

Registration number: 09087781

**STANILOD GROUP LIMITED**  
**ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2022**



## **STANILOD GROUP LIMITED**

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## **STANILOD GROUP LIMITED**

### **COMPANY INFORMATION**

<b>Directors</b>	N J B Barnes S C B Barnes
<b>Company secretary</b>	S C B Barnes
<b>Registered office</b>	Unit E, Liddington Industrial Estate Old Station Drive Cheltenham GL53 0DL
<b>Bankers</b>	HSBC UK Bank PLC 109 Bath Road Cheltenham Gloucestershire GL53 7RA
<b>Auditors</b>	Hazlewoods LLP Staverton Court Staverton Cheltenham GL51 0UX

## STANILOD GROUP LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2022

The directors present their strategic report for the year ended 31 March 2022.

#### Principal activity

The principal activity of the group is as an independent supplier that specialises in supplying food ingredients such as culinary herbs and spices, garlic, onion, chilli and tomato sourced from all over the world.

#### Fair review of the business

The results for the year which are set out in the profit and loss account show turnover of £17,629,586 (2021 - £12,794,910) and a profit before tax of £818,145 (2021 - £527,700). At 31 March 2022, the group had net assets of £2,405,323 (2021 - £1,828,203).

The directors are satisfied with the performance of the group in the period under review and its position at the balance sheet date.

#### Principal risks and uncertainties

The directors have considered the key risks facing the business and concluded as follows:

##### Liquidity risk

The directors monitor cash flows to ensure the group is able to meet its operational requirements. The financial statements have been prepared on a going concern basis and the directors are confident that the group will meet its financial obligations over the next 12 months and beyond. It is expected that the group will continue in business for the foreseeable future and continued growth is anticipated.

##### Credit risk

The group offers certain of its customers credit. Before credit terms are agreed, an assessment of the customers credit rating is undertaken to ensure the group is not exposed to a major credit risk. Credit limits are set accordingly.

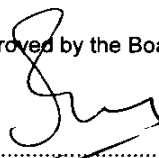
##### Price and foreign exchange risk

A number of the group's sales are transacted in non-sterling currencies. As a result, exchange rate fluctuations impact on the results and cash flows of the group. Fluctuations in exchange rates are carefully monitored by the directors.

##### Raw material risk

Ensuring that sufficient levels of raw materials are available to satisfy sales orders as they are received is considered to be a principal risk facing the group. The group has a network of reliable suppliers to ensure this risk is minimised.

Approved by the Board on 21/12/22 and signed on its behalf by:

  
N J B Barnes  
Director

## **STANILOD GROUP LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022**

The directors present their report and the consolidated financial statements for the year ended 31 March 2022.

#### **Directors of the company**

The directors who held office during the year were as follows:

N J B Barnes

S C B Barnes - Company secretary and director (appointed 22 September 2021)

#### **Financial Instruments**

The group's financial instruments comprise borrowings, cash and liquid resources, and various other items such as trade debtors, trade creditors, etc that arise directly from its operations. The main purpose of these financial instruments is to finance the operations of the group.

The group is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages these through credit control procedures. The nature of these financial instruments means they are not subject to price risk or liquidity risk.

#### **Future developments**

The directors are confident that the group will report continued growth and strong earnings performance within the UK market. The group are continuing to expand its operations into the European market which will be expected to generate additional growth for the group.

#### **Going concern**

After reviewing the group's forecasts and projections, the directors have a reasonable expectation that the group has adequate resources available to continue in operational existence for the foreseeable future. The group therefore continues to adopt the going concern basis in preparing its financial statements.

#### **Important non adjusting events after the financial period**

On 26 September 2022, 403 £1 Ordinary A shares were issued. The number of shares in issue after this transaction was 9,403.

Subsequent to the year end, the group acquired The Chill Doctor S.R.O for cash consideration and shares in the group's subsidiary, The Chilli Doctor Limited.

#### **Disclosure of information to the auditor**

Each director has taken the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

#### **Reappointment of auditors**

Hazlewoods LLP have expressed their willingness to continue in office.

Approved by the Board on 20/4/22 and signed on its behalf by:

N J B Barnes

Director

## **STANILOD GROUP LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 group and company and of the profit or loss of the group and company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **STANILOD GROUP LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STANILOD GROUP LIMITED**

#### **Opinion**

We have audited the financial statements of Stanilod Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated 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 Financial Reporting Standard 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 group's and the parent company's affairs as at 31 March 2022 and of the group's profit 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 group 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.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **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.

#### **Opinion on other matter prescribed by the Companies Act 2006**

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

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

## **STANILOD GROUP LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STANILOD GROUP LIMITED**

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

In the light of our knowledge and understanding of the group and the parent 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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 group's and the parent 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 group or the parent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

In identifying and assessing risks of material misstatement in respect of fraud, including irregularities and non-compliance with laws and regulations, our procedures included the following:

- We obtained an understanding of the legal and regulatory requirements applicable to the company financial statements or that had a fundamental effect on the operations of the company. We determined that the most significant laws and regulations included UK GAAP, UK Companies Act 2006 and taxation laws;
- We understood how the company is complying with those legal and regulatory frameworks by making inquiries of management, and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes.
- We assessed the susceptibility of the company's financial statements to material misstatement including how fraud might occur. Audit procedures performed by the engagement team included:
  - identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
  - understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
  - challenging assumptions and judgements made by management in its significant accounting estimates; and
  - identifying and testing journal entries, in particular any journal entries with unusual characteristics.



