Registered number: 01543842

# SHEPPY LIMITED

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

#### **COMPANY INFORMATION**

**DIRECTORS** 

F D Stevens (resigned 09/01/2006)

M J C Stevens P C Stevens C K Stevens

A J Moon ( Non Executive Director)

W R Stevens (Non Executive Director) (appointed 07/12/2005)

**SECRETARY** 

C Poynter

**COMPANY NUMBER** 

01543842

REGISTERED OFFICE

Rushenden road

Queenborough

Kent **ME11 5HH** 

**AUDITORS** 

Crossley & Co

Chartered Accountants & Registered Auditors

The Precinct Cathedral Close Rochester Kent

ME1 1SZ

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#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2006

The directors present their report and the financial statements for the year ended 31 May 2006.

# 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 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). The financial statements are required by law to 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 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 proper accounting records that 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 1985. 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.

So far as each of the directors is aware at the time the report is approved:

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

#### PRINCIPAL ACTIVITIES

The company's principal activity continues to be that of manufacture of adhesives and fertiliser.

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £116,276 (2005 - £91,447).

A dividend of £21,665 was paid during the year, the directors do not recommend payment of a final dividend.

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2006

#### **DIRECTORS**

The directors who served during the year and their interests in the company's issued share capital were:

	Ordinary shares of £1 each		Preference shares of £1 each	
	31/5/06	1/6/05	31/5/06	1/6/05
F D Stevens (resigned 09/01/2006)	-	-	-	-
M J C Stevens P C Stevens C K Stevens	- 17,850 14,722	- 17,850 14,722	52,445 21,705	- 52,445 21,705
A J Moon ( Non Executive Director) W R Stevens (Non Executive Director) (appointed	-	-	-	-
07/12/2005)		-	-	-

#### **AUDITORS**

The auditors, Crossley & Co, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on 23rd November 2006 and signed on its behalf.

Secretary

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SHEPPY LIMITED

We have audited the financial statements of Sheppy Limited for the year ended 31 May 2006 set out on pages 5 to 17. These financial statements have been prepared in accordance with the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

# RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **BASIS OF AUDIT OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SHEPPY LIMITED

#### **OPINION**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 May 2006 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Chartered Accountants Registered Auditors

Crossley a Co.

The Precinct Cathedral Close Rochester Kent

ME1 1SZ

11th January 2007.

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2006

Note	2006 £	2005 £
1,2	199,446	233,417
	(193,848)	(232,940)
	5,598	477
	(154,521)	(170,414)
3	85,451	81,035
4	(63,472)	(88,902)
	184,286	184,286
7	(4,538)	(5,409)
	116,276	89,975
8	-	1,472
16	116,276	91,447
	1,2 3 4 7	Note £  1,2 199,446

All amounts relate to continuing operations.

There were no recognised gains and losses for 2006 or 2005 other than those included in the profit and loss account.

The notes on pages 8 to 17 form part of these financial statements.

#### BALANCE SHEET AS AT 31 MAY 2006

		200	16	200	15
	Note	£	£	£	£
FIXED ASSETS					
Tangible fixed assets	9		307,748		328,320
Fixed asset investments	10		914,896		914,896
			1,222,644		1,243,216
CURRENT ASSETS					
Stocks	11	29,333		22,828	
Debtors	12	1,768,129		1,534,833	
Cash in hand		55		62	
		1,797,517		1,557,723	
CREDITORS: amounts falling due within one year	13	(1,588,330)		(1,455,102)	
NET CURRENT ASSETS			209,187		102,621
TOTAL ASSETS LESS CURRENT LIABIL	ITIES		1,431,831		1,345,837
CREDITORS: amounts falling due after more than one year	14		(59,938)		(68,555)
NET ASSETS			1,371,893		1,277,282
CAPITAL AND RESERVES					
Called up share capital	15		575,109		575,109
Share premium account	16		544,321		544,321
Profit and loss account	16		252,463		157,852
SHAREHOLDERS' FUNDS	17		1,371,893		1,277,282

The notes on pages 8 to 17 form part of these financial statements.

