

**ANNUAL REPORT 1997**

**CRODA SOLVENTS LTD**

Registered Number: 2270373



# **CRODA SOLVENTS LTD**

## **DIRECTORS**

### **Directors**

D H Alton  
P B Evans  
A R Fenney  
P D M Gough  
C B Murtough

### **Secretary and Registered Office**

G E Bates  
Cowick Hall  
Snaith Goole  
East Yorkshire DN14 9AA

### **Auditors**

Price Waterhouse  
Chartered Accountants  
and Registered Auditors  
Southwark Towers  
32 London Bridge Street  
London SE1 9SY

Cowick Hall Snaith Goole East Yorkshire DN14 9AA  
Telephone 01405 860551 Fax 01405 861767

## **CRODA SOLVENTS LTD**

### **REPORT OF THE DIRECTORS FOR 1997**

The directors submit their ninth annual report and the audited accounts for the year ended 31 December 1997.

#### **1. Activities of the company**

The company ceased trading on 30 June 1995 and did not trade during the period under review.

#### **2. Directors**

Interests and contracts

The statement below shows persons who were directors on 31 December 1997 indicating their beneficial interests in the capital of Croda International Plc, the ultimate parent company (including holdings of their families).

##### **Croda International Plc Shareholdings**

	<b>At 31 December 1997</b> <b>Ordinary</b> <b>shares 10p</b>	<b>At 31 December 1996</b> <b>Ordinary</b> <b>shares 10p</b>
A R Fenney	<b>151,447</b>	<b>144,219</b>

The remaining directors did not have any interest in the share capital of Croda International Plc.

##### **Croda International Plc Options**

	<b>At 31 December 1997</b>		<b>At 31 December 1996</b>	
	<b>Executive</b> <b>share options</b> <b>ordinary</b> <b>shares 10p</b>	<b>SAYE</b> <b>share options</b> <b>ordinary</b> <b>shares 10p</b>	<b>Executive</b> <b>share options</b> <b>ordinary</b> <b>shares 10p</b>	<b>SAYE</b> <b>share options</b> <b>ordinary</b> <b>shares 10p</b>
A R Fenney	<b>184,000</b>	<b>6,187</b>	<b>124,000</b>	<b>12,139</b>
C B Mutoh	<b>55,000</b>	<b>-</b>	<b>35,000</b>	<b>-</b>

The remaining directors did not have any options in Croda International Plc.

No director has any beneficial interest, other than in the ordinary course of business, in any contract to which the company or a subsidiary was a party during the period.

#### **3. Auditors**

A special resolution will be proposed at the Annual General Meeting under the provisions of S.250 Companies Act 1985 that no auditors be appointed by the company.

#### **4. Share capital and shareholders**

The company is a wholly owned subsidiary of Croda Chemicals International Ltd. The ultimate parent company is Croda International Plc.

**By Order of the Board**



**G E Bates** Secretary  
20 March 1998

## **CRODA SOLVENTS LTD**

### **DIRECTORS' RESPONSIBILITIES**

#### **In respect of the preparation of the financial statements**

The directors are required by UK company law to present financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit of the company for the financial year. In preparing the financial statements suitable accounting policies have been consistently applied, supported by reasonable and prudent judgements. All applicable accounting standards have been followed.

The directors are also responsible for maintaining adequate accounting records, for safeguarding the assets of the company and for taking reasonable steps to prevent and detect fraud and other irregularities.

### **REPORT OF THE AUDITORS**

To the members of Croda Solvents Ltd

We have audited the financial statements on pages 4 to 6 which have been prepared under the historical cost convention and the accounting policy set out in note 1 on page 6.

#### **Respective responsibilities of directors and auditors**

As described above, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.


#### **Basis of opinion**

We conducted our audit in accordance with Auditing Standards 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 of the state of the company's affairs as at 31 December 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Price Waterhouse  
Chartered Accountants  
and Registered Auditors  
Southwark Towers  
32 London Bridge Street  
London SE1 9SY  
20 March 1998

**CRODA SOLVENTS LTD**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 DECEMBER 1997**

	NOTES	1997	1996
Bank interest receivable		-	25
		<hr/>	<hr/>
Profit on ordinary activities before taxation		-	25
Tax on profit on ordinary activities	2	-	(1,154)
		<hr/>	<hr/>
Loss on ordinary activities after taxation and absorbed for the financial year		-	(1,129)
		<hr/>	<hr/>

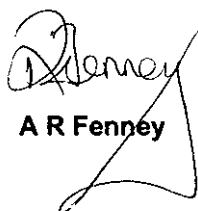
There were no recognised gains or losses except for those included above in the profit and loss account.

There is no difference between the result shown in the profit and loss account and the result on an historical cost basis.

**CRODA SOLVENTS LTD**  
**BALANCE SHEET AT 31 DECEMBER 1997**

	NOTES	31 December 1997	31 December 1996
Current Assets			
Debtors			
Amounts owed by group companies		2,390,440	2,390,440
		<u>2,390,440</u>	<u>2,390,440</u>
Capital and reserves			
Called up share capital	3	491,000	491,000
Profit and loss account	4	1,899,440	1,899,440
Equity shareholders' funds		<u>2,390,440</u>	<u>2,390,440</u>

Signed on behalf of the Board who  
approved the accounts on 20 March 1998

  
**A R Fenney**

**CRODA SOLVENTS LTD**  
**NOTES TO THE ACCOUNTS**

1. Basis of accounting

The accounts are prepared under the historical cost convention in compliance with the provisions of the Companies Act 1985 and applicable United Kingdom Accounting Standards.

2. Tax on profit on ordinary activities

	1997	1996
United Kingdom taxation		
Corporation tax		
- prior year over provision	-	1,154
	<u>-</u>	<u>1,154</u>

3. Share capital

	Authorised 1997 £000	1996 £000	Issued fully paid 1997 £000	1996 £000
Ordinary shares of £1				
A shares	510	510	510	510
B shares	490,490	490,490	490,490	490,490
	<u>491,000</u>	<u>491,000</u>	<u>491,000</u>	<u>491,000</u>

The A and B shares rank pari passu in all respects save that the A and B shareholders shall be entitled as a class to 51% and 49% respectively of all votes at a general meeting, 51% and 49% respectively of all dividends declared and the right to share in 51% and 49% respectively of the surplus assets in a winding up.

4. Shareholders' funds

	Share capital £000	Profit And loss £000	Total Share- Holders' funds £000
At 1 January 1997 and 31 December 1997	491,000	1,899,440	2,390,440

5. Directors and employees

Directors' remuneration

None (1996 – none) of the directors received any emoluments as directors of Croda Solvents Ltd.

6. The ultimate parent company is Croda International Plc, a company registered in England. Croda International Plc Group is the largest and smallest group of which the company is a member and for which Group accounts are prepared. Copies of the Group accounts can be obtained from the company secretary at the registered office of the company.