ANNUAL REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2013

THURSDAY

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DIRECTORS AND ADVISERS

Directors Mr A W Wallen

Mrs W E Wallen Mr R W Wallen Mrs S W Richardson Mr P Richardson Mrs S L Wallen Mr J Wallen

Secretary Mr P Richardson

Company number 02909297

Registered office Union Road

Bolton

Registered auditors Barlow Andrews LLP

Carlyle House

78 Chorley New Road

Bolton

Bankers HSBC Bank Plc

1-3 Victoria Square

Bolton

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STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2013

The directors present the strategic report and financial statements for the year ended 30 September 2013

Review of the business

The group has seen good growth over the last year as a result of its continuing commitment to development and marketing of new aqueous and low VOC resins. Exports have grown particularly well as the network of distribution agreements is built up and maintained by our own sales and technical staff. It is planned to continue to focus on these areas in the coming year, with new initiatives being planned and implemented

A risk assessment is carried out on a regular basis by the directors and senior managers to formally identify the risks most important to the group. Risk management and internal control reviews are also carried out throughout the year.

The group operates in a very competitive market and continuing growth is dependent on maintaining existing customers and developing new income streams. The group hopes to achieve these objectives by providing a first class service and through competitive pricing policies.

The group trades with suppliers in foreign currencies and is therefore exposed to adverse currency exchange movements. The group manages the risk to exposure to fluctuations in foreign currency rates by operating through a Euro Bank account

Credit risk from trade debtors is managed by operating strict credit control procedures, including detailed credit reference checks on new customers, regular review of credit limits and monitoring of payments received against agreed terms

The directors consider gains on investments and income from non-subsidiary investments to be key performance indicators of the holding company. Gains on investments of £1,031,663 were made in the year (2012 £772,698) and income from non-subsidiary investments was £366,133 (2012 £345,374). The principal risk to the holding company is the risk that the market value of the company's investment holdings will fall. The directors carefully and continually monitor both the group's strong net profit and cash flow position.

Mr P Richardson

Secretary

18 December 2013

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2013

The directors present their report and financial statements for the year ended 30 September 2013

Principal activities and review of the business

The principal activities of the company are the provision of management services to a trading subsidiary and the management of the company's other assets by monitoring performance and making appropriate investment decisions. The principal activity of the subsidiary is the manufacture and sale of surface coating resins.

Results and dividends

The consolidated profit and loss account for the year is set out on page 5

An interim ordinary dividend was paid amounting to £601,200. The directors do not recommend payment of a final dividend

Future developments

The directors intend to continue to monitor the portfolio of investments, potentially investing additional monies if market conditions allow

Directors

The following directors have held office since 1 October 2012

Mr A W Wallen
Mrs W E Wallen
Mr R W Wallen
Mrs S W Richardson
Mr P Richardson
Mrs S L Wallen
Mr J Wallen

Auditors

The auditors, Barlow Andrews LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2013

Statement of directors' responsibilities

The directors are responsible for preparing 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 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 group and of the profit or loss of the group 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,
- 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 group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware. Additionally, the directors 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 group's auditors are aware of that information

By order of the board

Mr P Richardson

Secretary

18 December 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VIL HOLDINGS LIMITED

We have audited the group and parent company financial statements (the "financial statements") of VIL Holdings Limited for the year ended 30 September 2013 set out on pages 5 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 September 2013 and of the group's profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Mr Philip Riding (Senior Statutory Auditor) for and on behalf of Barlow Andrews LLP

18 December 2013

Chartered Accountants and Statutory Auditors

Carlyle House 78 Chorley New Road Bolton

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2013

lotes	2013 £	2012 £
2	11,968,124	11,022,072
	(9,051,420)	(8,717,582)
	2,916,704	2,304,490
	(463,296)	(434,017)
	(913,190)	(590,329)
	5,329	19,697
3	1,545,547	1,299,841
5	307,631	266,759
Э	82,418	89,873
4	1,031,663	772,698
	2,967,259	2,429,171
6	(344,687)	(304,944)
1	2,622,572	2,124,227
•	2 3 5 e 4	2 11,968,124 (9,051,420) 2,916,704 (463,296) (913,190) 5,329 3 1,545,547 5 307,631 82,418 4 1,031,663 2,967,259 6 (344,687)

