FINANCIAL STATEMENTS

for the year ended

31 March 2008

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Company Registration No 1272854

#### **DIRECTORS AND OFFICERS**

#### **DIRECTORS**

RAS Skinner

G Panter

M J Marjoram

ME Skinner

W L Skinner

L Phillips

**SECRETARY** 

W L Skinner

**COMPANY NUMBER** 

1272854 (England and Wales)

REGISTERED OFFICE

The Mills Stradbroke, Near Eye Suffolk IP21 5HL

#### **AUDITORS**

Baker Tilly UK Audit LLP Abbotsgate House Hollow Road Bury St Edmunds Suffolk IP32 7FA

#### **BUSINESS ADDRESS**

The Mills Stradbroke, Near Eye Suffolk IP21 5HL

#### **BANKERS**

HSBC Bank plc 1 Mount Street Diss Norfolk IP22 3QD (Chairman) (Managing Director)

#### **DIRECTORS' REPORT**

The directors present their report and financial statements of Roger Skinner Limited for the year ended 31 March 2008

#### PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of pet food manufacturers and suppliers

#### REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Another record year with an Operating Profit of £422,000 on sales of £5,315,000

During the year the second stage of the capital expenditure programme in new plant was completed at a total cost of £370K, well within the £400K budget This enabled us to capitalise on sales opportunities throughout the year, which resulted in a 16% growth in turnover

This year will see further substantial expenditure aimed at increasing output by 25%

During the first quarter of the new financial year sales have exceeded our expectations with both April and June delivering record monthly sales

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

In common with every other business, the company aims to minimise financial risk. The measures used by the directors to manage this risk include preparation of profit forecasts and regular monitoring of actual performance against these forecasts Debtors are closely monitored to keep the risk of bad debts to a minimum. The company seeks to limit its exposure to price risk by agreeing forward contracts on some grain purchases up to three months in advance

#### RESULTS AND DIVIDENDS

The trading profit for the year after taxation was £301,687

The directors authorised payment of dividends of £75,913 during the year

#### **DIRECTORS**

The following directors have held office since 1 April 2007

RAS Skinner G Panter

M J Marjoram

M E Skinner

W L Skinner

CHADITADI E DONATIONS

L Phillips

(Appointed 1 May 2008)

CHARITABLE DONATIONS	2008	2007
	£	£
During the year the company made the following payments		
Charitable donations	100	1,282

2000

2007

#### **DIRECTORS' REPORT**

#### **AUDITORS**

Baker Tilly UK Audit LLP has indicated its willingness to continue in office

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they 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 it has been communicated to the auditor

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

On behalf of the board

W L Skinner Director

# DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and 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 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

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

The directors are responsible for keeping proper accounting records which 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 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROGER SKINNER LIMITED

We have audited the financial statements on pages 6 to 20

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

#### Respective responsibilities of the directors and auditors

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

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

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

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

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

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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 at 31 March 2008 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985, and

the information given in the Directors' Report is consistent with the financial statements

Registered Auditor & Chartered Accountants

Abbotsgate House Hollow Road Bury St Edmunds

Suffolk IP32 7FA

11 August 2008

### PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2008

	Notes	2008 £	2007 £
TURNOVER	1	5,315,283	4,568,732
Cost of sales		2,383,852	1,870,508
Gross profit		2,931,431	2,698,224
Other operating expenses (net)	2	2,509,109	2,405,232
OPERATING PROFIT		422,322	292,992
Investment income	3	72	57
		422,394	293,049
Interest payable	4	68,023	53,595
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	354,371	239,454
Taxation	7	52,684	53,278
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	18	301,687	186,176

The operating profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

#### **BALANCE SHEET**

#### 31 March 2008

		2008	2007
	Notes	£	£
FIXED ASSETS			
Tangible assets	10	2,357,647	2,270,329
CURRENT ASSETS			
Stocks	12	381,378	319,657
Debtors	13	1,020,953	795,970
Cash at bank and in hand	13	134,240	37,792
		1,536,571	1,153,419
CREDITORS Amounts falling due within one year	14	1,207,823	995,941
NET CURRENT ASSETS		328,748	157,478
TOTAL ASSETS LESS CURRENT LIABILITIES		2,686,395	2,427,807
CREDITORS Amounts falling due after more than one year	15	(380,453)	(361,057)
PROVISIONS FOR LIABILITIES AND CHARGES	16	(106,960)	(93,542)
		2,198,982	1,973,208
CAPITAL AND RESERVES			
Called up share capital	17	970	970
Revaluation reserve	17	709,089	709,089
Other reserves	18	141	141
Profit and loss account	18	1,488,782	1,263,008
SHAREHOLDERS' FUNDS	19	2,198,982	1,973,208

