Barkers Engineering Limited

Directors' report and financial statements Registered number 00597466 For the year ended 31 December 2007

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Barkers Engineering Limited Directors' report and financial statements For the year ended 31 December 2007

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Directors' report

The directors present their report and Financial Statements and auditors' report for the year ended 31 December 2007

Principal activity

The principal activities of the company are the manufacture and supply of fencing and related products, galvanizing and powder coating

Key performance indicators

KPI's are expanded upon in the business review, but in summary

Financial KPI's – The company's aim is to grow revenue and profitability through a combination of price and volume growth, organic expansion and acquisitions. Turnover is up 12 3% to £18,912,000, operating profit is down 24 0% to £949,000.

Non-financial KPI's – The company's aim is to keep monitoring other areas such as health and safety, energy efficiency, emissions, using recycled products and waste management

Business review and future developments

Overview - Turnover was £18,912,000 (2006 £16,834,000) and the profit on ordinary activities before taxation amounted to £882,000 (2006 £1,249,000). This reduction was caused by a theft of stock worth £151,000 and the underlying profit was affected by the product mix resulting in higher volumes of lower margin palisade sales and the competitive nature of the market for higher margin products

Strategy - During the year, the Company continued to improve its corporate image through brochures and exhibitions. Customer profiles have been widened to suit the extended product range resulting in a change in marketing policy endeavouring to strengthen the business going forward.

Risk Management - The Board continues to develop polices and procedures that reflect the nature and scale of the Company's business. These are designed to identify, mitigate and manage risk. The Board has identified the following key areas of risk to the business failure of key equipment, dependence on key suppliers, and the increasing number of competitors in the market

Corporate Social Responsibility - The Company recognises the importance of balancing the interest of key stakeholders - employees, customers, shareholders, suppliers and the wider community in which it operates. The Company remains committed to a continuous improvement in its environmental performance to ensure that its activities comply with environmental standards and legislation. Further details of the Group's CSR activities can be found in the Hill & Smith Holdings PLC annual report.

Health and Safety - Health and safety remains core to the Company's business. The Company is committed to a continuous improvement in its health and safety performance and its activities comply with health and safety standards and legislation. Further details of the Group's health and safety activities can be found in the Hill & Smith Holdings PLC annual report.

Outlook - The Directors expect the marketing initiatives to create a greater demand for the existing product range In addition, the Company has ambitions to become a major player in the total perimeter security market in particular vehicle threat solutions

Dividends

No dividend payment has been made during the year (2006 £500,000) There are no proposed dividends

Creditor payment terms

It is the company's normal practice to agree in advance the terms of transactions with suppliers, including payment terms. Provided suppliers perform in accordance with the agreed terms, it is the company's policy that payment is made accordingly. Creditor days at the end of the year were 75 days (2006 90 days)

Directors' report (continued)

Directors

The directors serving during the period, none of whom has any beneficial interest in the shares of the company, were as follows

D L Grove

(resigned 11 April 2007)

C J Burr

(resigned 11 March 2008)

D W Muir

M Pegler

(appointed 11 March 2008)

G Dale

J K Downs R Ridgeway

A Fairhurst

(resigned 12 March 2007)

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditor

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditor of the company is to be proposed at the forthcoming annual general meeting

By order of the Board

JC Humphreys
Secretary

Westhaven House Arleston Way Shirley Solihull B90 4LH

11 March 2008

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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)

The financial statements are required by law to 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 judgments and 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 proper accounting records that 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 1985. 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.



KPMG Audit Plc

2 Cornwall StreetBirminghamB3 2DLUnited Kingdom

Independent auditors' report to the members of Barkers Engineering Limited

We have audited the financial statements of Barkers Engineering Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of movements in shareholder's funds and the related notes. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of Barkers Engineering Limited (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
 and
- the information given in the Directors' Report is consistent with the financial statements

KPMG Audit Plc

Chartered Accountants Registered Auditor

KING Autile

11 March 2008

Profit and loss account

for the year ended 31 December 2007

	Note	2007 £000	2006 £000
Turnover Cost of sales	2	18,912 (15,458)	16,834 (13,192)
Cost of Sules			
Gross profit		3,454	3,642
Distribution costs		(873)	(837)
Administrative expenses		(1,632)	(1,557)
Operating profit		949	1,248
Other interest receivable and similar income	6	3	28
Interest payable and similar charges	7	(7 0)	(27)
Profit on ordinary activities before taxation	3	882	1,249
Tax on profit on ordinary activities	8	(266)	(388)
Profit for the financial year		616	861

All operations are continuing

There were no recognised gains or losses during the current or preceding year apart from the profit for the financial year shown above