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEETS AS AT 30 SEPTEMBER 2013

		Group		Company	
		2013	2012	2013	2012
	Notes	£	£	£	£
Fixed assets					
Tangible assets	9	2,150,308	2,219,938	-	-
Investments	10			500 ——————	500
		2,150,308	2,219,938	500	500
Current assets					
Stocks	11	1,725,677	2,000,038	-	-
Debtors	12	3,387,895	2,517,587	2,170,675	2,217,555
Investments	13	12,223,136	9,235,603	12,223,136	9,235,603
Cash at bank and in hand		2,309,126	3,840,509	435,846	1,952,351
		19,645,834	17,593,737	14,829,657	13,405,509
Creditors amounts falling due within one year	14	(2,066,155)	(2,086,358)	(45,165)	(129,004)
Net current assets		17,579,679	15,507,379	14,784,492	13,276,505
Total assets less current liabilities		19,729,987	17,727,317	14,784,992	13,277,005
Provisions for liabilities	15	(49,352)	(68,054)	_	-
		19,680,635	17,659,263	14,784,992	13,277,005
Contribution					
Capital and reserves	40	E00	E00	E00	500
Called up share capital	18 47	500	500	500	500
Other reserves	17 17	3,500,000	3,500,000	14 794 402	12 276 505
Profit and loss account	17	16,180,135	14,158,763	14,784,492	13,276,505
Shareholders' funds	19	19,680,635	17,659,263	14,784,992	13,277,005
			======		

Approved by the Board and authorised for issue on 18 December 2013

Mr A W Wallen

Mr A W Wallen Director

Company Registration No 02909297

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2013

	Note	٤	2013 £	£	2012 £
Net cash inflow from operating activities	22		1,209,992		1,594,935
Returns on investments and servicing of finance					
Interest received Dividends received		82,418 307,631		89,873 266,759	
Net cash inflow for returns on investments and servicing of finance			390,049		356,632
Taxation			(496,196)		(70,936)
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets		(92,852) 14,694		- -	
Net cash outflow for capital expenditure			(78,158)		-
Equity dividends paid			(601,200)		
Net cash inflow before management of liquid resources and financing			424,487		1,880,631
Management of liquid resources Current asset investments		(1,955,870)		(263,791)	
			(1,955,870)		(263,791)
(Decrease)/increase in cash in the					
year	23, 24		(1,531,383)		1,616,840 =======

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 30 September 2013. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

13 Turnover

Turnover represents the sales value, excluding value added tax, of all deliveries made during the year

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows.

Land and buildings Freehold

Plant and machinery

Fixtures, fittings & equipment

Motor vehicles

2% straight line
10% straight line
25% straight line

15 Investments

Fixed asset investments are stated at cost less provision for diminution in value Current asset investments are stated at market value

16 Stock

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

17 Pensions

The Group operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

18 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

19 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1 10 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

2 Turnover

In the opinion of the directors it would serve no useful purpose to disclose turnover by geographical location Therefore the directors have taken advantage of the exemption to omit this disclosure

3	Operating profit	2013 £	2012 £
	Operating profit is stated after charging Depreciation of tangible assets Loss on foreign exchange transactions	157,258	160,437 9,138
	and after crediting Profit on disposal of tangible assets	(9,470)	_
	Profit on foreign exchange transactions	(2,015)	
	Auditors' remuneration		
	Fees payable to the group's auditor for the audit of the group's annual	12 200	40.420
	accounts (company £4,300, 2012 £3,900) Accountancy and taxation	12,200 5,400	10,420 5,368
		17,600	15,788
4	Change in value of investments	2013 £	2012 £
	Change in market value of investments	1,031,663	772,698
5	Investment income	2013 £	2012 £
	Income from current asset investments	307,631	266,759

