





# TLM Trading Limited







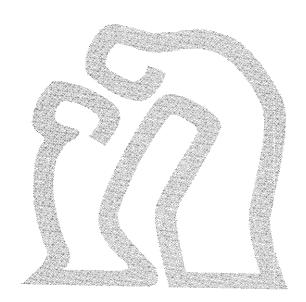












31st DECEMBER 2005

### Financial statements for the year ended 31 December 2005

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# TLM Trading Limited 🛍

#### Officers and professional advisers

#### **Board of Directors**

P J Chapman

A D Gray

S J Green

(appointed 24th November 2005)

S J Hammersley

(appointed 22nd September 2005)

W H Lancaster

(appointed 19th January 2006)

R A Lee

D W Parry

(appointed 19th January 2006)

D G Selley Ms JJ Walmsley

P F Wright

#### Company Secretary and registered office

K L Nicholson c/o The Leprosy Mission Goldhay Way Orton Goldhay Peterborough PE2 5GZ

#### Registered number

3045864 (England & Wales)

#### **Auditors**

Kingston Smith **Chartered Accountants** Devonshire House 60 Goswell Road London EC1M 7AD

#### **Bankers**

Barclays Bank Pic Peterborough Business Centre PO Box 294 1 Church Street Peterborough PE1 1EX

#### CHAIRMAN'S REPORT

It is my privilege to report again this year on behalf of the board of directors, and I am grateful for their support over the year. The board lost the experience of Brian Long at the beginning of the year when he retired; he had been with us since the foundation of the company and was a most valuable and incisive director. We shall miss his involvement. Knowing that we were to lose a director, the board began the process of looking for new people to replace him and to broaden the scope of the board. We have been pleased to appoint Stephen Hammersley, Stuart Green and David Parry, as shown in the accounts, and I look forward to their contribution to our discussions and future planning.

Last year in my report I commented on the plans that were being made for 2005 and our expectations for achieving much better results than in 2004. I am sorry to have to report that while we were able to achieve many improvements, we still were unable to meet our tough expectations, in spite of the best endeavours of the staff. We made a greater and more concentrated marketing effort for our Autumn / Winter catalogue in 2005, and this showed an improved level of sales, up 22% and with an increase of 3% in our margins, but unfortunately not sufficient to cover all the costs that the company was carrying. As a result, at the beginning of 2006, the board called for a full review of the business costs and has taken some appropriate action to deal with the fundamentals of the company. It is anticipated that these actions will result in a saving of some £100,000 in a full year. I record the support of the directors and the understanding and co-operation of all the staff during this difficult time. Despite the performance in 2005 I am pleased to note that the company was able to donate £33,482 to The Leprosy Mission in the year.

At the request of our parent company TLM International, we had the benefit of a review of the company by Les Jones, a consultant with haysmacintyre, the parent company's auditors. His report made 13 very useful and helpful recommendations, which the board has begun to address and, where possible, to implement in 2006. This will continue to be part of the board's agenda for the next year. One of the recommendations that was made concerned the charitable activities that the company carries out, for which it does not receive any benefit. These annual Financial Statements include a £66,000 grant from TLM International in recognition of those charitable activities and the board will be reviewing the position further in 2006.

It is heartening to report that the sales for the first quarter of 2006 are showing a 9% increase over 2005 with an increase in the margin as well. Stock has been controlled well during the year and there is every expectation that more stock will be cleared during the 2006 Summer sale catalogue, which will improve the cash situation during the full before the Autumn / Winter catalogue comes out.

Finally, and most importantly, I would like to express my thanks and appreciation to Noel Jones the CEO of the company for the past ten years. Noel has left the employment of TLM Trading from the 31<sup>st</sup> March 2006 and on behalf of the whole board I wish him well in his future endeavours. Noel has provided the company with enthusiasm and vision, not just for the trading company, but for the wider role of trading and its employment opportunities for leprosy-affected people. We are pleased to announce that Tim Hunt has accepted the invitation of the Board to become acting CEO.

It has been a difficult year in many ways, but I wish to record my thanks and that of the board of directors to the staff, who worked under a great deal of pressure during the autumn. Also to the many volunteers and helpers who so faithfully give of their time, and encourage us all in the world we seek to do for leprosy-affected people across the world.

