of the reversal of the temporary difference is controlled by the company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity of different taxable entities where there is an intention to settle the balances on a net basis.

#### Grants

Grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate. Grants relating to property, plant and equipment are included in non-current liabilities as deferred income and are credited to the income statement on a straight-line basis over the expected useful economic lives of the related assets.

### 1 Accounting policies (continued)

#### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

#### Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the company's activities. Revenue is shown, net of sales taxes, returns, rebates and discounts.

The company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The company considers this to be upon customer receipt of products, which is when title to the product is transferred to the customer or upon completion of services when results of testing have been delivered to the customer or logistics operations have been performed. The company uses the percentage-of-completion method in accounting for its fixed price contracts to deliver services. Use of the percentage-of-completion method requires the company to estimate the services performed to date as a proportion of the total services to be performed.

#### Foreign currency translation

Items included in the financial statements of each of the company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in UK pound sterling, which is the company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within administrative expenses.

### Pension obligations

The company operates a defined contribution plan for employees whereby the company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The company has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### **Share-based payments**

The company issues cash-settled phantom share-based payments to certain employees of the company for their services to the company. The company accounts for these phantom share based payments as cash-settled phantom share-based payments which are measured at fair value and recognised as an expense in the income statement with a corresponding increase in liabilities.

The fair values of these payments are measured at each reporting date using professional external valuers, in line with the terms and conditions upon which the awards are granted. The fair value is recognised over the period during which employees become unconditionally entitled to the awards, subject to the company's estimate of the number of awards which will lapse due to employees leaving the company prior to vesting. The total amount recognised in the income statement as an expense is adjusted to reflect the actual amount of awards that are expected to vest, except where forfeiture is due to employee's termination of contract.

### 2 Revenue

Revenue is attributable to the company's principal activities carried out in the United Kingdom.

### 3 Financial risk management

#### Financial risk factors

The company's operations expose it to a variety of financial risks that include the effects of changes in foreign exchange risk, interest rate risk, credit risk and liquidity risk. The company has in place a risk management program that seeks to limit the adverse effects on the financial performance of the company by monitoring the foregoing risks.

#### (a) Market risk

#### (i) Foreign exchange risk

While the greater part of the company's revenues and expenses are denominated in UK pound sterling, the company is exposed to foreign exchange risk in the normal course of business. While the company has not used financial instruments to date to hedge foreign exchange exposure, this position is kept constantly under review.

If the US dollar had weakened / strengthened by 10% against the UK pound sterling spot rate on 30 September with all other variables held constant, the financial statements would have been impacted as follows:

	2011		2010	
	Impact on post-tax losses £'000	Impact on equity £'000	Impact on post-tax losses £'000	Impact on equity £'000
US dollar weakens by 10% against UK pound	(10)	(10)	+19	+19
US dollar strengthens by 10% against UK pound	+12	+12	(24)	(24)

#### (ii) Interest rate risk

The company's interest rate risk arises mainly from current borrowings and overdrafts. Borrowings at variable rates expose the company to cash flow interest rate risk. Company policy is to maintain a mix of interest free advances, loans from group companies and external overdraft facilities. This approach limits the company's exposure to external interest rate fluctuations to a significantly lower level than could be achieved if its funding needs were met externally.

If average interest rates over the period had increased / decreased by 1% with all other variables held constant, the financial statements would have been impacted as follows:

·	2011		2010	
	Impact on post-tax losses £2000	Impact on equity	Impact on post-tax losses £'000	Impact on equity £'000
Interest rates increase by 1%	(105)	(105)	(62)	(62)
Interest rates decrease by 1%	+105	+105	+62	+62

#### (b) Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Credit control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. The amount of exposure to individual customers is subject to limits, which are reassessed regularly. Credit risk also arises from cash and cash equivalents with banks and financial institutions.

### (c) Liquidity risk

The company projects cash flow requirements as part of its annual budget setting process. Cash requirements are monitored dynamically by the company's ultimate parent undertaking, with resources deployed to the company as required.

## 4 Capital risk management

The company's ultimate parent undertaking's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. For further details, refer to the report and financial statements for the ultimate parent undertaking, Almac Group Limited.

