Group Strategic Report,

Report of the Directors and

Consolidated Financial Statements

for the Year Ended 31 December 2019

for

Gilbertson & Page Limited

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Gilbertson & Page Limited

Company Information for the Year Ended 31 December 2019

DIRECTORS: R G Battersby

A J Dale C A C Ware K K Wong J A Harris

SECRETARY: K K Wong

REGISTERED OFFICE: 45-55 Brownfields

Welwyn Garden City

Hertfordshire AL7 1AN

REGISTERED NUMBER: 00055762 (England and Wales)

SENIOR STATUTORY AUDITOR: Antony Luckett BCom BFP FCA DChA

AUDITORS: Clive Owen LLP

Chartered Accountants & Statutory Auditors 140 Coniscliffe Road DARLINGTON County Durham DL3 7RT

Group Strategic Report for the Year Ended 31 December 2019

The directors present their strategic report of the company and the group for the year ended 31 December 2019.

REVIEW OF BUSINESS

The principal activity of the parent company continued to be the manufacture and marketing of pet food.

The principal activity of Rooster Enterprises Limited is that of a holding company; the principal activity of WV Associates Limited is the supply of industrial consumables and the manufacture and packaging of aerosol based products.

The key financial and other performance indicators during the year were as follows:

Gilbertson & Page Limited	2019	2018	Change
Turnover	21,081,592	19,205,556	+9.8%
Gross profit margin	25.7%	22.6%	
Profit before tax	1,387,481	858,396	+61.6%

Sales have shown a continued increase with an improvement in profit margin due to price increases and efficiency.

Also there was a considerable sum spent on maintenance and acquisition of plant and machinery.

The balance sheet has continued to strengthen with a further increase in shareholder funds and cash balances.

Post year end the company has continued to be profitable and increase levels of production despite COVID-19. The company will also make an investment of £400,000 in its subsidiary businesses.

WV Associates Limited	2019	2018	Change
Turnover	10,190,822	8,783,350	+16.0%
Gross profit margin	19.7%	21.6%	
Profit before tax	6,596	82,966	-92.0%

Although sales increased from the previous years both gross and net profit fell due to rising costs. The results being particularly affected by the exchange rate of the pound.

Post year end the company has continued to increase levels of production with turnover and profits for the first quarter above originally budgeted targets. In addition the company will issue a further £400,000 of share capital in order to strengthen the balance sheet.

Group Strategic Report for the Year Ended 31 December 2019

LIQUIDITY RISK

The group's objective is to maintain a balance between continuity of funding and the flexible use of funding by the way of loans and similar financial arrangements. The risk is also managed by matching inward and outward flows of foreign currency.

FOREIGN CURRENCY RISK

The group has financial instruments which are denominated in currencies other than sterling. The gains and losses arising from the group's exposure to foreign currency fluctuations are recognised in the profit and loss account.

PRICING RISK

The group has future contracts to mitigate the risk of price increases in raw materials.

FINANCIAL ASSETS

The group had no financial assets other than short-term debtors and cash at bank.

ON BEHALF OF THE BOARD:

C A C Ware - Director

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18 June 2020

Report of the Directors for the Year Ended 31 December 2019

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2019.

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of the manufacture and marketing of pet food.

DIVIDENDS

An interim dividend of 0.065 per share was paid on 12 March 2019. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 December 2019 will be £33,335.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2019 to the date of this report.

R G Battersby A J Dale C A C Ware K K Wong J A Harris

Other changes in directors holding office are as follows:

R I W Ware - deceased 2 February 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

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

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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

Report of the Directors for the Year Ended 31 December 2019

AUDITORS

The auditors, Clive Owen LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

ON BEHALF OF THE BOARD:

C A C Ware - Director

18 June 2020

Report of the Independent Auditors to the Members of Gilbertson & Page Limited

Opinion

We have audited the financial statements of Gilbertson & Page Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2019 which comprise the Consolidated Profit and Loss Account, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to the Consolidated Cash Flow Statement, 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 of the parent company affairs as at 31 December 2019 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 Auditors' 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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.

Opinions on other matters 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Gilbertson & Page Limited

Matters on which we are required to report by exception

In the light of the 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 Group Strategic Report or the Report of the Directors.

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 four, 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 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.

Auditors' 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 a Report of the Auditors 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.