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#### The directors' report for the year ended 31 December 2005

The directors present their report and the financial statements of the company for the year ended 31 December 2005.

#### Principal activity

The company's main activity is the enhancement of The Leprosy Mission profile by means of mail order catalogues and websites. This supports the purchase and resale of products made by leprosy-affected people as well as from other sources, increases the number of supporters for The Leprosy Mission and provides funds through the catalogue donations and from the profits of the company.

#### Review of the business

A review of the year is given in the Chairman's Report on page 2.

#### Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

#### **Directors**

The directors who served during the year and subsequently were:

P J Chapman

A D Grav

S J Green

(appointed 24th November 2005)

S J Hammersley

(appointed 22nd September 2005)

W H Lancaster

(appointed 19th January 2006)

R A Lee

BW Long MBE

(retired 3rd March 2005)

D W Parry

(appointed 19th January 2006)

D G Selley

Ms J J Walmsley

P F Wright

#### Directors' interests in shares

No director had any beneficial interest in the ordinary shares of the company during the year.

#### Directors' responsibilities

Company law requires the directors to prepare financial statements which give a true and fair view of the state of affairs of the company at the end of its financial year and of the profit or loss of the company for the year then ended. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and 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' report for the year ended 31 December 2005 (contd)

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

#### **Auditors**

A resolution to re-appoint Kingston Smith as auditors of the company will be proposed at the forthcoming Annual General Meeting.

Signed by order of the board

K L NICHOLSON Company secretary

Approved by the directors on 2 May 2006

#### Independent Auditors' Report to the Shareholders of TLM Trading Limited

We have audited the financial statements of TLM Trading Limited for the year ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared in accordance with the accounting policies set out therein.

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 for no purpose other than to draw to the attention of the company's members those matters which we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 the United Kingdom Generally Accepted
  Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its
  incoming resources and application of resources, including the income and expenditure of the
  company for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KINGSTON SMITH LLP
Chartered Accountants
Registered Auditors

LONDON 3<sup>rd</sup> May 2006

#### Profit and loss account for the year ended 31 December 2005

	Notes	2005	2004
Turnover	2	£ 1,959,800	£ 1,595,900
Cost of sales		( 822,468)	( 721,594)
Gross profit		1,137,332	874,306
Distribution costs Administrative expenses		( 540,457) ( 681,718)	( 388,769) ( 667,599)
Net operating expenses		(1,222,175)	(1,056,368)
		( 84,843)	( 182,062)
Other operating income	3	75,905	34,033
Operating (loss) / profit		( 8,938)	( 148,029)
Bank interest receivable Interest payable	4	429 ( 17,584)	361 ( 19,154)
(Loss) / Profit on ordinary activities before taxation	i <b>ties</b> 5	( 26,093)	( 166,822)
Tax credit/(charge) on profit on ordinary activities	8	8,958	( 1,181)
(Loss) / Profit for the financial year	19	£( 17,135)	£( 168,003)

None of the company's activities was acquired or discontinued during the above two financial years.

The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 8 to 14 form part of these financial statements.

# TLM Trading Limited 🛍

#### Balance sheet at 31 December 2005

	Notes	£	<b>2005</b> £	£	<b>2004</b> £
Fixed assets		~	~	~	~
Tangible assets Current assets	9		420,939		473,398
Stocks	10	596,375		558,945	
Debtors	11	128,277		95,685	
Cash at bank and in hand		120,321		7,903	
Creditors: amounts falling		844,973	_	662,533	
due within one year	12	( 254,028)		( 210,879)	
Net current assets			590,945		451,654
Total assets less current liab	ilities		1,011,884	·	925,052
Creditors: amounts falling due after more than one year	13		( 205,928)		( 215,738)
Provisions for liabilities and	charace				
Deferred taxation	14		( 807)		( 9,765)
		•	£805,149	•	£699,549
Capital and reserves		•			<del></del>
Called up share capital	18		788,655		665,92 <b>0</b>
Profit and loss account	19		16,494		33,629
Shareholders' funds	20	•	£805,149	•	£699,549
		:		,	

Approved by the Board on 2 May 2006 and signed on its behalf.

Chairman

Director

The notes on pages 8 to 14 form part of these financial statements.