### 5 Finance costs - net

	2011	2010
		£
Interest expense:		<del></del>
Interest payable to group undertakings	(322,480)	(226,006)
Finance cost	(322,480)	(226,006)
Interest income:		
Interest receivable from group undertakings	36	331
Finance income	36	331
Finance costs - net	(322,444)	(225,675)

## 6 Expenses by nature

	2011	2010
	£	£
Changes in inventories of finished goods and work-in-progress	70,712	576,103
Raw materials and consumables used	11,513,013	11,060,244
Employee benefit expense (note 7)	9,638,876	9,007,180
Depreciation and amortisation	1,577,294	1,700,796
Transfer from capital grant reserve	(436,001)	(361,272)
Profit on disposal of property, plant and equipment	-	(2,625)
Operating lease payments – motor vehicles	52,794	49,129
Operating lease payments – buildings	393,500	393,500
Other expenses	8,225,490	7,718,120
Total cost of sales, distribution costs and administrative expenses	31,035,678	30,141,175

## Services provided by the auditors and network firms

During the year the company obtained the following services from the auditor at costs as detailed below.

	2011 £	2010 £
Fees payable to the company's auditor for the audit	11,200	11,136
Fees payable to the company's auditor for other services:		
- tax services	3,675	3,675
- grants	3,422	2,348

7	<b>Employees</b>	and	directors
•		****	wii cocois

, Employees and directors	2011 £	2010 £
Staff costs during the year		
Wages and salaries	8,435,549	7,720,323
Social security costs	815,112	761,437
Other pension costs	270,926	255,178
Share based payment costs	117,289	270,242
	9,638,876	9,007,180
	2011 Number	2010 Number
Average monthly number of persons employed (including directors) during the year by activity:	26	2.
Administration	36	34
Operations ·	301	283
	337	317
Key management compensation	2011 £	2010 £
Aggregate emoluments	247,245	259,001
Pension costs – defined contribution plans	19,432	18,997
	266,677	277,998
The key management figures given above include directors.		
	2011	2010
Directors	£	£
Aggregate emoluments	221,748	232,520
Pension costs – defined contribution plans	19,432	18,997

One director (2010: one) has retirement benefits accruing under a defined contribution plan. One director (2010: one) has exercised phantom share options in the year.

•	2011	2010
Highest paid director	£	£
Aggregate emoluments	221,748	232,520
Pension costs - defined contribution plans	19,432	18,997

#### 8 Income tax credit

	2011	2010
	<u> </u>	£
Current tax		
Group relief receivable	674,846	1,118,590
Adjustment in respect of previous periods	137,104	-
Total current tax	811,950	1,118,590
Deferred tax		
Origination and reversal of temporary differences	(390,861)	(501,596)
Changes in tax laws and rates	56,283	(1,640)
Adjustment in respect of previous periods	(302,484)	211,626
Total deferred tax	(637,062)	(291,610)
Income tax credit	174,888	826,980

The standard rate of corporation tax in the UK changed from 28% to 26% with effect from 1 April 2011. Accordingly, the company's losses in this accounting period are taxed at an effective rate of 27% and will be taxed at 26% in the future.

The tax on the company's loss before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to losses of the company as follows:

	2011	2010
Loss before income tax	(322,189)	£ (1,682,627)
Loss before income tax at the UK standard rate of 27% (2010: 28%)	(86,991)	(471,135)
Effects of:		
Expenses not deductible for tax purposes	101,845	111,420
Enhanced research and development expenditure	(149,850)	(137,545)
Rate adjustment for deferred tax	(87,552)	(16,938)
Capital grants not taxable	(117,720)	(101,156)
Adjustments in respect of previous periods	165,380	(211,626)
Income tax credit	(174,888)	(826,980)

#### Factors affecting future tax charges:

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2011 UK Budget Statement. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The proposed reductions of the main rate of corporation tax by 1% per year to 23% by 1 April 2014 are expected to be enacted separately each year. The overall effect of the further changes from 25% to 23%, if these applied to the deferred tax balance at the balance sheet date, would be to reduce the deferred tax liability by £87,550 (being £43,775 recognised in 2013 and £43,775 in 2014).

## 9 Intangible assets

	Computer software £	Goodwill £	Total £
Cost			. ,
At 1 October 2009	912,689	47,008	959,697
Additions	22,286		22,286
At 1 October 2010	934,975	47,008	981,983
Additions	6,060	-	6,060
At 30 September 2011	941,035	47,008	988,043
Accumulated amortisation			
At 1 October 2009	278,345	47,008	325,353
Charge for the year	178,439	-	. 178,439
At 1 October 2010	456,784	47,008	503,792
Charge for the year	179,666	-	179,666
At 30 September 2011	636,450	47,008	683,458
Net book amount			
At 30 September 2011	304,585	-	304,585
At 30 September 2010	478,191	-	478,191

Amortisation is included within administrative expenses in the income statement.