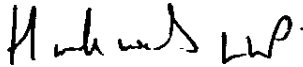
## STANILOD GROUP LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STANILOD GROUP LIMITED

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](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.



.....  
Paul Fussell (Senior Statutory Auditor)  
For and on behalf of Hazlewoods LLP, Statutory Auditor

Staverton Court  
Staverton  
Cheltenham  
GL51 0UX

Date: 20/12/22 .....

**STANILOD GROUP LIMITED**

**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2022**

	<b>Note</b>	<b>2022 £</b>	<b>2021 £</b>
Turnover	3	17,629,586	12,794,910
Cost of sales		<u>(14,564,542)</u>	<u>(10,507,748)</u>
Gross profit		3,065,044	2,287,162
Distribution costs		(500,883)	(349,638)
Administrative expenses		(1,770,907)	(1,181,635)
Other operating income	5	<u>-</u>	<u>9,781</u>
Operating profit	4	<u>793,254</u>	<u>765,670</u>
(Loss)/gain on financial liabilities at fair value through profit and loss account		143,714	(121,320)
Other interest receivable and similar income	7	-	831
Interest payable and similar charges	8	<u>(118,823)</u>	<u>(117,481)</u>
		<u>24,891</u>	<u>(237,970)</u>
Profit before tax		818,145	527,700
Taxation	11	<u>(165,538)</u>	<u>(90,469)</u>
Profit for the financial year		<u>652,607</u>	<u>437,231</u>
<b>Profit/(loss) attributable to:</b>			
Owners of the company		537,056	427,335
Minority interests		<u>115,551</u>	<u>9,896</u>
		<u>652,607</u>	<u>437,231</u>

The above results were derived from continuing operations.

The notes on pages 15 to 33 form an integral part of these financial statements.

**STANILOD GROUP LIMITED**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022**

	<b>2022</b> £	<b>2021</b> £
Profit for the year	<u>652,607</u>	<u>437,231</u>
Surplus/(deficit) on property, plant and equipment revaluation	297,500	-
Deferred tax on revaluation of properties	(98,353)	(12,350)
Foreign currency translation gains/(losses)	<u>(1,864)</u>	<u>627</u>
	<u>197,283</u>	<u>(11,723)</u>
Total comprehensive income for the year	<u><u>849,890</u></u>	<u><u>425,508</u></u>
<b>Total comprehensive income attributable to:</b>		
Owners of the company	734,339	415,612
Minority interests	<u>115,551</u>	<u>9,896</u>
	<u><u>849,890</u></u>	<u><u>425,508</u></u>

The notes on pages 15 to 33 form an integral part of these financial statements.

**STANILOD GROUP LIMITED**

(REGISTRATION NUMBER: 09087781)

**CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Tangible assets	13	1,342,200	1,036,476
Investment property	14	<u>456,571</u>	<u>457,245</u>
		<u>1,798,771</u>	<u>1,493,721</u>
<b>Current assets</b>			
Stocks	16	3,570,417	1,874,795
Debtors	17	3,086,923	2,224,501
Cash at bank and in hand		<u>44,506</u>	<u>120,684</u>
		6,701,846	4,219,980
Creditors: Amounts falling due within one year	18	<u>(5,598,092)</u>	<u>(3,461,388)</u>
Net current assets		<u>1,103,754</u>	<u>758,592</u>
Total assets less current liabilities		2,902,525	2,252,313
Creditors: Amounts falling due after more than one year	18	(316,987)	(352,660)
Provisions for liabilities	11	<u>(180,215)</u>	<u>(71,450)</u>
Net assets		<u>2,405,323</u>	<u>1,828,203</u>
<b>Capital and reserves</b>			
Called up share capital	21	9,000	9,000
Capital redemption reserve	22	1,000	1,000
Revaluation reserve	22	968,468	769,321
Merger reserve	22	70,100	70,100
Profit and loss account	22	<u>1,199,252</u>	<u>878,820</u>
Equity attributable to owners of the company		2,247,820	1,728,241
Minority interests		<u>157,503</u>	<u>99,962</u>
Total equity		<u>2,405,323</u>	<u>1,828,203</u>

Approved and authorised by the Board on 20/4/22 and signed on its behalf by:

  
 N J B Barnes  
 Director

The notes on pages 15 to 33 form an integral part of these financial statements.

