### Company Registration No. 04530131 (England and Wales)

**2M HOLDINGS LIMITED** ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2017

## **COMPANIES HOUSE COPY**





29/09/2017 COMPANIES HOUSE

#### **COMPANY INFORMATION**

Directors

Mr M Kessler MBE

Mr C Boyle

Secretary

Mr C Boyle

Company number

04530131

Registered office

Quadrant House

4 Thomas More Square

London E1W 1YW

Auditor

UHY Hacker Young

Quadrant House

4 Thomas More Square

London E1W 1YW

**Business address** 

**Hampton Court** 

Tudor Road Manor Park Runcorn Cheshire WA7 1TU

**Bankers** 

Investec Bank Plc

2 Gresham Street

London EC2V 7QP

HSBC Bank plc

4th Floor City Point 29 King Street

Leeds LS1 2HL

**Solicitors** 

**DWF LLP** 

2nd Floor

**Bridgewater Place** 

Water Lane Leeds LS11 5DY

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#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 30 APRIL 2017

The directors present their annual report and financial statements for the year ended 30 April 2017.

#### Principal activities

The principal activity of the company continued to be that of a holding company.

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr M Kessler MBE Mr C Boyle

#### Results and dividends

The results for the year are set out on page 5.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### Auditor

The auditor, UHY Hacker Young, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all 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 entitled to the small companies exemption.

On behalf of the board

Mr M Kessler MBE

**Director** 

18 September 2017

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 APRIL 2017

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 2M HOLDINGS LIMITED

We have audited the financial statements of 2M Holdings Limited for the year ended 30 April 2017 set out on pages 5 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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 explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council'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 30 April 2017 and of its loss 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, based on the work undertaken in the course of our audit, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and the Directors' Report has been prepared in accordance with applicable legal requirements.



# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF 2M HOLDINGS LIMITED

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Colin Wright (Senior Statutory Auditor) for and on behalf of UHY Hacker Young

I Sturk

28/9/17

Chartered Accountants Statutory Auditor

## STATEMENT OF COMPREHENSIVE INCOME

### FOR THE YEAR ENDED 30 APRIL 2017

		2017	2016
	Notes	£	£
Turnover		480,000	480,000
Administrative expenses		(853,323)	(546,581)
Loss before taxation		(373,323)	(66,581)
Taxation		-	-
		(272 222)	((( (01)
Loss for the financial year		(373,323)	(66,581)
	•		

#### STATEMENT OF FINANCIAL POSITION

#### **AS AT 30 APRIL 2017**

	Notes	20 £	017 £	20 £	016 £
	140163	£	r	<b>x</b>	ı
Fixed assets					
Investments	3		1,390,031		601,239
Current assets					
Debtors	5	6,051,900		6,076,411	
Cash at bank and in hand		60,540		114,110	
		6,112,440		6,190,521	
Creditors: amounts falling due	6				
within one year		(6,179,031)		(5,094,997)	
Net current (liabilities)/assets			(66,591)		1,095,524
Total assets less current liabilities			1,323,440		1,696,763
			======		
Capital and reserves					
Called up share capital	7		260,000		260,000
Profit and loss reserves			1,063,440		1,436,763
Total equity			1,323,440		1,696,763
			=		

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 18 September 2017 and are signed on its behalf by:

Mr M Kessler MBE

Director

Mr C Boyle **Director** 

Company Registration No. 04530131

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2017

	Share capital	Profit and loss reserves	Total £
Balance at 1 May 2015	260,000	1,503,344	1,763,344
Year ended 30 April 2016: Loss and total comprehensive income for the year	-	(66,581)	(66,581)
Balance at 30 April 2016	260,000	1,436,763	1,696,763
Year ended 30 April 2017: Loss and total comprehensive income for the year	-	(373,323)	(373,323)
Balance at 30 April 2017	260,000	1,063,440	1,323,440

## NOTES TO THE FINANCIAL STATEMENTS

#### FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

#### Company information

2M Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is Quadrant House, 4 Thomas More Square, London, E1W 1YW.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' Reconciliation of the opening and closing number of shares:
- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' –
  Carrying amounts, interest income/expense and net gains/losses for each category of financial
  instrument; basis of determining fair values; details of collateral, loan defaults or breaches,
  details of hedges, hedging fair value changes recognised in profit or loss and in other
  comprehensive income;
- Section 33 'Related Party Disclosures' Compensation for key management personnel and disclosure of transactions and balances with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

#### Group accounts

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

2M Holdings Limited is a wholly owned subsidiary of 2M Group Limited and the results of 2M Holdings Limited are included in the consolidated financial statements of 2M Group Limited which are available from Companies House.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

#### 1.4 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### Impairment review

At each reporting period end date, the company reviews the carrying amounts of its fixed asset investments to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cashgenerating unit to which the asset belongs.

#### 1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

#### Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

#### Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

#### Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

#### Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

#### Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

#### 1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.8 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.9 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 3 (2016 - 3).

