Company Registration No. 04353309 (England and Wales)

# NICHE GENERICS LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

### **COMPANY INFORMATION**

Directors	G. M. Cole C. Moss D Kunkolienkar	(Appointed 16 November 2018)
Secretary	C. Moss	
Company number	04353309	
Registered office	1 The Cam Centre Wilbury Way Hitchin Herts SG4 0TW	
Auditor	H W Fisher & Company Acre House 11-15 William Road London NW1 3ER United Kingdom	

## CONTENTS

	Page
Strategic report	1 - 2
Directors' report	3
Directors' responsibilities statement	4
Independent auditor's report	5 - 6
Profit and loss account	7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Statement of cash flows	п
Notes to the financial statements	12 - 22

## STRATEGIC REPORT

### FOR THE YEAR ENDED 31 MARCH 2019

The directors present the strategic report for the year ended 31 March 2019.

#### Fair review of the business

In order to provide additional working capital to the company, the company issued 3,500,000 Ordinary A shares of £1 each to the parent company, Unichem Laboratories Limited for cash on 16 July 2018.

The company made a pre-tax loss of £1,551,362 (2018: £2,296,413) for the year on a turnover of £8,938,580 (2018: £9,277,902).

In order to strengthen the balance sheet, on 2 May 2019, the company redesignated the 1,500,000 preference shares as 1,500,000 ordinary shares of £1 each, therefore in the future the £1,500,000 will be shown as equity.

The preference shareholder has also waived the accumulated dividends at 31 March 2019 of £3,530,191, therefore this will be written back to the profit and loss account post year-end.

Following the above, the capital and reserves will change from a deficit of £4,270,378 to a surplus of £759,813.

The company's parent company, Unichem Laboratories Limited, has confirmed that it will continue to provide financial support for the company's trade for the foreseeable future.

#### Principal risks and uncertainties

All businesses carry with them a degree of inherent risk. Our philosphy at Niche Generics Limited is to manage risk, rather than be risk averse. Operating within the pharmaceutical sector carries with it rigorous demands from the various regulatory authorities who require 100% compliance over a wide range of regulations. Failure to comply with these regulations can have a significant adverse impact on the ongoing viability of an organisation.

We at Niche Generics Limited take our responsibility extremely seriously in this area and provide adequate human and financial resources to ensure that our quality, production and pharmacovigilance standards are of an acceptable standard to the various regulatory agencies.

In summary the management of Niche Generics Limited take a proactive approach to risk and as a consequence we see no issues which we can't address.

Please refer to note 19 of the accounts for details regarding the fine imposed by the European Commission.

### STRATEGIC REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

#### Key performance indicators

In the opinion of the directors the key financial performance indicators are the following:

	2019 £	2018 £
Turnover	8,938,580	9,277,902

Turnover is the key measure to the company's economic output. 2018/19 was a challenging year with regard to supply issues, however turnover is budgeted to increase during 2019/20.

Gross profit	5,005,462	4,927,384

Gross profit provides an indication of the company's quality and service efficiency.

EBITDA (57	78,916) (	(1,428,248)
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EBITDA here represents earnings before interest, taxation, depreciation, amortisation and unrealised losses on foreign exchange movements.

Measures taken to reduce the company's losses are budgeted to result in a positive EBITDA for the year ending 31 March 2020.

The balance sheet position will be strengthened post year-end by the amendment of the rights attaching to the preference shares, as mentioned above.

By order of the board

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C. Moss Secretary

## **DIRECTORS' REPORT**

### FOR THE YEAR ENDED 31 MARCH 2019

The directors present their report and accounts for the year ended 31 March 2019,

#### **Principal activities**

The principal activity of the company continues to be that of selling, manufacturing, developing and sourcing generic medicines.

#### Directors

The directors who served during the year were;

B. K. Sharma G. M. Cole C. Moss D Kunkolienkar (Resigned 16 November 2018)

(Appointed 16 November 2018)

# Results and dividends

The results for the year are set out on page 7,

No ordinary dividends were paid.

#### Auditor

The auditor, H W Fisher & Company, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

By order of the board

C. Moss Secretary Date: J. MM Lois

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2019

The directors are responsible for preparing the annual 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 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 a ffairs 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

# INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF NICHE GENERICS LIMITED

#### Opinion

We have audited the financial statements of Niche Generics Limited (the 'company') for the year ended 31 March 2019 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's *responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of matter**

We draw attention to note 19 of the financial statements, which describes a contingent liability in respect of a fine imposed by the European Commission on the Company jointly and severally with its parent company. Our opinion is not modified in this respect.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF NICHE GENERICS LIMITED

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

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.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

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 auditor's 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.