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. This description forms part of our Report of the Auditors.

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 a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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Antony Luckett BCom BFP FCA DChA (Senior Statutory Auditor) for and on behalf of Clive Owen LLP Chartered Accountants & Statutory Auditors 140 Coniscliffe Road DARLINGTON County Durham DL3 7RT

18 June 2020

Consolidated Profit and Loss Account for the Year Ended 31 December 2019

	Notes	2019 £	2018 £
TURNOVER	3	31,272,414	27,988,906
Cost of sales		(23,848,659)	(21,743,553)
GROSS PROFIT		7,423,755	6,245,353
Distribution costs Administrative expenses		(1,571,001) (4,485,040)	(1,537,119) (3,806,961)
		1,367,714	901,273
Other operating income		15,919	41,053
OPERATING PROFIT	6	1,383,633	942,326
Interest receivable and similar income		31,511	31,928
•		1,415,144	974,254
Interest payable and similar expenses	7	(69,695)	(81,521)
PROFIT BEFORE TAXATION		1,345,449	892,733
Tax on profit	8	(254,638)	(213,281)
PROFIT FOR THE FINANCIAL YEA	LR.	1,090,811	679,452
Profit attributable to: Owners of the parent		1,090,811	679,452

Consolidated Other Comprehensive Income for the Year Ended 31 December 2019

	Notes	2019 £	2018 £
PROFIT FOR THE YEAR		1,090,811	679,452
OTHER COMPREHENSIVE INC	ОМЕ	<u>.</u>	
TOTAL COMPREHENSIVE INC FOR THE YEAR	OME	1,090,811	<u>679,452</u>
Total comprehensive income attribute Owners of the parent	able to:	1,090,811	679,452

Consolidated Balance Sheet 31 December 2019

•		20	19	201	18
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	11		674,503		698,966
Tangible assets	12		5,548,450		4,757,383
Investments	13		-		-
			6,222,953		5,456,349
CURRENT ASSETS					
Stocks	14	3,229,030		2,799,659	
Debtors	15	4,748,440		5,028,872	
Cash at bank and in hand		5,120,364		3,681,608	
		13,097,834		11,510,139	
CREDITORS		13,097,634		11,510,159	
Amounts falling due within one year	16	7,336,948	•	6,553,197	
NET CURRENT ASSETS			5,760,886		4,956,942
TOTAL ASSETS LESS CURRENT LIABILITIES			11,983,839		10,413,291
CREDITORS Amounts falling due after more than one					
year	17		(912,429)		(518,268)
PROVISIONS FOR LIABILITIES	21		(330,935)		(212,024)
NET ASSETS			10,740,475	·	9,682,999
CAPITAL AND RESERVES					
Called up share capital	22		255,000		255,000
Revaluation reserve	23		418,652		428,074
Retained earnings	23		10,066,823		8,999,925
SHAREHOLDERS' FUNDS			10,740,475		9,682,999

The financial statements were approved by the Board of Directors and authorised for issue on 18 June 2020 and were signed on its behalf by:

C A C Ware - Director

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Company Balance Sheet 31 December 2019

		20.	19	201	8
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	11				
Tangible assets	12		4,806,540		4,140,348
Investments	13		950,001		950,001
			5,756,541		5,090,349
CURRENT ASSETS					
Stocks	14	792,766		750,742	
Debtors	15	3,469,168		4,375,753	
Cash at bank and in hand		5,167,238		3,571,071	
		9,429,172	•	8,697,566	
CREDITORS					
Amounts falling due within one year	16	3,478,029		3,672,360	
NET CURRENT ASSETS			5,951,143		5,025,206
TOTAL ASSETS LESS CURRENT LIABILITIES			11,707,684		10,115,555
CREDITORS					
Amounts falling due after more than one year	17		(800,436)		(428,893)
•			, , ,		, , ,
PROVISIONS FOR LIABILITIES	21		(297,903)		(178,937)
NET ASSETS		•	10,609,345		9,507,725
CAPITAL AND RESERVES					
Called up share capital	22		255,000		255,000
Revaluation reserve	23		418,652		428,074
Retained earnings	23		9,935,693		8,824,651
SHAREHOLDERS' FUNDS			10,609,345		9,507,725
Company's profit for the financial year			1,134,955		658,513
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Company Balance Sheet - continued 31 December 2019

