

Amending

Blagden Holdings Limited

Report and Financial Statements

Period Ended

31 December 2013

Company Number 8656712



Blagden Holdings Limited

Report and financial statements for the period ended 31 December 2013

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Director	R G Turton (Managing)
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Company number	8656712
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Registered office	Osprey House Black Eagle Square Westerham Kent TN16 1PA
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Blagden Holdings Limited

Director's report for the period ended 31 December 2013

The director presents the report together with the audited financial statements for the period ended 31 December 2013

Results and dividends

The results for the year are set out on page 7

No dividend was paid (31 January 2013 - £nil)

Principal activities

The principal activities of the Group are of representation of mainly overseas chemical manufacturers and the sales of their products in the UK and Irish markets

The Strategic Report on page 3 provides information regarding the review of business, principal risks and uncertainties and future developments

Financial instruments

The Group's principal funding instruments comprise bank balances, bank overdrafts, trade creditors, trade debtors, and loans from financial institutions. The main purpose of these instruments is to raise funds for and to finance the Group's operations

The Group has bank accounts denominated in foreign currencies and manages its foreign exchange risks using hedging arrangements. Liquidity risk is managed by maintaining a balance of continuity of funding and flexibility through the use of overdrafts at floating rates of interest

Credit risk and cash flow risk relating to trade debtors are managed by utilising services from a financial institution as well as the regular monitoring of credit terms and credit limits

Liquidity risk associated with trade creditors is managed by ensuring sufficient funds are available to meet liabilities as they fall due

Director

The director of the company during the period was

R G Turton

Blagden Holdings Limited

Report of the directors for the period ended 31 December 2013 (Continued)

Director's responsibilities

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period.

In preparing these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

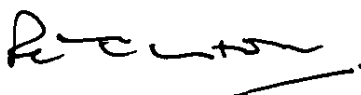
The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Auditor

The current director has taken all the steps that he ought to have taken to make himself aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditor is aware of that information. The director is not aware of any relevant audit information of which the auditor is unaware.

BDO LLP were appointed as auditors of the company by the director. BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

On behalf of the Board



R G Turton

Director

9 September 2014

Blagden Holdings Limited

Strategic report for the period ended 31 December 2013

Fair review of the business

The principal activities of the Company are of representation of mainly overseas chemical manufacturers and the sales of their products in the UK and Irish markets. To do this effectively Blagden carries out the functions of global sourcing, sales and marketing, the technical promotion and distribution of specialty and general chemicals. The blending of custom made solutions takes place at our Liverpool distribution site.

On 20 August 2013, Blagden Holdings Limited acquired the entire share capital of Blagden (Jersey) Limited, a company incorporated in Jersey. The combination has been accounted for in accordance with the principals of merger accounting set out in FRS 6 "Acquisitions and Mergers". Please refer to accounting policies for more detail.

Principal risks and uncertainties

Trading in 2013 proved to be satisfactory, given the continuing difficult economic environment in the UK. The results shown are for 11 months only as we changed the financial year end to 31 December and this will remain the same in future years.

As always we face the possibility of a loss of a key supply partner through strategic changes of consolidation and acquisition.

Analysis of the development and performance of the business

New business development is a key element of our strategy and positive results are being seen from our efforts to introduce new products and new sources of supply to complement our existing product ranges for our core market sectors and for new markets.

We strive always for continuing improvements to our business processes and now with a new ERP system Sage X3 being implemented in 2014/15 together with a CRM module, benefits will be derived for the efficiency of our sales teams. Our new website continues to receive plaudits and we intend to bolt on e-commerce functionality in the future.

Analysis of the position of the business

Sales revenues and margins are down across most market sectors compared to the previous year. The uncertain trading conditions we operated in continued throughout 2013, with lower exchange rates for Sterling affecting import pricing and putting pressure on margins and revenues. Strategic changes by some of our supply partners has also had an effect on revenues.

However our business model and finances continue to be strong and coupled to a hoped for revival in the UK economy, boosting manufacturing and exports, we are optimistic that 2014 will prove to be another satisfactory year for Blagden.