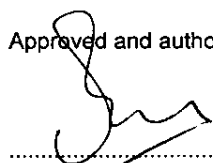
**STANILOD GROUP LIMITED**

**(REGISTRATION NUMBER: 09087781)  
BALANCE SHEET AS AT 31 MARCH 2022**

	<b>Note</b>	<b>2022 £</b>	<b>2021 £</b>
<b>Fixed assets</b>			
Tangible assets	13	1,324,240	1,025,313
Investment property	14	385,000	385,000
Investments	15	<u>80,655</u>	<u>55,655</u>
		<u>1,789,895</u>	<u>1,465,968</u>
<b>Current assets</b>			
Debtors	17	113,659	181,686
Cash at bank and in hand	20	<u>11,311</u>	<u>1,221</u>
		124,970	182,907
Creditors: Amounts falling due within one year	18	<u>(458,658)</u>	<u>(391,678)</u>
Net current liabilities		<u>(333,688)</u>	<u>(208,771)</u>
Total assets less current liabilities		1,456,207	1,257,197
Creditors: Amounts falling due after more than one year	18	(316,987)	(352,660)
Provisions for liabilities	11	<u>(175,558)</u>	<u>(74,320)</u>
Net assets		<u>963,662</u>	<u>830,217</u>
<b>Capital and reserves</b>			
Called up share capital	21	9,000	9,000
Capital redemption reserve	22	1,000	1,000
Revaluation reserve	22	626,439	425,657
Profit and loss account	22	<u>327,223</u>	<u>394,560</u>
Total equity		<u>963,662</u>	<u>830,217</u>

The company made a profit after tax for the financial year of £152,433 (2021 - £178,161).

Approved and authorised by the Board on 20/12/22 and signed on its behalf by:



N J B Barnes  
Director

The notes on pages 15 to 33 form an integral part of these financial statements.

**STANILOD GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022**  
**EQUITY ATTRIBUTABLE TO THE PARENT COMPANY**

	Share capital £	Capital redemption reserve £	Revaluation reserve £	Merger reserve £	Profit and loss account £	Total £	Non-controlling interests £	Total equity £
At 1 April 2021	9,000	1,000	769,321	70,100	878,820	1,728,241	99,962	1,828,203
Profit	-	-	-	-	537,056	537,056	115,551	652,607
Other comprehensive income	-	-	199,147	-	(1,864)	197,283	-	197,283
Total comprehensive income	-	-	199,147	-	535,192	734,339	115,551	849,890
Dividends	-	-	-	-	(219,770)	(219,770)	-	(219,770)
Dividends paid to non controlling interest	-	-	-	-	-	-	(28,000)	(28,000)
Increase in ownership interests of subsidiaries	-	-	-	-	5,010	5,010	(30,010)	(25,000)
At 31 March 2022	9,000	1,000	968,468	70,100	1,199,252	2,247,820	157,503	2,405,323

	Share capital £	Capital redemption reserve £	Revaluation reserve £	Merger reserve £	Profit and loss account £	Total £	Non-controlling interests £	Total equity £
At 1 April 2020	9,000	1,000	716,671	70,100	630,919	1,427,690	90,066	1,517,756
Profit for the year	-	-	-	-	427,335	427,335	9,896	437,231
Other comprehensive income	-	-	(12,350)	-	627	(11,723)	-	(11,723)
Total comprehensive income	-	-	(12,350)	-	427,962	415,612	9,896	425,508
Dividends	-	-	-	-	(115,061)	(115,061)	-	(115,061)
Transfer of non distributable reserves	-	-	65,000	-	(65,000)	-	-	-
At 31 March 2021	9,000	1,000	769,321	70,100	878,820	1,728,241	99,962	1,828,203

The notes on pages 15 to 33 form an integral part of these financial statements.

**STANILOD GROUP LIMITED**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022**

	Share capital £	Capital redemption reserve £	Revaluation reserve £	Profit and loss account £	Total £
At 1 April 2021	9,000	1,000	425,657	394,560	830,217
Profit for the year	-	-	-	152,433	152,433
Other comprehensive income	-	-	200,782	-	200,782
Total comprehensive income	-	-	200,782	152,433	353,215
Dividends	-	-	-	(219,770)	(219,770)
At 31 March 2022	9,000	1,000	626,439	327,223	963,662

	Share capital £	Capital redemption reserve £	Revaluation reserve £	Profit and loss account £	Total £
At 1 April 2020	9,000	1,000	373,007	396,460	779,467
Profit for the year	-	-	-	178,161	178,161
Other comprehensive income	-	-	(12,350)	-	(12,350)
Total comprehensive income	-	-	(12,350)	178,161	165,811
Dividends	-	-	-	(115,061)	(115,061)
Transfer of non distributable reserves	-	-	65,000	(65,000)	-
At 31 March 2021	9,000	1,000	425,657	394,560	830,217

The notes on pages 15 to 33 form an integral part of these financial statements.