The financial statements were approved by the Board of Directors and authorised for issue on 18 June 2020 and were signed on its behalf by:

C A C Ware - Director

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Consolidated Statement of Changes in Equity for the Year Ended 31 December 2019

	Called up share capital £	Retained earnings	Revaluation reserve £	Total equity £
Balance at 1 January 2018	255,000	8,344,386	437,496	9,036,882
Changes in equity Dividends Total comprehensive income	· -	(33,335) 688,874	(9,422)	(33,335) 679,452
Balance at 31 December 2018	255,000	8,999,925	428,074	9,682,999
Changes in equity Dividends Total comprehensive income	<u>-</u>	(33,335)	(9,422)	(33,335) 1,090,811
Balance at 31 December 2019	255,000	10,066,823	418,652	10,740,475

Company Statement of Changes in Equity for the Year Ended 31 December 2019

	Called up			
	share	Retained	Revaluation	Total
	capital	earnings	reserve	equity
	£	£	£	£
Balance at 1 January 2018	255,000	8,190,051	437,496	8,882,547
Changes in equity				
Dividends	-	(33,335)	- ,	(33,335)
Total comprehensive income		667,935	(9,422)	658,513
Balance at 31 December 2018	255,000	8,824,651	428,074	9,507,725
Changes in equity				
Dividends	-	(33,335)	-	(33,335)
Total comprehensive income	-	1,144,377	(9,422)	1,134,955
Balance at 31 December 2019	255,000	9,935,693	418,652	10,609,345

Consolidated Cash Flow Statement for the Year Ended 31 December 2019

		2019	2018
	Notes	£	£
Cash flows from operating activities			
Cash generated from operations	1	3,261,840	480,954
Interest paid		(61,747)	(78,737)
Interest element of hire purchase payments			
paid		(7,948)	(2,784)
Tax paid		(217,026)	(179,010)
Net cash from operating activities		2,975,119	220,423
Cash flows from investing activities			
Purchase of intangible fixed assets		(24,537)	-
Purchase of tangible fixed assets		(1,267,411)	(267,851)
Sale of tangible fixed assets		3,500	7,500
Interest received		31,511	31,928
Net cash from investing activities	•	(1,256,937)	(228,423)
Cash flows from financing activities			
New loans in year		-	150,000
Loan repayments in year		(405,530)	(371,950)
New HP in year		611,144	-
Capital repayments in year	•	(5,427)	(30,809)
Amount introduced by directors		-	50,000
Equity dividends paid		(33,335)	(33,335)
Net cash from financing activities		166,852	(236,094)
		<u>.</u>	
Increase/(decrease) in cash and cash equiva	lents	1,885,034	(244,094)
Cash and cash equivalents at beginning of year	2	3,235,330	3,479,424
	2	5 120 264	2 225 220
Cash and cash equivalents at end of year	2	5,120,364	3,235,330

Notes to the Consolidated Cash Flow Statement for the Year Ended 31 December 2019

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

OI EIGHTONS	2019	2018
	£	£ £
Profit before taxation	1,345,449	892,733
Depreciation charges	522,698	774,424
(Profit)/loss on disposal of fixed assets	(854)	6,920
Finance costs	69,695	81,521
Finance income	(31,511)	(31,928)
	1,905,477	1,723,670
Increase in stocks	(429,371)	(282,707)
Decrease/(increase) in trade and other debtors	280,432	(666,824)
Increase/(decrease) in trade and other creditors	1,505,302	(293,185)
Cash generated from operations	3,261,840	480,954

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Vaar	hahna	31	December	2010

Cash and cash equivalents Bank overdrafts	31.12.19 £ 5,120,364	1.1.19 £ 3,681,608 (446,278)
	5,120,364	3,235,330
Year ended 31 December 2018 Cash and cash equivalents	31.12.18 £ 3,681,608	1.1.18 £ 3,479,424
Bank overdrafts	3,235,330	3,479,424

Notes to the Consolidated Cash Flow Statement for the Year Ended 31 December 2019

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.1.19 £	Cash flow £	At 31.12.19
Net cash		_	
Cash at bank and in hand	3,681,608	1,438,756	5,120,364
Bank overdrafts	(446,278)	446,278	· -
	3,235,330	1,885,034	5,120,364
Debt			
Finance leases	(7,267)	(605,717)	(612,984)
Debts falling due within 1 year	(639,976)	319,649	(320,327)
Debts falling due after 1 year	(518,268)	85,881	(432,387)
	(1,165,511)	(200,187)	(1,365,698)
Total	2,069,819	1,684,847	3,754,666

Notes to the Consolidated Financial Statements for the Year Ended 31 December 2019

1. STATUTORY INFORMATION

Gilbertson & Page Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

There were no material departures from that standard.