Balance sheet as at 31 December 2007

	Note	2007 £000	£000	2006 £000	£000
Fixed assets					
Intangible assets	9		85		49
Tangible assets	10		1,876		1,815
Current assets			1,961		1,864
Stocks	1.1	4 400			
Debtors	11 12	2,420		1,957	
Cash at bank and in hand	12	4,995 845		4,521	
				556	
		8,260		7,034	
Creditors: Amounts falling due within one year	13	(5,270)		(4,532)	
Net current assets			2,990		2,502
Total assets less current liabilities			4,951		4,366
Creditors Amounts falling due after more than one					
year	14		-		(31)
Net assets			4,951		4,335
					
Capital and reserves					
Called up share capital	16		1,840		1,840
Profit and loss account	17		3,111		2,495
Equity shareholder's funds			4,951		4,335

These financial statements were approved by the board of directors on 11 March 2008 and signed on their behalf by

G Dale Director

JK Downs

Reconciliation of movements in shareholder's funds for the year ended 31 December 2007

	2007 £000	2006 £000
Profit for the financial year	616	861
Dividends paid	-	(500)
Share capital issued during the year	616	361 1,800
Increase in shareholder's funds	616	2,161
Opening shareholder's funds	4,335	2,174
Closing shareholder's funds	4,951	4,335

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

Fixed assets and deprecation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Plant, equipment and vehicles

- 4 to 20 years

Land and buildings

- 50 years

Stocks and work in progress

These are valued on a "first-in, first-out" basis at the lower of cost and net realisable value. In respect of work in progress and finished goods, cost includes all production overheads and the attributable proportion of indirect overhead expenses.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed at the balance sheet date, except as otherwise required by FRS 19

Foreign currency

Assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rate prevailing at the balance sheet date

All exchange differences are taken to the profit and loss account

Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of goods and services supplied

Goodwill

Goodwill arising on acquisitions (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised as a fixed asset and amortised on a straight line basis over its estimated useful economic life up to a maximum of 20 years

Other intangible assets

Other intangible assets identified, such as customer lists, are valued at their fair value at the time of acquisitions and are capitalised as a fixed asset which is amortised on a straight line basis over its estimated useful economic life up to a maximum of 20 years

1 Accounting policies (continued)

Pension scheme arrangements

The company participates in the Hill & Smith Executive Pension Scheme and the Hill & Smith Pension Scheme, as described in note 20

As the company is unable to identify its share of the Group pension scheme assets in respect of the defined benefit sections on a consistent and reasonable basis, as permitted by FRS 17, the schemes are accounted for as if they are defined contribution schemes

Contributions in respect of defined contribution schemes are charged to the profit and loss account in the period to which they relate

Leased assets

Assets held under leases which confer rights and obligations similar to those attaching to owned assets are capitalised as tangible fixed assets and the corresponding liability to pay rental is shown net of interest in the accounts as obligations under finance leases. Interest is calculated on the reducing balance basis and is charged over the period of the lease.

All other leases are regarded as operating leases and the total payments made under them are charged to the profit and loss accounts on a straight-line basis over the lease term

Share based payments

The share option programme allows employees to acquire shares of the ultimate parent company Hill & Smith Holdings PLC. The fair value of options granted after 7 November 2002 and those not yet vested by 31 December 2004 are not recognised as an employee expense, those vested 1 January 2005 onwards are expensed with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become conditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as a expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting

For cash settled share based payment transactions, with the exception of those awards settled before 1 January 2005, the fair value of the amount payable to the employee is recognised as an expense with a corresponding increase in liabilities. The fair value is measured at grant date and spread over the period during which the employees become conditionally entitled to payment. The fair value is initially measured at grant date and spread over the period during which the employees become unconditionally entitled to payment. The fair value is measured based on an option pricing model, taking into account the terms and conditions upon which the instruments were granted. The liability is revalued at each Balance Sheet date and settlement date with any changes to fair value being recognised in the Profit and Loss Account.

Share based payments are recharged by the ultimate parent company to participating subsidiary undertakings on an annual basis

Where the Company's parent grants rights to its equity instruments to the Group's or the Company's employees, which are accounted for as equity-settled in the consolidated accounts of the parent, the Group or the Company as the case may be account for these share-based payments as equity-settled

Research and development

Expenditure on development activities is capitalised if the product or process is considered to be technically and commercially viable and the company has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the Income Statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Amortisation is provided equally over the estimated useful economic life of the assets concerned currently up to 7 years.