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

The financial statements on pages 6 to 20 were approved by the board of directors and authorised for issue on and are signed on its behalf by

R A S Skinner

29th July 2008

G Panter

#### **ACCOUNTING POLICIES**

#### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention modified to include the revaluation of freehold land and buildings

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company

#### **GOODWILL**

Goodwill representing the excess of the purchase price compared with the fair value of assets acquired is capitalised and written off over 43 months as in the opinion of the directors this represents the period over which the goodwill is effective

#### TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost or valuation less depreciation

Depreciation is provided on all tangible fixed assets other than freehold land at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows

Land and buildings

2% straight line

Plant and machinery

over a period between 1 - 10 years

#### **STOCK**

Stock is valued at the lower of cost and net realisable value. Cost is determined on a first in first out basis, and includes all direct costs incurred and attributable production overheads. Net realisable value is based on estimated selling price allowing for all further costs of completion and disposal.

#### **DEFERRED TAXATION**

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, except that -

- Deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and rollover relief is not available, and
- the recognition of deferred tax assets is limited to the extent that the company anticipates it will make sufficient profits in the future to absorb the reversal of the underlying timing differences

#### LEASED ASSETS

Where assets are financed by leasing agreements that give rights approximating to ownership ('finance leases'), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding

#### PENSIONS CONTRIBUTIONS

The company pays contributions into the personal pension plans of some employees and directors. The pension charge in the financial statements represents the amounts payable by the company to these plans in respect of the year.

#### FOREIGN CURRENCY TRANSLATION

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the accounting date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### **ACCOUNTING POLICIES**

#### **GOVERNMENT GRANTS**

Grants are credited to deferred revenue Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred

#### **GROUP ACCOUNTS**

The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### **TURNOVER**

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

#### 1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The contributions of the various activities of the company to turnover, which are in respect of continuing activities, are set out below

Turnover is attributable to one class of business

D v geograpinear market	Βv	geog	raphical	l market
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		Tu	rnover
		2008	2007
		£	£
	United Kingdom	5,100,400	4,389,560
	European Union	144,498	116,567
	Other	70,385	62,605
		5,315,283	4,568,732
2	OTHER OPERATING EXPENSES (NET)	2008	2007
		£	£
	Distribution costs	1,047,567	1,023,843
	Administrative expenses	1,464,042	1,383,889
	Other operating income	(2,500)	(2,500)
		2,509,109	2,405,232
3	INVESTMENT INCOME	2008	2007
		£	£
	Bank interest	34	17
	Other investment income and interest	38	40
		72	57
4	INTEREST PAYABLE	2008	2007
		£	£
	Interest payable includes the following		
	Lease finance charges	19,662	16,440

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

5	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2008 £	2007 £
	Profit on ordinary activities before taxation is stated after charging/(crediting)	_	
	Amortisation of intangible assets	-	6,959
	Depreciation of tangible assets		
	Charge for the year		
	owned assets	83,407	112,582
	leased assets	123,406	92,695
	Profit on disposals	(19,400)	(12,950)
	(Profit)/loss on foreign exchange transactions	(2,632)	98
	Auditors' remuneration	9,970	6,025
	Government grants	(2,500)	(2,500)
6	DIRECTORS' REMUNERATION	2008	2007
		£	£
	Amounts paid to directors	274,286	266,345

During the year 3 (2007-3) directors accrued benefits under money purchase pension schemes

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## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

7	TAXATION	2008 £	2007 £
	Domestic current year tax	~	~
	UK corporation tax	36,766	47,154
	Tax credits on franked investment income	•	4
	Current tax charge	36,766	47,158
	Deferred tax		
	Effects of changes in tax rates and laws		3,548
		16.019	
	Origination and reversal of timing differences	15,918	2,572
		15,918	6,120
		52,684	53,278
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	354,371	239,454
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax for small companies of 20 00% (2007 19 00%)	70,874	45,496
	Effects of		
	Non deductible expenses	1,928	4,102
	Capital allowances in excess of depreciation	10,275	-
	Depreciation in excess of capital allowances	-	(2,084)
	Income not taxable for tax purposes	(45,671)	-
	Tax credits	(4)	4
	Other tax adjustments	(636)	(360)
		(34,108)	1,662
	Current tax charge	36,766	47,158
8	DIVIDENDS	2008	2007
		£	£
	Ordinary		
	Interim paid - £78 26 (2007 - £78 26) per share	75,913	75,913