Blagden Holdings Limited

Strategic report for the period ended 31 December 2013 *(Continued)*

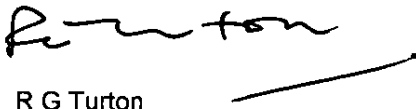
Key Performance Indicators

	Period ended 31 Dec 2013	31 Jan 2013
Stocks/Cost of Sales %	11.7%	10.5%
Debtors/Sales %	18.0%	17.4%
Creditors/Cost of Sales %	13.1%	11.2%
Working Capital/Sales %	19.1%	17.4%
Stock turnover in calendar days	8.5 days	9.5 days
Trade debtors in calendar days	62.5 days	61.4 days
Trade creditors in calendar days	38.9 days	31.9 days
Profit before interest and tax/Sales %	4.1%	6.7%
Profit before interest and tax/Working capital %	19.1%	17.4%

The change in year end from 31 January, generally a strong trading month, to 31 December, the slowest month, and the reporting on an 11 month period has had an impact on the ratios

The pressure for longer credit terms from customers especially the multi-nationals has affected Debtors days outstanding. With more of our supply partners requiring Blagden to take in larger delivery loads, this has had an impact on our stockholding.

On behalf of the Board



R G Turton

Director

9 September 2014

Blagden Holdings Limited

Independent auditor's report

TO THE MEMBERS OF BLAGDEN HOLDINGS LIMITED

We have audited the financial statements of Blagden Holdings Limited for the period ended 31 December 2013 which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated cash flow statement and the related notes. 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).

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 APB's website at 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 group's and the parent company's affairs as at 31 December 2013 and of the group's profit for the period 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the director's report for the financial period for which the financial statements are prepared is consistent with the financial statements.


Blagden Holdings Limited

Independent auditor's report (*Continued*)

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



Marc Reinecke (*senior statutory auditor*)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

9 September 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Blagden Holdings Limited

Consolidated profit and loss account for the period ended 31 December 2013

	Note	Period ended 31 Dec 2013 £	31 Jan 2013 £
Turnover	2	19,519,094	23,952,197
Cost of sales		(15,437,900)	(18,868,712)
Gross profit		4,081,194	5,083,485
Administrative expenses		(3,254,491)	(3,385,659)
Operating profit	5	826,703	1,697,826
Interest receivable and other income		345	176
Interest payable and similar charges	6	(5,660)	(8,687)
Profit on ordinary activities before taxation		821,388	1,689,315
Taxation on profit from ordinary activities	7	(239,515)	(441,419)
Profit for the financial year	17	581,873	1,247,896

All amounts relate to continuing activities

All recognised gains and losses are included in the profit and loss account

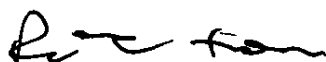
The notes on pages 11 to 21 form part of these financial statements

Blagden Holdings Limited

Consolidated balance sheet at 31 December 2013

<i>Company number 8656712</i>	Note	Period ended 31 Dec 2013 £	Period ended 31 Dec 2013 £	31 Jan 2013 £	31 Jan 2013 £
Fixed assets					
Intangible assets	8		390,597		422,669
Tangible assets	9		672,270		666,239
			<u>1,062,867</u>		<u>1,088,908</u>
Current assets					
Stocks	11	1,806,060		1,989,527	
Debtors	12	3,673,078		4,266,687	
Cash at bank and in hand		900,873		993,550	
		<u>6,380,011</u>		<u>7,249,764</u>	
Creditors: amounts falling due within one year	13	2,892,072		5,319,739	
		<u></u>		<u></u>	
Net current assets			3,487,939		1,930,025
			<u></u>		<u></u>
Total assets less current liabilities			4,550,806		3,018,933
			<u></u>		<u></u>
Creditors' amounts falling due After one year	14		950,000		-
			<u></u>		<u></u>
Net assets			3,600,806		3,018,933
			<u></u>		<u></u>
Capital and reserves					
Called up share capital	15		2,200,001		2,200,001
Merger Reserve	16		(2,918,001)		(2,918,001)
Profit and loss account	16		4,318,806		3,736,933
			<u></u>		<u></u>
Shareholders' funds	17		3,600,806		3,018,933
			<u></u>		<u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 9 September 2014