The group financial statements consolidate the financial statements of Gilbertson & Page Limited and all its subsidiary undertakings drawn up to 31 December each year.

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and also have been consistently applied within the same accounts.

The group and company has adopted the Amendments to FRS 102 - Triennial Review 2017 in these financial statements. This has not resulted in any transition adjustments.

Basis of consolidation

The financial statements consolidate the financial statements of Gilbertson & Page Limited and its subsidiaries: WV Associates Limited, Rooster Enterprises Limited and Dr John Limited. All of the entities' financial statements are made up to 31 December 2019 and transactions between the group companies have been eliminated on consolidation. No separate income statement for Gilbertson & Page Limited is presented, as permitted by Section 406 of the Companies Act 2006.

Significant judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows.

Depreciation - Depreciation is calculated so as to write off the cost of an asset, less it's residual value, over the useful economic life of that asset. An estimate of the useful economic life of assets is detailed in the depreciation accounting policy. The value of depreciation charge in the profit and loss account during the year was £473,015.

Amortisation of goodwill - Amortisation is calculated so as to write off the value of goodwill over its estimate useful life. An estimate of the useful economic life of goodwill is detailed in the goodwill accounting policy. The value of amortisation charge in the profit and loss account during the year was £49,000.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

2. ACCOUNTING POLICIES - continued

Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the sale of goods.

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods has transferred to the buyer. This is usually at the point that the customer has signed for the delivery of the goods.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at costs less any accumulated amortisation and any accumulated impairment losses.

Goodwill on consolidation

Goodwill is the difference between consideration paid on acquisition of a business and the fair value of the identifiable assets and liabilities. This was the amount paid in connection with the acquisition of a business in 2013, it is being amortised evenly over its estimated useful life of twenty years.

Patents

Patents, being the amount paid in connection with the acquisition of patents in 2014, are being amortised evenly over their estimated useful life of ten years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property - 6.67% on cost and 2.5% on cost

Property improvements - over period of the lease

Assets under construction - not provided

Plant and machinery - 12.5% on cost, 10% on cost and 5% on cost

Fixtures and fittings - 20% on cost and 12.5% on cost

Motor vehicles - 25% on reducing balance and 25% on cost

Impairment of assets

At each reporting date fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

If an impairment loss subsequently reverses, the carry amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Stocks

Stock are stated at the lower of cost, using the first in first out method, and selling price less costs to complete and sell, and after making due allowance for obsolete and slow moving items.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

2. ACCOUNTING POLICIES - continued

Deferred taxation

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Foreign currencies

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

Hire purchase and leasing commitments

Assets obtained under hire purchase contract or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful life or the lease term, whichever is shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rental paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

Grants receivable

Capital based grants are credited to the profit and loss account over the expected useful life of the asset. Revenue based grants are credited to the profit and loss account in the period to which they relate.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

2. ACCOUNTING POLICIES - continued

Invoice financing

The invoice financing creditor represents amounts received in respect of financed debts. There is full recourse to the company for losses on debts, and so the financed debts continued to be recognised on the balance sheet. Interest and other charge relating to invoice financing are recognised in the profit and loss account over the relevant period.

Going concern

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

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquiree plus costs directly attributable to the business combination.

Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities is recognised as goodwill. If the net fair value of the identifiable assets and liabilities exceeds the cost of the business combination the excess is recognised separately on the face of the consolidated statement of financial position immediately below goodwill.

Investment in subsidiaries

The consolidated financial statements incorporate the financial statements of the company and entities (including special purpose entities) controlled by the group (its subsidiaries). Control is achieved where the group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in total comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate using accounting policies consistent with those of the parent. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements.

Financial instruments

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

3. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the group.

