TeacherBoards (1985) Limited

Directors' report and financial statements
Registered number 01895417
31 December 2015

Directors' report

The directors present their report and the audited financial statements of the company for the year ended 31 December 2015.

Principal activity

The trade and assets of the company were hived up into Sundeala Limited on 31 December 2015 and the company remained dormant since this date.

Directors

The directors who held office during the year were as follows:

Eric Prescott (resigned 30 March 2015)
Ciaran Kennedy (resigned 28 August 2015)
David Ritchie (appointed 30 March 2015, resigned 28 August 2015)
Geoffrey Steer (appointed 28 August 2015)
Bernard Holcroft (appointed 28 August 2015)

Auditor

RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP) have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitles to the small companies exemption.

On behalf of the board

Bernard Holcroft *Director*

Date: 29 September 2016

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare company financial statements for each financial year. The directors have elected under company law to prepare financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

The financial statements are required by law and IFRS as adopted by the EU to present fairly the financial position and performance of the company. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 the financial statements, the directors are required to:

a. select suitable accounting policies and then apply them consistently;

b. make judgments and accounting estimates that are reasonable and prudent;

c. state whether they have been prepared in accordance with IFRS as adopted by the EU; and

d. 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.

Independent auditor's report to the members of Teacherboards (1985) Limited

We have audited the financial statements on pages 4 to 18. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 auditor's 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 directors and auditor

As more fully explained 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. 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/auditscopeukprivate.

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 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the provisions of the Companies Act 2006.

In our opinion the financial statements comply with IFRSs as issued by the IASB, as applied in accordance with the provisions of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

RSM UK Audit LLP

Sarah Joannidi (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Hartwell House
55-61 Victoria Street
Bristol
BS1 6AD

Date: 30 Sept '16

Statement of comprehensive income

For the year ended 31 December 2015

	Note	2015 £000	2014 £000
Revenue		**4,366**	4,431
Cost of sales		**(2,890)**	(2,934)
Gross profit		**1,476**	1,497
Administrative expenses		**(1,335)**	(1,377)
Operating profit		**141**	120
Financial income – interest receivable	5	**-**	17
Profit before tax	2	**141**	137
Income tax expense	6	**(22)**	(31)
Profit for the year attributable to equity holders of the *parent and total comprehensive income for the year*		**119**	106

The company had no sources of comprehensive income other than the profit for the current and previous years.

All of the above amounts relate to discontinued operations.

Statement of Financial Position
As at 31 December 2015

	Note	2015 £000	2014 £000
Assets			
Non-current assets			
Property, plant and equipment	8	-	58
Intangible assets	9	-	25
Deferred tax asset	10	-	1
Total non-current assets		-	84
Current assets			
Inventories	11	-	614
Trade and other receivables	12	37	302
Income taxes receivable	7	-	-
Cash and cash equivalents	13	-	1,096
Total current assets		37	2,012
Total assets		37	2,096
Liabilities			
Current liabilities			
Trade and other payables	14	-	(497)
Income taxes payable	7	-	-
Total current liabilities		-	(497)
Total liabilities		-	(497)
Net assets		37	1,599
Equity			
Issued share capital		30	30
Capital redemption reserve		-	10
Revenue reserves		7	1,559
Total equity attributable to equity holders of the parent		37	1,599

The financial statements of TeacherBoards (1985) Limited, registered number 01895417, set out on pages 4 to 18, were approved by the board of directors and authorised for issue on 29/09/2016, and are signed on their behalf by

Bernard Holcroft *Director*

Statement of changes in equity

For the year ended 31 December 2015

	Share capital £000	Capital redemption reserve £000	Revenue reserve £000	Total equity £000
At 1 January 2014	30	10	2,853	2,893
Total comprehensive income				
Profit for the year	-	-	106	106
Dividend paid to shareholders			(1,400)	(1,400)
At 31 December 2014 and 1 January 2015	30	10	1,559	1,599
Total comprehensive income				
Profit for the year	-	-	119	119
Reduction in capital redemption reserve	-	(10)	10	-
Dividend paid to shareholders	-	-	(1,681)	(1,681)
At 31 December 2015	**30**	**-**	**7**	**37**