R G Turton
Director

The notes on pages 11 to 21 form part of these financial statements

Blagden Holdings Limited

Company balance sheet at 31 December 2013

Company number 8656712	Note	2013 £	2013 £
Fixed assets			
Investments	11		4,422,000
Current assets			
Debtors	12	1	
		<hr/>	
		1	
Creditors: amounts falling due within one year	13	250,000	
		<hr/>	
Net current liabilities			249,999
			<hr/>
Total assets less current liabilities			4,172,001
			<hr/>
Creditors: amounts falling due after more than one year	14		1,985,011
			<hr/>
Net assets			2,186,990
			<hr/>
Capital and reserves			
Called up share capital	15		2,200,001
Profit and loss account	16		(13,011)
			<hr/>
Shareholders' funds	17		2,186,990
			<hr/>

The financial statements were approved by the Board of Directors and authorised for issue on 9 September 2014



R G Turton
Director

The notes on pages 11 to 21 form part of these financial statements

Blagden Holdings Limited

Consolidated cash flow statement for the period ended 31 December 2013

	Note	Period ended 31 Dec 2013 £	Period ended 31 Dec 2013 £	31 Jan 2013 £	31 Jan 2013 £
Net cash inflow from operating activities	21		1,471,007		1,745,577
Returns on investments and servicing of finance					
Interest received		345		176	
Interest paid		(5,660)		(8,687)	
Net cash outflow from returns on investments and servicing of finance			(5,315)		(8,511)
Taxation			(416,418)		(601,736)
Capital expenditure and financial investment					
Purchase of tangible fixed assets		(124,213)		(110,079)	
Sale of tangible fixed assets		12,698		-	
			(111,515)		(110,079)
Equity dividends paid			-		-
Cash inflow before financing			937,759		1,025,251
Financing					
Repayment of other loans			-		(297,996)
Cash outflow on share acquisition	22		(1,022,000)		-
(Decrease)/increase in cash	24		(84,241)		727,255

The notes on pages 11 to 21 form part of these financial statements

Blagden Holdings Limited

Notes forming part of the financial statements for the period ended 31 December 2013

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

The following principal accounting policies have been applied

Basis of consolidation

The financial statements consolidate the accounts of Blagden Holdings Limited and all of its subsidiary undertakings ('subsidiaries')

Merger

On 20 August 2013, Blagden Holdings Limited acquired the entire share capital of Blagden (Jersey) Limited, a company incorporated in Jersey. The combination has been accounted for in accordance with the principals of merger accounting set out in FRS 6 "Acquisitions and Mergers". Accordingly, the consolidated financial statements include the results of the companies since incorporation and are presented as if Blagden (Jersey) Limited had been controlled by the company throughout the period since incorporation. The merger reserve at 1 February 2013 represents the difference between the consideration paid for Blagden (Jersey) Limited and the nominal value of the shares plus share premium within the company.

The transaction does not meet one of the conditions for merger accounting under The Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI2008/410), namely that the fair value of any non-equity consideration must not exceed 10% of the nominal value of the equity shares issued. The treatment is also contrary to FRS 6, "Acquisitions and Mergers", which requires the company to comply with the requirements of the Regulations. However, the treatment remains consistent with the principle of FRS 6 for the application of merger accounting in a group reconstruction where there have been no transactions outside of the group and the relative rights of the ultimate shareholders remain the same.

However, the Director considers that the treatment required by the Regulations, namely acquisition accounting, with the restatement of separable assets and liabilities to fair values, the creation of goodwill and inclusion of post-acquisition results only, would not give a true and fair view of the Group's results and financial position. The substance of the transaction was not the acquisition of a business from an Independent third party negotiated at arm's length but part of a reconstruction of the larger group to which Blagden Holdings Limited, Blagden (Jersey) Limited, Blagden Specialty Chemicals Limited all belong, together with the repurchase of shares in Blagden (Jersey) Limited from an existing shareholder. The Director considers that it is not practicable to quantify the effect of this departure from the requirements of the Regulations.

Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 20 years.

Blagden Holdings Limited

Notes forming part of the financial statements for the period ended 31 December 2013 (*Continued*)

1. Accounting policies (continued)

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Land and buildings Leasehold	-	2% straight line
Motor vehicles	-	straight line over 3 -5 years
Fixtures and fittings	-	12 5% - 33 3% straight line
Plant and machinery	-	15% reducing balance

Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss Account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period. Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

Investments

Investments in subsidiaries are valued at cost less provision for impairment.

Stock

Stock is valued at the lower of cost and net realisable value.

Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the period.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. All differences are recognised in the Profit and loss Account.

If the transaction is matched by a forward currency contract, the transaction is recorded at the forward contract rate and the related asset/liability is not re-translated to the rate ruling at the balance sheet date.

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

2 Turnover

An analysis of turnover by geographical market is as follows

	31 Dec 2013 £	31 Jan 2013 £
UK	18,940,265	22,637,001
Europe	552,797	1,236,393
Rest of World	26,032	78,803
	<u>19,519,094</u>	<u>23,952,197</u>

3 Employees

	31 Dec 2013 £	31 Jan 2013 £
Staff costs, including directors' remuneration, consist of		
Wages and salaries	1,669,493	1,672,747
Social security costs	195,227	195,961
Other pension costs	119,694	156,095
	<u>1,984,414</u>	<u>2,024,803</u>

5 Operating profit

	31 Dec 2013 £	31 Jan 2013 £
This has been arrived at after charging/(crediting)		
Amortisation - intangible assets	32,068	34,980
Depreciation of tangible assets - owned by the group	111,961	106,358
Auditors' remuneration	30,000	25,000
Difference on foreign exchange	28,098	(18,724)
(Profit)/Loss on disposal of fixed assets	(6,447)	689
	<u></u>	<u></u>

6 Interest payable and similar charges

	31 Dec 2013 £	31 Jan 2013 £
On bank loans and overdrafts	693	2,096
On other loans	4,967	6,591
	<u>5,660</u>	<u>8,687</u>

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

7 Taxation on profit from ordinary activities

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
<i>Current tax</i>			
UK corporation tax on profits of the period	239,515	441,419	(13,011)
	<u>239,515</u>	<u>441,419</u>	<u>(13,011)</u>

The tax assessed for the year is higher than the standard rate of corporation tax in the UK The differences are explained below

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
Profit on ordinary activities before tax	821,388	1,479,038	-
Profit on ordinary activities at the standard rate of corporation tax in the UK of 23 2% (31 January 2013 – 24 3%)	190,370	419,484	(2,602)
Effects of			
Expenses not deductible for tax purposes	31,636	28,257	2,602
Income not taxable for tax purposes	(1,501)	-	-
Movement in provisions	22,336	(8,090)	-
Depreciation in excess of capital allowance	(471)	8,037	-
Small company relief	(2,855)	(6,269)	-
	<u>239,515</u>	<u>441,419</u>	<u>-</u>
Current tax charge for period	239,515	441,419	-

8 Intangible assets

Group

Cost

At 1 February 2013 and 31 December 2013

Goodwill
£

699,598

Amortisation

At 1 February 2013

276,929

Charge for the year

32,068

At 31 December 2013

308,997

Net book value

At 31 December 2013

390,601

At 31 January 2013

422,669

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (*Continued*)