#### Notes to the financial statements for the year ended 31 December 2005

#### 1. Accounting policies

#### a) Basis of accounting

The financial statements have been prepared under the historical cost basis of accounting.

#### b) Fixed assets

All fixed assets are initially recorded at cost.

#### c) Depreciation of tangible fixed assets

Depreciation is not charged on leasehold land nor on expenditure on assets not yet in use. Depreciation on other tangible fixed assets is charged so as to write off the cost of an asset over the expected useful economic life of that asset at the following rates:

Long leasehold property

- 2% of cost per annum

Office and computer equipment

- 33 1/3% of cost per annum

Motor vehicles

- 25% of cost per annum

Fixtures and fittings

- 10% of cost per annum

#### d) Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### e) Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### f) Pensions

The company participates in a non-contributory multi-employer pension scheme providing benefits based upon career averaged revalued earnings. The company's pension contributions are determined by a qualified actuary on the basis of triennial valuations. The company is unable to identify its share of the underlying assets and liabilities of the scheme and therefore the pension cost for the year is equal to the contributions paid.

#### g) Hire purchase and lease transactions

Assets acquired under hire purchase agreements and finance leases are capitalised in the balance sheet and are depreciated in accordance with the company's normal policy. The outstanding liabilities under such agreements less interest not yet due are included in creditors. Interest on such agreements is charged to the profit and loss account over the term of each agreement and represents a constant proportion of the balance of capital repayments outstanding.

Rentals under operating leases are charged to the profit and loss account as they fall due.

#### 2. Turnover

Turnover represents the amounts receivable for goods sold during the year, exclusive of Value Added Tax.



#### Notes to the financial statements for the year ended 31 December 2005

3.	Other operating income	2005	2004
		£	£
	Royalties received	833	740
	Grants received	66,000	·
	Miscellaneous income	9,072	33,293
		£75,905	£34,033
4.	Interest payable	2005	2004
		£	£
	On parent company loans	2,178	1,419
	On bank borrowings	15,406	14,419
	On other borrowings	=	2,836
	On obligations under hire purchase agreements	-	480
		£17,584	£19,154
5.	(Loss) / Profit on ordinary activities before taxation	.n	
٧.	(LOSS) / Front on ordinary activities before taxation	2005	2004
	This is stated after charging:	2005 £	2004 £
	Depreciation	68,553	68,630
	Auditors' remuneration	3,526	4,360
	Operating lease payments - land and buildings		100
	- other	•	3,582
		<del></del>	
6.	Directors' emoluments		
	The directors, all of whom are non-executive, did not	receive any remune	eration during the year.
7.	Employee information		
	• • • • • • • • • • • • • • • • • • • •	2005	2004
	a) Staff costs:	£	£
	Wages and salaries	378,709	388,872
	Social security costs	23,620	23,254
	Pension costs	54,320	50,113
		0450.040	
		£456,649	£462,239
		th	as fallaces
	b) The average number of persons employed during	tne year was made Number	Number
	Administration and selling	20	25

Notes to the financial statements for the year ended 31 December 2005

#### 8. Tax on profit on ordinary activities

(a) Analysis of charge in the year	<b>2005</b> £	2004 £
Current tax: United Kingdom Corporation Tax based on the profit for the year at 0% (2004 – 0%)	•	,
Total current tax	<del>-</del>	<del></del> .
Deferred tax: Increase in deferred tax provision (note 14) Capital allowances		<del></del>
Tax on profit on ordinary activities	( 8,958) £( 8,958)	1,181 £1,181

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 19% (2004 –19%)

<b>2005</b>	2004
( 26,093)	( 166,822
( 4,958)	(31,696
8,958	(1,181
1,064	1,064
(81)	
(4,983)	31,81
	£ ( 26,093) ( 4,958) 8,958 1,064 ( 81)

9.	Tangible fixed assets	Long leasehold property £	Office and computer equipment	Motor vehicle £	Fixtures and fittings £	Ţ
	Cost					
	At 1 January 2005	351,629	198,911	16,071	88,587	655
	Additions	-	15,642	-	452	16
	At 31 December 2005	351,629	214,553	16,071	89,039	671
	Depreciation					
	At 1 January 2005	23,601	107,918	13,058	37,223	181
	Provision for year	5,599	51,056	3,013	8,885	68
	At 31 December 2005	29,200	158,974	16,071	46,108	250
	Net book value					
	At 31 December 2005	£322,429	£55,579	£0	£42,931	£420
	At 31 December 2004	£328,028	£90,993	£3,013	£51,364	£473

The long leasehold property is held under a 999 year lease dated 25 December 1994. Included w long leasehold property is leasehold land costing £71,700, which has not been depreciated.