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Navinchandra Thaker (Senior Statutory Auditor) for and on behalf of H W Fisher & Company

Chartered Accountants Statutory Auditor Acre House 11-15 William Road London NW1 3ER United Kingdom

# PROFIT AND LOSS ACCOUNT

# FOR THE YEAR ENDED 31 MARCH 2019

		2019	2018
	Notes	£	£
Turnover	3	8,938,580	9,277,902
Cost of sales		(3,933,118)	(4,350,518)
Gross profit		5,005,462	4,927,384
Administrative expenses		(5,931,841)	(6,667,214)
Operating loss	4	(926,379)	(1,739,830)
Interest receivable and similar income	8	1,156	2,907
Interest payable and similar expenses	9	(626,139)	(559,490)
Loss before taxation		(1,551,362)	(2,296,413)
Tax on loss	10	÷	-
Loss for the financial year		(1,551,362)	(2,296,413)
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The Profit And Loss Account has been prepared on the basis that all operations are continuing operations.

# STATEMENT OF COMPREHENSIVE INCOME

### FOR THE YEAR ENDED 31 MARCH 2019

	2019 £	2018 £
Loss for the year	(1,551,362)	(2,296,413)
Other comprehensive income		
Total comprehensive income for the year	(1,551,362)	(2,296,413)

### **BALANCE SHEET**

### AS AT 31 MARCH 2019

		20	19	201	8
	Notes	£	£	£	£
Fixed assets					
Tangible assets	11		1,389,489		1,399,712
Current assets					
Stocks	13	1,242,239		1.322,446	
Debtors	14	2,795.791		2,840,509	
Cash at bank and in hand		492,592		152,300	
		4,530,622		4,315,255	
Creditors: amounts falling due within one	16				
year		(10,190,489)		(11,933,983)	
Net current liabilities			(5,659,867)		(7,618,728)
Total assets less current liabilities			(4,270,378)		(6,219,016)
Capital and reserves					
Called up share capital	17		4,125,000		625,000
Capital redemption reserve			1,625,000		1,625,000
Profit and loss reserves			(10,020,378)		(8,469,016)
Total equity			(4,270,378)		(6,219,016)

The financial statements were approved by the board of directors and authorised for issue on 15 M4 2a 13 and are signed on its behalf by:

G. M. Cole Director

**Company Registration No. 04353309** 

C. Moss

Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

		Share capital	Capital redemption reserve	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 1 April 2017		625,000	1,625,000	(6,172,603)	(3,922,603)
Year ended 31 March 2018: Loss and total comprehensive income for the year		-		(2,296,413)	(2,296,413)
Balance at 31 March 2018	×	625,000	1,625,000	(8,469,016)	(6,219,016)
Year ended 31 March 2019: Loss and total comprehensive income for the year			-	(1,551,362)	(1,551,362)
Issue of share capital	17	3,500,000	252	-	3,500,000
Balance at 31 March 2019		4,125,000	1,625,000	(10,020,378)	(4,270,378)

# STATEMENT OF CASH FLOWS

# FOR THE YEAR ENDED 31 MARCH 2019

		201	19	2018	
	Notes	£	£	£	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	23		(2,857,567)		373,739
Interest paid			(57,415)		(55,067)
Net cash (outflow)/inflow from operating act	ivities		(2,914,982)		318,672
Investing activities					
Purchase of tangible fixed assets		(245,882)		(253,745)	
Proceeds on disposal of tangible fixed assets		-		21,850	
Interest received		1,156		2,907	
Net cash used in investing activities			(244,726)		(228,988)
Financing activities					
Proceeds from issue of shares	8	3,500,000			
Net cash generated from financing activities			3,500,000		-
Net increase in cash and cash equivalents			340,292		89,684
Cash and cash equivalents at beginning of year			152,300		62,616
			402.502		162 200
Cash and cash equivalents at end of year			492,592		152,300

### NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies

#### Company information

Niche Generics Limited is a limited company incorporated in England and Wales. The registered office is 1 The Cam Centre, Wilbury Way, Hitchin, Herts, SG4 0TW.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest  $\pounds$ .

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

Although the balance sheet shows a net current liabilities position at the year end and there is a significant contingent liability as set out in note 20, the directors consider the Company to be a going concern and have prepared the accounts on that basis, as the Company is financially supported by its Parent company.

The Parent company has confirmed it will continue to provide necessary financial support to the Company for the foreseeable future.