9 Tangible assets

Group	Land and buildings £	Plant and machinery £	Motor vehicles £	Fixtures, fittings and equipment £	Total £
<i>Cost</i>					
At 1 February 2013	431,874	270,669	270,991	758,897	1,732,431
Additions	-	13,371	72,000	38,842	124,213
Disposals	-	(2,885)	(73,070)	-	(75,955)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2013	431,874	281,155	269,921	797,739	1,780,689
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>					
At 1 February 2013	105,316	159,179	181,962	619,735	1,066,192
Charge for the year	9,894	16,328	45,101	40,638	111,961
Disposals	-	(2,381)	(67,353)	(5,668)	(69,734)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2013	115,210	173,126	159,710	660,373	1,108,419
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>					
At 31 December 2013	316,664	108,029	110,211	137,366	672,270
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 January 2013	326,558	111,490	89,029	139,162	666,239
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

10 Investments

Company	Shares in group undertakings £
<i>Cost or valuation</i>	
At 31 December 2013	4,422,000
	<hr/>

Details of the principal subsidiaries can be found under note number 26

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

11 Stock

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
Finished goods and goods for resale	1,806,060	1,989,527	-

12 Debtors

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
Trade debtors	3,518,405	4,178,477	-
Other debtors	1,878	2,345	1
Prepayments	152,795	85,865	-
	3,673,078	4,266,687	1

13 Creditors: amounts falling due within one year

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
Bank loans and overdrafts	38	8,474	-
Trade creditors	2,023,333	2,117,328	-
Corporation tax	74,514	251,418	-
Social security and other taxes	193,421	342,553	-
Other creditors	275,072	2,264,332	250,000
Accruals	325,694	335,634	-
	2,892,072	5,319,739	250,000

The bank overdraft is secured by a cross guarantee over the property of one of the group companies, Topaz Management Limited

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (*Continued*)

14 Creditors: amounts falling due after more than one year

	Group 31 Dec 2013 £	Group 31 Jan 2013 £	Company 31 Dec 2013 £
Amounts owed to group undertakings	-	-	1,035,011
Other creditors	950,000	-	950,000
	<u>950,000</u>	<u>-</u>	<u>1,985,011</u>

The loans owed to other group undertakings are unsecured and interest free and there is no fixed repayment date. The lenders have indicated that they will not require repayment of the loans in the next 12 months.

15 Share capital

	Allotted, called up and fully paid 2013 Number		2013 £
Company			
Ordinary shares of £1 each	2,200,001		2,200,001
	<u>2,200,001</u>		<u>2,200,001</u>

16 Reserves

Group	Merger reserve £	Profit and loss account £
At 1 February 2013	2,918,001	3,736,933
Profit for the period	-	581,873
Movement during the year	-	-
	<u>2,918,001</u>	<u>4,318,806</u>
At 31 December 2013	2,918,001	4,318,806
Company		
Opening Balance		-
Loss for the period		(13,011)
		<u>(13,011)</u>
At 31 December 2013		(13,011)

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

17 Reconciliation of movement in shareholders' funds

	31 Dec 2013 £	31 Jan 2013 £
Group		
Opening shareholders' funds	3,018,933	1,771,037
Profit for the period	581,873	1,247,896
	<hr/>	<hr/>
Closing shareholders' funds	3,600,806	3,018,933
	<hr/>	<hr/>
Company		
Opening shareholders' funds	-	
Shares issued	2,200,001	
Loss for the period	(13,011)	
	<hr/>	
Closing shareholders' funds	2,186,990	
	<hr/>	

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own profit and loss account

The loss for the period dealt with in the accounts of the company was £13,011

18 Pension commitments

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £119,694 (31 January 2013 - £156,095). Contributions totalling £8,519 (31 January 2013 - £12,881) were payable to the fund at the balance sheet date and are included in other creditors.

19 Related party transactions

During the period, Blagden (Jersey) Limited repurchased shares held within itself from J F Wilkinson, who served as a director during the period. The consideration of the share buy-back was £1,022,000 in cash and £1,200,000 deferred consideration.

Directors' emoluments have been disclosed in note 4.