#### Notes to the financial statements for the year ended 31 December 2005

#### 17. Contingent liability

The company has a loan facility from The Leprosy Mission International for a maximum of £150,000 bearing interest at 2% above Barclays Bank Plc base rate. This facility is secured by a debenture over the assets of the company. At 31 December 2005 no amounts were outstanding on this loan facility.

18.	Called up share capital	Authorised	2005 Allotted, called up and fully paid	Authorised	2004 Allotted, called up and fully paid
	Equity shares: 200,000 ordinary shares of £5 each, of which 157,731 have been allotted	£1,000,000	£788,655	£1,000,000	£665,920

On 31 December 2005, 24,547 ordinary shares of £5 each were issued at par in respect of funds made available by supporters of The Leprosy Mission for that purpose.

19.	19. Reserves Profit and loss account		
	At 1 January 2005 Loss retained for the year	£ 33,629 ( 17,135)	
	At 31 December 2005	16,494	
20.	Reconciliation of movement on sharehold	ders' funds 2005	2004
		2005 £	2004
	Opening shareholders' funds	699,549	748,492
	Share capital issued during the year	122,735	119,060
	(Loss) / Profit for the financial year	( 17,135)	( 168,003)
	Closing shareholders' funds	£805,149	£699,549

#### 21. Related party transactions

The company is a wholly owned subsidiary of The Leprosy Mission International, whose financial statements are publicly available. The company is therefore exempt from the requirement to disclose transactions with group companies under FRS 8. No transactions with other related parties took place during the year.

#### 22. Ultimate parent company

The ultimate parent company is The Leprosy Mission International, a company limited by guarantee and a registered charity. The company which is registered in England and Wales is number 3591514 and is a registered charity number 1076356.

The Leprosy Mission International is both the smallest and largest group for which financial statements are prepared. The group financial statements are available to the public and may be obtained from Companies House, Cardiff.

### Notes to the financial statements for the year ended 31 December 2005

	£	<b>2005</b> £	£	20
Turnover	<b></b>	1,959,800	ž.	1,595,9
Cost of sales				
Opening stock	( 558,945)		( 559,396)	
Purchases	( 859,898)		( 721,143)	
Closing stock	596,375		558,945	
			330,943	
		( 822,468)		( 721,59
Gross profit	58.03%	1,137,332	54.78%	874,3
Catalanus and distribution	( 540 457)		(000 700)	•
Catalogue and distribution costs	( 540,457)		( 388,769)	
Administrative expenses	( 648,236)		( 657,599)	
		( 1,188,693)	<del></del>	( 1,046,36
	_	( 51,361)	_	( 172,06
Royalties received		833		7
Grants received		66,000		
Miscellaneous income		9,072		33,2
Operating profit / (loss)		24,544		( 138,02
Interest receivable Bank interest received		429		3
Interest payable Loan interest paid Hire purchase interest		( 17,584)		( 18,6 ( 4
Trading profit / (loss) for the y	/ear	7,389	<del></del>	( 156,8
Donation to The Leprosy Missio	n	( 33,482)		( 10,
Net (loss) / profit before taxati	ion -	( 26,093)	~~	( 166
Fax charge		8,958		(1
(Loss) / Profit for the financial	-	( 17,135)		( 168

