Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 31 March 2017

<u>for</u>

MISWA CHEMICALS LIMITED

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MISWA CHEMICALS LIMITED

Company Information FOR THE YEAR ENDED 31 MARCH 2017

DIRECTORS:

Mrs S Patel-Champion

R R Patel

SECRETARY:

Mrs S Patel-Champion

REGISTERED OFFICE:

Caswell Road Brackmills Northampton Northamptonshire NN4 7PW

REGISTERED NUMBER:

01579877 (England and Wales)

AUDITORS:

Butler & Co LLP Chartered Accountants & Statutory Auditor Third Floor

126-134 Baker Street

London W1U 6UE

Strategic Report FOR THE YEAR ENDED 31 MARCH 2017

The directors present their strategic report for the year ended 31 March 2017.

REVIEW OF BUSINESS

The principal activity of the company in the year under review was that of the manufacturing car care products and insecticides.

Revenues have remained steady from last year despite difficult trading conditions in our export markets.

After two difficult trading years in 2014 and 2015, the company has been able to achieve profitable status.

UK Sales are stable and the company is continuing its efforts to obtain a bigger market share in the UK.

Key Performance Indicators

	2017 £	2016 £	2015 £	2014 £
Turnover	£12,360,308	£12,344,595	£10,247,816	£12,568,218
Cost of sales	£9,625,865	£9,720,720	£8,508,807	£10,162,289
As a % of sales	78%	79%	83%	81%
Other income	£34,295	£34,833	£34,026	£43,857
Operating costs	£2,126,610	£2,247,047	£2,150,481	£2,908,094
Operating Profit/(Loss)	£642,255	£411,709	(£377,361)	(£458,308)

PRINCIPAL RISKS AND UNCERTAINTIES

Key business risks remain the operation cost. The company monitors the cost of its operation on a monthly basis. The company's operations expose to a variety of financial risks that include the effects of changes in credit risk and liquidity risk. The company has debt finance but does not use derivative financial instruments to manage interest rate and as such, no hedge accounting is applied.

The company's financial instruments comprise cash and liquid resources, various items such as trade debtors, trade creditors etc, that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken. The main risks arising from the company's financial instruments are interest rate risk, credit risk, and foreign currency risk.

Interest rate risk

The company's exposure to market risk for changes in interest rates relates primarily to bank loan and overdraft facilities. The company's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities.

Credit risk

The company trades with only recognised, creditworthy third parties. It is company policy that all customers who wish to trade on credit terms are subject to credit vetting procedures. In addition, receivables balances are monitored on an ongoing basis with the result that the company's exposure to bad debts is not significant.

Foreign currency risk

The company trades in foreign currency. The possibility that currency depreciation will negatively affect the value of the assets exposed to currency risk. The company manages it by hedging with a combination of forex forwards and options which allow the company to fix country risk within acceptable levels.

ON BEHALF OF THE BOARD:

Mrs S Patel-Champion - Director

Date: 6 September 2017

Report of the Directors FOR THE YEAR ENDED 31 MARCH 2017

The directors present their report with the financial statements of the company for the year ended 31 March 2017.

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2017.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2016 to the date of this report.

Mrs S Patel-Champion R R Patel

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the 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 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 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

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 company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Butler & Co LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mrs S Patel-Champion - Director

Date: 6 September 2017

Report of the Independent Auditors to the Members of Miswa Chemicals Limited

We have audited the financial statements of Miswa Chemicals Limited for the year ended 31 March 2017 on pages five to fifteen. The financial reporting framework that has been applied in their preparation is 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'.

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.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit, the information given in the 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 has been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the company and its environment, we have not identified any material misstatements in the Strategic Report or the Report of the Directors.

Matters on which we are required to report by exception

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, 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.