Cash flow statement
For the year ended 31 December 2015

	Note	2015 £000	2014 £000
Cash flows from operating activities			
Profit for the year		**112**	106
Adjustments for:			
Depreciation of property, plant and equipment	8	**21**	29
Amortisation of intangibles	9	**10**	4
Income tax expense	6	**29**	31
Financing income	5	**-**	(17)
Operating profit before changes in working capital		**172**	153
(Increase)/decrease in trade and other receivables		**(94)**	381
Increase in inventories		**(15)**	(25)
Decrease in trade and other payables		**(74)**	(125)
Transfer of trade and assets to Sundeala Limited		**559**	
Cash from operations		**548**	384
Income tax paid		**88**	(41)
Net cash from operating activities		**636**	343
Cash flows from investing activities			
Acquisition of property, plant and equipment	8	**(4)**	(8)
Acquisition of intangible assets	9	**(47)**	(19)
Interest received		**-**	17
Net cash used in investing activities		**(51)**	(10)
Cash flows from financing activities			
Dividend paid to shareholders		**(1,681)**	(1,400)
Net cash used in financing activities		**(1,681)**	(1,400)
Net (decrease)/increase in cash and cash equivalents		**(1,096)**	(1,067)
Cash and cash equivalents at 1 January		**1,096**	2,163
Cash and cash equivalents at 31 December	13	**-**	1,096

Notes to the financial statements

1. Accounting policies

TeacherBoards (1985) Limited is a company incorporated and domiciled in England and Wales .

Statement of compliance
The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRS").

Basis of preparation
The financial statements are prepared on the historical cost basis and presented in sterling, rounded to the nearest thousand.

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate despite the dormant status of the company. The company's day to day working capital requirements will be provided by the ultimate parent undertaking.

Based upon the undertaking of financial support outlined above, and after making appropriate enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual financial statements.

The preparation of financial statements in conformity with IFRS requires the directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expense. The estimates and judgements are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is contained in note 17 – valuation of financial instruments.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

New standards or interpretations which came into effect for the current reporting period did not have a material impact on the net assets or results of the company.

Foreign currency translation

Transactions in currencies other than sterling are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end date are translated to sterling at the foreign exchange rate ruling on that date. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at the rates prevailing at the dates when the fair values were determined. Non-monetary assets and liabilities that are measured at historical cost in a foreign currency (e.g. property, plant and equipment purchased in a foreign currency) are translated using the exchange rate prevailing at the date of the transaction. Exchange differences arising on translation are recognised in the income statement for the period.

Property, plant and equipment
Property, plant and equipment is stated at cost less accumulated depreciation and net of any accumulated impairment losses.
For all property, plant and equipment, depreciation is calculated on a straight-line basis to allocate cost less residual values of the assets over their estimated useful lives on the following bases:

- Plant and machinery 10% - 33%
- Fixtures and fittings 10%
- Motor vehicles 25%

Residual values and useful lives are reassessed annually.

Intangible assets
Intangible assets acquired by the company are stated at cost less accumulated amortisation and net of any accumulated impairment losses. The cost of intangible assets, including computer software, comprises the purchase cost and any directly attributable costs of preparing the asset for use. Amortisation of intangible assets is charged to the income statement on a straight-line basis when the asset is available for use so as to allocate the carrying amounts of the intangible assets over their estimated useful lives as follows:

Computer software	3 – 5 years

Impairment of assets
The carrying amounts of the company's non-current assets, other than deferred tax, are reviewed at each year-end date to determine whether there is any indication of impairment.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value, less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognised in the statement of comprehensive income.

Inventories
Inventories are stated at the lower of cost and net realisable value using standard cost. Cost comprises directly attributable purchase and conversion costs and an allocation of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less any estimated costs of completion and selling expenses.

Dividends
Final equity dividends to the shareholders of TeacherBoards (1985) Limited are recognised as a liability in the period that they are declared and approved. Interim equity dividends are recognised as a liability in the period that they are paid.

Financial instruments

Trade and other receivables
Trade and other receivables are stated at their amortised cost less impairment losses (allowances for irrecoverable amounts).

Trade and other payables
Trade and other payables are stated at amortised cost.