2006

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

Director

The notes on pages 8 to 17 form part of these financial statements.

#### CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2006

	Note	2006 £	2005 £
Net cash flow from operating activities	19	(135,534)	(147,420)
Returns on investments and servicing of finance	20	179,748	178,877
Taxation		-	(12,778)
Capital expenditure and financial investment	20	5,000	-
Equity dividends paid		(21,665)	(21,665)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING		27,549	(2,986)
Financing	20	(8,617)	(10,944)
INCREASE/(DECREASE) IN CASH IN THE YEAR		18,932	(13,930)

# RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MAY 2006

	2006 £	2005 £
Increase/(Decrease) in cash in the year Cash outflow from decrease in debt and lease financing	18,932 8,617	(13,930) 10,944
MOVEMENT IN NET DEBT IN THE YEAR  Net debt at 1 June 2005	27,549 (366,794)	(2,986) (363,808)
NET DEBT AT 31 MAY 2006	(339,245)	(366,794)

The notes on pages 8 to 17 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

#### 1. ACCOUNTING POLICIES

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is exempt from the requirement to prepare group accounts by virtue of section 248 of the Companies Act 1985. These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### 1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

#### 1.3 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

# 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property
Plant & Machinery
Motor Vehicles
Office Equipment

straight line over 50 years25% reducing balance

25% reducing balance 20% reducing balance

#### 1.5 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### 1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

# 1. ACCOUNTING POLICIES (continued)

#### 1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are discounted.

#### 1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

#### 2. TURNOVER

All turnover arose within the United Kingdom.

#### 3. OTHER OPERATING INCOME

	2006 £	2005 £
Net rents receivable Rent - Expenses	103,046 (17,595)	95,310 (14,275)
	85,451 	81,035
4. OPERATING LOSS		
The operating loss is stated after charging:		
	2006 £	2005 £
Depreciation of tangible fixed assets: - owned by the company Auditors' remuneration Difference on foreign exchange	14,098 6,688 -	33,406 6,600 110

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

5.	STAFF COSTS		
	Staff costs, including directors' remuneration, were as follows:		
		2006 £	2005 £
	Wages and salaries Social security costs Other pension costs	108,234 12,746 10,091	120,704 16,708 5,088
		131,071	142,500
	The average monthly number of employees, including the directors,	during the year was as	follows:
		2006 No.	2005 No.
	Management Laboratory Factory Adhesives	1 1 1	1 1 2 1
		4	5
6.	DIRECTORS' REMUNERATION		
		2006 £	2005 £
	Emoluments	65,838 ————	76,847
	Company pension contributions to money purchase pension schemes	10,000	5,000
	During the year retirement benefits were accruing to 1 director (200 pension schemes.	95 - 1) in respect of mo	oney purchase
7.	INTEREST PAYABLE		
		2006 £	2005 £
	On bank loans and overdrafts On finance leases and hire purchase contracts	4,538	5,571 (162)
		4,538	5,409

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

#### 8. TAXATION

1750111611		
	2006	2005
	£	£
Adjustments in respect of prior periods	-	(1,472)
·		

# Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2005 - 19%).

# Factors that may affect future tax charges

There were no factors that may affect future tax charges.

#### 9. TANGIBLE FIXED ASSETS

	Land and buildings £	Plant and machinery £	Motor vehicles £	Furniture, fittings and equipment £	Total £
Cost					
At 1 June 2005 Disposals	332,629 -	424,622 (82,554)	29,141 (5,400)	94,636 (64,744)	881,028 (152,698)
At 31 May 2006	332,629	342,068	23,741	29,892	728,330
Depreciation	<del></del>				
At 1 June 2005	53,547	390,214	20,233	88,714	552,708
Charge for the year On disposals	3,327 -	7,376 (76,093)	2,227 (5,400)	1,168 (64,731)	14,098 (146,224)
At 31 May 2006	56,874	321,497	17,060	25,151	420,582
Net book value					
At 31 May 2006	275,755 ————	20,571	6,681 	4,741	307,748
At 31 May 2005	279,082	34,408	8,908	5,922	328,320 ————