## TLM Trading Limited 🛍

#### Notes to the financial statements for the year ended 31 December 2005

10.	Stocks	2005	2004
	Goods for resale and expense items	£596,375	£558,945
11.	Debtors	2005	2004
		£	£
	Trade debtors	48,644	65,049
	Amount due from parent company (see note 22)	57,805	•
	Other debtors	15,466	<i>8,843</i>
	Prepayments and accrued income	6,362	21,793
		£128,277	£95,685
12.	Creditors: amounts falling due within one year	2005	2004
		£	£
	Bank loans and overdrafts (secured) Hire purchase agreements	8,897	5,567
	Trade creditors	149,790	69,592
	Amount due to parent company (see note 22)		14,613
	Other taxes and social security costs	77,075	79,523
	Other creditors	10,791	1,767
	Accruals and deferred income	7,475	39,817
		£254,028	£210,879
	Bank borrowings are secured by a legal charge over the	long leasehold property.	
13.	Creditors: amounts falling due after more than one year	2005	2004
	Bank loans (secured) Obligations under hire purchase agreements	205,928	215,738
		£205,928	£215,738
	Analysis of bank loans		
	Not wholly repayable within five years	169,450	177,923
	Wholly repayable within five years by instalments	45,375	43,382
	Total debt	214,825	221,305
	Included in current liabilities	( 8,897)	( 5,567)
		£205,928	£215,738

The company has two loans with Barclays Bank Plc. The first loan is repayable in instalments of £619 per month (including interest) and commenced June 2000. Interest is charged at a rate of 2.5% above bank base rate. The second loan is repayable in annual instalments of at least £2,000 and commenced June 2000. Interest is charged at a rate of 2% above bank base rate.

#### Notes to the financial statements for the year ended 31 December 2005

<ol> <li>Creditors: amounts falling due after more than one year (contd)</li> </ol>	2005	200
The maturity of total debt may be analysed as follows:	٤	:
Within one year	8,897	5,56
Between one and two years	9,250	8,89
Between two and five years	27,228	28,91
Over five years	169,450	177,92.
	£214,825	£221,30
14. Deferred taxation	2005	200-
	Amount	Amoun
	provided	provide
Accelerated capital allowances	£807	£9,76:
Movement during the year:	<del></del>	
At 1 January 2005	9,765	8, 58 <sub>1</sub>
Charge for year	( 8,958)	1,18
At 31 December 2005	£807	£9,76

#### 15. Pension contributions

The company participates in a non-contributory multi-employer pension scheme providing benefits based upon career averaged revalued earnings. The company's pension contributions are determined by a qualified actuary on the basis of triennial valuations. The company is unable to identify its share the underlying assets and liabilities of the scheme and therefore the pension cost for the year is equal to the contributions paid. The most recent actuarial valuation was made as at 31 December 2003 using the projected unit valuation method when the market value of the assets represented 96% of the market value of the liabilities.

The company's pension cost for the year amounted to £54,320 (2004 - £50,113). After taking into account the scheme's funding position, the company has agreed to make contributions at the rate of 19.8% (2004 - 18%) of pensionable salaries, until the results of the next triennial valuation, due to be carried out as at 31 December 2006 are known. Also The Leprosy Mission International will be making additional annual contributions of £100,000 until that time.

#### 16. Operating leases

The company's commitments for rental payments under operating leases payable during the year to 31 December 2005 are as follows:

Leases expiring: Within one year Over five years	Land and buildings £	Other operating leases £
	100	-
	£100	



### Schedule of catalogue and distribution costs and administrative expenses for the year ended 31 December 2005

ioi tile year ended or beceiliber 2000		
•	2005	2004
	£	£
Catalogue and distribution costs		
Pre press, catalogue printing and postage	317,546	232,957
Product review and planning costs	5,587	-
Samples	606	243
Postage for outgoing orders	182,121	128,595
Travel expenses	4,289	9,490
Packaging materials	22,436	15,629
Advertising	7,872	1,855
-	540,457	<del></del>
	,	388,769
Administrative expenses		
Wages and salaries	378,709	388,872
Employer's N I contributions	23,620	23,25 <i>4</i>
Pension costs	54,320	50,113
Management charges	9,000	6,000
Commissions payable	9,900	16,728
Rent and rates	19,020	16,712
Insurance	9,808	9,505
Light and heat	4,549	4,012
Repairs and maintenance	24,704	15,836
Telephone and office expenses	18,841	22,065
Audit and accountancy	3,526	4,360
Legal and professional fees	· -	750
Bank charges	20,147	15, <b>106</b>
Bad debts writen off	213	-
Sundry expenses	2,854	6,107
Staff recruitment & training	472	9,549
Depreciation:		
Office and computer equipment	51,056	50,1 <i>5</i> 5
Motor vehicle	3,013	4,018
Fixtures and fittings	8,885	8,859
Leasehold buildings	5,599	<i>5,598</i>
	648,236	657,599