

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013
FOR
FDC INTERNATIONAL LIMITED**

Munslows LLP
Chartered Certified Accountants
and Statutory Auditors
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New Penderel House
283-288 High Holborn
London
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FOR THE YEAR ENDED 31 MARCH 2013

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FDC INTERNATIONAL LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2013

DIRECTORS: Nandan Mohan Chandavarkar
Ameya Ashok Chandavarkar
Ashok Anand Chandavarkar

SECRETARY: Pradeep Shah

REGISTERED OFFICE: Unit 6, Fulcrum 1
Solent Business Park, Solent Way
Whiteley
Fareham
Hampshire
PO14 7FE

REGISTERED NUMBER: 03211851

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

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2013**

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

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of registering, marketing and selling of ophthalmic generics in Europe.

DIVIDENDS

Interim dividends per share were paid as follows:

£0.334149	- 26 April 2012
£0.267319	- 29 August 2012
<u>£0.601468</u>	

The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 March 2013 will be £225,000.

DIRECTORS

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

Nandan Mohan Chandavarkar
Ameya Ashok Chandavarkar
Ashok Anand Chandavarkar

The directors are also directors of the ultimate parent company. Their beneficial interests in the shares of the ultimate parent company are shown in that company's annual report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

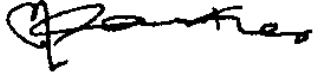
AUDITORS

The auditors, Munslovs will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2013**

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



Nandan Mohan Chandavarkar - Director

21 May 2013

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
FDC INTERNATIONAL LIMITED**

We have audited the financial statements of FDC International Limited for the year ended 31 March 2013 on pages five to eleven. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

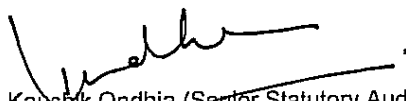
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Report of the Directors.


Kausik Ondhia (Senior Statutory Auditor)
for and on behalf of Munslovs LLP
Chartered Certified Accountants
and Statutory Auditors
2nd Floor
New Penderel House
283-288 High Holborn
London
WC1V 7HP

21 May 2013

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013**

	Notes	2013 £	2012 £
TURNOVER		748,687	2,180,078
Cost of sales		540,001	1,534,766
GROSS PROFIT		208,686	645,312
Administrative expenses		328,915	325,871
OPERATING (LOSS)/PROFIT	3	(120,229)	319,441
Interest receivable and similar income		4	1
		(120,225)	319,442
Interest payable and similar charges	4	2,032	2,954
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(122,257)	316,488
Tax on (loss)/profit on ordinary activities	5	(26,578)	77,241
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(95,679)	239,247

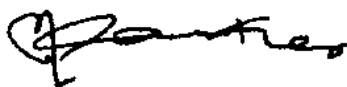
The notes form part of these financial statements

BALANCE SHEET
31 MARCH 2013

	Notes	2013	2012
		£	£
FIXED ASSETS			
Tangible assets	6	524,773	529,935
CURRENT ASSETS			
Stocks	7	283,567	167,904
Debtors	8	104,497	120,581
Cash at bank and in hand		14,973	219,017
		<u>403,037</u>	<u>507,502</u>
CREDITORS			
Amounts falling due within one year	9	488,350	235,899
NET CURRENT (LIABILITIES)/ASSETS		<u>(85,313)</u>	<u>271,603</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		439,460	801,538
CREDITORS			
Amounts falling due after more than one year	10	26,847	68,246
NET ASSETS		<u><u>412,613</u></u>	<u><u>733,292</u></u>
CAPITAL AND RESERVES			
Called up share capital	12	3,741	3,741
Profit and loss account	13	408,872	729,551
SHAREHOLDERS' FUNDS		<u><u>412,613</u></u>	<u><u>733,292</u></u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 21 May 2013 and were signed on its behalf by:



Nandan Mohan Chandavarkar - Director

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2013**

	2013		2012	
	£	£	£	£
Cash generated from operations				
Operating (loss)/profit	(120,229)		319,441	
Reconciliation to cash generated from operations:				
Depreciation	5,162		6,883	
(Increase)/decrease in stocks	(115,663)		32,652	
Decrease in debtors	42,662		98,337	
Increase/(decrease) in creditors	328,670		(255,087)	
		140,602		202,226
Cash from other sources				
Interest received	4		1	
		4		1
Application of cash				
Interest paid	(2,032)		(2,954)	
Dividends paid	(225,000)		-	
Taxation paid	(77,241)		(36,917)	
Purchase of tangible fixed assets	-		(1,379)	
Loan repayments in year	(40,377)		(39,471)	
		(344,650)		(80,721)
Net (decrease)/increase in cash		(204,044)		121,506
Cash at bank and in hand at beginning of year		219,017		97,511
Cash at bank and in hand at end of year		14,973		219,017

The notes form part of these financial statements

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

1. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

The financial statements have been prepared on a going concern basis which is dependent upon the company continuing to receive adequate financial support from its ultimate parent company as set out in note 14 to the financial statements.

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Turnover

Turnover represents net receivable value of goods sold, excluding value added tax.

Tangible fixed assets

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

Long leasehold	- No depreciation is charged
Plant and machinery	- 25% on reducing balance
Computer equipment	- 25% on reducing balance

The company's long leasehold property is stated in the balance sheet at cost. The directors consider that the useful life of the property is so long and their estimated residual value, based on prices prevailing at the date of acquisition, is such that any depreciation would not be material.