An analysis of turnover by geographical market is given below:

	•	2019	2018
		£	£
	United Kingdom	24,171,558	21,087,019
	Europe	5,507,386	5,537,319
	Rest of the World	1,593,470	1,364,568
		31,272,414	27,988,906
	•		
4.	EMPLOYEES AND DIRECTORS		
		2019	2018
		£	£
	Wages and salaries	4,474,179	3,899,091
	Social security costs	416,902	360,373
	Other pension costs	153,008	116,176
		5,044,089	4,375,640
	The average number of employees during the year was as follows:	2010	2010
		2019	2018
	Office and management	45	42
	Manufacturing	49	46
		94	88

The group operates a stakeholder defined contribution pension scheme for the benefit of the employees and directors. The assets of the scheme are administered by an independent pensions provider. Pension payments recognised as an expense during the year amount to £153,008 (2018: £116,176).

5. **DIRECTORS' EMOLUMENTS**

Directors' remuneration Directors' pension contributions to money purchase schemes	2019 £ 1,675,340 32,670	2018 £ 1,361,013 31,739
The number of directors to whom retirement benefits were accruing was as follows:	•	
Money purchase schemes	2	2
Information regarding the highest paid director is as follows:	2019	2018
Emoluments etc Pension contributions to money purchase schemes	£ 649,659 10,000	£ 397,263 10,000

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

6. **OPERATING PROFIT**

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

		2019	2018
		£	£
	Depreciation - owned assets	409,235	715,260
	Depreciation - assets on hire purchase contracts	64,463	10,165
	(Profit)/loss on disposal of fixed assets	(854)	6,920
	Goodwill amortisation	48,628	48,628
	Patents and licences amortisation	372	371
	Auditors' remuneration	23,183	24,308
	Foreign exchange differences	9,503	8,303
	Operating leases	116,222	71,286
	Research and development	64,320	71,063
7.	INTEREST PAYABLE AND SIMILAR EXPENSES		
,.	INTEREST TATABLE AND SHAREMENT ENGLIS	2019	2018
		£	£
	Bank loan interest	26,880	37,229
	Invoice discounting interest	34,867	30,508
	Other interest	-	11,000
	Hire purchase	7,948	2,784
		69,695	81,521
			
8.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit for the year was as follows:	2010	2010
		2019	2018
	Comment	£	£
	Current tax:	125 727	254,379
	UK corporation tax Under / (over) provision on corporation tax	135,727	18,130
	Order / (over) provision on corporation tax		
	Total current tax	135,727	272,509
	Deferred tax	118,911	(59,228)
	Tax on profit	254,638	213,281

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

8. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

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

	2019 £	2018 £
Profit before tax	1,345,449	892,733
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	255,635	169,619
Effects of: Expenses not deductible for tax purposes	244	(1,804)
Depreciation in excess of capital allowances of depreciation	(1,241)	27,336
Underprovision in prior year	-	18,130
Total tax charge	254,638	213,281

9. INDIVIDUAL PROFIT AND LOSS ACCOUNT

As permitted by Section 408 of the Companies Act 2006, the Statement of Comprehensive Income of the parent company is not presented as part of these financial statements.

10. **DIVIDENDS**

	2019	2018
	£	£
Ordinary shares of 50p each		
Interim	33,335	33,335

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

11. INTANGIBLE FIXED ASSETS

12.

At 31 December 2018

Group		Patents	
		and	
	Goodwill	licences	Totals
,	£	£	£
COST			
At 1 January 2019	972,529	3,712	976,241
Additions		24,537	24,537
At 31 December 2019	972,529	28,249	1,000,778
AMORTISATION			
At 1 January 2019	275,556	1,719	277,275
Amortisation for year	48,628	372	49,000
At 31 December 2019	324,184	2,091	326,275
NET BOOK VALUE			
At 31 December 2019	648,345	26,158	674,503
At 31 December 2018	696,973	1,993	698,966
TANGIBLE FIXED ASSETS			
Group			Assets
	Freehold	Property	under
	property	improvements	construction
	£	£	£
COST OR VALUATION			
At 1 January 2019	4,851,016	97,367	
Additions	-	12,557	5,011
Disposals	·		-
At 31 December 2019	4,851,016	109,924	5,011
DEPRECIATION			
At 1 January 2019	1,645,949	18,091	-
Charge for year	125,495	8,896	-
Eliminated on disposal	<u></u>		<u>-</u>
At 31 December 2019	1,771,444	26,987	-
NET BOOK VALUE			•

3,205,067

79,276

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

12. TANGIBLE FIXED ASSETS - continued

Group

		Fixtures		
	Plant and	and	Motor	
	machinery	fittings	vehicles	Totals
	£	£	£	£
COST OR VALUATION				
Àt 1 January 2019	10,406,669	265,059	86,650	15,706,761
Additions	1,228,524	6,569	14,750	1,267,411
Disposals	(6,400)	<u> </u>	(8,895)	(15,295)
At 31 December 2019	11,628,793	271,628	92,505	16,958,877
DEPRECIATION				
At 1 January 2019	9,019,281	184,431	81,626	10,949,378
Charge for year	304,256	33,337	1,714	473,698
Eliminated on disposal	(3,800)	<u>-</u>	(8,849)	(12,649)
At 31 December 2019	9,319,737	217,768	74,491	11,410,427
NET BOOK VALUE				
At 31 December 2019	2,309,056	53,860	18,014	5,548,450
At 31 December 2018	1,387,388	80,628	5,024	4,757,383
•		=		

Included in cost or valuation of land and buildings is freehold land of £851,664 (2018: £851,664) which is not depreciated.

Certain freehold land and buildings included above were recognised using a previous market based valuation as a deemed cost on transition to FRS 102. These assets are being depreciated from their valuation date of 1990 and have a net book value of £1,961,454 (2018: £2,015,166). The historic cost equivalent of these assets is £970,448 (2018: £970,448).

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Plant and	Motor	
	machinery	vehicles	Totals
	£	£	£
COST OR VALUATION			
At 1 January 2019	81,324	-	81,324
Additions	922,485	14,750	937,235
Transfer to ownership	(81,324)	-	(81,324)
At 31 December 2019	922,485	14,750	937,235
DEPRECIATION			
At 1 January 2019	30,465	-	30,465
Charge for year	64,463	-	64,463
Transfer to ownership	(33,006)		(33,006)
At 31 December 2019	61,922		61,922
NET BOOK VALUE			
At 31 December 2019	860,563	14,750	875,313
At 31 December 2018	50,859	-	50,859

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continued...

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

12. TANGIBLE FIXED ASSETS - continued

Company

Freehold property £	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
4.051.016	0.227.106	152.001	20.700	14362001
4,851,016	1,028,825	153,081	30,799	1,028,825
4,851,016	10,356,010	153,081	30,799	15,390,906
1,645,949	8,444,643	103,074	28,067	10,221,733
125,495	211,930	24,525	683	362,633
1,771,444	8,656,573	127,599	28,750	10,584,366
3,079,572	1,699,437	25,482	2,049	4,806,540
3,205,067	882,542	50,007	2,732	4,140,348
	1,645,949 125,495 1,771,444	property £ machinery £ 4,851,016 9,327,185 1,028,825 4,851,016 10,356,010 1,645,949 8,444,643 211,930 1,771,444 8,656,573 3,079,572 1,699,437	Freehold property machinery £ £ £ 4,851,016 9,327,185 153,081 - 1,028,825 - 4,851,016 10,356,010 153,081 1,645,949 8,444,643 103,074 125,495 211,930 24,525 1,771,444 8,656,573 127,599 3,079,572 1,699,437 25,482	Freehold property Plant and machinery and fittings Motor vehicles £ 4,851,016 9,327,185 153,081 30,799 - 1,028,825 - - 4,851,016 10,356,010 153,081 30,799 1,645,949 8,444,643 103,074 28,067 125,495 211,930 24,525 683 1,771,444 8,656,573 127,599 28,750 3,079,572 1,699,437 25,482 2,049

Included in cost or valuation of land and buildings is freehold land of £851,664 (2018: £851,664) which is not depreciated.

Certain freehold land and buildings included above were recognised using a previous market based valuation as a deemed cost on transition to FRS 102. These assets are being depreciated from their valuation date of 1990 and have a net book value of £1,961,454 (2018: £2,015,166). The historic cost equivalent of these assets is £970,448 (2018: £970,448).

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

- 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Plant and machinery £
COST OR VALUATION Additions	825,620
At 31 December 2019	825,620
DEPRECIATION Charge for year	61,922
At 31 December 2019	61,922
NET BOOK VALUE At 31 December 2019	763,698 ———

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

13. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings
COST At 1 January 2019 and 31 December 2019	950,001
NET BOOK VALUE At 31 December 2019	950,001
At 31 December 2018	950,001

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

Subsidiaries

Dr John Limited

Registered office: England and Wales Nature of business: dormant company

Class of shares: holding Ordinary £1 100.00.

Rooster Enterprises Limited

Registered office: England and Wales

Nature of business: holding company, and head of a medium group

Class of shares: holding
Ordinary £1 shares 100.00

WV Associates Limited

Registered office: England and Wales

Nature of business: supplier of industrial consumables and fluids

Class of shares: %
Ordinary £1 shares 100.00

WV Associates Limited is a 100% subsidiary of Rooster Enterprises Limited.

14. STOCKS

	Gı	oup	Com	ipany
	2019	2018	2019	2018
	£	£	£	£
Raw materials	1,563,367	1,575,835	467,677	560,368
Finished goods	1,665,663	1,223,824	325,089	190,374
	3,229,030	2,799,659	792,766	750,742

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

15. **DEBTORS**

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	3,955,269	3,515,214	2,046,647	2,111,878
Amounts owed by group undertakings	-	-	414,175	439,347
Other debtors	261,036	225,526	189,066	223,023
Prepayments and accrued income	332,135	1,088,132	179,900	962,125
	4,548,440	4,828,872	2,829,788	3,736,373
Amounts falling due after more than one year:				
Amounts owed by group undertakings	-	-	439,380	439,380
Amounts owed by related parties	200,000	-	200,000	-
Directors' loan accounts	-	200,000	-	200,000
	200,000	200,000	639,380	639,380
Aggregate amounts	4,748,440	5,028,872	3,469,168	4,375,753

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2019	2018	2019	2018
•	£	£	£	£
Bank loans and overdrafts (see note 18)	320,327	1,086,254	269,874	1,037,526
Hire purchase contracts (see note 19)	132,942	7,267	108,538	-
Trade creditors	3,539,820	2,992,099	1,512,352	1,483,697
Corporation tax	57,231	138,530	55,064	131,145
Taxation and social securitý	232,570	133,984	207,073	88,468
Other creditors	55,394	43,745	19,005	6,991
Invoice discounting account	1,570,555	1,177,768	-	-
Accruals and deferred income	1,428,109	973,550	1,306,123	924,533
	7,336,948	6,553,197	3,478,029	3,672,360

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

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Bank loans (see note 18)	432,387	518,268	393,420	428,893
Hire purchase contracts (see note 19)	480,042		407,016	
	912,429	518,268	800,436	428,893

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

18. LOANS

An analysis of the maturity of loans is given below:

	Gr	oup	Company	
	2019	2018	2019	2018
	£	£	£	£
Amounts falling due within one year or on demand:				
Bank overdrafts	-	446,278		446,278
Bank loans	320,327	639,976	269,874	591,248
	320,327	1,086,254	269,874	1,037,526
Amounts falling due between one and two years:				
Bank loans - 1-2 years	185,284	280,339	146,317	229,926
•				
Amounts falling due between two and five years:				
Bank loans - 2-5 years	247,103	237,929	247,103	198,967
Dank touto 2 3 yours	=====		====	====

The bank loans mature in December 2024, January 2020, June 2021, February 2023 and November 2022. Interest is charged at 3.9% fixed, 3% over base, 3% over base, 3% over base and 1.75% over base respectively.

19. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Hire purchase co	
	2019	2018
	£	£
Net obligations repayable:		
Within one year	132,942	7,267
Between one and five years	480,042	-
	612,984	7,267
Company	Hire purchase 2019 £	e contracts 2018 £
Net obligations repayable:	~	~
Within one year	108,538	-
Between one and five years	407,016	
	515,554	-
		==-

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

19. LEASING AGREEMENTS - continued

Group	Non-cancella . lea	
	2019	2018
	£	£
Within one year	110,184	100,855
Between one and five years	174,768	201,071
	284,952	301,926

Group

	Non-cancellab leas	
	2019	2018
	£	£
Within one year Between one and five years	37,420	40,031
	10,366	38,287
	47,786	78,318

20. SECURED DEBTS

The following secured debts are included within creditors:

Group		Company	
2019	2018	2019	2018
£	£	£	£
-	446,278	-	446,278
752,714	1,158,244	663,294	1,020,141
612,984	7,267	515,554	-
1,570,555	1,177,768		
2,936,253	2,789,557	1,178,848	1,466,419
	2019 £ 752,714 612,984 1,570,555	2019 2018 £ £ - 446,278 752,714 1,158,244 612,984 7,267 1,570,555 1,177,768	2019 2018 2019 £ £ £ - 446,278 - 752,714 1,158,244 663,294 612,984 7,267 515,554 1,570,555 1,177,768 -

Bank loans and overdrafts are subject to a fixed and floating charge over the assets and undertakings of the group.