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

20 Commitments under operating leases

As at 31 December 2013, the Group had annual commitments under non-cancellable operating leases as set out below

	31 Dec 2013 Land and buildings £	31 Dec 2013 Other £	31 Jan 2013 Land and buildings £	31 Jan 2013 Other £
Operating leases which expire				
Within one year	-	9,401	-	6,150
In two to five years	98,280	-	30,583	529
After five years	-	-	67,697	-
	<u>98,280</u>	<u>9,401</u>	<u>98,280</u>	<u>6,679</u>

21 Reconciliation of operating profit to net cash inflow from operating activities

	31 Dec 2013 £	31 Jan 2013 £
Operating profit	826,703	1,697,826
Amortisation of intangible fixed assets	32,068	34,980
Depreciation of tangible fixed assets	111,961	106,358
(Profit)/Loss on disposal of tangible fixed assets	(6,477)	689
Decrease in stocks	183,468	65,694
Decrease in debtors	593,611	279,848
(Decrease) in creditors	(270,327)	(439,818)
Net cash inflow from operating activities	<u>1,471,007</u>	<u>1,745,577</u>

22 Reconciliation of net cash outflow from financing activities

	31 Dec 2013 £	31 Jan 2013 £
Cash outflow on shares acquired from subsidiary company	<u>1,022,000</u>	<u>-</u>

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (Continued)

23 Reconciliation of net cash inflow to movement in net cash

	31 Dec 2013 £	31 Jan 2013 £
(Decrease)/Increase in cash in the period	(82,241)	727,255
Cash inflow from decrease in debt and lease financing	-	297,996
Movement in net cash in the period	(84,241)	1,025,251
Net cash at 1 February 2013	985,076	(40,175)
Net cash at 31 December 2013	900,835	985,076

24 Analysis of net cash

	At 1 February 2013 £	Cash flow £	At 31 December 2013 £
Cash in hand and at bank	993,550	(92,677)	900,873
Bank overdraft	(8,474)	8,436	(38)
	985,076	(84,241)	900,835
Debt due within one year	-	-	-
Total	985,076	(84,241)	900,835

25 Controlling party

The group is controlled by its director, R G Turton

Blagden Holdings Limited

Notes forming part of the financial statements
for the period ended 31 December 2013 (*Continued*)

26 Principal subsidiaries

The financial statements consolidate the accounts of Blagden Holdings Limited and all of its subsidiary undertakings as detailed below

Name	Country	Percentage of ordinary shares held	Description
Blagden Specialty Chemicals Limited	England and Wales	100	Global sourcing, sales and marketing, distribution, logistics and blending of speciality chemicals
Topaz Management Limited	England and Wales	100	Property holding
Marlow Chemical Company Limited	England and Wales	100	Dormant
Blagden (Jersey) Ltd	Jersey	100	Holding company

27 Ultimate parent undertaking and controlling party

The ultimate parent company is Blagden Holdings Limited, a company incorporated in England and Wales, which is 100% owned by R G Turton, the only director. A copy of these financial statements can be obtained from Osprey House, Black Eagle Square, Westerham, Kent, TN16 1PA

Blagden (Jersey) Limited

Report and Financial Statements

Year Ended

31 January 2014

Company Number 89225

Blagden (Jersey) Limited

**Report and financial statements
for the year ended 31 January 2014**

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7	Profit and Loss account
8	Balance sheet
9	Notes forming part of the financial statements

Director	R G Turton (Managing)
Company number	89225
Registered office	8 Hillier Street St Helier Jersey JE4 9XB (c/o Herald Trust Company Limited)

Blagden (Jersey) Limited

Director's report for the year ended 31 January 2014

The director presents the report together with the audited financial statements for the year ended 31 January 2014

Results and dividends

The results for the period are set out on page 7

No dividend was paid during the year (31 January 2013 - £nil)

Principal activities

The principal activities of the Company are of representation of mainly overseas chemical manufacturers and the sales of their products in the UK and Irish markets

The Strategic Report on page 3 provides information regarding the review of business, principal risks and uncertainties and future developments

Financial instruments

The Company's principal funding instruments comprise bank balances, bank overdrafts, trade creditors, trade debtors, and loans from financial institutions. The main purpose of these instruments is to raise funds for and to finance the Company's operations