Sanjeev Phadke (Senior Statutory Auditor) for and on behalf of Butler & Co LLP Chartered Accountants & Statutory Auditor

& Statutory Auditor Third Floor

126-134 Baker Street

London .W1U 6UE

Date: 6 September 2017

Statement of Comprehensive Income FOR THE YEAR ENDED 31 MARCH 2017

	Notes		2017 £	2016 £
TURNOVER	3		12,360,308	12,344,595
Cost of sales		·.	9,625,865	9,720,720
GROSS PROFIT			2,734,443	2,623,875
Administrative expenses			2,126,610	2,247,047
		 -	607,833	376,828
Other operating income			34,295	34,833
OPERATING PROFIT	5		642,128	411,661
Interest receivable and similar income			127	48
•		F	642,255	411,709
Interest payable and similar expenses	7		75,677	88,106
PROFIT BEFORE TAXATION			566,578	323,603
Tax on profit	8		151,413	6,074
PROFIT FOR THE FINANCIAL YEAR	,		415,165	317,529
OTHER COMPREHENSIVE INCOME			<u>-</u>	
TOTAL COMPREHENSIVE INCOME FO	OR .		415,165	317,529

Balance Sheet 31 MARCH 2017

	•	201	7	2016	5
	Notes	. £	£	£	£
FIXED ASSETS		,			
Tangible assets	9		4,434,228		4,703,935
CURRENT ASSETS					
Stocks	10	1,458,086		1,916,409	
Debtors	11	4,612,088		3,842,405	
Cash at bank and in hand		863,663		761,220	
		6,933,837		6,520,034	
CREDITORS					
Amounts falling due within one year	12	1,619,962		1,431,531	
NET CURRENT ASSETS			5,313,875	—· ,	5,088,503
TOTAL ASSETS LESS CURRENT					
LIABILITIES			9,748,103		9,792,438
CREDITORS		•			
Amounts falling due after more than one year	13		(3,340,043)		(3,836,473)
PROVISIONS FOR LIABILITIES	15		(303,770)		(266,840)
NET ASSETS			6,104,290		5,689,125
TEL TESELS					=====
CAPITAL AND RESERVES			•		
Called up share capital	16		70,300		70,300
Revaluation reserve	17		1,302,808		1,302,808
Retained earnings	17		4,731,182		4,316,017
CALA DENIAL DEDCI ELDIDO			<u> </u>		5 (00 105
SHAREHOLDERS' FUNDS			6,104,290		5,689,125

The financial statements were authorised for issue by the Board of Directors on 6 September 2017 and were signed on its helpfly. behalf by:

Mrs S Patel-Champion - Director

Statement of Changes in Equity FOR THE YEAR ENDED 31 MARCH 2017

	Called up share capital £	Retained earnings £	Revaluation reserve	Total equity £
Balance at 1 April 2015	70,300	3,998,488	1,302,808	5,371,596
Changes in equity Total comprehensive income		317,529		317,529
Balance at 31 March 2016	70,300	4,316,017	1,302,808	5,689,125
Changes in equity Total comprehensive income	<u> </u>	415,165		415,165
Balance at 31 March 2017	70,300	4,731,182	1,302,808	6,104,290

<u>Cash Flow Statement</u> <u>FOR THE YEAR ENDED 31 MARCH 2017</u>

N	otes	2017 £	2016
	otes	. L	£
Cash flows from operating activities Cash generated from operations Interest paid Tax paid Deferred tax	1	1,008,380 (75,677) (43,906) 36,930	830,239 (88,106) 902
Net cash from operating activities		925,727	743,035
Cash flows from investing activities Purchase of tangible fixed assets Sale of tangible fixed assets Interest received		(126,981) - 127	(305,839) 3,137 48
Net cash from investing activities		(126,854)	(302,654)
Cash flows from financing activities Loan repayments in year		(596,430)	(536,924)
Net cash from financing activities		(596,430)	(536,924)
Increase/(decrease) in cash and cash equivalents	2	202,443 661,217	(96,543)
Cash and cash equivalents at beginning of year Cash and cash equivalents at end of year	2	. 863,660	757,760 ————————————————————————————————————
Cash and cash equivalents at end of year	2	======	=====

Notes to the Cash Flow Statement FOR THE YEAR ENDED 31 MARCH 2017

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

	2017	2016
	£	£
Profit before taxation	566,578	323,603
Depreciation charges	396,688	479,330
Sundry	2	-
Finance costs	75,677	88,106
Finance income	(127)	(48)
	1,038,818	890,991
Decrease in stocks	458,323	1,189,626
Increase in trade and other debtors	(767,518)	(829,301)
Increase/(decrease) in trade and other creditors	278,757	(421,077)
Cash generated from operations	1,008,380	830,239

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:

Year	ended	31	March	2017

Cash and cash equivalents Bank overdrafts	31/3/17 £ 863,663 (3)	1/4/16 £ 761,220 (100,003)
	863,660	661,217
Year ended 31 March 2016 Cash and cash equivalents	31/3/16 £ 761,220	1/4/15 £ 757,764
Bank overdrafts	(100,003)	(4)
	661,217	757,760

Notes to the Financial Statements FOR THE YEAR ENDED 31 MARCH 2017

1. STATUTORY INFORMATION

Miswa Chemicals 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 under the historical cost convention as modified by the revaluation of certain assets.