# STANILOD GROUP LIMITED

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

	Note	2022 £	2021 £
<b>Cash flows from operating activities</b>			
Profit for the year		652,607	437,231
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	4	21,230	19,725
Changes in fair value of investment property	14	-	(65,000)
Finance income	7	-	(831)
Finance costs	8	118,823	117,481
Income tax expense	11	165,538	90,469
Movement in fair value of derivative financial instruments		(143,714)	121,320
Foreign exchange movement on loans		51,129	(127,200)
		<u>865,613</u>	<u>593,195</u>
Working capital adjustments			
Increase in stocks		(1,695,622)	(136,861)
(Increase)/decrease in trade and other debtors		(875,098)	30,795
Increase/(decrease) in trade and other creditors		<u>1,273,373</u>	<u>(130,700)</u>
Cash generated from operations		(431,734)	356,429
Income taxes paid	11	<u>(101,637)</u>	<u>(79,337)</u>
Net cash flow from operating activities		<u>(533,371)</u>	<u>277,092</u>
<b>Cash flows from investing activities</b>			
Interest received		-	831
Acquisitions of tangible assets		(30,178)	(6,545)
Acquisition of shares from minority interest	15	<u>(25,000)</u>	<u>-</u>
Net cash flows from investing activities		<u>(55,178)</u>	<u>(5,714)</u>
<b>Cash flows from financing activities</b>			
Interest paid		(118,823)	(117,481)
Proceeds from other borrowing draw downs		11,457,009	6,894,795
Repayment of other borrowing		(10,578,037)	(6,998,006)
Dividends paid		(219,770)	(115,061)
Dividends paid to minority interest		<u>(28,000)</u>	<u>-</u>
Net cash flows from financing activities		<u>512,379</u>	<u>(335,753)</u>
Net decrease in cash and cash equivalents		(76,170)	(64,375)
Cash and cash equivalents at 1 April		120,684	185,130
Effect of exchange rate fluctuations on cash held		<u>(8)</u>	<u>(71)</u>
Cash and cash equivalents at 31 March		<u>44,506</u>	<u>120,684</u>

The notes on pages 15 to 33 form an integral part of these financial statements.



## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### 1 General Information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:  
Unit E, Liddington Industrial Estate  
Old Station Drive  
Cheltenham  
GL53 0DL

#### 2 Accounting policies

##### Summary of significant accounting policies and key accounting estimates

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

##### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (March 2018).

##### Basis of preparation

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest Pound.

##### Summary of disclosure exemptions

Stanilod Group Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. Exemptions have been taken in relation to financial instruments, presentation of a statement of cash flows and key management personnel compensation.

##### Going concern

After reviewing the group's forecasts and projections, the directors have a reasonable expectation that the group has adequate resources available to continue in operational existence for the foreseeable future. The group therefore continues to adopt the going concern basis in preparing its financial statements.

##### Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 March 2022.

On 1 April 2015, Stanilod Group Limited acquired the entire share capital of Barnes Williams (UK & Far East) Limited, 80% of the share capital of The Chilli Doctor Limited and 56% of the share capital of BW Catering Products Limited, the consideration for which was the issue of share capital. The transaction meets the definition of a group reorganisation as defined in Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and has therefore been accounted for using the principles of merger accounting. The results of the trading subsidiaries, Barnes Williams (UK & Far East) Limited, The Chilli Doctor Limited and BW Catering Products Limited have been consolidated from 1 April 2017.

## **STANILOD GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

On 25th August 2021, Stanilod Group Limited acquired the remaining 20% of the share capital of The Chilli Doctor Limited.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of the consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Its profit for the financial year was £72,345 (2021 - £178,161).

#### **Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amounts 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### **Judgements**

No significant judgements have been made by management in preparing these financial statements.

#### **Key sources of estimation uncertainty**

No key sources of estimation uncertainty have been identified by management in preparing these financial statements other than those detailed in these accounting policies.

#### **Revenue recognition**

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities.

Revenue from the sale of goods is recognised when the risks and rewards of ownership are transferred to the customer, which is deemed to be upon delivery of the goods.

#### **Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

#### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the group operates and generates taxable income.

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the group. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Plant and machinery	20% on cost
Fixtures and fittings	10 - 33% on cost; 20% reducing balance
Motor vehicles	25 - 33% on cost
Short leasehold	10 - 20% on cost
Computer equipment	33% on cost

#### Investment property

Investment property is carried at fair value, derived from the current market prices for comparable real estate determined annually by external valuers. The valuers use observable market prices, adjusted if necessary for any difference in the nature, location or condition of the specific asset. Changes in fair value are recognised in profit or loss.

#### Intangible assets

Intangible assets are stated in the balance sheet at cost, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

The cost of intangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Trademarks	5 years straight line

#### Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

## **STANILOD GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

#### **Debtors**

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the debtors.

#### **Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

#### **Inventories**

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

#### **Creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

#### **Borrowings**

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

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

#### **Leases**

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### **Derivative financial instruments**

The group uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The group does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

#### **Financial instruments**

##### **Classification**

The group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities such as trade and other receivables and payables, loans from related parties and investments in non-puttable ordinary shares.

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

Debt instruments like loans and other receivables and payable are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms of financed at a rate of interest that is not a market rate or in case of an outright short-term loan not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

##### **Recognition and measurement**

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit or loss. For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying value and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and the best estimate, which is an approximation, of the amount that the group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount recognised in the statement of financial position when there is an 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.

##### **Impairment**

At each reporting date non-financial assets not carried at fair value, such as property, plant and equipment are reviewed to determine whether there is an indication that an asset may be impaired. If there is an indication of possible impairment, the recoverable amount of any asset or group of related assets, which is the higher of value in use and the fair value less costs to sell, is estimated and compared with its carrying amount. If the recoverable amount is lower, the carrying amount of the asset is reduced to its recoverable amount and an impairment loss is recognised immediately in profit or loss.