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

9	INTANGIBLE FIXED ASSETS	Goodwill £
	Cost	
	1 April 2007 and 31 March 2008	42,773
	Amortisation	
	1 April 2007 and 31 March 2008	42,773
	Net book value	
	1 April 2007 and 31 March 2008	-

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

10	TANGIBLE FIXED ASSETS			
		Land and buildings	Plant and machinery	Total
		£	£	£
	Cost or valuation			
	1 April 2007	1,450,000	2,080,304	3,530,304
	Additions	-	294,131	294,131
	Disposals		(53,060)	(53,060)
	31 March 2008	1,450,000	2,321,375	3,771,375
	Depreciation			
	1 April 2007	10,008	1,249,967	1,259,975
	Charge in the year	5,004	201,809	206,813
	Disposals	-	(53,060)	(53,060)
	31 March 2008	15,012	1,398,716	1,413,728
	Net book value			
	31 March 2008	1,434,988	922,659	2,357,647
	31 March 2007	1,439,992	830,337	2,270,329
		<del></del>	<del></del>	

Freehold land and buildings held as at 31 March 2005 were valued by the directors, in conjunction with professional advice, at that date at £1,450,000 on the assumption that planning permission for residential use would be granted in the future. As the directors are confident planning permission will be obtained, they have incorporated this valuation in these financial statements.

Included within the valuation of land and buildings is an amount of £1,200,000 which relates to the value of land. This has not been depreciated

All other assets are included at historical cost

On an historical cost basis freehold land and buildings would have been included at

on an instance cost vasis incertate fand and bullanings would have been included at	£
Cost	
1 April 2007 and 31 March 2008	944,008
Depreciation based on cost	
1 April 2007	101,729
Charge in the year	12,880
31 March 2008	114,609
Net book value	
31 March 2008	829,399
31 March 2007	842,279

The net book value of plant and machinery includes £700,167 (2007- £522,709) in respect of assets held under finance leases

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

#### 11 FIXED ASSET INVESTMENTS

		S	hares in group undertakings
			and participating interests
			£
Cost or valuation 1 April 2007 and 31 March 2008			71,890
Provisions for diminution in value 1 April 2007 and 31 March 2008			71,890
Net book value 31 March 2008			
31 March 2007			<del></del>
In the opinion of the directors the aggregate within the amount included in the balance sheet		ın subsıdıary undertak	ings is not less
Holdings of more than 20% The company holds more than 20% of the sha	are capital of the following compar	nies	
Company	Country of registration or incorporation	Shares	held
Subsidiary undertakings		Class	%
Repnor Gold Limited	UK	Ordinary	80
The aggregate amount of capital and reserves were as follows	s and the results of these undertaking	ngs for the last relevan	t financial year
		Capital and reserves £	Profit/(loss) for the year £
Repnor Gold Limited		(80,785)	-

Roger Skinner Limited also holds 100% of the ordinary non-voting shares of Repnor Gold Limited

The company was dormant during the 2008 and 2007 financial years

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

12	STOCKS	2008	2007
		£	£
	Raw materials and consumables	249,316	203,353
	Finished goods and goods for resale	132,062	116,304
	•	<del></del>	
		381,378	319,657
			<del></del>
13	DEBTORS	2008	2007
		£	£
	Due within one year		
	Trade debtors	816,133	692,004
	Other debtors	204,820	103,966
		1,020,953	795,970
14	CREDITORS Amounts falling due within one year	2008	2007
	Ç ,	£	£
	Bank loans	60,442	255,989
	Obligations under finance lease and hire purchase contracts	169,060	142,360
	Trade creditors	671,761	386,672
	Corporation tax	36,766	47,154
	Other taxes and social security costs	26,526	25,259
	Other creditors	243,268	138,507
		1,207,823	995,941
			<del></del>

The bank loans and overdraft are secured by the following

Debenture including fixed equitable charge over all present and future freehold and leasehold property, first fixed charge over book and other debts, chattels, goodwill and uncalled capital and first floating charge over all assets and undertakings to be given by the company

Bank loans bear interest at 2 2% above bank base rates and are repayable in monthly instalments