Cash and cash equivalents
Cash and cash equivalents comprise cash at bank, which is available for immediate withdrawal or on short-term deposit, and cash in hand. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Employee benefits

Defined contribution plans
Obligations for contributions to the defined contribution pension scheme are recognised as an expense in the income statement as incurred.

Revenue recognition
Revenue is measured at the fair value of the consideration received or receivable net of trade discounts, cash discounts and volume rebates and excluding value added tax. Revenue from the sale of goods and services is recognised in the income statement when the company has transferred the significant risks and rewards of ownership of the goods and services to the customer, the revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the group. Revenue from goods shipped subject to installation is recognised when the customer accepts delivery and installation is complete. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods and continuing involvement with the goods such that the risks and rewards of ownership remain with the group.

Leases

Operating leases
Leases other than finance leases are classified as operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.
Taxation
Current and deferred tax is recognised in the income statement, unless the tax relates to items recognised directly in shareholders' equity, in which case the tax is recognised directly in shareholders' equity through the statement of recognised income and expense.

Current tax expense is the expected tax payable on the taxable income for the reporting period, using tax rates enacted or substantively enacted at the year-end date, and any adjustment to the tax payable in respect of prior years.

Deferred tax is provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax arising from initial recognition of an asset or liability, other than a business combination, that affects neither accounting nor taxable profit or loss, is not recognised. Deferred tax is calculated using tax rates that are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.
Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

IFRS not yet applied
The most significant standards and interpretations which have been issued, although not yet endorsed by the EU, with an effective date after the date of these financial statements are as follows:

IFRS 15 Revenue from Contracts with Customers – specifies how and when revenue is recognised, using a principles based five-step model. This will be effective for the Group in 2017 if adopted by the European Union and may have an impact on the timing of recognition of the company's revenue.

IFRS 9 Financial Instruments – simplifies the classification, recognition and measurement requirements for financial assets, financial liabilities and some contracts to buy or sell non-financial items. This will be effective for the company in 2018/19, if adopted by the European Union.

The Directors do not expect that the adoption of these standards will have any material impact on the financial statements of the company in future periods.

2. Profit before tax

		Cost of sales		**Administrative Costs**		**Total**	
	Note	**2015 £000**	2014 £000	**2015 £000**	2014 £000	**2015 £000**	2014 £000
Profit before tax is stated after charging:							
Depreciation of property, plant and equipment	8	**21**	29		-	**21**	29
Amortisation of intangible assets	9		-	**10**	4	**10**	4
Operating lease charges:							
Plant and machinery		**17**	18		-	**17**	18
Other		**49**	49	**84**	59	**133**	108
Fees paid to auditors							
-audit of these financial statements				**9**	5	**9**	5

3. Directors' remuneration

	2015 £000	2014 £000
Directors' emoluments	-	-

4. Personnel expenses

The average number of employees (including directors) was:

	2015 Number	2014 Number
Direct	**15**	17
Indirect	**22**	24
	37	41

Their aggregate remuneration comprised:

	2015 £000	2014 £000
Wages and salaries	**967**	1,056
Social security costs	**94**	101
Contributions to defined contribution pension plans	**14**	14
	1,075	1,171

5. Net financing income

	2015 £000	2014 £000
Interest income:		
On loan to group company	**-**	17
	-	17

6. Income tax expense

Recognised in the income statement

	2015 £000	2014 £000
Current tax expense		
Current year	**11**	(5)
Prior year	**-**	-
Amount payable to fellow subsidiary in respect of group relief	**10**	32
	21	27
Deferred tax expense		
Origination and reversal of temporary differences	**1**	4
	1	4
Total income tax expense in the income statement	**22**	31

Reconciliation of effective tax rate

	2015 %	2015 £000	2014 %	2014 £000
Profit before tax		**141**		137
Income tax thereon using the UK corporation tax rate	**20.25**	**28**	21.5	29
Expenses not deductible for tax purposes		**1**		-
Other tax adjustments		**8**		
Group relief claimed		**(20)**		
Payment for group relief		**10**		
Adjustment to closing rate		**(5)**		
Deferred tax not recognised	**0.5**	**-**	0.5	2
Total income tax expense	**20.75**	**22**	22.6	31

The main UK Corporation tax rate reduced from 21% to 20% on 1 April 2015 and will further reduce to 19% on 1 April 2016. As a reduction in the rate to 19% had been substantively enacted before the year-end date, the Company's deferred tax assets and liabilities are recognised at 19%.

