

ATOCAP LIMITED

Directors' Report and Financial Statements
for the period from 17 March 2011 to 31 March 2012



Company Registration Number 07568881

Officers and Professional Advisors

Directors

W Bonfield (appointed 17 March 2011)
M J Edirisinghe (appointed 17 March 2011)
T W Fishlock (appointed 17 March 2011)
E P J Stride (appointed 17 March 2011)

Registered Office

The Network Building
97 Tottenham Court Road
London W1T 4TP

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
St Albans
United Kingdom

Table of Contents

	Page
Directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report	5
Profit and loss account	7
Balance Sheet	8
Notes to the Accounts	9

Directors' Report for the period ended 31 March 2012

The directors of Atocap Limited present their annual report and financial statements for the period ended 31 March 2012

Principal activities and review of developments

The company was incorporated on 17 March 2011

The principal activity of the company will be the development and commercial exploitation of novel systems for the production of complex, multicomponent capsules and fibres primarily for use in the healthcare sector

The company is still in its set up phase and is not yet active for corporation tax purposes

Going concern

The directors have assessed the liquidity position of the company

Although the company is loss making and the financial statements show a net liability position as at 31 March 2012 the directors believe that it will eventually become profitable. Until such time the ultimate controlling party has agreed to support Atocap, the directors have obtained written confirmation from UCL that it will provide the company with additional financing to meet its liabilities for the next twelve months if necessary.

Therefore, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Results and dividend

The company recorded a loss in the period of £12,095. The directors do not recommend the payment of a dividend.

Directors and their interests

The present membership of the board is set out on page 1.

EBR exemption

The company has taken advantage of the exemption from producing an enhanced business review, the exemption is available under section 417 (1) of the Companies Act 2006 to companies that would be entitled to small companies exemption but for being a member of an illegible group.

Directors' Report for the period ended 31 March 2012 (continued)

Directors' statement

Each of the persons, who is a director at the date of approval of this report confirms that

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Approved by the Directors on 11 December 2012 and signed on their behalf



T W Fishlock
Director

Statement of directors' responsibilities

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 period. 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 judgments 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,
- state whether applicable accounting standards have been followed

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 ATOCAP LIMITED

We have audited the financial statements of Atocap Limited for the period from 17 March 2011 to 31 March 2012 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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.

Respective responsibilities of directors and auditor

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. 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 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 31 March 2012 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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 take advantage of the small companies exemption in preparing the directors' report

Matthew Hall

Matthew Hall FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
St Albans, UK

11/12/2012

Profit and Loss Account for the period ended 31 March 2012

	Note	17 March 2011 to 31 March 2012 £
Administrative expenses		<u>(12,095)</u>
Operating loss	3	<u>(12,095)</u>
Interest payable	4	-
Loss on ordinary activities before and after taxation for the financial period		<u>(12,095)</u>

All of the company's activities in the current period are derived from continuing operations

All recognised gains and losses have been dealt with through the profit and loss account
Accordingly, no Statement of Total Recognised Gains and Losses is shown

Balance Sheet as at 31 March 2012

	Note	2012 £
Current assets		-
Debtors	6	
Cash		<u>5,000</u>
Creditors: amounts falling due within one year	7	<u>(12,095)</u>
Net current liabilities		(7,095)
Creditors: amounts falling due after more than one year	8	<u>(5,000)</u>
Net liabilities		<u>(12,095)</u>
Capital and reserves		
Called up share capital	9	-
Profit and loss account		<u>(12,095)</u>
Shareholders' deficit		<u>(12,095)</u>

These financial statements of Atocap Limited, registration number 07568881, were approved by the Directors on 11 December 2012 and signed on their behalf by



T W Fishlock
Director

Notes to the Accounts

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention. The particular accounting policies are described below

a) Basis of preparation

The directors have assessed the liquidity position of the company. Although the financial statements show a net liability position as at 31 March 2012 the directors have obtained written confirmation from UCL that it will provide the company with financial support if necessary. Therefore, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

b) Research grants

Research grant funding is credited to the profit and loss account to match research and development expenditure that meets grant's criteria. Payments received in advance of expenditure incurred are recognised in the balance sheet as liabilities.

c) Research and Development expenditure

Research expenditure is written off as incurred. Development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is deferred and amortised over the period during which the company is expected to benefit. This period is between three and five years. Provision is made for impairment.

d) Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Notes to the Accounts

2. Information on directors and employees

No payments were made to the directors of the company in respect of services to the company for the period ended 31 March 2012. The company had no employees for the period.

3. Operating loss on ordinary activities before taxation

This is stated after charging

	2012
	£
Auditor's remuneration – fees payable to the company's auditor for the audit of the annual accounts	<u>2,320</u>

4. Interest Payable

	2012
	£
Interest on Armourers & Brasiers' loan	<u>-</u>

A full loan agreement between the company and Armourers & Brasiers' is being negotiated and still to be signed. Interest on the above loan is to be accrued from the date a full loan agreement has been signed.

5. Taxation

(i) The company is still in its set up phase and is not yet active for corporation tax purposes.

(ii) Factors that may affect the future tax charge

A deferred tax asset has not been recognised in respect of timing differences relating to losses as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £2,419. The asset would be recovered if sufficient suitable trading profits were to arise against which the asset could be off set in the future.

6. Debtors

There is a debtor of £0.10 which represents the company's shares subscribed to by UCL Business Plc. The debt has not been settled as at the period end.

Notes to the Accounts

7. Creditors: amounts falling due within one year

	2012
	£
Accruals	<u>12,095</u>
	<u>12,095</u>

8. Creditors: amounts falling due after more than one year

	2012
	£
Amounts owed to Armourers & Brasiers'	<u>5,000</u>

The 2010 Armourers & Brasiers' Venture Prize was awarded to Atocap Limited in the form of a loan convertible to equity. The above amount represents part of the loan advanced to the company.

A full loan agreement between the company and Armourers & Brasiers' is being negotiated and remains to be signed. Interest on the above loan is to be accrued from the date a full loan agreement has been signed.

9. Called up share capital

	2012
	£
Allotted 1 ordinary share of £0.10	<u>0.10</u>

During the period the company allotted 1 ordinary share with a value of £0.10 to UCL Business Plc.

10. Related party transactions

Included in Debtors is the amount of £0.10 which represents the company's shares subscribed to by UCL Business Plc.

11. Statement of cash flow

The Company has taken advantage of exemption granted by FRS1 (revised) whereby it is not required to publish a statement of cash flow.

12. Ultimate controlling party

UCL Business Plc is the immediate parent company of Atocap Limited but University College London is considered to be the ultimate controlling party. University College London is the largest and smallest entity which consolidates Atocap Limited.

Copies of the group financial statements are available from Mr P Harding, Finance Director, University College London, Gower Street, London, WC1E 6BT.