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

Taxation	2013 £	2012 £
Domestic current year tax	-	_
U K corporation tax	363,287	336,094
Adjustment for prior years	102	(77)
Total current tax	363,389	336,017
Deferred tax		
Origination and reversal of timing differ	rences (18,702)	(31,073)
	344,687	304,944
Factors affecting the tax charge for		
Profit on ordinary activities before taxa	tion 2,967,259	2,429,171 ————
Profit on ordinary activities before taxa corporation tax of 23 5% (2012 - 25%)	tion multiplied by standard rate of UK 697,306	607,293
Effects of	- 	
Non deductible expenses	3,845	67
Depreciation add back	34,730	40,109
Capital allowances	(11,781)	(10,734)
Gains on investments	(242,441)	(193,175)
Adjustments to previous periods	20	(77)
Dividends and distributions received	(72,384)	(66,690)
Research and development relief	(45,906)	(40,776)
	(333,917)	(271,276)
Current tax charge for the year	363,389	336,017

7 Profit for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The profit for the financial year is made up as follows.

book moraded in these interiors exact morals and promise into interioral year to made up	40 1011011	•
2	013	2012
	£	£
Holding company's profit for the financial year 2,109,	187	1,893,534

8	Dividends				2013 £	2012 £
	Ordinary interim paid				601,200	
						
9	Tangible fixed assets					
	Group					
		Land and buildings Freehold	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£	£
	Cost					
	At 1 October 2012	1,840,000	3,570,997	336,436	105,956	5,853,389
	Additions	•	-	-	92,852	92,852
	Disposals				(46,487)	(46,487)
	At 30 September 2013	1,840,000	3,570,997	336,436	152,321	5,899,754
	Depreciation		••-			
	At 1 October 2012	87,450	3,164,131	301,237	80,633	3,633,451
	On disposals	-	-	-	(41,263)	(41,263)
	Charge for the year	19,800	90,169	4,228	43,061 ————	157,258
	At 30 September 2013	107,250	3,254,300	305,465	82,431	3,749,446
	Net book value					
	At 30 September 2013	1,732,750	316,697	30,971	69,890	2,150,308
	At 30 September 2012	1,752,550	406,866	35,199	25,323	2,219,938

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

10 Fixed asset investments Company

Shares in group undertakings

£

Cost

At 1 October 2012 & at 30 September 2013

500

Net book value

At 30 September 2013

500

At 30 September 2012

500

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Shares held	
		Class	%
Subsidiary undertakings Vil Resins Limited	England	Ordinary	100 00

The principal activity of these undertakings for the last relevant financial year was as follows

Principal activity

Vil Resins Limited

Manufacture of surface

coating resins

11 Stocks

	Group		Compar	ıy
	2013	2012	2013	2012
	£	£	£	£
Raw materials and consumables	784,885	974,064	-	-
Finished goods and goods for resale	940,792	1,025,974	-	-
				
	1,725,677	2,000,038	-	-
			=======================================	

12	Debtors				
		Group		Compan	у
		2013	2012	2013	2012
		£	£	£	£
	Trade debtors	3,349,368	2,425,991	-	-
	Amounts owed by group undertakings	-	-	2,145,800	2,145,800
	Other debtors	150	1,599	-	-
	Prepayments and accrued income	38,377	89,997	24,875	71,755
		3,387,895	2,517,587	2,170,675	2,217,555 ========
13	Current asset investments Other unlisted investments	Group 2013 £ 1,050,000	2012 £	Compan 2013 £ 1,050,000	y 2012 £
	Listed investments	11,173,136	9,235,603	11,173,136	9,235,603
		12,223,136	9,235,603	12,223,136	9,235,603
14	Creditors amounts falling due within one ye	ar Group 2013 £	2012 £	Compan 2013 £	y 2012 £
	Trade creditors	1,465,260	1,444,811	_	-
	Corporation tax	203,287	336,094	27,101	118,006
	Taxes and social security costs	347,116	226,289	9,083	7,098
	Accruals and deferred income	50,492	79,164	8,981	3,900
		2,066,155	2,086,358	45,165	129,004

15	Provisions for liabilities Group				
					Deferred taxation £
	Balance at 1 October 2012 Profit and loss account				68,054 (18,702)
	Balance at 30 September 2013				49,352
	The deferred tax liability is made up as follows	: :			
		Group 2013 £	2012 £	Company 2013 £	2012 £
	Accelerated capital allowances	49,352	68,054		
16	Pension and other post-retirement benefit com	nmitments			
	Defined contribution				
				2013 £	2012 £
	Contributions payable by the group for the year			251,431	10,854