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

#### 10. FIXED ASSET INVESTMENTS

Shares in group under-takings

#### Cost or valuation

At 1 June 2005 and 31 May 2006

914,896

#### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Stevens chemical Maure Company Limited (Dormant) 100% Sheppy Services Limited 100% Matahari 306 Limited (Dormant) 85.7%

The aggregate of the share capital and reserves as at 31 May 2006 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss) £
Stevens chemical Maure Company Limited (Dormant)	42,810	-
Sheppy Services Limited	918,965	54,023
Matahari 306 Limited (Dormant)	8,505	-

#### 11. STOCKS

	2006	2005
	£	£
Finished goods and goods for resale	29,333	22,828
•		

The difference between purchase price or production cost of stocks and their replacement cost is not material.

#### 12. DEBTORS

	2006 £	2005 £
Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income	36,785 1,693,071 2,288 35,985	51,672 1,449,175 - 33,986
	1,768,129	1,534,833

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

13.	CREDITORS: Amounts falling due within one year		
	Amounts faming due within one year	2006	2005
	Bank loans and overdrafts Trade creditors Amounts owed to group undertakings Social security and other taxes Other creditors Accruals and deferred income	£ 279,362 51,421 1,232,266 4,423 3,000 17,858	£ 298,301 60,483 1,071,102 7,612 2,096 15,508
		1,588,330	1,455,102
	The bank overdraft is secured against investment properties held	in Sheppy Industries Lim	ited.
14.	CREDITORS: Amounts falling due after more than one year		
		2006 £	2005 £
	Bank loans	59,938	68,555
	Creditors include amounts not wholly repayable within 5 years as	follows:	
		2006 £	2005 £
	Repayable by instalments	<u>27,320</u>	35,937 —————
15.	SHARE CAPITAL		
		2006 £	2005 £
	Authorised, allotted, called up and fully paid	CC E27	66,537
	66,537 Ordinary shares of £1 each 2 Deferred shares of £1 each	66,537 2	2
	508,570 Preference shares of £1 each	508,570	508,570

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

# 15. SHARE CAPITAL (continued)

The cumulative preference shares have a dividend rate of 8.62% which is paid at the discretion of the Directors and before any dividend is declared on the Ordinary shares. Preference shareholders have no voting rights except if the preference dividends are in arrears by more than six months or if the resolution to be considered is to wind up or sell the Company or alter the objects or vary the rights of the preferential shareholders. There were no preference dividends in arrears. On liquidation, the preference shareholders have no right to share in the distribution of any assets other than the return of capital.

16.	RESERVES		
		Share premium account £	Profit and loss account
	At 1 June 2005 Profit retained for the year Dividends: Equity capital	544,321	157,852 116,276 (21,665)
	At 31 May 2006	544,321	252,463
17.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
		2006 £	2005 £
	Opening shareholders' funds Profit for the year Dividends (Note )	1,277,282 116,276 (21,665)	1,207,500 91,447 (21,665)
	Closing shareholders' funds	1,371,893	1,277,282
	Analysis of shareholders' funds		
	Non-equity interests Equity interests	508,570 863,323	508,570 768,712
		1,371,893	1,277,282
18.	DIVIDENDS		
		2006 £	2005 £
	Dividends paid on equity capital	21,665	21,665