## 10 Property, plant and equipment

	Land and buildings £	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Total £
Cost					
At 1 October 2009	12,933,769	18,417,601	432,730	593,557	32,377,657
Transfers	(741,189)	261,589	479,600	-	-
Additions	1,248,331	1,784,906	69,906	43,749	3,146,892
Disposals	-	(35,000)	-	-	(35,000)
At 1 October 2010	13,440,911	20,429,096	982,236	637,306	35,489,549
Additions	2,128,990	790,995	47,253	18,646	2,985,884
At 30 September 2011	15,569,901	21,220,091	1,029,489	655,952	38,475,433
Accumulated depreciation					
At 1 October 2009	792,438	12,951,739	109,515	399,487	14,253,179
Charge for the year	242,055	1,129,589	71,775	78,938	1,522,357
Disposals	-	(2,625)	-		(2,625)
At 1 October 2010	1,034,493	14,078,703	181,290	478,425	15,772,911
Charge for the year	299,133	924,009	101,110	73,376	1,397,628
At 30 September 2011	1,333,626	15,002,712	282,400	551,801	17,170,539
Net book amount					
At 30 September 2011	14,236,275	6,217,379	747,089	104,151	21,304,894
At 30 September 2010	12,406,418	6,350,393	800,946	158,881	19,716,638

Depreciation is included within administrative expenses in the income statement.

#### 11 Inventories

	2011	2010
	£	£
Raw materials	3,790,825	2,687,808
Work in progress	380,927	620,991
Finished goods	753,636	584,284
	4,925,388	3,893,083

The cost of inventories recognised as an expense and included in cost of sales amount to £11,583,725 (2010: £11,636,347).

### 12 Trade and other receivables

	2011	2010
•	£	£
Trade receivables	1,928,416	1,661,894
Amounts due from group undertakings	3,911,178	5,362,118
Group relief receivable	674,846	1,118,590
Other receivables	379,202	367,541
Prepayments and accrued income	65,692	83,296
	6,959,334	8,593,439

The fair values of trade and other receivables are not materially different from their carrying values. For the purposes of IFRS 7 "Financial instruments: Disclosures" all of the company's financial assets are classified as loans and receivables. The company has no assets that may be classified as held at fair value through profit and loss, derivatives used for hedging or available-for-sale.

The carrying amount of the company's trade and other receivables are denominated in the following currencies:

	. 2011	2010
	£	£
Currency		, <u> </u>
UK pound	6,660,628	8,538,888
US dollar	189,076	9,524
Euro	109,630	45,027
	6,959,334	8,593,439

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable above. Trade and other receivables does not contain impaired assets.

As of 30 September 2011 trade receivables of £603,448 (2010: £463,153) were past due but not impaired. These and the other trade receivables relate to a number of large multinational companies for which there is little risk of default.

The aged analysis of these trade receivables is as follows:

	2011	2010
	£	£
Up to two months overdue	345,833	409,011
More than two months overdue	257,615	54,142
	603,448	463,153

None of these trade receivables have had their terms renegotiated.

## 13 Cash and cash equivalents

•	2011	2010 £
	. <b>£</b>	
Cash at bank and in hand	13,765	163,626
Cash, cash equivalents and bank overdrafts include the follogon	wing for the purposes of the cash flow statement	t:
	2011	2010
	£	£
Cash and cash equivalents	13,765	163,626
Bank overdraft (note 14)	(502,535)	(556,972)
	(488,770)	(393,346)
14 Borrowings	2011	2010
Comment		2010 £
Current	£	1

The fair value of borrowings equals their carrying amount as the impact of discounting is not significant. For the purposes of IFRS 7 "Financial instruments: Disclosures" the financial liabilities noted above are classified as other financial liabilities. The company has no liabilities that may be classified as held at fair value through profit and loss or derivatives used for hedging.