Revenue

Revenue comprises the fair value of the sale of goods and services to external customers, net of value added tax, and returns. Revenue is recognised on the sale of goods when the significant risks and rewards of ownership of goods have passed to the buyer and the amount of revenue can be measured reliably. Revenue on goods delivered is recognised when the customer accepts delivery.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold & leasehold property

- 2% on cost and over 5 years for improvem

Plant and machinery

25% on reducing balance

Fixtures and fittings

- 25% on reducing balance

Stocks

Stock consists of raw material and finished goods. Stock is valued at the lower of cost (including raw materials, direct labour, other direct costs and related production overheads) and net realisable value, after making due allowance for obsolete and slow moving items. Cost is generally determined on a FIFO basis.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, 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.

Deferred tax

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.

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

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

Going concern

The directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The Directors consider it appropriate to adopt the going concern basis in preparing the annual financial statements.

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2017

3. TURNOVER

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

An analysis of turnover by geographical market is given below:

		2017	2016
	United Kingdom Africa Middle East	£ 6,925,234 5,357,962 77,112	£ 6,436,179 5,889,081 19,335
	·	12,360,308	12,344,595
4.	EMPLOYEES AND DIRECTORS	2017	2016
	Wages and salaries Social security costs Other pension costs	£ 1,529,466 126,026 19,938	£ 1,227,065 111,160 9,470
	The average monthly number of employees during the year was as follows:	2017	2016
	Production Administration	60 7 67	60 5 65
	Directors' remuneration	2017 £ 50,000	2016 £ 50,000
5.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
er.	Hire of plant and machinery Depreciation - owned assets Foreign exchange differences	2017 £ 1,173 396,688 99,273	2016 £ 1,122 479,332 (3,989)
6.	AUDITORS' REMUNERATION	2017	2016
	Fees payable to the company's auditors and their associates for the audit of the company's financial statements	£ 9,000	£ 8,500
	The above auditor's remuneration includes £500 (2015 - £500) for the provision of a non-au	dit services.	
7.	INTEREST PAYABLE AND SIMILAR EXPENSES	2017 £	2016 £
	Bank interest	75,677	88,106

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2017

8. TAXATION

9.

Analysis of the tax charge				
The tax charge on the profit for the year w	as as follows:			
			2017	2016
Current tax:			£	£
UK corporation tax			114,483	6,074
Deferred tax			36,930	0,074
Defende lax				
		•		
Tax on profit			151,413	6,074
•			====	====
Reconciliation of total tax charge includ	ad in profit and loss			
The tax assessed for the year is higher than		on tax in the UK. Th	ie difference is ex	plained below:
,	ŗ			
			2017	2016
D 641 6			£	£
Profit before tax			566,578	323,603
Profit multiplied by the standard rate of co.	rporation tax in the UK of 20%	6 (2016 -		•
20%)			113,316	64,721
,			•	
Effects of:				
Utilisation of tax losses			(24,878)	(99,158)
Timing differences			25,645	40,363
Deferred tax			36,930	-
		•		
Disallowable expenses			400	1,050
			100	-
Tax repayment due from losses carry back				(902)
Total tax charge			151,413	6,074
TANGIBLE FIXED ASSETS				
	Freehold		Fixtures	
	& leasehold	· Plant and	and	
	property	machinery	fittings	Totals
	£	£	£	£
COST OR VALUATION				
At 1 April 2016	6,405,236	7,259,991	57,728	13,722,955
Improvements/Additions	-	118,116	8,865	126,981
At 31 March 2017	6,405,236	7 279 107	66,593	13,849,936
At 31 March 2017	0,403,230	7,378,107		15,649,930
DEPRECIATION				
At 1 April 2016	2,679,831	6,284,415	54,774	9,019,020
Charge for year	120,325	273,413	2,950	396,688
At 31 March 2017	2,800,156	6,557,828	57,724	9,415,708
:				
NET BOOK VALUE				
At 31 March 2017	3,605,080	820,279	8,869	4,434,228
At 31 March 2016	3,725,405	975,576	2,954	4,703,935
At 31 Maion 2010	 =	773,370	2,734	T, 103,733

Included in cost or valuation of land and buildings is freehold land of £275,000 (2016 - £275,000) which is not depreciated.