7. Current tax assets and liabilities

The current tax liability at 31 December 2015 of £nil (2014:£nil) represented the amount of income taxes payable in respect of current and prior periods.

8. Property, plant and equipment

Cost	**Plant and Machinery £000**	**Fixtures and fittings £000**	**Motor Vehicles £000**	**Total £000**
year-end date				
At 1 January 2014	409	267	14	690
Additions	1	7	-	8
At 31 December 2014	410	274	14	698
At 1 January 2015	410	274	14	698
Additions	4	-	-	4
Transfer on hive-up	(414)	(274)	(14)	(702)
At 31 December 2015	-	-	-	-
Depreciation				
At 1 January 2014	333	264	14	611
Depreciation for the year	27	2	-	29
At 31 December 2014	360	266	14	640
At 1 January 2015	360	266	14	640
Depreciation for the year	19	2	-	21
Transfer on hive-up	(379)	(268)	(14)	(661)
At 31 December 2015	-	-	-	-
Carrying amounts				
At 1 January 2014	76	3	-	79
At 1 January 2015	50	8	-	58
At 31 December 2015	-	-	-	-

9. Intangible assets

Cost	**Computer software £000**
At 1 January 2014	183
Additions	19
At 31 December 2014 and 1 January 2015	202
Additions	47
Transfer on hive-up	(249)
At 31 December 2015	-
Amortisation	
At 1 January 2014	173
Amortisation for the year	4
At 31 December 2014 and 1 January 2015	177
Amortisation for the year	10
Transfer on hive-up	(187)
At 31 December 2015	-
Carrying amounts	
At 1 January 2014	10
At 31 December 2014 and 1 January 2015	25
At 31 December 2015	-

10. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities
Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2015 £000	2014 £000	**2015 £000**	2014 £000	**2015 £000**	2014 £000
Property, plant and equipment	-	1	-	-	-	1

Movement in deferred tax during the year

	Balance 1 January 15 £000	**Recognised in income £000**	**Balance 31 December 15 £000**
Property, plant and equipment	1	(1)	-

Movement in deferred tax during the prior year

	Balance 1 January 14 £000	**Recognised in income £000**	**Balance 31 December 14 £000**
Property, plant and equipment	5	(4)	1

11. Inventories

	2015 £000	**2014 £000**
Raw materials and consumables	-	319
Work in progress	-	-
Finished goods and goods for resale	-	295
	-	614

Inventories are shown net of write-downs amounting to £41,000 (2014: £40,000).

12. Trade and other receivables

	2015	2014
	£000	£000
Trade receivables	-	240
Prepayments	-	62
Amounts owed by group companies	**37**	-
	37	302

No allowance for estimated irrecoverable amounts from the sale of goods is considered necessary (2014: £ nil)

13. Cash and cash equivalents

	2015	2014
	£000	£000
Cash at bank and in hand	-	1,096

14. Trade and other payables

	2015	2014
	£000	£000
Trade payables	-	149
Other taxes and social security	-	91
Accruals and deferred income	-	87
Amounts owed to group companies	-	170
	-	497

15. Capital and reserves

Share capital

	2015	2014
	£000	£000
Authorised:		
100,000 (2014: 100,000) ordinary shares of £1 each	**100**	100
Allotted, issued and fully paid:		
30,000 (2014: 30,000) ordinary share of £1 each	**30**	30

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. All shares rank equally with regards to the Company's residual assets.

The company's policy is to maintain an equity capital base.

Capital redemption reserve

The capital redemption reserve comprises the amount by which the company's issued share capital has been diminished on cancellation of the shares.

16. Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2015	2014
	£000	£000
Less than one year	-	125
Between one and five years	-	158
	-	283

The company leases offices, manufacturing facilities and warehouses, plant and machinery and office equipment under operating leases. Typical lease terms are shown below:

Manufacturing facilities and warehouses	10 years
Plant and machinery	5 years
Office equipment	5 years

During the year ended 31 December 2015, £150,000 was recognised as an expense in the income statement in respect of operating leases (2014: £126,000).