		2017 Number	2016 Number
	Directors	1	1
	Management	2	2
		3	3
3	Fixed asset investments		
		2017 £	2016 £
	Investments	1,390,031	601,239
	Movements in fixed asset investments		Shares in group undertakings £
	Cost or valuation		~
	At 1 May 2016		601,239
	Additions		788,792
	At 30 April 2017		1,390,031
	Carrying amount		
	At 30 April 2017		1,390,031
	At 30 April 2016		601,239

During the year under review the company acquired the ordinary share capital of CE-O2 Torckeneis GmbH, a company incorporated in Germany.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 4 Subsidiaries

Details of the company's subsidiaries at 30 April 2017 are as follows:

Name of undertaking an incorporation or residen		Nature of business	Class of shareholding	% Held DirectIndirect
Banner Chemicals Holdings Limited	England and Wales	Holding company	Ordinary	100.00
Banner Chemicals Limited	d England and Wales	Holding company	Ordinary	100.00
Samuel Banner & Co Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00
Prism Chemicals Limited	England and Wales	Formulation of chemical industry products	Ordinary	100.00
M P Storage and Blending Limited	England and Wales	Storage and blending of chemical industry products	Ordinary	100.00
K M Z Chemicals Limited	England and Wales	Dormant	Ordinary	100.00
Banner Chemicals Benelu NV	xBelgium	Distribution of chemical industry products	Ordinary	65.00
Stowlin Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00
Samuel Banner Property Co Limited	England and Wales	Property holding company	Ordinary	100.00
Surfachem Holdings Limited	England and Wales	Holding company	Ordinary	100.00
Surfachem Group Limited	England and Wales	Holding company	Ordinary	100.00
Surfachem Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00
Filrite Limited	England and Wales	Decanting and packaging of chemical industry products	Ordinary	100.00
Samplerite Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00
Samplerite Qingdao Limited	China	Distribution of chemical industry products	Ordinary	100.00
Surfachem Nordic A.S.	Norway	Distribution of chemical industry products	Ordinary	66.67
Surfachem Brasil Ltda	Brasil	Distribution of chemical industry products	Ordinary	65.00
2M London Limited	England and Wales	Dormant	Ordinary	100.00
Croftshaw (Solvents) Limited	England and Wales	Dormant	Ordinary	100.00
Gel-Chem Limited	England and Wales	Dormant	Ordinary	100.00

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

4	Subsidiaries				(Con	tinued)
	Integrated Chemicals Specialties UK Limited	England and Wales	Dormant	Ordinary		100.00
	Netscore Limited	England and Wales	Dormant	Ordinary		100.00
	Samuel Banner Polymers Limited	England and Wales	Dormant	Ordinary		100.00
	SB Dormantco One Limited	England and Wales	Dormant	Ordinary		100.00
	SB Dormantco Three Limited	England and Wales	Dormant	Ordinary		100.00
	Speciality Food Ingredients Limited	England and Wales	Dormant	Ordinary		100.00
	Stowlin Croftshaw Limited	dEngland and Wales	Dormant	Ordinary		100.00
	Stowlin Specialised Chemicals Limited	England and Wales	Dormant	Ordinary		100.00
	Surfachem International Limited	England and Wales	Dormant	Ordinary		100.00
	Worsall Limited	England and Wales	Dormant	Ordinary		100.00
	Packed Chlorine Limited	England and Wales	Formulation and distribut of chemical products	ion Ordinary	100.00	
	CE-O2 Trockeneis GmbH	Gernany	Formulation and distribut of chemical products	ion Ordinary	100.00	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

#### 4 Subsidiaries (Continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Banner Chemicals Holdings Limited	-	330,811
Banner Chemicals Limited	29,469	9,708,411
Samuel Banner & Co Limited	1,283,134	8,433,116
Prism Chemicals Limited	(307,415)	(1,932,743)
M P Storage and Blending Limited	(851,579)	(1,826,771)
K M Z Chemicals Limited	-	269,389
Banner Chemicals Benelux NV	(20,560)	(492,157)
Stowlin Limited	97,272	1,472,520
Samuel Banner Property Co Limited	1,417	1
Súrfachem Holdings Limited	(2,413)	766,643
Surfachem Group Limited	37,725	10,580,170
Surfachem Limited	3,036,523	25,121,963
Filrite Limited	51,691	907,809
Samplerite Limited	34,420	594,734
Samplerite Qingdao Limited	77,891	18,666
Surfachem Nordic A.S.	40,903	(71,447)
Surfachem Brasil Ltda	(272,216)	154,034
2M London Limited	-	7,601,995
Croftshaw (Solvents) Limited	-	15,000
Gel-Chem Limited	-	65,000
Netscore Limited	-	1,000
Samuel Banner Polymers Limited	. <b>-</b>	(175,820)
SB Dormantco One Limited	-	9,198
SB Dormantco Three Limited	-	238,052
Speciality Food Ingredients Limited	-	100
Stowlin Croftshaw Limited	-	2
Surfachem International Limited	-	50,000
Worsall Limited	-	50,000
Packed Chlorine Limited	(45,952)	129,671
CE-O2 Trockeneis GmbH	2,734	207,746

The subsidiary company Samplerite Qingdao Limited is incorporated in the People's Republic of China and has a reporting date of 31 December. The subsidiary prepares separate accounts to 30 April to enable the above disclosures.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

5	Debtors		
	•	2017	2016
	Amounts falling due within one year:	£	£
	Amounts due from group undertakings	6,038,903	6,053,903
	Other debtors	12,997	22,508
		6,051,900	6,076,411
6	Creditors: amounts falling due within one year		
		2017 £	2016 £
		~	~
	Amounts due to group undertakings	6,149,010	5,087,217
	Other taxation and social security	4,000	4,000
•	Other creditors	26,021	3,780
		6,179,031	5,094,997
7	Called up share capital		
		2017	2016
		£	£
	Ordinary share capital		
	Issued and fully paid	0.00.000	262.000
	260,000 Ordinary shares of £1 each	260,000	260,000

#### 8 Financial commitments, guarantees and contingent liabilities

The company has granted a composite guarantee and debenture to Investec Bank plc in respect of amounts due to the bank from the 2M Group Limited and its subsidiaries.

#### 9 Controlling party

The ultimate parent company is 2M Group Limited, a company incorporated and registered in England and Wales.

The director, M Kessler MBE, has overall control of the group.