

J SCOTT (THRAPSTON) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



J SCOTT (THRAPSTON) LIMITED

CONTENTS

	Page
Company Information	1
Strategic Report	2
Directors' Report	3 - 4
Independent Auditors' Report	5 - 8
Statement of Income and Retained Earnings	9
Balance Sheet	10
Notes to the Financial Statements	11 - 19

J SCOTT (THRAPSTON) LIMITED

COMPANY INFORMATION

Directors	D J Scott P L Waddup J A Scott
Registered number	00412719
Registered office	4 Bridge Street Thrapston Northampton NN14 4LR
Independent auditors	MHA Chartered Accountants & Statutory Auditors Moorgate House 201 Silbury Boulevard Milton Keynes MK9 1LZ
Bankers	National Westminster Bank Plc 40 Market Street Wellingborough Northamptonshire NN8 1AD

J SCOTT (THRAPSTON) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The Directors have the pleasure in presenting their report and financial statements of the Company for the year ended 31 December 2022.

Business review

The principal activity of the Company during the year was that of a holding company.

The Company's profit after tax increased to £380,528 (2021 - £19,831 loss) due to a management charge to Scotts of Thrapston Limited.

The Company's Balance Sheet shows a satisfactory position, shareholder's funds amounting to £1,712,443 (2021 - £1,738,617).

Principal risks and uncertainties

The Company Board of Directors periodically review the management and acceptance of all risks, ensuring that our business model remains robust and that the company is well positioned for the future. The principal financial risks are those faced by the Company's subsidiaries, Scotts of Thrapston Limited and Scotts Timber Engineering Limited, whose objectives and policies in relation to those risks are shown in the financial statements for Scotts of Thrapston Limited.

Strategy and future plan

The Scotts group continues to underpin future growth with the investment in both the production infrastructure of the Group and the development of key positions within the Company.

Financial key performance indicators

Working capital management is an important target for the business, with a current ratio of 50.3 (2021 - 28.5). The increase in the Company's current ratio links to the reduction in Group creditors falling due within one year.

The Company has satisfactory liquid funds to ensure that any future investments are able to be serviced.

This report was approved by the board and signed on its behalf.



J A Scott
Director

Date: 20 JUNE 2023

J SCOTT (THRAPSTON) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

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

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

Results and dividends

The profit for the year, after taxation, amounted to £380,528 (2021 - loss £19,831).

During the year dividends of £406,702 (2021 - £nil) were paid.

Directors

The directors who served during the year were:

D J Scott
P L Waddup
J A Scott

Future developments

Future developments have been disclosed in the Strategic Report.

J SCOTT (THRAPSTON) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, MHA, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Following a rebranding exercise on 15 May 2023 the trading name of the company's independent auditor changed from MHA MacIntyre Hudson to MHA.

This report was approved by the board and signed on its behalf.



J A Scott
Director

Date: 20 JUNE 2023

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF J SCOTT (THRAPSTON) LIMITED

Opinion

We have audited the financial statements of J Scott (Thrapston) Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of Income and Retained Earnings, the Balance Sheet and the related notes, 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 Company's affairs as at 31 December 2022 and of its 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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 directors' 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 Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are 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.

J SCOTT (THRAPSTON) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF J SCOTT (THRAPSTON) LIMITED
(CONTINUED)**

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF J SCOTT (THRAPSTON) LIMITED
(CONTINUED)**

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 an Auditors' 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:

- enquiry of management and those charged with governance around actual and potential litigation and claims;
- performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias;
- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations
- reviewing minutes of meetings of those charged with governance.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Auditors' Report.

J SCOTT (THRAPSTON) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF J SCOTT (THRAPSTON) LIMITED
(CONTINUED)**

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



Robert John Butler FCA (Senior Statutory Auditor)

for and on behalf of

MHA

Statutory Auditors

Milton Keynes

Date: 7 JULY 2023

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313).

J SCOTT (THRAPSTON) LIMITED

**STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £	2021 £
Turnover	4	293,490	-
Gross profit		293,490	-
Administrative expenses		(318,809)	(19,892)
Operating loss		(25,319)	(19,892)
Income from shares in group undertakings		404,847	-
Interest receivable and similar income	7	1,000	61
Profit/(loss) before tax		380,528	(19,831)
Profit/(loss) after tax		380,528	(19,831)
Retained earnings at the beginning of the year		1,728,110	1,747,941
Profit/(loss) for the year		380,528	(19,831)
Dividends declared and paid		(406,702)	-
Retained earnings at the end of the year		1,701,936	1,728,110

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of income and retained earnings.


The notes on pages 11 to 19 form part of these financial statements.

J SCOTT (THRAPSTON) LIMITED
REGISTERED NUMBER: 00412719

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	9	20,000	20,000
		<u>20,000</u>	<u>20,000</u>
Current assets			
Debtors: amounts falling due within one year	10	1,305,072	1,269,626
Current asset investments	11	450,290	549,290
Cash at bank and in hand	12	11,964	3,297
		<u>1,767,326</u>	<u>1,822,213</u>
Creditors: amounts falling due within one year	13	(35,133)	(63,846)
Net current assets		<u>1,732,193</u>	<u>1,758,367</u>
Total assets less current liabilities		<u>1,752,193</u>	<u>1,778,367</u>
Creditors: amounts falling due after more than one year	14	(39,750)	(39,750)
Net assets		<u><u>1,712,443</u></u>	<u><u>1,738,617</u></u>
Capital and reserves			
Called up share capital	15	4,001	4,001
Share premium account	16	6,506	6,506
Profit and loss account	16	1,701,936	1,728,110
		<u><u>1,712,443</u></u>	<u><u>1,738,617</u></u>

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


J A Scott
Director

Date: 20 JUNE 2023

The notes on pages 11 to 19 form part of these financial statements.

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

1. General information

J Scott (Thrapston) Limited is a private company limited by shares, incorporated and registered in England and Wales, registration number 00412719. The registered office is 4 Bridge Street, Thrapston, Northampton, NN14 4LR.

The principal activity of the Company is that of an intermediary holding company.

The financial statements are presented in Sterling, which is also the functional currency of the Company.

The financial statements are rounded to the nearest £1.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Scottco Holdings Limited as at 31 December 2022 and these financial statements may be obtained from the Registrar of Companies.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

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

2. Accounting policies (continued)

2.4 Going concern

The financial statements have been prepared on a going concern basis. The Directors have considered relevant information, including the annual budget, forecast future cash flows and the impact of subsequent events in making their assessment.

Based on these assessments and having regard to the resources available to the entity, the Directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the annual report and accounts.

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

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

2. Accounting policies (continued)

2.9 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.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.11 Creditors

Short-term 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.

2.12 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the 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 or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 the Statement of Income and Retained Earnings.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet 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.

2.13 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, management is required to make judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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.

There are no key sources of estimation uncertainty that have a significant affect on the amount recognised in the financial statements.

4. Turnover

All turnover arose within the United Kingdom.

5. Employees

Staff costs, including directors' remuneration, were as follows:

	2022	2021
	£	£
Wages and salaries	288,466	-
Cost of defined contribution scheme	24,000	16,000
	312,466	16,000

The average monthly number of employees, including the directors, during the year was as follows:

	2022	2021
	No.	No.
Management staff	3	3

J SCOTT (THRAPSTON) LIMITED

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

6. Directors' remuneration

	2022 £	2021 £
Directors' emoluments	288,466	-
Company contributions to defined contribution pension schemes	24,000	16,000
	<u>312,466</u>	<u>16,000</u>

The highest paid director received remuneration of £128,307 (2021 - £NIL).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £16,000 (2021 - £16,000).

7. Interest receivable

	2022 £	2021 £
Other interest receivable	1,000	61
	<u>1,000</u>	<u>61</u>

8. Dividends

	2022 £	2021 £
Dividends paid on ordinary shares	404,847	-
Dividends paid on preference shares	1,855	-
	<u>406,702</u>	<u>-</u>

J SCOTT (THRAPSTON) LIMITED

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

9. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 January 2022	20,000
At 31 December 2022	<u>20,000</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Scotts Of Thrapston Limited	4 Bridge Street, Thrapston, Northampton, NN14 4LR	Ordinary	100%
Scotts Timber Engineering Limited	4 Bridge Street, Thrapston, Northampton, NN14 4LR	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
Scotts of Thrapston Limited	840,552	1,023,995
Scotts Timber Engineering Limited	811,556	547,139

10. Debtors

	2022 £	2021 £
Amounts owed by group undertakings	1,241,648	1,205,634
Other debtors	63,424	63,992
	<u>1,305,072</u>	<u>1,269,626</u>

J SCOTT (THRAPSTON) LIMITED

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

11. Current asset investments

	2022	2021
	£	£
Unlisted investments	450,290	549,290

12. Cash and cash equivalents

	2022	2021
	£	£
Cash at bank and in hand	11,964	3,297

13. Creditors: Amounts falling due within one year

	2022	2021
	£	£
Other creditors	24,702	11,940
Accruals and deferred income	10,431	51,906
	35,133	63,846

14. Creditors: Amounts falling due after more than one year

	2022	2021
	£	£
Share capital treated as debt	39,750	39,750

15. Share capital

	2022	2021
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
3,501 (2021 - 3,501) Ordinary shares of £1.00 each	3,501	3,501
500 (2021 - 500) Deferred shares of £1.00 each	500	500
	4,001	4,001

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

15. Share capital (continued)

	2022 £	2021 £
Shares classified as debt		
Allotted, called up and fully paid		
39,750 (2021 - 39,750) "A" Preference shares of £1.00 each	<u>39,750</u>	<u>39,750</u>

Voting rights:

Deferred shareholders have no voting rights.

Preference shareholders have no voting rights except in the following circumstances:

- (1) If the 'A' Preference Share dividend shall be in arrears for more than six months after any date fixed for payment.
- (2) Where any resolution is proposed for the winding-up of the Company.
- (3) Where a meeting is convened for the purpose of approving the purchase by the Company of any of its shares.
- (4) Where the business of the meeting includes the consideration of a resolution which abrogates or varies adversely the special rights and privileges attached to the 'A' Preference Shares.

Right to dividends:

Deferred shareholders have no rights to receive any dividends or to participate in the profits of the Company.

Preference shares have a right to a fixed cumulative preference dividend at a minimum rate of 7% per annum and a maximum rate of 14% per annum.

Rights to capital:

The Deferred shareholders have the right on winding up to be repaid the capital on such paid up shares only after the holders of the 'A' Preference shares shall have received back the capital paid up thereon and after the holders of the Ordinary shares shall have received a payment of £500,000 in respect of each Ordinary share then held.

The Preference shareholders have the right on winding up or repayment of capital to repayment before any other shareholders but shall not be entitled to participate in any further capital distribution by the Company.

16. Reserves

Profit and loss account

Includes all current and prior period retained profits and losses.

J SCOTT (THRAPSTON) LIMITED

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

17. Pension commitments

The Company operates a defined contribution pension scheme for its employees. The assets of the scheme are held separately from those of the Company. No contributions were payable to the fund at the balance sheet date (2021 - £nil).

18. Other financial commitments

The Company has provided a guarantee to the group's bankers in respect of a loan held by a fellow subsidiary, Scotts of Thrapston Limited.

As of 31 December 2022 the amount owed by the rest of the group in respect of the loan was £391,667. (2021 - £491,667).

19. Related party transactions

At the balance sheet date a loan of £2,733 (2021 - £2,733) was due to J A Scott, a director in the Company.

At the balance sheet date a loan of £13,991 (2021 - £59,222) was due from D J Scott, a director in the Company.

At the balance sheet date a loan of £21,969 (2021 - £9,207) was due to a Trust relating to directors close family members.

20. Controlling party

Scottco Holdings Limited is the ultimate parent company of J Scott (Thrapston) Limited and heads both the largest and smallest group which prepares consolidated accounts which contain the results of the Company. Scottco Holdings Limited has the same registered office address as the Company.

In the opinion of the Directors there is no ultimate controlling party.