The Company has bank accounts denominated in foreign currencies and manages its foreign exchange risks using hedging arrangements. Liquidity risk is managed by maintaining a balance of continuity of funding and flexibility through the use of overdrafts at floating rates of interest

Credit risk and cash flow risk relating to trade debtors are managed by utilising services from a financial institution as well as the regular monitoring of credit terms and credit limits

Liquidity risk associated with trade creditors is managed by ensuring sufficient funds are available to meet liabilities as they fall due

Directors

The directors of the Company during the year were

R G Turton

J F Wilkinson (retired 22 November 2013)

Blagden (Jersey) Limited

Director's report for the year ended 31 January 2014 (Continued)

Director's responsibilities

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period.

In preparing these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

Auditor

The current director has taken all the steps that he ought to have taken to make himself aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditor is aware of that information. The director is not aware of any relevant audit information of which the auditor is unaware.

BDO LLP were appointed as auditors of the company by the director. BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

On behalf of the Board



R G Turton

Director

9 September 2014

Blagden (Jersey) Limited

Strategic report for the year ended 31 January 2014

Fair review of the business

The principal activities of the Company are of representation of mainly overseas chemical manufacturers and the sales of their products in the UK and Irish markets. To do this effectively Blagden carries out the functions of global sourcing, sales and marketing, the technical promotion and distribution of specialty and general chemicals. The blending of custom made solutions takes place at our Liverpool distribution site.

On 20 August 2013, Blagden Holdings Limited acquired the entire share capital of Blagden (Jersey) Limited, a company incorporated in Jersey. The combination has been accounted for in accordance with the principles of merger accounting set out in FRS 6 "Acquisitions and Mergers".

Principal risks and uncertainties

Trading in 2013 proved to be satisfactory, given the continuing difficult economic environment in the UK. The results shown are for 11 months only as we changed the financial year end to 31 December and this will remain the same in future years.

As always we face the possibility of a loss of a key supply partner through strategic changes of consolidation and acquisition.

Analysis of the development and performance of the business

New business development is a key element of our strategy and positive results are being seen from our efforts to introduce new products and new sources of supply to complement our existing product ranges for our core market sectors and for new markets.

We strive always for continuing improvements to our business processes and now with a new ERP system Sage X3 being implemented in 2014/15 together with a CRM module, benefits will be derived for the efficiency of our sales teams. Our new website continues to receive plaudits and we intend to bolt on e-commerce functionality in the future.

Analysis of the position of the business

Sales revenues and margins are down across most market sectors compared to the previous year. The uncertain trading conditions we operated in continued throughout 2013, with lower exchange rates for Sterling affecting import pricing and putting pressure on margins and revenues. Strategic changes by some of our supply partners has also had an effect on revenues.

However our business model and finances continue to be strong and coupled to a hoped for revival in the UK economy, boosting manufacturing and exports, we are optimistic that 2014 will prove to be another satisfactory year for Blagden.

Blagden (Jersey) Limited

Strategic report for the year ended 31 January 2014 (Continued)


Key Performance Indicators

	Period ended 31 Dec 2013	31 Jan 2013
Stocks/Cost of Sales %	11.7%	10.5%
Debtors/Sales %	18.0%	17.4%
Creditors/Cost of Sales %	13.1%	11.2%
Working Capital/Sales %	19.1%	17.4%
Stock turnover in calendar days	8.5 days	9.5 days
Trade debtors in calendar days	62.5 days	61.4 days
Trade creditors in calendar days	38.9 days	31.9 days
Profit before interest and tax/Sales %	4.1%	6.7%
Profit before interest and tax/Working capital %	19.1%	17.4%

The change in year end from 31 January, generally a strong trading month, to 31 December, the slowest month, and the reporting on an 11 month period has had an impact on the ratios

The pressure for longer credit terms from customers especially the multi-nationals has affected Debtors days outstanding. With more of our supply partners requiring Blagden to take in larger delivery loads, this has had an impact on our stockholding

On behalf of the Board



R G Turton

Director

9 September 2014

Blagden (Jersey) Limited

Independent auditor's report

TO THE MEMBERS OF BLAGDEN (JERSEY) LIMITED

We have audited the financial statements of Blagden (Jersey) Limited for the year ended 31 January 2014 which comprise the profit and loss account, the balance sheets and the related notes. 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).