Hire purchase contracts are secured on the assets to which they relate.

Invoice discounting debts are secured by a fixed and floating charge over the assets and undertakings of WV Associates Limited.

The group has entered into an arrangement with Barclays Bank. Under the terms of this Agreement and the guarantees, the Bank is authorised to allow set-off for interest purposes and in certain circumstances to seize credit balances and apply them in reduction of liabilities including debit balances within the group.

21. PROVISIONS FOR LIABILITIES

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Deferred tax				
Accelerated capital allowances	330,935	212,024	297,903	178,937
-		=		

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

21. PROVISIONS FOR LIABILITIES - continued

	Group			
				Deferred
•				tax £
	Balance at 1 January 2019 Accelerated capital allowances	,		212,024 118,911
	Accelerated capital allowances			110,911
	Balance at 31 December 2019			330,935
	Company		•	
				Deferred
				tax £
	Balance at 1 January 2019			178,937
	Accelerated capital allowance			118,966
	Balance at 31 December 2019			297,903
	Salance at 51 Seconds: 2017			=====
22.	CALLED UP SHARE CAPITAL			
	·			
	Allotted, issued and fully paid:			
	Number: Class:	Nominal value:	. 2019 £	2018 £
	510,000 Ordinary	50p	255,000	255,000
	•	•	====	===
23.	RESERVES			
		•		
	Group	Retained	Revaluation	
		earnings	reserve	Totals
		£	£	£
	At 1 January 2019	8,999,925	428,074	9,427,999
	Profit for the year	1,090,811	,	1,090,811
	Dividends	(33,335)	(0.400)	(33,335)
	Transfers	9,422	(9,422)	
	At 31 December 2019	10,066,823	418,652	10,485,475
	•	======		=======================================
	Company			
		Retained	Revaluation	
	•	earnings £	reserve £	Totals £
		2	*	<i>د</i>
	At 1 January 2019	8,824,651	428,074	9,252,725
	Profit for the year Dividends	1,134,955 (33,335)		1,134,955 (33,335)
	Transfers	(33,333) 9,422	(9,422)	(33,337)
				10.051.015
	At 31 December 2019	9,935,693	418,652	10,354,345

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

23. RESERVES - continued

Called-up share capital - represents the nominal value of shares that have been issued.

Retained earnings - includes all current and prior period retained profits and losses.

Revaluation reserve - represents the increase in net book value of revalued land and buildings, less any annual transfers to retained earnings in respect of depreciation.

24. CAPITAL COMMITMENTS

	. 2019	2018
	£	£
Contracted but not provided for in the		
financial statements	-	62,786
,		

25. OTHER FINANCIAL COMMITMENTS

At 31 December 2019, the company had forward contracts with various suppliers to buy raw materials to the value of £3,999,286 (2018:£3,666,626).

26. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES

The following advances and credits to a director subsisted during the years ended 31 December 2019 and 31 December 2018:

	2019	2018
	£	£
R I W Ware		
Balance outstanding at start of year	200,000	250,000
Balance transferred to Estate	(200,000)	-
Amounts repaid	-	(50,000)
Balance outstanding at end of year	-	200,000

27. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

Notes to the Consolidated Financial Statements - continued for the Year Ended 31 December 2019

27. RELATED PARTY DISCLOSURES - continued

	2019 £	2018 £
Entities with control, joint control or significant influence over the company: Interest income on director's loan account	, <u>-</u>	5,466
Amounts owed from director	-	200,000
Entities providing key management personnel service:		
Expenditure with related companies	53,604	31,863
Other related parties:		
Wages and salaries	71,083	119,351
Amounts due from related party	200,000	_
Interest income	5,000	-