Finance leases are secured on the individual assets to which the relate

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

CREDITORS Amounts failing due in more than one year	2008 £	2007 £
Bank loans	56,984	115,866
Obligations under finance leases and hire purchase agreements	323,469	245,191
	380,453	361,057
•	<del></del>	
Loans Wholly repayable within five years	117,426	371,855
Included in current liabilities	(60,442)	(255,989)
	56,984	115,866
Loan maturity analysis		
In more than one year but not more than two years	56,984	59,881
In more than two years but not more than five years	•	55,985
	2008	2007
	£	£
Obligations under finance leases and hire purchase contracts		
Repayable within one year	169,060	142,360
Repayable between two and five years	323,469	245,191
	492,529	387,551
	492,529	387,551
Included in current liabilities	(169,060)	(142,360)
	323,469	245,191

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

16	PROVISIONS FOR LIABILITIES AND CHARGES			
		Government	Deferred	Total
		grants	taxatıon	
		£	£	£
	Balance at 1 April 2007	20,000	73,542	93,542
	Transfer from profit and loss account	(2,500)	15,918	13,418
	Balance at 31 March 2008	17,500	89,460	106,960
	Deferred taxation provided in the financial statements is as follows			
			2000	2007
			2008 £	2007 £
			~	
	Accelerated capital allowances		90,328	74,795
	Other timing differences		(868)	(1,253)
			89,460	73,542
			=====	
17	CHARC CARITAL		2000	2007
17	SHARE CAPITAL		2008 £	2007 £
	Authorised		*	
	5,000 Ordinary shares of £1 each		5,000	5,000
	Allotted, issued and fully paid			
	970 Ordinary shares of £1 each		970	970
18	STATEMENT OF MOVEMENT ON RESERVES			
		Revaluation		Profit and loss
		reserve	(see below)	account
		£	£	£
	l April 2007	709,089	141	1,263,008
	Retained profit for the year	-	-	301,687
	Dividends	-	•	(75,913)
	31 March 2008	709,089	141	1,488,782
	Other reserves			
	Capital redemption reserve			
	Balance at 1 April 2007 & at 31 March 2008		141	

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

19	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2008 £	2007 £
	Profit for the financial year	301,687	186,176
	Dividends	(75,913)	(75,913)
	Net addition to shareholders' funds	225,774	110,263
	Opening shareholders' funds	1,973,208	1,862,945
	Closing shareholders' funds	2,198,982	1,973,208
20	CAPITAL COMMITMENTS	2008 £	2007 £
	Capital expenditure contracted for but not provided in the financial statements	20,868	53,750
21	PENSION COMMITMENTS		
	DEFINED CONTRIBUTION		
	The company pays contributions into the personal pension plans of some employ- kept seperate from those of the company in seperately administered funds	ees and directors	The funds are
		2008	2007
		£	£
	Contributions payable by the company for the year	37,535	45,231
22	FORWARD CONTRACTS		

#### 22 FORWARD CONTRACTS

The customer buys large amounts of grain, a commodity whose price can fluctuate. As a result, the company is subject to price risk. The company seeks to reduce this risk by entering into forward contracts.

The company had forward contracts with the following fair values at the end of the year

	2008	2007
	£	£
Fair value of forward contracts	60,120	50,200
		<del></del>

#### 23 CONTROL

The company is controlled by R A S Skinner

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

#### 24 RELATED PARTY TRANSACTIONS

During the year the company sold goods to Salters Pet Nutrition, a partnership of which RAS Skinner is a partner, to the value of £155,194 (2007 - £160,091) At the year end £38,419 (2007 - £58,500) was outstanding

During the year the company purchased goods from Salters Pet Nutrition amounting to £16,200 (2007 - £Nil)

During the year the company sold goods to Supreme Petfoods Limited to the value of £16,506 (2007 - £nil) RAS Skinner is a non executive director of Kier Baker Holdings Limited, the parent company of Supreme Petfoods Limited

Included in debtors is a loan of £153,711 (2007 - £53,725) due by RAS Skinner. The maximum amount outstanding during the year was £545,611 (2007 - £390,243). During the year, total withdrawals of £491,886 (2007 - £390,243) and repayments of £391,900 (2007 - £336,518) were made

On 30 April 2007 dividends were paid to RAS Skinner and M Marjaram, who are both directors, amounting to £72,000 (2007 - £72,000) and £3,913 (2007 - £3,913) respectively