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Inventories are also assessed for impairment at each reporting date. The carrying amount of each item of inventory, or group of similar items, is compared with its selling price less costs to complete and sell. If an item is found to be impaired, its carrying amount is reduced to selling price less costs to complete and sell, and an impairment loss recognised immediately in profit or loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset or group of related assets is increased to the revised estimate of its recoverable amount, but not to exceed the amount that would have been determined had no impairment loss been recognised for the asset or group of related assets in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

#### 3 Revenue

The analysis of the group's revenue for the year from continuing operations is as follows:

	2022 £	2021 £
Sale of goods	17,586,094	12,772,029
Other revenue	43,492	22,881
	<u>17,629,586</u>	<u>12,794,910</u>

The analysis of the group's turnover for the year by market is as follows:

	2022 £	2021 £
UK	16,849,225	11,644,666
Europe	205,349	309,727
Rest of world	575,012	840,517
	<u>17,629,586</u>	<u>12,794,910</u>

#### 4 Operating profit

Arrived at after charging/(crediting)

	2022 £	2021 £
Depreciation expense	21,230	19,725
Foreign exchange losses/(gains)	46,477	(72,687)
Operating lease expense - other	45,306	39,144
Loss on disposal of property, plant and equipment	185	-

#### 5 Other operating income

The analysis of the group's other operating income for the year is as follows:

	2022 £	2021 £
Government grants	-	9,781

#### Coronavirus Job Retention Scheme

The group received grants in relation to the Coronavirus Job Retention Scheme which are accounted as revenue grants. £Nil (2021 - £9,781) was credited to the profit and loss account in relation to this grant.

The group did not directly or indirectly benefit from any other forms of government grants.

**STANILOD GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

**6 Auditors' remuneration**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Audit of these financial statements	10,020	9,725
Audit of the financial statements of subsidiaries	14,880	14,445
	<u>24,900</u>	<u>24,170</u>
<b>Other fees to auditors</b>		
Taxation compliance services	7,410	7,190
Preparation of the financial statements	2,970	2,880
	<u>10,380</u>	<u>10,070</u>

**7 Other interest receivable and similar income**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Interest income on bank deposits	<u>-</u>	<u>831</u>

**8 Interest payable and similar expenses**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Interest on bank overdrafts and borrowings	100,201	93,483
Interest expense on other finance liabilities	18,622	23,998
	<u>118,823</u>	<u>117,481</u>

**9 Staff costs**

**Group and company**

The aggregate payroll costs (including directors' remuneration) were as follows:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Wages and salaries	888,125	743,151
Social security costs	98,655	84,367
Pension costs, defined contribution scheme	47,614	43,294
	<u>1,034,394</u>	<u>870,812</u>

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	<b>2022</b>	<b>2021</b>
	<b>No.</b>	<b>No.</b>
Administration and sales	<u>23</u>	<u>20</u>

# STANILOD GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### 10 Directors' remuneration

The directors' remuneration for the year was as follows:

	2022 £	2021 £
Remuneration	52,901	30,535
Contributions paid to money purchase schemes	7,977	7,200
	<u>60,878</u>	<u>37,735</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2022 No.	2021 No.
Accruing benefits under money purchase pension scheme	<u>2</u>	<u>1</u>

### 11 Taxation

Tax charged/(credited) in the profit and loss account

	2022 £	2021 £
<b>Current taxation</b>		
UK corporation tax	155,126	101,635
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	<u>10,412</u>	<u>(11,166)</u>
Tax expense in the income statement	<u>165,538</u>	<u>90,469</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - lower than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
Profit before tax	<u>818,145</u>	<u>527,700</u>
Corporation tax at standard rate	155,447	100,262
Effect of revenues exempt from taxation	-	(12,350)
Effect of expense not deductible in determining taxable profit (tax loss)	10,141	2,422
Deferred tax expense relating to changes in tax rates or laws	924	-
Tax (decrease)/increase from effect of capital allowances and depreciation	(849)	135
Tax decrease arising from overseas tax suffered/expensed	<u>(125)</u>	<u>-</u>
Total tax charge	<u>165,538</u>	<u>90,469</u>

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the Group's future current tax charge accordingly. The deferred tax asset as at 31 March 2022 has been calculated at 25% (2021 - 19%).