#### 1.3 Turnover

Turnover represents the invoiced value of goods sold and services provided, together with licence and other income from the exploitation of the company's rights in generic pharmaceuticals, net of VAT.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost net of depreciation and any impairment losses.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Short leasehold land and buildings	Over the term of the lease
Plant and machinery	10% Straight line
Fixtures, fittings and equipment	20% Straight line
Computer equipment	25% Straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies

#### (Continued)

#### 1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.6 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

#### 1.7 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies

(Continued)

#### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts 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 creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

#### Deferred tax

Deferred taxation is provided in full on all timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies

### (Continued)

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#### 1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.12 Retirement benefits

The company operates a defined contributions pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

#### 1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

#### 1.14 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

A fine of just under  $\in 14$  million was imposed on the company jointly and severally with its parent company by the European Commission in July 2014. The fine is being appealed, therefore the Directors have taken the decision to disclose this as a contingent liability at the year-end (see note 19 for further details).

#### 3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2019	2018
	£	£
Turnover analysed by class of business		
Product sales	8,699,055	9,007,914
Service fees	239,525	269,988
	8,938,580	9,277,902
		2

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

3	Turnover and other revenue		(Continued)
		2019	2018
		£	£
	Other significant revenue	1 156	2.007
	Interest income	1,156	2,907
		2019	2018
		£	£
	Turnover analysed by geographical market		
	United Kingdom	2,577,072	2,369,206
	European Union	4,150,081	4,598,920
	Rest of the World	2,211,427	2,309,776
		8,938,580	9,277,902
4	Operating loss		
		2019	2018
	Operating loss for the year is stated after charging:	£	£
	Exchange losses	91,358	31,760
	Depreciation of owned tangible fixed assets	256,105	279,822
	Loss on disposal of tangible fixed assets	7	17,826
	Cost of stocks recognised as an expense	3,933,118	4,350,518
	Operating lease charges	245,514	250,623
_			
5	Auditor's remuneration	2019	2018
	Fees payable to the company's auditor and associates:	2019 £	2018 £
	For audit services		
	Audit of the financial statements of the company	21,174	17,251
	For other services		
	All other non-audit services	792	16,292

### 6 Employees

The average monthly number of persons (excluding temporary staff) employed by the company during the year was:

	2019 Number	2018 Number
Administrative, operational, and regulatory	71	83
		<u> </u>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

6	Employees		(Continued)
	Their aggregate remuneration comprised:		
		2019 £	2018 £
			-
	Wages and salaries	3,240,237	3,690,232
	Social security costs	354,480	399.216
	Pension costs	177,851	237,422
		0.	
		3,772,568	4,326,870
7	Directors' remuneration		
		2019	2018
		£	£
	Remuneration for qualifying services	292,963	326,356
	Company pension contributions to defined contribution schemes	28,932	28,938
		321,895	355,294

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2018 - 2).

Remuneration disclosed above include the following amounts paid to the highest paid director:

		2019 £	2018 £
	Remuneration for qualifying services	164,466	195,036
	Company pension contributions to defined contribution schemes	10,773	10,773
8	Interest receivable and similar income		
		2019	2018
		£	£
	Interest income		
	Interest on bank deposits	1,156	2,907
9	Interest payable and similar expenses		
		2019	2018
		£	£
	Interest on financial liabilities measured at amortised cost:		
	Dividends on redeemable preference shares not classified as equity	568,724	504,423
	Other interest on financial liabilities	57,415	55,067
		626,139	559,490
		territori de constante d	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

### 9 Interest payable and similar expenses

(Continued)

The dividends have been waived post year-end (see note 21 for further details).

#### 10 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2019 £	2018 £
Loss before taxation	(1,551,362)	(2,296,413)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)		
	(294,759)	(436,318)
Tax effect of expenses that are not deductible in determining taxable profit	108,565	96,240
Unutilised tax losses carried forward	189,842	336,522
Depreciation add back	48,660	56.553
Capital allowances	(52,308)	(53,057)
Other tax adjustments	8	60
Taxation charge for the year		•

The company has trading tax losses of  $\pounds 10,860,377$  (2018: 9,865,316) and unrelieved foreign tax of  $\pounds 4,283$  (2018:  $\pounds 4,283$ ) available for carry forward against future trading profits.

A net deferred tax asset of  $\pounds 1,737.979$  (2018:  $\pounds 1.587,577$ ) calculated at a rate of 17% (2018: 17%) has not been included in the accounts due to the uncertainty over its recovery.