Stocks

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

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. **STAFF COSTS**

	2013	2012
	£	£
Wages and salaries	83,400	78,000
Social security costs	9,445	8,813
	<u>92,845</u>	<u>86,813</u>

The average monthly number of employees during the year was as follows:

	2013	2012
Administrative	<u>2</u>	<u>2</u>

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

3. **OPERATING (LOSS)/PROFIT**

The operating loss (2012 - operating profit) is stated after charging/(crediting):

	2013 £	2012 £
Depreciation - owned assets	5,162	6,883
Auditors' remuneration	5,935	5,125
Foreign exchange differences	<u>(2,559)</u>	<u>3,990</u>
Directors' remuneration	<u>-</u>	<u>-</u>

4. **INTEREST PAYABLE AND SIMILAR CHARGES**

Interest payable and similar charges includes the following:

	2013 £	2012 £
Loan interest	<u>2,032</u>	<u>2,954</u>

5. **TAXATION**

Analysis of the tax (credit)/charge

The tax (credit)/charge on the loss on ordinary activities for the year was as follows:

	2013 £	2012 £
Current tax:		
UK corporation tax	-	77,241
Adjustment prior year charge	<u>(26,578)</u>	<u>-</u>
Tax on (loss)/profit on ordinary activities	<u>(26,578)</u>	<u>77,241</u>

Factors affecting the tax (credit)/charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2013 £	2012 £
(Loss)/profit on ordinary activities before tax	<u>(122,257)</u>	<u>316,488</u>
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2012 - 26%)	<u>(31,787)</u>	82,287
Effects of:		
Expenses not deductible for tax purposes	1,386	1,798
Capital allowances	(46)	(421)
Marginal Relief	<u>3,869</u>	<u>(6,423)</u>
Current tax (credit)/charge	<u>(26,578)</u>	<u>77,241</u>

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

6. TANGIBLE FIXED ASSETS

	Long leasehold £	Plant and machinery £	Computer equipment £	Totals £
COST				
At 1 April 2012 and 31 March 2013	<u>509,285</u>	<u>64,435</u>	<u>7,950</u>	<u>581,670</u>
DEPRECIATION				
At 1 April 2012	-	45,402	6,333	51,735
Charge for year	-	4,758	404	5,162
At 31 March 2013	<u>-</u>	<u>50,160</u>	<u>6,737</u>	<u>56,897</u>
NET BOOK VALUE				
At 31 March 2013	<u>509,285</u>	<u>14,275</u>	<u>1,213</u>	<u>524,773</u>
At 31 March 2012	<u>509,285</u>	<u>19,033</u>	<u>1,617</u>	<u>529,935</u>

7. STOCKS

	2013 £	2012 £
Goods for resale	<u>283,567</u>	<u>167,904</u>

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Trade debtors	43,569	117,776
Other debtors	-	1,005
Tax	26,578	-
Prepayments	34,350	1,800
	<u>104,497</u>	<u>120,581</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Bank loans and overdrafts	41,333	40,311
Trade creditors	435,310	103,762
Tax	-	77,241
Social security and other taxes	(46)	9,007
Other creditors	3,637	-
Accruals	8,116	5,578
	<u>488,350</u>	<u>235,899</u>

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2013 £	2012 £
Bank loans - 1-2 years	26,847	41,331
Bank loans - 2-5 years	-	26,915
	<u>26,847</u>	<u>68,246</u>

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

11. SECURED DEBTS

The following secured debts are included within creditors:

	2013 £	2012 £
Bank loans	<u>68,180</u>	<u>108,557</u>

The bank loan is secured by a charge on the company's leasehold property.

12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2013	2012
Number:	Class:	Nominal value:	£	£
374,085	Ordinary share	£0.01	<u>3,741</u>	<u>3,741</u>

13. RESERVES

	Profit and loss account £
At 1 April 2012	729,551
Deficit for the year	(95,679)
Dividends	<u>(225,000)</u>
At 31 March 2013	<u>408,872</u>

14. RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of FDC Limited, a company registered in India which in the opinion of the directors is the ultimate controlling party.

During the year the company purchased goods to the value of £634,927 (2012: £1,432,579) from FDC Limited. Each transaction took place at an arm's length basis and at prevailing market rates. Trade creditors include £391,374 (2012: £89,577) due by the company to FDC Limited as at the balance sheet date.

The directors of FDC Limited have indicated that they will continue to provide financial support to the company to enable it to continue trading until at least 30 June 2014.

**TRADING AND PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013**

	2013		2012	
	£	£	£	£
Sales		748,687		2,180,078
Cost of sales				
Opening stock	167,904		200,556	
Purchases	655,239		1,500,148	
Warehouse costs	425		1,966	
	<u>823,568</u>		<u>1,702,670</u>	
Closing stock	(283,567)		(167,904)	
		<u>540,001</u>		<u>1,534,766</u>
GROSS PROFIT		208,686		645,312
Other income				
Deposit account interest		4		1
		<u>208,690</u>		<u>645,313</u>
Expenditure				
Wages and salaries	83,400		78,000	
Social security	9,445		8,813	
Accommodation costs	13,968		19,395	
Insurance	13,179		13,483	
Telephone	803		845	
Printing, postage & stationery	5,878		6,575	
Motor and travel	3,066		2,030	
Product and marketing licences	128,939		96,449	
Repairs and renewals	4,063		3,560	
Sundry expenses	1,834		-	
Accountancy	7,800		7,200	
Legal and professional fees	47,509		73,123	
Auditors' remuneration	5,935		5,125	
Foreign exchange loss/ (gain)	(2,559)		3,990	
Depreciation of tangible fixed assets	5,162		6,883	
Entertainment	167		33	
		<u>328,589</u>		<u>325,504</u>
		(119,899)		319,809
Finance costs				
Bank charges	326		367	
Loan interest	2,032		2,954	
		<u>2,358</u>		<u>3,321</u>
NET (LOSS)/PROFIT		(122,257)		316,488