502,535

556,972

## 15 Trade and other payables

Bank overdraft

	2011	2010
	£	£
Trade payables	1,695,520	2,171,989
Amounts owed to group undertakings	9,889,335	9,623,146
Other creditors	42,724	37,124
Other tax and social security	267,613	206,084
Accruals	1,337,413	717,884
	13,232,605	12,756,227

The fair values of trade and other payables are not materially different from their carrying values as the impact of discounting is not significant.

For the purposes of IFRS 7 "Financial instruments: Disclosures" the financial liabilities noted above are classified as other financial liabilities. The company has no liabilities that may be classified as held at fair value through profit and loss or derivatives used for hedging.

There is no difference between the amounts shown above and the total contractual undiscounted cash flows of trade and other payables.

## 16 Other non-current liabilities

	2011	2010
	£	£
Accruals	554,120	679,817

The fair value of other non-current liabilities equals their carrying amount, as the impact of discounting is not significant.

#### Maturity of non-current liabilities

The maturity profile of the carrying value of non-current liabilities at 30 September was as follows:

	2011	2010
	£	£
In more than one year but not more than two years	236,403	224,503
In more than two years but not more than five years	317,717	455,314
	554,120	679,817

There is no difference between the amounts shown above and the total contractual undiscounted cash flows of other non-current liabilities.

#### 17 Deferred income tax liabilities

The gross movement on the deferred income tax account is as follows:

	2011	2010
	£	£
At 1 October	457,321	165,711
Charged to the income statement	637,062	291,610
At 30 September	1,094,383	457,321

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

Deferred tax assets/(liabilities)	Other temporary differences £	Accelerated capital allowances £	Total £
At 1 October 2009	227,945	(393,656)	(165,711)
Credited/(charged) to the income statement	23,163	(314,773)	(291,610)
At 1 October 2010	251,108	(708,429)	(457,321)
Charged to the income statement	(47,857)	(589,205)	(637,062)
At 30 September 2011	203,251	(1,297,634)	(1,094,383)

## 17 Deferred income tax liabilities (continued)

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	2011	2010
	£	£
Deferred tax assets		
- to be received after more than 12 months	203,251	251,108
Deferred tax liabilities		
- to be received after more than 12 months	(1,297,634)	(708,429)
Deferred tax liabilities - net	(1,094,383)	(457,321)

## 18 Deferred income

Government grants	. £
At 1 October 2009	3,174,016
Capital grants received during the year	1,184,624
Released to the income statement	(361,272)
At 1 October 2010	3,997,368
Capital grants received during the year	312,985
Released to the income statement	(436,001)
At 30 September 2011	3,874,352

## 19 Share capital

2011	2010
£	£
50,000,000	50,000,000
	,
20,355,000	20,355,000
	50,000,000

## 20 Cash generated from/(used in) operations

	2011 £	2010 £
Loss before taxation	(322,189)	(1,682,627)
Adjustments for:		
Depreciation of property, plant and equipment	1,397,628	1,522,357
Amortisation of intangible assets	179,666	178,439
Profit on disposal of property, plant and equipment	• *	(2,625)
Release of deferred income	(436,001)	(361,272)
Finance income	(36)	(331)
Finance costs	322,480	226,006
Movement in trade and other receivables	2,446,055	(3,296,071)
Movement in inventories	(1,032,305)	(95,915)
Movement in trade and other payables	70,272	(473,437)
Net cash generated from/(used in) operations	2,625,570	(3,985,476)

## 21 Pension commitments

The company operates a defined contribution scheme for employees whereby the assets of the scheme are held separately from those of the company in an independently administered scheme.

Pension costs for the defined contribution scheme are as follows:

	2011	2010
	£	£
Defined contribution scheme	 270,926	255,178

Amounts owed to the pension scheme as at 30 September 2011 totalled £39,060 (2010: £36,228).

## 22 Capital and other financial commitments

	2011	2010
	£	_£_
Contracts placed for future property, plant and equipment expenditure not provided	·	
in the financial statements	1,798,529	112,364

## 23 Operating lease commitments - minimum lease payments

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Motor vehicles		Buildings	
	2011 £	2010 £	2011 £	2010 £
No later than one year	39,287	47,652	393,500	393,500
Later than one year and no later than five years	25,237	49,483	1,574,000	1,574,000
Later than five years	-	-	1,885,745	2,279,245
	64,524	97,135	3,853,245	4,246,745

### 24 Contingent liabilities

The company is party to an unlimited inter-company cross company guarantee in relation to group banking facilities in the United Kingdom.