#### Deferred tax

##### Group

Deferred tax assets and liabilities



# **STANILOD GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

<b>2022</b>	<b>Liability £</b>
Accelerated capital allowances	4,985
Short term timing differences	(1,141)
Losses and other deductions	-
Capital gains	<u>176,371</u>
	<u>180,215</u>

<b>2021</b>	<b>Liability £</b>
Accelerated capital allowances	3,377
Short term timing differences	(6,049)
Losses and other deductions	(3,896)
Capital gains	<u>78,018</u>
	<u>71,450</u>

### **Company**

Deferred tax assets and liabilities

<b>2022</b>	<b>Liability £</b>
Accelerated capital allowances	1,813
Capital gains/(losses)	(991)
Short term timing differences	<u>174,736</u>
	<u>175,558</u>

<b>2021</b>	<b>Liability £</b>
Accelerated capital allowances	2,351
Capital gains/(losses)	(6,049)
Short term timing differences	<u>78,018</u>
	<u>74,320</u>

## **12 Intangible assets**

### **Group**

	<b>Trademarks £</b>
<b>Cost</b>	
At 1 April 2021 and 31st March 2021	<u>1,000</u>
<b>Amortisation</b>	
At 1 April 2021 and 31st March 2021	<u>1,000</u>
<b>Carrying amount</b>	
At 31 March 2022	<u>-</u>

**STANILOD GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

**13 Tangible assets**

**Group**

	Land and buildings £	Furniture, fittings and equipment £	Short leasehold £	Total £
<b>Cost or valuation</b>				
At 1 April 2021	987,500	183,014	36,091	1,206,605
Revaluations	297,500	-	-	297,500
Additions	-	18,238	11,940	30,178
Disposals	-	(6,817)	-	(6,817)
Foreign exchange movements	-	72	-	72
At 31 March 2022	1,285,000	194,507	48,031	1,527,538
<b>Depreciation</b>				
At 1 April 2021	-	148,340	21,789	170,129
Charge for the year	-	15,439	5,791	21,230
Eliminated on disposal	-	(6,021)	-	(6,021)
At 31 March 2022	-	157,758	27,580	185,338
<b>Carrying amount</b>				
At 31 March 2022	1,285,000	36,749	20,451	1,342,200
At 31 March 2021	987,500	34,674	14,302	1,036,476

Included in land and buildings is a freehold property valued at £1,285,000 (2021 - £987,500). The valuation of this property is based on a valuation undertaken by Alder King LLP on 14 December 2022 (2021 - 29 March 2019). If the freehold included in land and buildings had not been revalued it would have been included at historical cost of £555,737 (2021 - £555,737).

# STANILOD GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### Company

	Land and buildings £	Furniture, fittings and equipment £	Short Leasehold £	Plant and machinery £	Total £
<b>Cost or valuation</b>					
At 1 April 2021	987,500	46,375	20,660	14,537	1,069,072
Revaluations	297,500	-	-	-	297,500
Additions	-	7,029	11,940	-	18,969
Disposals	-	(5,823)	-	-	(5,823)
At 31 March 2022	1,285,000	47,581	32,600	14,537	1,379,718
<b>Depreciation</b>					
At 1 April 2021	-	28,676	5,330	9,753	43,759
Charge for the year	-	9,552	5,331	2,474	17,357
Eliminated on disposal	-	(5,638)	-	-	(5,638)
At 31 March 2022	-	32,590	10,661	12,227	55,478
<b>Carrying amount</b>					
At 31 March 2022	1,285,000	14,991	21,939	2,310	1,324,240
At 31 March 2021	987,500	17,699	15,330	4,784	1,025,313

Included in land and buildings is a freehold property valued at £1,285,000 (2021 - £987,500). The valuation of this property is based on a valuation undertaken by Alder King LLP on 14 December 2022 (2021 - 29 March 2019). If the freehold included in land and buildings had not been revalued it would have been included at historical cost of £555,737 (2021 - £555,737).

# **STANILOD GROUP LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

### **14 Investment properties**

#### **Group**

	<b>2022</b>
	<b>£</b>
At 1 April 2021	457,245
Foreign exchange movements	<u>(674)</u>
At 31 March 2022	<u>456,571</u>

Included in investment properties at 31 March 2022 are two properties located in Cheltenham and Bulgaria, which have been valued at £385,000 and £71,571 respectively. The property located in Cheltenham has been valued by the Directors of the group at £385,000. This valuation is primarily based on a valuation undertaken by Alder King on 29 March 2019 which valued the property at £325,000. The Directors has given consideration to market rentals and the valuation of other similar properties in the area in determining the current valuation of the property. Following discussions with agents, the Directors are of the opinion the fair value of the property has increased to £385,000.

The market value of the property in Bulgaria was assessed on 20 September 2018 by Bulgarian Home Care Ltd. The Directors do not consider the market value of this property at 20 September 2018 to be materially different to its fair value at 31 March 2022.

#### **Company**

	<b>2022</b>
	<b>£</b>
At 1 April 2021	<u>385,000</u>
At 31 March 2022	<u>385,000</u>

### **15 Investments**

#### **Company**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Investments in subsidiaries	<u>80,655</u>	<u>55,655</u>

#### **Subsidiaries**

	<b>£</b>
<b>Cost</b>	
At 1 April 2021 and 31st March 2021	55,655
Additions	<u>25,000</u>
At 31 March 2022	<u>80,655</u>
<b>Carrying amount</b>	
At 31 March 2022	<u>80,655</u>
At 31 March 2021	<u>55,655</u>

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2022	2021
Subsidiary undertakings				
Barnes Williams (UK & Far East) Limited	England and Wales	Ordinary	100%	100%
The Chilli Doctor Limited	England and Wales	Ordinary	100%	80%
BW Catering Products Limited	England and Wales	Ordinary	56%	56%
Neil Logsdon EOOD	Bulgaria	Ordinary	100%	100%

The principal activity of Barnes Williams (UK & Far East) Limited is as an independent supplier that specialises in supplying food ingredients such as culinary herbs and spices, garlic, onion, chilli and tomato sourced from all over the world.

