

SC 961

CRODA (CPI) LIMITED

DIRECTORS

Mrs D S Hill (Appointed 21 02 07)
Mrs A M McIntyre (Resigned 21 02 07)
Miss A L Scott

COMPANY SECRETARY and REGISTERED OFFICE

Mrs A M McIntyre (Resigned 21 02 07)
Miss A L Scott (Appointed 21 02 07)
55/57 Queen Street
Edinburgh
EH2 3PA

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Benson House, 33 Wellington Street
Leeds
LS1 4JP

INDEPENDENT REGISTERED NUMBER

961

DIRECTORS' REPORT

The directors submit their directors' report and financial statements for the year ended 31 December 2007

1 Results and dividends

The principal activity of the Company is the holding of investments in subsidiary undertakings. The Company has not traded during the year and has recorded neither a profit or loss.

During the year the Company did not pay a dividend (2006 £Nil)

2 Directors

Mrs A M McIntyre resigned as a director of the Company with effect from 21 February 2007 and Mrs D S Hill was appointed a director of the Company with effect from the same date. None of the directors had a service agreement with the Company.

3 Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.



**CRÓDA (CPI) LIMITED
DIRECTORS' REPORT**

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.

4 Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to reappoint them as auditors to the Company will be proposed at the Annual General Meeting.

5 Disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved, the following applies:

- So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

6 The report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By Order of the Board



Miss A L Scott Director
29 October 2008

CRODA (CPI) LIMITED

Independent auditors' report to the members of Croda (CPI) Limited

We have audited the financial statements of Croda (CPI) Limited for the year ended 31 December 2007 which comprise the balance sheet, the accounting policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 judgements 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.

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 December 2007,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the director's report is consistent with the financial statements.



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Leeds

29 October 2008

CRODA (CPI) LIMITED
BALANCE SHEET AT 31 DECEMBER 2007

	Notes	31 December 2007 £'000	31 December 2006 £'000
Fixed assets			
Investments in subsidiary undertakings	2	115	115
Debtors			
Amounts owed by Croda International Plc		2,026	2,026
Creditors amounts falling due within one year			
Corporate taxation		(2)	(2)
Net current assets		2,024	2,024
Total assets less current liabilities		2,139	2,139
Capital and reserves			
Called up equity share capital	3	2,000	2,000
Profit and loss account	4	139	139
Total shareholders' funds	4	2,139	2,139

Signed on behalf of the Board who approved the accounts on 29 October 2008


Mrs D S Hill
Director

CRODA (CPI) LIMITED
NOTES TO THE ACCOUNTS

1 Accounting policies

Basis of accounting

The accounts are prepared on the going concern basis under the historical cost convention in accordance with the Companies Act 1985 and applicable United Kingdom Accounting Standards

Consolidated accounts are not presented as the Company is a wholly owned subsidiary of Croda International Plc, a company registered in England

Auditors' remuneration is borne by the parent company

Cashflow

The Company is a wholly owned subsidiary of Croda International Plc and is included in the consolidated financial statements of this company which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996)

Investments

Fixed asset investments are stated at cost less provision for impairment

2 Investments in subsidiary undertakings

Cost less amounts written off	£'000
At 1 January 2007 and 31 December 2007	115

- (i) None of the UK subsidiaries have traded during the year
- (ii) Of the foreign subsidiaries, Croda Chemicals (SA) Pty Ltd and Croda Zimbabwe (Pvt) Ltd have traded during the year
- (iii) A full list of subsidiary undertakings is attached to the Company's latest annual return as required by s 231 Companies Act 1985

3 Share capital

	Authorised		Allotted, called up and fully paid	
	2007 £'000	2006 £'000	2007 £'000	2006 £'000
Ordinary shares of 25p	3,000	3,000	2,000	2,000

4 Reconciliation of movements in shareholders' funds

	Share capital £'000	Profit and loss account £'000	Total Share holders' funds £'000
At 1 January 2007 and at 31 December 2007	2,000	139	2,139

ÇRODA (CPI) LIMITED
NOTES TO THE ACCOUNTS

5 Directors and employees

None (2006 None) of the directors received any emoluments in respect of their services to the Company
The Company has no employees or pension obligations

6 Ultimate parent company

The ultimate parent company is Croda International Plc, a company registered in England Croda International Plc group is the largest and smallest group of which the Company is a member and for which group accounts are prepared Copies of the group accounts can be obtained from the Company Secretary at the registered office of the Company