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 APB's website at 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 January 2014 and of the 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 matters 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.

Blagden (Jersey) Limited

Independent auditor's report (*Continued*)

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



Marc Reinecke (*senior statutory auditor*)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

9 September 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Blagden (Jersey) Limited

Profit and loss account for the year ended 31 January 2014

The company has not traded during the current financial year or the preceding financial year. During the financial year the company received no income or incurred any expenditure and therefore made neither profit or loss.

The profit for the year dealt with in the accounts of the company was £nil (2013 – £nil).

Blagden (Jersey) Limited

Balance sheet at 31 January 2014

Company number 89225	Note	2014 £	2014 £	2013 £	2013 £
Fixed assets					
Investments	2		2,695,180		2,695,180
Current assets					
Debtors	3	80,000		80,000	
Cash at bank		30		50	
		<u>80,030</u>		<u>80,050</u>	
Net current assets			80,030		80,050
Total assets less current liabilities			<u>2,775,210</u>		<u>2,775,230</u>
Creditors: amounts falling due after more than one year	4		1,252,210		1,252,230
Net assets			<u>1,523,000</u>		<u>1,523,000</u>
Capital and reserves					
Called up share capital	5		8,002		8,002
Share premium account	6		1,495,998		1,495,998
Profit and loss account	6		19,000		19,000
Shareholders' funds	7		<u>1,523,000</u>		<u>1,523,000</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the Board of Directors and authorised for issue on 9 September 2013



R G Turton
Director

The notes on pages 9 to 10 form part of these financial statements

Blagden (Jersey) Limited

Notes forming part of the financial statements
for the year ended 31 January 2014

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

The following principal accounting policies have been applied

Investments

Investments in subsidiaries are valued at cost less provision for impairment

2 Investments

Shares in
group
undertakings
£

Cost or valuation

At 1 February 2013 and at 31 January 2014

2,695,180

Details of the principal subsidiaries can be found under note number 26

3 Debtors

2014
£

2013
£

Amounts owed by group undertakings

80,000

80,000

80,000

80,000

4 Creditors amounts falling due after more than one year

2014
£

2013
£

Amounts owed to group undertakings

1,252,230

1,252,180

The loans owed to other group undertakings are unsecured and interest free and there is no fixed repayment date. The lenders have indicated that they will not require repayment of the loans in the next 12 months

5 Share capital

Allotted, called up and fully paid

2014
Number

2013
Number

2014
£

2013
£

Ordinary shares of £1 each

8,002

8,002

8,002

8,002

Blagden (Jersey) Limited

Notes forming part of the financial statements
for the year ended 31 January 2014 (*Continued*)

6 Reserves

	Share premium account £	Profit and loss account £
At 1 February 2013	1,495,998	19,000
Profit for the year	-	-
	<hr/>	<hr/>
At 31 January 2014	1,495,998	19,000
	<hr/>	<hr/>

7 Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	1,523,000	1,523,000
Profit for the year	-	-
	<hr/>	<hr/>
Closing shareholders' funds	1,523,000	1,523,000
	<hr/>	<hr/>

8 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

9 Principal subsidiaries

Name	Country	Percentage of ordinary shares held	Description
Blagden Specialty Chemicals Limited	England and Wales	100	Global sourcing, sales and marketing, distribution, logistics and blending of speciality chemicals
Topaz Management Limited	England and Wales	100	Property holding
Marlow Chemical Company Limited	England and Wales	100	Dormant

10 Ultimate parent undertaking and controlling party

The ultimate parent company is Blagden Holdings Limited, a company incorporated in England and Wales, which is owned by R G Turton the director. A copy of these financial statements can be obtained from Osprey House, Black Eagle Square, Westerham, Kent, TN16 1PA