There exists a contingent liability to repay certain capital and revenue grants received from Invest Northern Ireland if certain conditions are not met. The directors do not anticipate any repayment falling due under the terms on which the grants were received as there are no unfulfilled conditions.

## 25 Share-based payments

The company operates a phantom share scheme whereby share awards are granted to directors and senior management employees. The share award is granted for £nil consideration, and is conditional on the director or employee continuing in employment for a period of three years from the date the share award is made, which is the first of January following the financial year end. The company accounts for these share awards as cash-settled share-based payments which are measured at fair value and recognised as an expense in the income statement with a corresponding increase in liabilities. The fair values of these payments are measured at each reporting date using professional external valuers, in line with the terms and conditions upon which the awards are granted. The fair value is recognised over the period during which employees become unconditionally entitled to the awards, subject to the company's estimate of the number of awards which will lapse due to employees leaving the company prior to vesting. The total amount recognised in the income statement as an expense is adjusted to reflect the actual amount of awards that are expected to vest, except where forfeiture is due to employee's termination of contract.

Share awards are exercisable from the first of January, three years following the award date. The share award is exercisable at the share price as determined by professional qualified valuers at the end of financial year when the share is exercisable and all share awards are cash settled.

The fair value of each share award granted and the assumptions used in the calculation are as follows:

Grant date	September 2011	September 2010	
Share price at grant date	£0.604	£0.545	
Exercise price at grant date	<u>:</u>	-	
Number of employees	16	16	
Share awards	314,257	. 344,346	
Vesting period (years)	4	4	
Option life (years)	4	4	
Expected life (years)	4	4	
Dividend yield	Nil	Nil	
Risk free interest rate	5.0%	5.0%	
Fair value	£0.604	£0.545	

The weighted average fair value of share awards granted during the year determined using the Black-Scholes valuation model was £0.604 (2010: £0.545). The significant inputs into the model were the share price at grant date, exercise price, dividend yield, risk free interest and expected option life as shown above.

### 25 Share-based payments (continued)

Movements in the number of share awards outstanding are as follows:

•	2011 Number	2010 Number
Outstanding at 1 October	1,071,236	1,085,410
Granted	314,257	344,346
Forfeited	(31,535)	-
Exercised	(368,617)	(358,520)
Outstanding at 30 September	985,341	1,071,236
Exercisable at 1 January 2012/2011	343,199	368,617

The weighted average share price of share awards exercised in the year was £0.604 (2010: £0.545). Share awards outstanding at the end of the year have the following expiry dates:

	2011	2010 Number
	Number	
2011	•	368,617
2012	343,199	358,273
2013	330,930	344,346
2014	311,212	-

The total expense recognised in the income statement was £117,289 (2010: £270,242). The year end liability is £595,146 (2010: £583,824).

### 26 Ultimate controlling party and related party transactions

The immediate parent undertaking of the company at 30 September 2011 and the parent undertaking of the smallest group of undertakings of which the company is a member and for which group financial statements are prepared is Almac Group (UK) Limited, a company incorporated in Northern Ireland. The registered office of Almac Group (UK) Limited is Almac House, 20 Seagoe Industrial Estate, Craigavon, BT63 5QD. Copies of the group financial statements are available from Companies Registry.

The ultimate parent undertaking of the company and the parent undertaking of the largest group of undertakings of which the company is a member and for which group financial statements are prepared is Almac Group Limited, a company incorporated in Northern Ireland. The registered office of Almac Group Limited is Almac House, 20 Seagoe Industrial Estate, Craigavon, BT63 5QD. Copies of the group financial statements are available from Companies Registry.

At the balance sheet date, the ultimate controlling parties are the executors of the Estate of Dr. Sir Allen McClay Dr. Sir Allen McClay passed away on 12 January 2010. The grant of probate has been issued and pending the administration of the Estate of Dr. Sir Allen McClay, his shareholding is controlled by the executors of his will.

Related parties consist of other Almac Group companies in the United States of America and the United Kingdom.

Transactions entered into during the year with related parties were as follows:

	2011	2010 £
	£	
Sales to related parties	17,560,655	16,804,674
Purchases from related parties	229,207	585,136
Management charge paid	3,484,460	3,125,406

Details of amounts owed by and to related parties are disclosed in notes 12 and 15 respectively. Details of interest payable and receivable on balances held with related parties are disclosed in note 5.