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

19.	NET CASH FLOW FROM OPERATING ACTIVITIES		
		2006 £	2005 £
	Operating loss Depreciation of tangible fixed assets Loss on disposal of tangible fixed assets	(63,472) 14,098 1,474 (6,503)	(88,902) 33,406 - 2,893
	(Increase)/decrease in stocks Decrease in debtors Increase in amounts owed by group undertakings	10,599 (243,896)	289,323 (129,245)
	Decrease in creditors Increase/(decrease) in amounts owed to group undertakings	(8,998) 161,164	(124,402) (130,493)
	Net cash outflow from operations	(135,534)	(147,420)
20.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH F	LOW STATEMENT	
		2006. £	2005 £
	Returns on investments and servicing of finance	(4,538)	(5,571)
	Interest paid Hire purchase interest Income from investments in related companies	184,286	162 184,286
	Net cash inflow from returns on investments and servicing of finance	179,748	178,877
		2006 £	2005 £
	Capital expenditure and financial investment Sale of tangible fixed assets	5,000	
		2006 £	2005 £
	Financing	(0.647)	(7.592)
	Repayment of loans Repayment of finance leases	(8,617) - -	(7,583) (3,361)
	Net cash outflow from financing	(8,617)	(10,944)

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

# 21. ANALYSIS OF CHANGES IN NET DEBT

	1 June 2005 £	Cash flow	Other non-cash changes £	31 May 2006 £
Cash at bank and in hand:	62	(7)	-	55
Bank overdraft	(290,146)	18,939	-	(271,207)
	(290,084)	18,932		(271,152)
Debt:				
Finance leases	-		- (0.617)	- (8,155)
Debts due within one year	(8,155)	8,617	(8,617)	(0, 155)
Debts falling due after more than one year	(68,555)	<u> </u>	8,617	(59,938)
Net debt	(366,794)	27,549	•	(339,245)

#### 22. PENSION COMMITMENTS

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £88 (2004 - £86).

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2006

#### 23. RELATED PARTY TRANSACTIONS

# **Sheppy Services Limited - a subsidiary**

Funds were transferred from Sheppy Services Limited of £Nil (2005 - £100,900)

Expenses incurred by Sheppy Limited on behalf of Sheppy Services Limited of £750 (2005 - £10,988)

Receipts of £67,082 (2005 - £Nil) were received by Sheppy Limited on behalf of Sheppy Services

Limited.

The Sheppy Services Limited bank account was closed and the balance of £7,948 was transferred to Sheppy Limited.

As at 31 May 2006 £959,103 (2005 - £884,823) was owed to Sheppy Services Limited.

#### **Montash Properties Limited - a subsidiary**

Expenses incurred by Sheppy Limited on behalf of Montash Properties Limited of £104,053 (2005 - £144,421)

Sheppy Industries loan of £189,871 (2005 - £15,176) was consolidated through Sheppy Limited. As at 31 May 2006 £1,693,072 (2005 - £1,449,175) was due from Montash Properties Limited.

#### Sheppy Industries Limited - a subsidiary

Expenses incurred by Sheppy Limited on behalf of Sheppy Industries Limited of £59,840 (2005 - £114,656).

Expenses incurred by Sheppy Industries Limited on behalf of Sheppy Limited of £17,292 (2005 - £Nil) A loan of £206,500 (2005 - £226,500) was made from Sheppy Industries Limited.

The Montash Properties Limited loan of £189,871 (2005 - £15,176) was consolidated through Sheppy Limited

A dividend of £184,286 (2005 - £184,286) was paid to Sheppy Limited via Matahari 306 Limited the Parent company of sheppy Industries Limited.

The Sheppy Fertilisers Limited Executive Pension Fund Loan balance of £Nil (2005 - £133,751) was transferred to Sheppy Industries Limited.

As at 31 May 2006 £230,354 (2005 - £143,470) was due to Sheppy Industries Limited.

#### Matahari 306 Limited - a subsidiary

A dividend of £184,286 (2005 - £184,286) was received from Matahari 306 Limited, a subsidiary. As at 31 May 2006, £Nil (2005 - £Nil) was due from Matahari 306 Ltd.

# Stevens Chemical Manure Company - a subsidiary

There were no transactions with the subsidiary during the year.
As at 31 May 2006, £42,608 (2005 - £42,608) was due to Stevens Chemical Manure Company Ltd.