

Company Registration No. 00072727 (England and Wales)

BANNER CHEMICALS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2021



BANNER CHEMICALS LIMITED

COMPANY INFORMATION

Directors	Mr M Kessler MBE Mr C Boyle Mr D Dalton Mr G Maller Mrs L Maller (Appointed 1 June 2021)
Secretary	Mr C Boyle
Company number	00072727
Registered office	2M House, Sutton Quays Business Park Clifton Road Sutton Weaver Runcorn Cheshire WA7 3EH
Auditor	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW
Bankers	Investec Bank Plc 30 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

BANNER CHEMICALS LIMITED

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BANNER CHEMICALS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2021

The directors present their annual report and financial statements for the year ended 30 April 2021.

Principal activities

The principal activity of the Company is that of a holding company. Its subsidiaries' activities continue to be that of the storage, drumming, blending, formulation and distribution of solvents and chemical products.

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

Mr D Dalton

Mr G Maller

Mrs L Maller

(Appointed 1 June 2021)

Auditor

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

Statement of directors' responsibilities

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.

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.

BANNER CHEMICALS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

Small companies exemption

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 C Boyle
Director

5 October 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BANNER CHEMICALS LIMITED

Opinion

We have audited the financial statements of Banner Chemicals Limited (the 'company') for the year ended 30 April 2021 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2021 and of its 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF BANNER CHEMICALS LIMITED

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions 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.

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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF BANNER CHEMICALS LIMITED

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the Company and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation, employment and health and safety regulation, anti-bribery, corruption and fraud, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined there are no principal risks present given the entity is a holding company with minimal transactions present.

Audit procedures performed included: review of the financial statement disclosures to underlying supporting documentation, review of correspondence with legal advisors, enquiries of management and in so far as they related to the financial statements, and testing of journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF BANNER CHEMICALS LIMITED

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



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

5 October 2021

Chartered Accountants
Statutory Auditor

BANNER CHEMICALS LIMITED**STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 30 APRIL 2021**


		2021	2020
	Notes	£	£
Turnover		1,410,991	1,384,779
Administrative expenses		(1,343,801)	(1,318,839)
		<hr/>	<hr/>
Profit before taxation		67,190	65,940
Tax on profit	3	-	13,104
		<hr/>	<hr/>
Profit for the financial year		67,190	79,044
		<hr/> <hr/>	<hr/> <hr/>

BANNER CHEMICALS LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 30 APRIL 2021**

	Notes	2021 £	£	2020 £	£
Fixed assets					
Investments	4	14,354,935		14,354,935	
Current assets					
Debtors	6	9,080,566		8,001,162	
Cash at bank and in hand		74,438		3,278	
		<u>9,155,004</u>		<u>8,004,440</u>	
Creditors: amounts falling due within one year	7	<u>(19,174,082)</u>		<u>(18,090,708)</u>	
Net current liabilities			(10,019,078)		(10,086,268)
Net assets			<u>4,335,857</u>		<u>4,268,667</u>
Capital and reserves					
Called up share capital	9	3,769,442		3,769,442	
Profit and loss reserves		566,415		499,225	
Total equity			<u>4,335,857</u>		<u>4,268,667</u>

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 5 October 2021 and are signed on its behalf by:



Mr C Boyle
Director

Company Registration No. 00072727

BANNER CHEMICALS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 APRIL 2021

	Share capital £	Profit and loss reserves £	Total £
Balance at 1 May 2019	3,769,442	420,181	4,189,623
Year ended 30 April 2020:			
Profit and total comprehensive income for the year	-	79,044	79,044
Balance at 30 April 2020	3,769,442	499,225	4,268,667
Year ended 30 April 2021:			
Profit and total comprehensive income for the year	-	67,190	67,190
Balance at 30 April 2021	3,769,442	566,415	4,335,857

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2021

1 Accounting policies

Company information

Banner Chemicals Limited is a private company limited by shares incorporated in England and Wales. The registered office is 2M House, Sutton Quays Business Park, Clifton Road, Sutton Weaver, Runcorn, Cheshire, WA7 3EH.

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.

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

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

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.

At the time of approving the financial statements, the directors have assessed the initial impact of Covid-19 on the business. While some customers have been impacted, the company has adequate resources to continue in operational existence for the foreseeable future.

The company therefore continues to adopt the going concern basis in preparing its financial statements.

1.3 Turnover

Turnover represents amounts receivable for management services provided to subsidiary undertakings.

Revenue from management services is recognised, on an accrual basis, based on costs incurred by the company less items directly rechargeable to subsidiary entities.

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 cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, assets are allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

1 Accounting policies

(Continued)

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.

Basic financial assets

Basic financial assets, which include debtors 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. Financial assets classified as receivable within one year are not amortised.

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.

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.

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

1 Accounting policies

(Continued)

1.7 Equity instruments

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

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Valuation of investments

Investment balances are reviewed by the directors at the year end to ensure that the carrying value is not in excess of its recoverable amount. Impairment reviews have been carried out where this is considered likely, however at the year end no such impairments were required. The carrying value of investments at the year end is £14,354,935 (2020: £14,354,935).