Finished goods and goods for resale

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

11	Tangible fixed assets					
	8	Short leaschold land and buildings		Fixtures, fittings and equipment	Computer equipment	Total
		£	£	£	£	£
	Cost					
	At 1 April 2018	1,668,042	1,830,782	68,525	369,341	3,936,690
	Additions	1045	220,958	397	24,527	245,882
	Disposals	3 <b>4</b>	(36,794)		(38,462)	(75,256)
	At 31 March 2019	1,668,042	2,014,946	68,922	355,406	4,107,316
	Depreciation and impairment					
	At 1 April 2018	918,240	1,233,666	58,138	326,934	2,536,978
	Depreciation charged in the year	91,828	133,340	3,292	27,645	256,105
	Eliminated in respect of disposals	∂ <b>⊈</b>	(36,794)	2	(38,462)	(75,256)
	At 31 March 2019	1,010.068	1,330,212	61,430	316,117	2,717.827
	Carrying amount				<u>_</u>	
	At 31 March 2019	657.974	684,734	7,492	39.289	1,389,489
	At 31 March 2018	749,802	597,116	10,387	42,407	1,399,712
12	Financial instruments					
					2019 £	2018 £
	Carrying amount of financial assets				die	~
	Debt instruments measured at amortised cos	t			2,701,066	2,696,579
	Carrying amount of financial liabilities					
	Measured at amortised cost				10,061,112	11,792,388
13	Stocks					
					2019	2018
					£	£
	Raw materials and consumables				682,682	947,226

- 19 -

375.220

1,322,446

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559,557

1,242,239

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

14	Debtors		
		2019	2018
	Amounts falling due within one year:	£	£
	Trade debtors	1,661,066	1,803.336
	Other debtors	1,040,000	893,243
	Prepayments and accrued income	94,725	143,930
		2,795,791	2,840,509
15	Loans	0010	2010
		2019	2018
		£	£
	Bank loan	2,612,280	2,635.073
	Redeemable preference shares (See note 21)	1 500 000	1,500,000
		1,500,000	1,500,000
		4,112,280	4,135,073
	Payable within one year		

The bank loan, denominated in Euros, is secured/guaranteed by a standby letter of credit supported by Unichem Laboratories Limited, the company's parent. Unichem Laboratories Limited has confirmed that it will continue to provide this support for the foreseeable future. The loan bears interest at 2% per annum and is repayable in full at the end of the loan term. Interest is payable on a quarterly basis.

#### 16 Creditors: amounts falling due within one year

creators, anounts taning due within one year			
		2019	2018
	Notes	£	£
Bank loans and overdrafts	15	2,612,280	2,635,073
Other borrowings (See note 21)	15	1,500,000	1,500,000
Trade creditors		251,907	755,389
Amounts owed to group undertakings		2,070,951	3,846,634
Other taxation and social security		129,377	141,595
Dividends payable (See note 21)		3,530,191	2,961.467
Other creditors		28,233	20,119
Accruals and deferred income		67,550	73,706
		10,190,489	11,933,983

1,500,000 12% redeemable preference shares of  $\pounds 1$  each are redeemable at the option of the company or shareholder at any time. The preference shares have been redesignated as ordinary shares post year-end and the accrued dividends have been waived (see note 21 for further details).

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

#### 17 Share capital

	2019	2018
Ordinary share capital	£	£
Issued and fully paid		
3,875,000 Ordinary A shares of £1 each	3,875,000	375,000
250,000 Ordinary B shares of £1 each	250,000	250,000
	4,125,000	625,000

On 16 July 2018 the company issued 3,500,000 Ordinary A shares for cash at £1 each.

In accordance with the requirements of FRS 102, the redeemable preference shares are shown as creditors due within one year. This classification will change post year-end, following redesignation of the preference shares as ordinary shares (see note 21 for further details).

#### 18 Retirement benefit schemes

Defined contribution schemes	2019 £	2018 £
Charge to profit or loss in respect of defined contribution schemes	177,851	237,422

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

#### 19 Financial commitments, guarantees and contingent liabilities

A contingent liability exists in connection with a fine of just under €14m imposed on the Company jointly and severally with its parent company by the European Commission ("EC") in July 2014, contending that the Company and its parent company had acted contrary to the EU competition law as the Company had, in early 2005, agreed to settle a financially crippling patent litigation with a French pharmaceutical company, Laboratories Servier.

The Company profoundly disagrees with the EC's findings and is vigorously challenging the EC decision before the European Courts to have it overturned. Both the Company and its parent company therefore submitted appeals in September 2014 to the EU General Court.

The appeal was heard in June 2017 and a judgement was reached in December 2018, where the fine was upheld.

The Company and its parent company submitted a further appeal in February 2019 and have asked that the decision and the fine be annulled in its entirety.

