## FENTON PACKAGING (LEEDS) LIMITED FINANCIAL STATEMENTS 30 SEPTEMBER 2022

\*AC6BF3WG\*
A20 23/06/2023
COMPANIES HOUSE

#### **COMPANY INFORMATION**

**Directors** R P Clarke (resigned 28 April 2023)

S L Dakin

C J Warren (appointed 28 April 2023) D A J Wilson (appointed 28 April 2023)

Company secretary S L Dakin

Registered number 00397759

Registered office Unit 1, Kinetic

45 Newmarket Lane

Leeds LS9 0SH

Independent auditor Armstrong Watson Audit Limited

Chartered Accountants & Statutory Auditors

Third Floor 10 South Parade

Leeds LS1 5QS

Bankers National Westminster Bank PLC

8 Park Row Leeds

West Yorkshire

LS1 5HD

#### CONTENTS

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditor's report	4 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11 - 17

## STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### Introduction

The directors present their strategic report for Fenton Packaging (Leeds) Limited for the year ended 30th September 2022.

#### **Business review**

The company ceased trading in the previous year.

The company is the sole shareholder in Fenton Packaging Limited.

This report was approved by the board on 1574 Jone 2023 and signed on its behalf.

S L Dakin

Director

### DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022

The directors present their report and the financial statements for the year ended 30 September 2022.

#### Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements 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;
- 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 to 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.

#### Results and dividends

The profit for the year, after taxation, amounted to £NIL (2021 - loss £2,043,277).

No dividends were paid during the year.

#### **Directors**

The directors who served during the year were:

R P Clarke (resigned 28 April 2023) S L Dakin

#### **Future developments**

The directors are not expecting to make any significant changes in the nature of the business in the near future.

#### Matters covered in the strategic report

Information is not shown in the director's report because it is shown in the strategic report instead under s414C (11). The strategic report includes a business review, principal risks and uncertainties and financial key performance indicators.

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **Auditor**

Under section 487(2) of the Companies Act 2006, Armstrong Watson Audit Limited will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 1574 Jone 2023 and signed on its behalf.

S L Dakin Director

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FENTON PACKAGING (LEEDS) LIMITED

#### Opinion

We have audited the financial statements of Fenton Packaging (Leeds) Limited (the 'Company') for the year ended 30 September 2022, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 September 2022 and of its result 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 United Kingdom, including the Financial Reporting Council'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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the Company's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FENTON PACKAGING (LEEDS) LIMITED (CONTINUED)

We have nothing to report in this regard.

#### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have 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 Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

#### Responsibilities of directors

As explained more fully in the Directors' responsibilities statement 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, 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FENTON PACKAGING (LEEDS) LIMITED (CONTINUED)

#### 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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or
  error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is
  sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material
  misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve
  collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that
  are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness
  of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FENTON PACKAGING (LEEDS) LIMITED (CONTINUED)

#### Use of our report

This report is made solely to the Company's members 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 for our audit work, for this report, or for the opinions we have formed.

Matthew Osbourne (Senior statutory auditor)

for and on behalf of

**Armstrong Watson Audit Limited** 

**Chartered Accountants & Statutory Auditors** 

Leeds

Date: 70.6.23

#### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2022

	Note	2022 £	2021 £
Turnover	4	-	60,000
Gross profit		-	60,000
Administrative expenses		-	(49,105)
Operating profit		-	10,895
Income from fixed assets investments		-	145,000
Exceptional expenses		-	(2,199,172)
Profit/(loss) before tax			(2,043,277)
Profit/(loss) for the financial year	·	-	(2,043,277)

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 11 to 17 form part of these financial statements.

## FENTON PACKAGING (LEEDS) LIMITED REGISTERED NUMBER: 00397759

#### BALANCE SHEET AS AT 30 SEPTEMBER 2022

•	Note	2022 £	2021 £
Fixed assets			
Investments	11	116,671	116,671
		116,671	116,671
Total assets less current liabilities		116,671	116,671
Net assets		116,671	116,671
Capital and reserves			
Called up share capital	12	16,118	16,118
Share premium account	13	114,180	114,180
Non distributable reserves	13	12,165	12,165
Profit and loss account	13	(25,792)	(25,792)
		116,671	116,671

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

S L Dakin

15.6.23

Director

The notes on pages 11 to 17 form part of these financial statements.

#### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2022

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total equity
At 1 October 2021	16,118	114,180	12,165	(25,792)	116,671
Total comprehensive income for the year	-	<del></del>	-	-	-
Total transactions with owners	•	•	-	-	-
At 30 September 2022	16,118	114,180	12,165	(25,792)	116,671

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2021

	Called up share capital	Share premium account £	£	Profit and loss account £	Total equity
At 1 October 2020	16,118	114,180	332,989	3,143,130	3,606,417
Comprehensive income for the year					
Loss for the year	<u>-</u>	<u>.                                    </u>	-	(2,043,277)	(2,043,277)
Total comprehensive income for the year	·		-	(2,043,277)	(2,043,277)
Dividends: Equity capital	-	-	-	(1,446,469)	(1,446,469)
Transfer to/from profit and loss account	-	-	(320,824)	320,824	-
Total transactions with owners	-	-	(320,824)	(1,125,645)	(1,446,469)
At 30 September 2021	16,118	114,180	12,165	(25,792)	116,671

The notes on pages 11 to 17 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 1. General information

The company is the sole shareholder in Fenton Packaging Limited and owns two commercial properties in Morley near Leeds which are leased to that company at market rates. The registered office is located at Unit 1 Kinetic, 45 Newmarket Lane, Leeds, LS9 OSH.

The company is a limited liability company incorporated and domiciled in the United Kingdom. The company is tax resident in the United Kingdom and the financial statements are prepared in Sterling (£).

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of DSC Packaging Limited (formerly Corran Close Limited) as at 30 September 2022 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

#### 2.3 Going concern

The directors have prepared the financial statements on a going concern basis.

In the previous year, the company ceased to trade. The company continues to hold the investment in the subsidiary company.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 2. Accounting policies (continued)

#### 2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

#### 2.5 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

Judgements and estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The directors consider the determination of fair value of the investment property as a significant area of estimate and judgement within these financial statements. The directors use available market information to benchmark the fair value recognised within the financial statements and compare and contrast this information to their own knowledge and experience of the investment property in question in assessing the adequacy of the judgement they have applied.

The impact of this judgement is shown in note 9.

#### 4. Turnover

An analysis of turnover by class of business is as follows:

		2022 £	2021 £
	Rental income	-	60,000
		-	60,000
	All turnover arose within the United Kingdom.		
5.	Auditor's remuneration		
		2022 - £	2021 £
	Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	-	4,000

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

#### 6. Employees

The company has 0 employees other than the directors, who did not receive any remuneration (2021 - £Nil).

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

£	£
-	145,000
-	145,000
	-

# 8. Exceptional expenses 2022 2021 £ £ Write off of intercompany loan - 2,199,172 - 2,199,172

The write of intercompany loan in the previous year is connected with a proposed group reorganisation, following the cessation of trade of this company, Fenton Packaging (Leeds) Limited.

#### 9. Taxation

7.

Income from investments

·	2022 £	2021 £
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 9. Taxation (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is the same as (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
Profit/(loss) on ordinary activities before tax	-	(2,043,277)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)  Effects of:	<b>-</b>	(388,223)
Expenses not deductible for tax purposes	-	426,406
Non-taxable income	-	(27,550)
Group relief	•	(10,633)
Total tax charge for the year	•	-

#### Factors that may affect future tax charges

An increase in the UK corporation tax rate from 19% to 25% was announced in the 2021 budget, this is scheduled to take effect from April 2023. The rate for small profits under £50,000 will remain at 19%, and there will be taper relief for businesses with profits between £50,000 and £250,000.

#### 10. Dividends

	2022 £	2021 £
Dividends on ordinary shares	-	1,446,469
	•	1,446,469

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 11. Fixed asset investments

Investments in subsidiary companies £

Cost or valuation

At 1 October 2021

116,671

At 30 September 2022

116,671

#### Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name Principal activity Class of shares Holding
Fenton Packaging Limited Packaging materials Ordinary 100%

The aggregate of the share capital and reserves as at 30 September 2022 and the profit or loss for the year ended on that date for the subsidiary undertaking were as follows:

Aggregate
of share
capital and
reserves Profit/(Loss)

Name Fenton Packaging Limited

6,252,870

1,412,702

#### Secured loans

The group has a Cross Corporate Guarantee and third party debenture in respect of financing from Royal Bank of Scotland Invoice Finance between DSC Packaging Limited (formerly Corran Close Limited), Fenton Packaging (Leeds) Limited and Fenton Packaging Limited.

#### 12. Share capital

2022	2021
£	£
16,118	16,118
	£

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 13. Reserves

#### Share premium account

This includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

#### Other reserves

Included in the other reserves at 30 September 2022 are other reserves of £12,165 (2021: £12,165) which represent a capital redemption reserve. These reserves are not available for distribution to shareholders.

#### Profit and loss account

This includes all current and prior period retained profits and losses.

#### 14. Related party transactions

The company has taken advantage of the exemption contained in Section 33 of FRS 102 'Related Party Disclosures' from disclosing transactions with entities which are part of the group, since 100% or more of the voting rights in the company are controlled within the group.

#### 15. Post balance sheet events

The parent and controlling party was DSC Packaging Limited, a company incorporated in England & Wales. The ultimate controlling party was Mr R P Clarke up to 28 April 2023.

From 28 April 2023, the ultimate parent company became CDS Newmarket Ltd who purchased the share capital of DSC Packaging Limited. The ultimate controllling party of the group are the directors of CDS Newmarket Ltd.