1 Accounting policies (continued)

Dividend on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date at the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements

Classification of financial instruments issued by the company

Following the adoption of FRS 25, financial instruments issued by the company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions

- a) They include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company, and
- b) Where the instrument will or may be settled in the company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition if not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

2 Turnover

The turnover of the company is derived from the following geographical markets		
	2007	2006
	£000	£000
United Kingdom	16,965	15,038
Rest of Europe	1,773	1,778
Rest of world	174	18
	18,912	16,834
In the opinion of the directors, there is only one class of business		
3 Profit on ordinary activities before taxation		
	2007	2006
Profit on ordinary activities before taxation is stated	£000	£000
after charging		
Depreciation		
Owned assets	228	197
Leased assets	65	65
Amortisation of intangible assets	11	1
Operating leases Plant and machinery	61	43
Other leases	209	215
Loss on sale of fixed assets	-	10
		
Auditors' remuneration	10	2
Audit of the financial statements	10	9

3 Profit on ordinary activities before taxation (continued)

Fees paid to KPMG Audit Plc and its associates for non-audit services to the company itself are not disclosed in the individual accounts of Hill & Smith Holdings PLC because the company's consolidated accounts are required to disclose such fees on a consolidated basis

4 Remuneration of directors

Aggregate directors' remuneration for the year was as follows

	2007 £000	2006 £000
Emoluments Company contributions to money pension schemes	273 11	319 11
	284	330
	Number	Number
Number of directors who are members of defined benefit pension schemes	2	2

There were no share options exercised by directors during the year

The remuneration of the highest paid director excluding pension contributions was £125,000 (2006 £119,000) His accrued pension entitlement per annum at the year end was £40,000 (2006 £32,000)

5 Staff numbers and costs

The average number of persons employed by the company (including directors), all of whom were involved in the principal activity, was

principal determine, muc	2007 Number	2006 Number
Sales and distribution	9	10
Administration	19	18
Production	122	123
	150	151
The aggregate payroll costs of these persons were		
	£000	£000
Wages and salaries	2,816	2,706
Share based payments (see note 16)	15	13
Social security costs	262	251
Other pension costs	90	73
	3,183	3,043
6 Other interest receivable and similar income	***	2006
	2007	2006
	€000	£000
Bank interest receivable	3	28

7 Interest payable and similar charges	2005	2006
	2007 £000	2006 £000
	2000	2000
Bank interest payable	50	_
On loans from group undertakings	12	14
Finance charges payable in respect of finance leases and hire purchase contracts	8	13
	70	27
8 Tax on profit on ordinary activities		
Analysis of charge in year		
	2007	2006
HV Comparation to	£000	£000
UK Corporation tax Current tax on income for the year	249	327
Deferred tax Origination/reversal of timing differences	24	57
Relating to prior year	(6)	4
Effect of tax rate change	(1)	-
•		
	266	388
Factors affecting tax charge for the year		
The effective current tax charge for the year is lower (2006 lower) than the star UK. The differences are explained below	ndard rate of corporati	on tax in the
The differences are explained below	2007	2006
	€000	£000
Current tax reconciliation	004	
Profit on ordinary activities before taxation	882	1,249
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of		
30% (2006 30%)	265	375
Effects of		
Expenses not deductible for tax purposes	10	14
Difference between capital allowances for year and depreciation	(28)	(33)
Income and expenditure timing differences	4	(24)
Deductible items not charged against profit	(2)	(5)
		

Impact of change in rate of corporation tax in the UK

Current tax charge

The rate of UK corporation tax reduced from 30% to 28% with effect from 1 April 2008 Deferred tax assets and liabilities at 31 December 2007 have been calculated at 28%

327

249

9 Intangible fixed assets

g The state of the	Capitalised research and development £000
Cost At beginning of year Additions	50 47
At end of year	97
Amortisation At beginning of year Charged for the year	111
At end of year	12
Net book value At 31 December 2007	85
At 31 December 2006	49
10 Tangible fixed assets	Plant, equipment and vehicles £000
Cost At beginning of year Additions	equipment and vehicles £000 3,829 354
Cost At beginning of year	equipment and vehicles £000
Cost At beginning of year Additions	equipment and vehicles £000 3,829 354
Cost At beginning of year Additions Disposals	equipment and vehicles £000 3,829 354 (22)
Cost At beginning of year Additions Disposals At end of year Depreciation At beginning of year Charge for the year	equipment and vehicles £000 3,829 354 (22) 4,161 2,014 293
Cost At beginning of year Additions Disposals At end of year Depreciation At beginning of year Charge for the year Disposals	equipment and vehicles £000 3,829 354 (22) 4,161 2,014 293 (22)

Included in the total net book value of plant, equipment and vehicles is £263,000 (2006 £327,000) in respect of assets held under finance leases and similar hire purchase contracts

11 Stocks		
11 Stocks	2007	2006
	£000	£000
Decrease decrease with	(AE	489
Raw materials and consumables	605 1,815	1,468
Work in progress	1,015	
	2,420	1,957
12 Dilyana		
12 Debtors	2007	2006
	£000	£000
Trade debtors	3,824	3,543
Amounts owed by group undertakings	818	809
Deferred tax (see note 15)	3	20
Prepayments and accrued income Other debtors	170 180	146 3
Other debiors	100	
	4,995	4,521
		
Intercompany loans are unsecured and with no fixed repayment date. Interest is char Group's average borrowing rate for the year	ged at a rate equi	valent to the
13 Creditors: amounts falling due within one year		
	2007	2006
	£000	£000
Bank loans and overdrafts	467	177
Obligations under finance leases and similar hire purchase contracts	31	62
Trade creditors	2,779	3,000
Amounts owed to group undertakings	1,348	472
Other creditors	69	38
Corporation tax	269	347
Other tax and social security	133 174	242 194
Accruals and deferred income	174	194
	- 5,270	4,532
Intercompany loans are unsecured and with no fixed repayment date. Interest is charged	ged at a rate equi	valent to the
group's average borrowing rate for the year		
14 Creditors: amounts falling due after more than one year		
	2007	2006
	£000	£000
Obligations under finance leases and hire purchase contracts	-	31
Obligations under finance leases are payable as follows		
Within one year	31	62
Within one year In the second to fifth year	31 -	31
in the second to fitth year		
	31	93

15 Deferred tax

. Deterreu tax		£000
At beginning of year Charge to the profit and loss for the year		(20) 17
At end of year		(3)
	2007 £000	2006 £000
Difference between accumulated depreciation and capital allowances Other timing differences	9 (12)	(13) (7)
	(3)	(20)
16 Called up share capital		
Authorised:	2007 £000	2006 £000
1,850,000 ordinary shares of £1 each	1,850	1,850
Authorised, allotted, called up and fully paid 1,840,000 ordinary shares of £1 each	1,840	1,840

The charge for the share based payment in the company for the year ended 31 December 2007 was £15,000 (2006 £13,000) Details of the assumptions and methodology in calculating this charge can be seen in the ultimate parent company, Hill & Smith Holdings PLC group financial statements

17 Profit and loss account

	Profit and loss account £000
At 1 January 2007 Profit on ordinary activities after tax	2,495 616
At 31 December 2007	3,111

18 Contingent liabilities

The company is a party to cross guarantees given for bank loans and overdrafts of the ultimate parent company and certain fellow subsidiaries amounting to £157,298,000 (2006 £62,049,000) which are secured on the assets of the Group

The company has no other guarantees (2006 £Nil)

19 Commitments

Annual commitments under non-cancellable operating leases are as follows

	2007		2006	
	Land and		Land and	
	buildings	Other	buildings	Other
	£000	£000	£000	£000
Operating leases which expire				
Within one year	-	8	-	14
In the second to fifth years inclusive	-	92	-	33
Over five years	177	-	177	-
			-	
	177	100	177	47

The company had capital expenditure contracted but not provided in the financial statements at 31 December 2007 of £158,000 (2006 £21,000)

20 Pension scheme

The company is a subsidiary of Hill & Smith Holdings PLC and participates in the Hill & Smith Executive Pension Scheme and the Hill & Smith Pension Scheme, the former provides benefits on a defined benefit basis and the second scheme providing benefits that are on a defined benefit and a defined contribution basis. Details of the schemes and their most recent actuarial valuation are contained in the financial statements of Hill & Smith Holdings PLC.

The pension cost for the year represents contributions payable by the company to the fund and amounted to £90,000 (2006 £73,000)

As the company is unable to identify its share of the schemes' assets and liabilities in respect of the defined benefit sections on a consistent and reasonable basis, as permitted by FRS 17 Retirement Benefits, the schemes are accounted for by the company as defined contribution schemes

21 Related party transactions

The company has taken advantage of the exemption available under FRS 8 Related party transactions not to disclose transactions that have been made between the company and other fellow subsidiaries of Hill & Smith Holdings PLC

22 Dividends

The aggregate amount of dividends comprises

The aggregate amount of dividends comprises	2007 £000	2006 £000
Interim dividends paid in respect of the current year	-	500

23 Ultimate parent company

The company is a wholly owned subsidiary of Hill & Smith Holdings PLC, a company registered in England Copies of the Group financial statements may be obtained from group headquarters

Westhaven House Arleston Way Shirley Solihull B90 4LH