The principal activity of The Chilli Doctor Limited is as a supplier of bulk chilli ingredients to a range of customers from large manufacturers to small artisan producers.

The principal activity of BW Catering Products Limited is as a food service arm to Barnes Williams (UK & Far East) Limited to supply food services including herbs, vegetables, purees and sauces.

The principal activity of Neil Logsdon EOOD is to generate rental return.

The registered address of Barnes Williams (UK & Far East) Limited, The Chilli Doctor Limited and BW Catering Products Limited is Unit E Liddington Industrial Estate, Old Station Drive, Cheltenham, Gloucestershire, GL53 0DL.

The registered address of Neil Logsdon EOOD is Sokolovo 9640, Balchik Municipality, Dobrich District, 2 'Pirin' str.

#### 16 Stocks

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Raw materials and consumables	3,570,417	1,874,795	-	-

# STANILOD GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### 17 Debtors

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Trade debtors	2,589,696	1,912,943	1,600	-
Amounts owed by group undertakings	-	-	63,495	179,020
Other debtors	368,135	298,338	4,150	1,702
Prepayments	80,803	13,220	44,414	964
Derivative financial instruments	48,289	-	-	-
<b>Total current trade and other debtors</b>	<b>3,086,923</b>	<b>2,224,501</b>	<b>113,659</b>	<b>181,686</b>

Trade debtors of £2,119,855 (2021 - £1,488,788) have been pledged as collateral for the group's invoice discounting facility.

### 18 Creditors

		Group		Company	
	Note	2022	2021	2022	2021
		£	£	£	£
<b>Due within one year</b>					
Loans and borrowings	19	2,460,439	1,494,665	34,049	33,127
Trade creditors		631,605	380,181	61,574	21,716
Amounts due to group undertakings		-	-	229,253	171,773
Social security and other taxes		21,348	18,057	69,548	61,151
Other creditors		2,113,009	1,148,924	-	-
Accrued expenses		216,562	222,496	38,204	69,560
Corporation tax liability	11	155,129	101,640	26,030	34,351
Derivative financial instruments		-	95,425	-	-
		<b>5,598,092</b>	<b>3,461,388</b>	<b>458,658</b>	<b>391,678</b>
<b>Due after one year</b>					
Loans and borrowings	19	<b>316,987</b>	<b>352,660</b>	<b>316,987</b>	<b>352,660</b>

Included within other creditors is an invoice discounting liability of £2,078,808 (2021 - £1,134,941), which is secured over certain trade debtor balances.

### 19 Loans and borrowings

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
<b>Current loans and borrowings</b>				
Bank borrowings	2,460,439	1,494,665	34,049	33,127
<b>Non-current loans and borrowings</b>				
Bank borrowings	316,987	352,660	316,987	352,660

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### Bank borrowings

Bank borrowings in the current and prior year comprise:

- A bank loan of £351,036 (2021 - £385,787) which is denominated in Sterling and bears interest at a rate of 2.23% above the Bank of England base rate. The loan is repayable in monthly instalments of £3,634, with the final instalment falling due in December 2030. The carrying amount of the loan at the year end is £351,036 (2021 - £385,787) with £34,048 (2021 - £33,127) falling due within one year.

- Trade loans of £2,426,390 (2021 - £1,461,538) used for the procurement of stock which bear varying interest rates and maturity dates. All loans outstanding at 31 March 2022 fall due for repayment within one year.

#### 20 Cash and cash equivalents

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Cash at bank	<u>44,506</u>	<u>120,684</u>	<u>11,311</u>	<u>1,221</u>

#### 21 Share capital

##### Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	8,900	8,900	8,900	8,900
Ordinary A shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>
	<u>9,000</u>	<u>9,000</u>	<u>9,000</u>	<u>9,000</u>

The different classes of shares referred to above carry separate rights to dividends, but in all other significant respects, rank pari passu.

#### 22 Reserves

##### Group and company

##### Share capital

Share capital represents the issued share capital of the company.

##### Retained earnings

This represents the cumulative profit or losses, net of dividends paid and other adjustments.

##### Revaluation reserve

Represents the effect of the revaluation of freehold land and buildings and investment property. Any non distributable gains on investment property are transferred to the revaluation reserve from the profit and loss reserve.

##### Merger reserve

The merger reserve represents the excess share capital of the subsidiary undertakings which existed at the date of the group reorganisation.

##### Other reserves

Other reserves of £1,000 relate to a capital redemption reserve. This reserve represents the amount transferred in order to maintain the company's capital arising from the purchase of its own shares.

## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### 23 Obligations under leases and hire purchase contracts

##### Group

##### Operating leases

The total of future minimum lease payments is as follows:

	2022 £	2021 £
Not later than one year	26,241	32,596
Later than one year and not later than five years	17,037	17,612
	<u>43,278</u>	<u>50,208</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £45,306 (2021 - £39,144).