3 Taxation

	2021	2020
	£	£
Current tax		
UK corporation tax on profits for the current period	-	(13,104)
	<u> </u>	<u> </u>

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

3 Taxation

(Continued)

The actual charge/(credit) for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2021 £	2020 £
Profit before taxation	67,190	65,940
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	12,766	12,529
Tax effect of expenses that are not deductible in determining taxable profit	3,800	4,750
Change in unrecognised deferred tax assets	-	(348)
Group relief	(16,566)	(17,279)
Under/(over) provided in prior years	-	(12,756)
Taxation charge/(credit) for the year	-	(13,104)

4 Fixed asset investments

	2021 £	2020 £
Investments	14,354,935	14,354,935

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation At 1 May 2020 & 30 April 2021	14,354,935
Carrying amount At 30 April 2021	14,354,935
At 30 April 2020	14,354,935

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

5 Subsidiaries

Details of the company's subsidiaries at 30 April 2021 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
2M London Limited	England and Wales	Dormant	Ordinary	100.00	-
Banner Chemicals Benelux NV	Belgium	Distribution of chemical industry products	Ordinary	100.00	-
Croftshaw (Solvents) Limited	England and Wales	Dormant	Ordinary	-	100.00
Integrated Chemicals Specialities Limited	England and Wales	Dormant	Ordinary	-	100.00
KMZ Chemicals Limited	England and Wales	Dormant	Ordinary	-	100.00
MP Storage and Blending Limited	England and Wales	Storage and blending of chemical industry products	Ordinary	100.00	-
Prism Chemicals Limited	England and Wales	Formulation of chemical industry products	Ordinary	100.00	-
Samuel Banner & Co. Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00	-
Samuel Banner Property Co. Limited	England and Wales	Property management	Ordinary	-	100.00
Samuel Banners 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
Stowlin Croftshaw Limited	England and Wales	Dormant	Ordinary	-	100.00
Stowlin Limited	England and Wales	Distribution of chemical industry products	Ordinary	100.00	-
Stowlin Specialised Chemicals Limited	England and Wales	Dormant	Ordinary	-	100.00
				-	-

Registered office addresses:

2M London Limited, Croftshaw (Solvents) Limited, Integrated Chemicals Specialties UK Limited, K M Z Chemicals Limited, M P Storage and Blending Limited, Prism Chemicals Limited, Samuel Banner Property Co Limited, SB Dormantco One Limited, SB Dormantco Three Limited, Stowlin Croftshaw Limited, Stowlin Limited, Stowlin Specialised Chemicals Limited, Samuel Banner & Co Limited and Samuel Banner Polymers Limited have the following address: 2M House, Sutton Quays Business Park, Clifton Road, Sutton Weaver, Runcorn, Cheshire, England, WA7 3EH

Banner Chemicals Benelux NV: Science park /Incubator Darwin Galileilaan 15 – 2845 Niel, Belgium

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

BANNER CHEMICALS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 APRIL 2021****5 Subsidiaries****(Continued)**

Name of undertaking	Capital and Reserves £	Profit/(Loss) £
2M London Limited	7,601,995	-
Banner Chemicals Benelux NV	(588,428)	31,233
Croftshaw (Solvents) Limited	15,000	-
KMZ Chemicals Limited	269,389	-
MP Storage and Blending Limited	(4,795,732)	(218,885)
Prism Chemicals Limited	(3,073,445)	(141,586)
Samuel Banner & Co. Limited	11,472,079	5,131,828
Samuel Banner Property Co. Limited	(1,080)	-
Samuel Banners Polymers Limited	(175,820)	-
SB Dormantco One Limited	9,198	-
SB Dormantco Three Limited	238,052	-
Stowlin Croftshaw Limited	2	-
Stowlin Limited	2,637,229	180,363

6 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Amounts owed by group undertakings	8,813,870	7,695,113
Other debtors	5,554	7,120
Prepayments and accrued income	257,837	295,624
	<u>9,077,261</u>	<u>7,997,857</u>
Deferred tax asset (note 8)	3,305	3,305
	<u>9,080,566</u>	<u>8,001,162</u>

BANNER CHEMICALS LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
FOR THE YEAR ENDED 30 APRIL 2021**7 Creditors: amounts falling due within one year**

	2021	2020
	£	£
Trade creditors	14,054	14,062
Amounts owed to group undertakings	18,930,708	17,903,082
Other creditors	17,400	17,400
Accruals and deferred income	211,920	156,164
	<u>19,174,082</u>	<u>18,090,708</u>

8 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Assets	Assets
	2021	2020
Balances:	£	£
Other timing differences	<u>3,305</u>	<u>3,305</u>

There were no deferred tax movements in the year.

The deferred tax asset set out above relates to short term timing differences and is expected to reverse as the amounts attributable to the timing differences are utilised.

9 Called up share capital

	2021	2020	2021	2020
	Number	Number	£	£
Ordinary share capital				
Issued and fully paid				
Ordinary shares of 5p each	<u>75,388,840</u>	<u>75,388,840</u>	<u>3,769,442</u>	<u>3,769,442</u>

BANNER CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2021

10 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 company, 2M Group Limited and its subsidiaries.

The company has granted fixed and floating charges over all assets present and future, in respect of amounts due by 2M Group Limited in relation to secured loan notes issued in 2017.

The company has access to a group class guarantee facility of £253,000 and a group import line facility of USD \$200,000 both provided by HSBC Bank plc. These facilities are secured by a composite company unlimited multilateral guarantee given by 2M Holdings Limited and its subsidiaries.

11 Related party transactions

The company has taken advantage of the exemption available in FRS 102 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

12 Parent company and ultimate controlling party

The company is a wholly owned subsidiary of 2M Holdings Limited, a company incorporated and registered in England and Wales.

The company's ultimate parent company is 2M Group Limited, a company incorporated in Great Britain and registered in England and Wales, registered address Quadrant House, Floor 6, 4 Thomas More Square, London E1W 1YW.

The accounts of Banner Chemicals Limited are included in the consolidated accounts of 2M Group Limited. A copy of the consolidated accounts can be obtained from Companies House.

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