17. Financial instruments

The company is exposed to credit risk in the normal course of its business. It does not have any material interest rate risk or foreign currency exposure.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables from customers.

Trade receivables

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

Customers are expected to make payment within 30, 60 or 90 days of the date of invoice, all invoices being raised in the month of supply of the relevant goods. There is a dedicated credit controller who is responsible for ensuring that debtors are followed up rigorously. Additionally, there is a policy of insuring certain debtors.

The company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The general allowance is determined based on historical experience of the credit control function.

Impairment losses
The ageing of trade and other receivables at the reporting date was:

	2015	**2015**	2014	2014
	Gross	**Impairment**	Gross	Impairment
	£000	**£000**	£000	£000
Not past due	-		230	-
Past due 0-60 days	-		10	-
More than 60 days	-		-	-
	-		240	-

When required, the allowance account in respect of trade receivables is used to record impairment losses unless the company is satisfied that no recovery of the amount owing is possible; at that point the amount is considered irrecoverable and is written off against the financial asset directly.

17. Financial instruments (continued)

Fair values

The fair values together with the carrying amounts shown in the balance sheet are as follows:

	Note	Carrying amount 2015 £000	Fair value 2015 £000	Carrying amount 2014 £000	Fair value 2014 £000
Trade receivables	12	-	-	240	240
Cash and cash equivalents	13	-	-	1,096	1,096
Trade payables	14	-	-	(149)	(149)
		-	-	1,187	1,187

The contractual maturity of trade payables is less than six months.

Estimation of fair values

The following summarises the methods and assumptions used in estimating the fair values of financial instruments reflected in the above table.

Trade receivables/ payables
For receivables/ payables with a remaining life of less than one year or which are receivable or payable on demand, the carrying amount is deemed to reflect the fair value.

Receipts from customers and payments to suppliers on undisputed invoices are within allowable credit terms.

Cash and cash equivalents
The carrying amount of these assets approximates their fair value.

Fair value hierarchy

IFRS 7 requires all financial instruments carried at fair value to be analysed under the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data

All financial instruments carried at fair value are Level 2.

18. Related party transactions

Identity of related parties

The Company has a related party relationship with the following companies:

Company	Relationship
Sundeala Ltd	Ultimate parent company (from 29/08/15)
Havelock Europa PLC	Ultimate parent company (until 28/08/15)

The Company has a related party relationship with its directors.

Transactions with group companies

	2015 £000	2014 £000
Sales to		
Sundeala Ltd (from 29/08/15)	6	-
Havelock Europa PLC (until 28/08/15)	280	236
Loan to		
Havelock Europa PLC	-	57
Amounts owed to group companies as at 31 December		
Havelock Europa PLC	-	(195)
Stage Systems Ltd	-	(32)
Amounts owed by group companies as at 31 December		
Sundeala Limited	37	-

Intra-group transactions are determined on an arm's length basis and settlement of amounts owed and owing is through the inter-company accounts or by payment.

Transactions with directors

Information on directors' emoluments is contained in note 3.

19. Ultimate parent company and parent company of larger group

The company is a subsidiary undertaking of Sundeala Limited, which heads the smallest and largest group preparing consolidated accounts. These accounts can be obtained from Middle Mill, Cam, Dursley, Gloucestershire, GL11 5LQ.

20. Intra-group guarantees

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements, and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

21. Hive-Up

At 31 December 2015 the trade and assets of TeacherBoards (1985) Limited were hived-up into Sundeala Ltd, the parent entity.

The following table summarises the fair values of the assets and liabilities transferred on the hive-up date:

At Hive-Up	Book Value £'000	Fair Value Adjustments £'000	Fair Value £'000
Plant and machinery	35	-	35
Fixtures and fittings	6	-	6
Intangibles	62	-	62
Inventories	629	-	629
Trade and other receivables	366	-	366
Cash	474	-	474
TOTAL IDENTIFIABLE ASSETS TRANSFERRED	1,572	-	1,572
Trade and other payables	(540)	-	(540)
Provision for liabilities	1	-	1
TOTAL IDENTIFIABLE LIABILITIES TRANSFERRED	(539)	-	(539)
NET ASSETS TRANSFERRED			1,033