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2017

9. TANGIBLE FIXED ASSETS - continued

Cost or valuation at 31 March 2017 is represented by:

	Freehold		Fixtures	
	& leasehold	Plant and	and	
	property	machinery	fittings	Totals
	£	£	£	£
Valuation in 1989	1,569,648	-	-	1,569,648
Cost	4,835,588	7,378,107	66,593	12,280,288
	6,405,236	7,378,107	66,593	13,849,936

If freehold land and buildings had not been revalued they would have been included at the following historical cost:

Cost	2017 £ 4,835,587	2016 £ 4,835,587
Aggregate depreciation	1,884,538	1,796,905
Value of land in freehold land and buildings	275,000	275,000

Freehold at 54 Caswell Road was valued on an open market basis on 31 March 1989 by external professional valuers.

In the opinion of the directors, the above carrying value is not significantly different from current market value.

10.	STOCKS

		2017	2016
	The constant of the	£	£
	Raw materials	712,400	1,070,751
	Finished goods	745,686	845,658
	·	1,458,086	1,916,409
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Trade debtors	4,399,937	3,793,722
	Other debtors	2,265	2,265
	VAT	-	22,722
	Prepayments	209,886	23,696
		4,612,088	3,842,405
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Bank loans and overdrafts (see note 14)	369,307	469,307
	Trade creditors	964,019	808,197
	Tax	114,483	6,976
	Social security and other taxes	29,799	126
	VAT	44,764	-
	Other creditors	2,153	1,395
	Accrued expenses	95,437	145,530
		1,619,962	1,431,531

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2017

	CONDITIONS AND THE FAIR NICE AND ADDED MADE WITH A DECEMBER.		
13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	2017	2016
		£	£ .
	Bank loans (see note 14)	2,030,101	2,406,531
	Other loans (see note 14)	1,309,942	1,429,942
		3,340,043	3,836,473
		.====	=====
14.	LOANS		
	An analysis of the maturity of loans is given below:		
		2017	2016
		£	£
	Amounts falling due within one year or on demand:	•	
	Bank overdrafts Bank loans	3	100,003
	Bank loans	369,304	369,304
	,	369,307	469,307
	•		· <u> </u>
	Amounts falling due between two and five years:		•
	Bank loans - 2-5 years	2,030,101	2,406,531
	Other loans - 2-5 years	1,309,942	1,429,942
		3,340,043	3,836,473

The bank overdrafts and loans from Lloyds Bank Plc are secured by a first charge on freehold commercial properties at 53 and 54 Caswell Road, Brackmills, Northampton and a fixed & floating charge on the assets and undertakings of the company.

Interest is payable at 3.67% on the fixed rate loans and 1.4% over base rate on the variable rate loan.

15. PROVISIONS FOR LIABILITIES

13.	Deferred tax	S FOR LIABILITIES		2017 £ 303,770	2016 £ 266,840
	Balance at 1 Provided dur Movement ir	ing year			Deferred tax £ 266,840 36,930
	Balance at 31	March 2017			303,770
16.	CALLED U	P SHARE CAPITAL			
	Allotted, issu Number: 70,300	ed and fully paid: Class: Ordinary	Nominal value: £1	2017 £ · 70,300	2016 £ 70,300
	70,500	Ordinary	£1 .	70,500 =====	70,300

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2017

17. RESERVES

	Retained earnings £	Revaluation reserve £	Totals £
At 1 April 2016 Profit for the year	4,316,017 415,165	1,302,808	5,618,825 415,165
At 31 March 2017	4,731,182	1,302,808	6,033,990

18. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is the director of the company, Mrs S Patel-Champion.