The outcome of the appeal is still awaited and is likely to be up to two years away, as advised by the Company's lawyers.

No provision has been made for this in these accounts.

#### 20 Operating lease commitments

#### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under noncancellable operating leases, which fall due as follows:

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 20 Operating lease commitments

#### 2019 2018 £ £ Within one year 200,833 205,345 Between two and five years 726,797 746,297 In over five years 258,025 440,110 1,185,655 1,391.752 1151-1

(Continued)

#### 21 Events after the reporting date

On 2 May 2019, the company redesignated the existing issued "A" ordinary shares of £1 each, "B" ordinary shares of £1 each and preference shares of £1 each as ordinary shares of £1 each. This will mean that the 1,500,000 preference shares will be classified as equity in the accounts for the year ending 31 March 2020.

The preference shareholder has also waived the accumulated dividends at 31 March 2019 of £3,530,191, therefore this will be written back to the profit and loss account post year-end.

Following the above, the capital and reserves will change from a deficit of £4,270,378 to a surplus of £759,813.

#### 22 Controlling party

The directors regard the company's parent company, Unichem Laboratories Limited (a company incorporated in India with a registered office address at Unichem Bhavan, Prabhat Estate, Off. S. V. Road, Jogeshwari (West), Mumbai - 400 102), as the ultimate controlling party of the company.

#### 23 Cash generated from operations

	2019 £	2018 £
Loss for the year after tax	(1,551,362)	(2,296,413)
Adjustments for:		
Finance costs	626,139	559,490
Investment income	(1,156)	(2,907)
Loss on disposal of tangible fixed assets		17,826
Depreciation and impairment of tangible fixed assets	256,105	279,822
Foreign exchange (gains)/losses on cash equivalents	(22,793)	70,970
Movements in working capital:		
Decrease in stocks	80,207	139,743
Decrease in debtors	44,718	289,892
(Decrease)/increase in creditors	(2,289,425)	1,315.316
Cash (absorbed by)/generated from operations	(2,857,567)	373,739

# DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2019

		2019		2018
Turnover	£	£	£	£
Sales of goods		8,938,580		9,277.902
Cost of sales				
Opening stock of finished goods	1,322,446		1,462,189	
Finished goods purchases	3,852,911		4,210,775	
Closing stock of finished goods	(1,242,239)		(1,322,446)	
		(3,933,118)		(4,350,518)
Gross profit	56.00%	5,005,462	53.11%	4,927,384
Administrative expenses		(5,931,841)		(6,667,214)
Operating loss		(926,379)		(1,739,830)
Investment revenues				
Bank interest received	1,156		2,907	
	S			
		1,156		2,907
Interest payable and similar expenses				
Loan interest	57,415		55,067	
Non equity dividends payable	568,724		504,423	
		(626,139)		(559,490)
Loss before taxation		(1 551 2/2)		
		(1.551,362)		(2,296,413)

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# SCHEDULE OF ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED 31 MARCH 2019

	2019	2018
	2019 £	2018 £
Administrative expenses	~	å
Wages and salaries	2.968,846	3,387,196
Social security costs	354,480	399,216
Staff recruitment costs	3,396	24,338
Staff welfare	1,427	9,394
Staff training	13,012	(58,165)
Staff pension costs defined contribution	148,919	208,484
Directors' remuneration	271,391	303,036
Directors' pension costs - defined contribution scheme	28,932	28,938
Rent re operating leases	218.819	23,938
Rates	37,116	34,876
Cleaning	6,394	6,147
Waste disposal	22,906	38,769
Power, light and heat	100,162	108,294
Repairs and maintenance	216,884	294,059
Insurance	67,315	64,295
Hire of plant	26,695	26,691
Motor running expenses	3,238	4,115
Travelling expenses	69,020	88,596
Couriers	10,981	11,298
Subscriptions and donations	18,093	21,012
Legal, professional and consultancy fees	141,599	194,409
Licence fees	195,037	229,768
Health and safety	19,849	2,972
Non audit remuneration paid to auditors	792	16,292
Audit and accountancy	21,174	17,251
Bank charges	4,469	18,826
Health insurance	105,014	106,979
Printing and stationery	11,782	18,796
Laboratory chemicals	7,600	13,927
Telecommunications	42,313	38,643
Canteen	9,552	10.358
Entertaining	1,883	2,101
Sundry expenses	214	1,681
Contract analysis	258,133	212,162
Consumables	176,941	229,120
Depreciation	256,105	279,822
Profit or loss on sale of tangible assets	-	17,826
Loss on foreign exchange	91,358	31,760
	5,931,841	6,667,214
		1047777608824803