##### Company

##### Operating leases

The total of future minimum lease payments is as follows:

	2022 £	2021 £
Not later than one year	4,200	4,200
Later than one year and not later than five years	-	4,200
	<u>4,200</u>	<u>8,400</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £4,200 (2021 - £4,200).

#### 24 Dividends

	2022 £	2021 £
Dividends paid	<u>219,770</u>	<u>115,061</u>

The above dividends were issued to the director of the company and his immediate family.

#### 25 Pension and other schemes

##### Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £47,614 (2021 - £43,294).

Contributions totalling £Nil (2021 - £nil) were payable to the scheme at the end of the year and are included in creditors.



## STANILOD GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### 26 Related party transactions

##### Group

##### Summary of transactions with key management

Key management personnel are considered to be the directors of the group. Key management personnel compensation is disclosed in note 9 to the financial statements.

##### BW Catering Product Limited

(A group company in which 56% of the share capital is owned by Stanilod Group Limited)

During the year, BW Catering Product Limited made sales of £250 (2021 - £950) and purchases of £18,237 (2021 - £Nil) to/from Barnes Williams (UK & Far East) Limited. At the balance sheet date, the amount due to Barnes Williams (UK & Far East) Limited was £86,827 (2021 - (£138,042)). Sales of £Nil (2021 - £Nil) and purchases of £Nil (2021 - £Nil) were made to/from The Chilli Doctor Limited. At the balance sheet date the amount due from The Chilli Doctor Limited was £23,005 (2021 - £130,697 due to The Chilli Doctor Limited).

##### Director

During the year, the group made advances to the director of £3000 (2021 - £nil). At the balance sheet date, the amount due from the Director was £3000 (2021- £nil).

##### Company

##### Summary of transactions with subsidiary undertakings

##### BW Catering Products Limited

(A group company in which 56% of the share capital is owned by Stanilod Group Limited)

During the year, management charges of £366,216 (2021 - £272,264) were charged to the BW Catering Products Limited. At the balance sheet date, the amount due from BW Catering Products Limited was £19,948 (2021 - £29,668).

##### Director

During the year, the company made advances to the director of £3,000 (2021 - £Nil). At the balance sheet date, the amount due from the director was £3,000 (2021 - £Nil).

#### 27 Financial guarantee contracts

##### Group

The group has an unlimited cross guarantee and right of set-off in respect of the bank borrowings of the companies within the group controlled by Stanilod Group Limited, the ultimate parent company.

At 31 March 2022, the net indebtedness of the group to the bank was £4,811,728 (2021 - £2,861,582).

#### 28 Financial instruments

##### Group

##### Categorisation of financial instruments

	2022 £	2021 £
Financial assets measured at fair value through profit or loss	457,245	457,245
Financial liabilities measured at fair value through profit or loss	48,289	(95,425)

# STANILOD GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### Financial assets measured at fair value

#### Investment properties

Investment properties held by the group are measured at fair value at each balance sheet date with any gains or losses being reported directly in the profit and loss account in accordance with FRS 102.

The method of determining fair value is market rent to which a yield is applied. Consideration has also been given to other similar sales in the area in order to determine market value.

The fair value is £457,245 (2021 - £457,245) and the change in value included in profit or loss is £Nil (2021 - £62,965).

#### Forward contracts

Derivative financial instruments are initially recognised at fair value at the date the derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date.

The fair value is £48,289 (2021 - £(95,425)) and the change in value included in profit or loss is £143,714 (2021 - £(121,320)).

### Items of income, expense, gains or losses

	Income £	Expense £	Gains £	Losses £
<b>2022</b>				
Financial liabilities measured at fair value through profit or loss	-	-	143,714	-
Financial liabilities measured at amortised cost	-	118,823	-	-
	-	118,823	143,714	-
<b>2021</b>				
Financial liabilities measured at fair value through profit or loss	-	-	-	121,320
Financial liabilities measured at amortised cost	-	117,481	-	-
	-	117,481	-	121,320

The total interest expense for financial liabilities not measured at fair value through profit or loss is £118,823 (2021 - £117,481).

# STANILOD GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### 29 Analysis of net debt

	At 1 April 2021	Cash flow	Other non-cash changes	At 31 March 2022
	£	£	£	£
Cash at bank and in hand	120,684	(76,170)	(8)	44,506
	<u>120,684</u>	<u>(76,170)</u>	<u>(8)</u>	<u>44,506</u>
Bank borrowings	(2,982,266)	(1,873,968)	-	(4,856,234)
Net debt	<u>(2,861,582)</u>	<u>(1,950,138)</u>	<u>(8)</u>	<u>(4,811,728)</u>

### 30 Non adjusting events after the financial period

On 26 September 2022, 403 £1 Ordinary A shares were issued. The number of shares in issue after this transaction was 9,403.

Subsequent to the year end, the group acquired The Chill Doctor S.R.O for cash consideration and shares in the group's subsidiary, The Chilli Doctor Limited.

### 31 Parent and ultimate parent undertaking

The ultimate controlling party is Mr N J B Barnes.