17	Statement of movements on reserves Group				
		Other P reserves (see below)			
		£	£		
	Balance at 1 October 2012	3,500,000	14,158,763		
	Profit for the year	-	2,622,572		
	Dividends paid		(601,200)		
	Balance at 30 September 2013	3,500,000	16,180,135		
	Other reserves				
	Capital redemption reserve				
	Balance at 1 October 2012 & at 30 September 2013	500			
	Reserves for own shares	- ,			
	Balance at 1 October 2012 & at 30 September 2013	50,000			
	Special reserve				
	Balance at 1 October 2012 & at 30 September 2013	3,449,500			
	Company				
	Company	Profit and	loss account		
			£		
	Balance at 1 October 2012		13,276,505		
	Profit for the year		2,109,187		
	Dividends paid		(601,200)		
	Balance at 30 September 2013		14,784,492		
18	Share capital	2013	2012		
. •	with a dalling	2013 £	£ 2012		
	Allotted, called up and fully paid				
	500 Ordinary shares of £1 each	500	500		

19	Reconciliation of movements in shareholders' funds Group	2013 £	2012 £
	Profit for the financial year Dividends	2,622,572 (601,200)	2,124,227
	Net addition to shareholders' funds Opening shareholders' funds	2,021,372 17,659,263	2,124,227 15,535,036
	Closing shareholders' funds	19,680,635	17,659,263
	Company	2013 £	2012 £
	Profit for the financial year Dividends	2,109,187 (601,200)	1,893,534 -
	Net addition to shareholders' funds Opening shareholders' funds	1,507,987 13,277,005	1,893,534 11,383,471
	Closing shareholders' funds	14,784,992	13,277,005
20	Directors' remuneration	2013 £	2012 £
	Remuneration for qualifying services Company pension contributions to defined contribution schemes	296,743 251,431	271,340 5,427
		548,174	276,767
	The number of directors for whom retirement benefits are accruing under di amounted to 5 (2012 - 4)	efined contributi	on schemes
	Remuneration disclosed above include the following amounts paid to the highest paid director		
	Remuneration for qualifying services Company pension contributions to defined contribution schemes	51,310 1,815	55,695 1,467

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

21 Employees

Number of employees
The average monthly number of employees (including directors) during the
year was

	year was		
		2013	2012
		Number	Number
	Production staff	14	14
	Sales and distribution staff	4	4
	Administration and technical staff	11	11
		29	29
	Employment costs	2013	2012
		£	£
	Wages and salaries	802,247	786,790
	Social security costs	87,079	83,251
	Other pension costs	251,431	10,854
		1,140,757	880,895
22	Reconciliation of operating profit to net cash inflow from operating activities	2013	2012
		£	£
	Operating profit	1,545,547	1,299,841
	Depreciation of tangible assets	157,258	160,437
	Profit on disposal of tangible assets	(9,470)	-
	Decrease/(increase) in stocks	274,361	(192,565)
	(Increase)/decrease in debtors	(870,308)	126,196
	Increase in creditors within one year	112,604	201,026
	Net cash inflow from operating activities	1,209,992	1,594,935
			=====

23	Analysis of net funds	1 October 2012		Other non- ash changes	30 September 2013
		£	£	£	£
	Net cash				
	Cash at bank and in hand	3,840,509	(1,531,383)		2,309,126
	Liquid resources				
	Current asset investments	9,235,603	1,955,870	(1,031,663)	12,223,136
	Net funds	13,076,112	424,487	1,031,663	14,532,262
24	Reconciliation of net cash flow to movement	t in net debt		2013 £	2012 £
	(Dagger - 1)/11-11-11-11-11-11-11-11-11-11-11-11-11-			/4 E24 202)	4.046.940
	(Decrease)/increase in cash in the year			(1,531,383)	
	Cash outflow from increase in liquid resources			1,955,870	263,791
	Change in net debt resulting from cash flows			424,487	1,880,631
	Amounts written off short-term investments			1,031,663	772,698
	Movement in net funds in the year			1,456,150	2,653,329
	Opening net funds			13,076,112	10,422,783
	Closing net funds			14,532,262	13,076,112

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

25 Related party relationships and transactions

Dividends to Directors

The following directors were paid dividends during the year as outlined in the table below

	2013	2012
	£	£
R W Wallen	90,000	-
S W Richardson	90,000	-
J Wallen	90,000	-
	270,000	-

Company

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions