# **COMPANY REGISTRATION NUMBER 773331**

# NUMATIC INTERNATIONAL LIMITED FINANCIAL STATEMENTS 31 DECEMBER 2011

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COMPANIES HOUSE

#393

**STEWART & CO** 

Chartered Accountants & Statutory Auditor Knoll House, Knoll Road Camberley, Surrey GU15 3SY

# **FINANCIAL STATEMENTS**

# YEAR ENDED 31 DECEMBER 2011

CONTENTS	PAGE
The director's report	1
Independent auditor's report to the shareholder	4
Profit and loss account	6
Group statement of total recognised gains and losses	7
Group balance sheet	8
Balance sheet	9
Group cash flow cash flow statement	10
Notes to the financial statements	11
The following pages do not form part of the financial statemen	its
Detailed profit and loss account	31
Notes to the detailed profit and loss account	32

# THE DIRECTOR'S REPORT

# YEAR ENDED 31 DECEMBER 2011

The director has pleasure in presenting his report and the financial statements of the group for the year ended 31 December 2011

# PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the group during the year was that of design, manufacturer and distribution of professional cleaning equipment and there has been no change during the year

As we expected at the end of 2010, the year of 2011 has been very much "more of the same" with depressed activity as a result of the continued austerity strategy affecting both the retail and professional markets

Raw material price increases continued to play havoc with many product costs requiring a great deal of diligence in cost control in order to protect margins

The continued Euro uncertainty in the European countries has brought its own pressures on individual markets and I am sure this will continue for some time to come

Uncertain trading worldwide could well be something we will be living with for a few years to come

New and improved products developed in 2011/2012 will be presented at the Interclean exhibition in May 2012 and will enter production throughout 2012 and 2013 adding strength to our sales platform

The group sales in 2011 were a little ahead of 2010, as were profits, but some form of expansionist policy will be needed if we are to see across the board improvements during the next year

Our total worldwide manufacturing facility is based in Chard and, as one would expect, we have maintained employment levels at the existing number of 700. Employee relationships remain strong with excellent communications at all levels both at home and abroad

# RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £3,535,000 The director has not recommended a dividend

# FINANCIAL INSTRUMENTS

The company does not use any financial instruments to hedge its risks associated with price, credit, liquidity or cash flow

# **DIRECTOR**

The director who served the company during the year was as follows

Mr C R Duncan

# THE DIRECTOR'S REPORT (continued)

# YEAR ENDED 31 DECEMBER 2011

# **DIRECTOR'S RESPONSIBILITIES**

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director 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 the group and of the profit or loss of the group for that year.

In preparing those financial statements, the director is 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 director is responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the director is aware

- there is no relevant audit information of which the group's auditor is unaware, and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

# **DISABLED EMPLOYEES**

It is the group's policy to consider applications for employment from disabled people on the same basis as other potential employees. Ability and aptitude are the determining factors in the selection, training, career development and promotion of all employees. If an employee becomes disabled during the period of employment the group will, if necessary and to the extent possible, retrain the employee for duties suited to that employee's abilities following disablement.

# EMPLOYEE INVOLVEMENT

The group involves employees in the business in various ways Regular meetings are held between managers and the Union Representatives of staff to discuss any issues arising and the Health and Safety Committee liases with staff Furthermore, wages are based on a productivity scheme, which involves disclosure to staff of sales performance

# THE DIRECTOR'S REPORT (continued)

# YEAR ENDED 31 DECEMBER 2011

# **AUDITOR**

Stewart & Co are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office Knoll House Knoll Road Camberley Surrey GU15 3SY Signed by order of the director

The Convoy

MR S WHITLOCK Company Secretary

Approved by the director on 29 August 2012

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF NUMATIC INTERNATIONAL LIMITED

# YEAR ENDED 31 DECEMBER 2011

We have audited the group and parent company financial statements ("the financial statements") of Numatic International Limited for the year ended 31 December 2011. 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 shareholder, 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 shareholder 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed

# RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITOR

As explained more fully in the Director's Responsibilities Statement set out on page 2, the director is 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 (APB'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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by , 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.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF NUMATIC INTERNATIONAL LIMITED (continued)

# YEAR ENDED 31 DECEMBER 2011

# **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 31 December 2011 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

# EMPHASIS OF MATTER - POSSIBLE OUTCOME OF LEGAL PROCEEDINGS

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in note 19 to the financial statements concerning the possible outcome of legal proceedings, alleging the misappropriation of assets owned by Numatic International SAS, a wholly owned subsidiary incorporated in France, where the company is the claimant. The ultimate outcome of the matter cannot presently be determined and full provision has been made for the assets in in question in the financial statements.

# OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Director's 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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Knoll House, Knoll Road Camberley, Surrey GU15 3SY

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29 August 2012

DAVID HARTLEY FCA (Senior Statutory Auditor) For and on behalf of STEWART & CO Chartered Accountants

& Statutory Auditor

# **PROFIT AND LOSS ACCOUNT**

# YEAR ENDED 31 DECEMBER 2011

	Note	2011 £000	2010 £000
GROUP TURNOVER	2	111,211	105,362
Cost of sales		74,790	70,269
GROSS PROFIT		36,421	35,093
Distribution costs Administrative expenses Other operating income	3	2,680 28,174 (130)	2,735 28,157 (1,159)
OPERATING PROFIT	4	5,697	5,360
Attributable to Operating profit before exceptional items Exceptional items	4	5,367 330 5,697	5,577 (217) 5,360
Interest receivable and similar income Interest payable and similar charges	7 8	_ (512)	71 (417)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	N	5,185	5,014
Tax on profit on ordinary activities	9	1,650	1,552
PROFIT FOR THE FINANCIAL YEAR	10	3,535	3,462

All of the activities of the group are classed as continuing

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account

# NUMATIC INTERNATIONAL LIMITED GROUP STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 DECEMBER 2011

	2011	2010
	£000	£000
Profit for the financial year		
attributable to the shareholder of the parent company	3,535	3,462
Actuarial gain/(loss) in respect of defined benefit pension scheme	(2,359)	1,216
Deferred tax in respect of defined benefit pension scheme	384	(328)
	1,560	4,350
Exchange differences on retranslation of net assets of subsidiary		
undertakings	(373)	226
Total gains and losses recognised since the last annual report	1,187	4,576

# **GROUP BALANCE SHEET**

# **31 DECEMBER 2011**

		2011		2010
	Note	£000	£000	£000
FIXED ASSETS				7
Intangible assets	11		126	427
Tangible assets	12		29,951	29,614
			30,077	30,041
				34,011
CURRENT ASSETS				1 ( 700
Stocks	14	14,725		16,788
Debtors	15	19,635		17,768
Cash at bank		8,969		8,296
		43,329		42,852
CREDITORS: Amounts falling due within one		•		
year	16	18,588		20,194
NET CURRENT ASSETS			24,741	22,658
TOTAL ASSETS LESS CURRENT LIABILITI	ES		54,818	52,699
CREDITORS: Amounts falling due after more				
than one year	17		5,864	5,972
·			,	,
PROVISIONS FOR LIABILITIES				
Deferred taxation	18		163	126
Other provisions	19		1,941	2,329
NET ASSETS EXCLUDING PENSION LIABII	LITY		46,850	44,272
Defined benefit pension scheme liability	20		(4,666)	(3,276)
NET ASSETS INCLUDING PENSION LIABIL	ITV		42,184	40,996
THE ASSETS INCESSION TENSION EMBE	** *			10,550
CADITAL AND DECEDIES				
CAPITAL AND RESERVES Called-up equity share capital	24		5,000	5,000
Profit and loss account	2 <del>4</del> 25		37,184	35,996
1 1011t and 1055 account	20			
SHAREHOLDER'S FUNDS	26		42,184	40,996

These financial statements were approved and signed by the director and authorised for issue on 29 August 2012

MR C R JUNCAN

# **BALANCE SHEET**

# **31 DECEMBER 2011**

		2011		2010
	Note	£000	£000	£000
FIXED ASSETS				
Intangible assets	11		105	113
Tangible assets	12		24,558	24,556
Investments	13		10,167	7,545
			34,830	32,214
CV-DV-DV-D A CO-DV-C				
CURRENT ASSETS	4.4	0.500		11.705
Stocks	14	9,520		11,725
Debtors	15	19,633		20,574
Cash at bank		7,574		7,345
		36,727		39,644
CREDITORS: Amounts falling due within one				
year	16	15,526		17,426
NET CURRENT ASSETS			21,201	22,218
TOTAL ASSETS LESS CURRENT LIABILIT	TES		56,031	54,432
CREDITORS: Amounts falling due after more				
than one year	17		3,884	4,002
PROVISIONS FOR LIABILITIES				
Deferred taxation	18		148	126
NET ASSETS EXCLUDING PENSION LIAB	LITY		51,999	50,304
Defined benefit pension scheme liability	20		(4,666)	(3,276)
NET ASSETS INCLUDING PENSION LIABI	LITY		47,333	47,028
			<del></del>	e <del></del>
CAPITAL AND RESERVES				
Called-up equity share capital	24		5,000	5,000
Profit and loss account	25		42,333	42,028
SHAREHOLDER'S FUNDS			47,333	47,028

These financial statements were approved and signed by the director and authorised for issue on 29 August 2012

MR C R DUNCAN

Company Registration Number 773331

# NUMATIC INTERNATIONAL LIMITED GROUP CASH FLOW CASH FLOW STATEMENT YEAR ENDED 31 DECEMBER 2011

		201	l <b>1</b>	2010
	Note	£000	£000	£000
NET CASH INFLOW FROM OPERATING ACTIVITIES	27		7,842	5,762
RETURNS ON INVESTMENTS AND				
SERVICING OF FINANCE	27		(507)	(398)
TAXATION	27		(1,539)	(1,203)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	27		(2,471)	(2,773)
CASH INFLOW BEFORE FINANCING			3,325	1,388
FINANCING	27		(108)	340
INCREASE IN CASH	27		3,217	1,728

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

### 1. ACCOUNTING POLICIES

# Basis of accounting

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

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of companies acquired or disposed of are included in the profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

# Research and development

Research and development expenditure is written off in the year in which it is incurred

# Goodwill

Positive purchased goodwill arising on acquisitions is capitalised, classified as an asset on the Balance Sheet and amortised over its estimated useful life up to a maximum of 15 years. This length of time is presumed to be the maximum useful life of purchased goodwill because it is difficult to make projections beyond this period. Goodwill is reviewed for impairment at the end of the first full financial year following each acquisition and subsequently as and when necessary if circumstances emerge that indicate that the carrying value may not be recoverable.

# Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Goodwill

- 5 or 15 years

Patents

Between 10 and 20 years straight line

# Fixed assets

All fixed assets are initially recorded at cost

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# ACCOUNTING POLICIES (continued)

# Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Freehold Property

2% per annum straight line (France 15 years)

Plant & Machinery

On a straight line monthly basis over the first 6 years to 10% of cost, thereafter its value in use is reassessed on an annual basis and 20% reducing balance (France over 5 and 10 years straight

Computer Equipment

On a straight line basis over the first 3 years to 10% of cost, thereafter its value in use is reassessed on an annual basis (France between 3 and 5 years straight line)

Motor Vehicles

20%-33% per annum straight line

Tooling

On a straight line monthly basis over 4 to 10 years

# Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

### Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity Provision is made for any foreseeable losses where appropriate No element of profit is included in the valuation of work in progress

# Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

# Pension costs and other post-retirement benefits

The group operates a defined benefit pension scheme for employees The assets of the scheme are held separately from those of the group

Current service costs, past service costs and gains and losses on settlements and curtailments are charged to the profit and loss account Past service costs are recognised over the vesting period or immediately if the benefits have vested. When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the profit and loss account during the period in which the settlement or curtailment occurs

The interest cost and the expected return on assets are shown as a net amount in the profit and loss account as other finance costs or income Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses

# NOTES TO THE FINANCIAL STATEMENTS

### YEAR ENDED 31 DECEMBER 2011

# 1. ACCOUNTING POLICIES (continued)

Pension scheme assets are valued at fair value at the balance sheet date. Fair value is based on market price information and in the case of quoted securities is the published bid price. Pension scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted to their present value using a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. Pension scheme deficits are recognised in full on the balance sheet, net of related deferred tax.

The overseas subsidiary undertakings make contributions (where applicable) on behalf of their employees into private funds, contributions to these schemes are charged to the profit and loss account as they are incurred

The parent undertaking also operates a defined contribution self-administered scheme for directors, contributions to this scheme are charged to the profit and loss account as they are incurred

### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the director considers that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

# Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 1. ACCOUNTING POLICIES (continued)

### Investments

Investments held as fixed assets are stated at cost, provision is made for impairment where there is felt to be a permanent diminution in value of the underlying net assets

# 2. TURNOVER

The turnover for the year was derived from the group's principal activity. In the opinion of the director all geographical markets are supplied under similar terms conditions and prices, and the products supplied form one class of business. Inter group trading is eliminated on consolidation. The director considers that any further disclosure in terms of turnover analysis would be commercially sensitive and therefore prejudicial to the group.

# 3. OTHER OPERATING INCOME

	2011 £000	2010 £000
Rent receivable	_	74
Other operating income	130	1,085
	130	1,159

# 4. OPERATING PROFIT

Operating profit is stated after charging/(crediting)

	£000	£000
Amortisation of intangible assets	86	60
Depreciation of owned fixed assets	2,173	2,258
Loss/(Profit) on disposal of fixed assets	1	(25)
Operating lease costs		
- Plant and equipment	375	298
Net profit on foreign currency translation	(59)	(39)
Auditor's remuneration - audit of the financial statements	60	55
Auditor's remuneration - other fees	124	93
Provision for losses in Numatic International SAS	(330)	217

# **NOTES TO THE FINANCIAL STATEMENTS**

# YEAR ENDED 31 DECEMBER 2011

# 4. OPERATING PROFIT (continued)

Stewart & Co

	Auditor's remuneration - audit of the financial statements	2011 £000 <u>60</u>	2010 £000 55
	Auditor's remuneration - other fees		
	- Local statutory audit of subsidiary	124	93
	Overseas auditors		
		2011 £000	2010 £000
	Auditor's remuneration - other fees		
	- Local statutory audit of subsidiary	124	93
5.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the group during the financial	al year amount	ed to
	Number of production staff Number of administrative staff	2011 No 623 222 845	2010 No 623 215 838
	The aggregate payroll costs of the above were		
	Wages and salaries Social security costs Other pension costs	2011 £000 24,804 1,626 2,011 28,441	2010 £000 24,884 1,616 1,777 28,277

Other pension costs are amounts charged to operating profit and do not include amounts credited to finance income (see note 7), charged to finance costs (see note 8), and amounts recognised in the statement of recognised gains and losses

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 6. DIRECTOR'S REMUNERATION

The director's aggregate remuneration in respect of qualifying services were

	Remuneration receivable	2011 £000 424	2010 £000 <u>740</u>
7.	INTEREST RECEIVABLE AND SIMILAR INCOME		
	Bank interest receivable  Net finance income in respect of defined benefit pension schemes	2011 £000 - - - -	2010 £000 19 52 71
8.	INTEREST PAYABLE AND SIMILAR CHARGES		
	Other similar charges payable	2011 £000 512	2010 £000 417
9.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
	Current tax	2011 £000	2010 £000
	UK Taxation In respect of the year		
	UK Corporation tax based on the results for the year at 26% (2010 - 28%)	1,186	1,241
	Foreign tax Current tax on income for the year	251	84
	Total current tax	1,437	1,325
	Deferred tax		
	Origination and reversal of timing differences	213	227
	Tax on profit on ordinary activities	1,650	1,552

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 9 TAXATION ON ORDINARY ACTIVITIES (continued)

# (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 26% (2010 - 28%)

	2011 £000	2010 £000
Profit on ordinary activities before taxation	5,185	5,014
Profit on ordinary activities by rate of tax	1,348	1,404
Expenses not deductible for tax purposes	448	86
Capital allowances for period in excess of depreciation	(39)	1
Tax chargeable at lower rates	22	-
Overseas taxation	251	84
Tax adjustment for overseas subsidiaries	(393)	(23)
Tax adjustment for pension costs under FRS17	(200)	(227)
Total current tax (note 9(a))	1,437	1,325

# 10. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the financial statements of the parent company was £2,280,000 (2010 - £3,360,000)

# 11. INTANGIBLE FIXED ASSETS

Group	Goodwill £000	Patents £000	Total £000
COST			
At 1 January 2011	476	162	638
Additions	104		104
Transfers	(568)		(568)
Exchange adjustments	(12)	(3)	(15)
At 31 December 2011		159	159
			-
AMORTISATION			
At 1 January 2011	187	24	211
Charge for the year	77	9	86
Transfers	(260)		(260)
Exchange adjustments	(4)	_	(4)
A 4 21 D 2011	<del></del>		
At 31 December 2011	<del>-</del>		33
NET BOOK VALUE			
At 31 December 2011	_	126	126
At 51 December 2011		120	==
At 31 December 2010	289	138	427

# NUMATIC INTERNATIONAL LIMITED NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 11. INTANGIBLE FIXED ASSETS (continued)

Company	Patents £000
COST	
At 1 January 2011 and 31 December 2011	136
AMODERICATIVON	
AMORTISATION	22
At 1 January 2011	23
Charge for the year	8
At 31 December 2011	31
NET BOOK VALUE	
At 31 December 2011	105
A. 21 D 1 . 2010	112
At 31 December 2010	113

# 12. TANGIBLE FIXED ASSETS

Group	Freehold Property £000	Plant & Machinery £000	Fixtures & Fittings £000	Motor Vehicles £000	Tooling £000	Total £000
COST						
At 1 Jan 2011	26,835	10,021	3,234	584	6,719	47,393
Additions	537	877	568	137	590	2,709
Disposals	_	(59)	(12)	(35)	(287)	(393)
Transfers		568				568
Exchange						
adjustments	(118)	(18)	(76)	(81)	(9)	(302)
At 31 Dec 2011	27,254	11,389	3,714	605	7,013	49,975
DEPRECIATION	Į.					
At 1 Jan 2011	4,253	6,920	2,278	310	4,018	17,779
Charge for the			-			
year	548	690	373	84	478	2,173
On disposals	_	(31)	(7)	(12)	_	(50)
Transfers		260				260
Exchange						
adjustments	(26)	(8)	(42)	(60)	(2)	(138)
At 31 Dec 2011	4,775	7,831	2,602	322	4,494	20,024
NET BOOK VAL	.UE					
At 31 Dec 2011	22,479	3,558	1,112	283	2,519	29,951
At 31 Dec 2010	22,582	3,101	956	274	2,701	29,614

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 12. TANGIBLE FIXED ASSETS (continued)

Company	Freehold Property £000		Fixtures & Fittings £000	Motor Vehicles £000	Tooling £000	Total £000
COST						
At 1 Jan 2011	22,154	9,289	2,339	54	6,355	40,191
Additions	112	607	396	_	584	1,699
Disposals	_	(18)	_	_	_	(18)
At 31 Dec 2011	22,266	9,878	2,735	54	6,939	41,872
DEPRECIATION						
At 1 Jan 2011 Charge for the	3,239	6,652	1,735	43	3,966	15,635
year	416	543	263	3	470	1,695
On disposals	-	(16)	_	_	-	(16)
At 31 Dec 2011	3,655	7,179	1,998	46	4,436	17,314
NET BOOK VAL	UE					
At 31 Dec 2011	18,611	2,699	737	8	2,503	24,558
At 31 Dec 2010	18,915	2,637	604	11	2,389	24,556

# **13. INVESTMENTS**

Company	Group companies
	£000
COST	
At 1 January 2011	7,545
Additions	2,622
At 31 December 2011	$\overline{10,167}$
NET BOOK VALUE	
At 31 December 2011	10,167
At 31 December 2010	7,545

# NUMATIC INTERNATIONAL LIMITED NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2011

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	Country of incorporation	Holding	of voting rights and shares held	Nature of business
Subsidiary undertakin	gs			
All held by the company	/			
Numatic		Ordinary		
International SAS	France	shares	100%	Sales and distribution
Numatic		Ordinary		
International GmbH	Germany	shares	100%	Sales and distribution
Numatic		Ordinary		
International B V	Holland	shares	100%	Sales and distribution
Numatic				
International		Ordinary		
(Proprietary) Ltd	South Africa	shares	100%	Sales and distribution
Numatic				
International		Ordinary		
Schweiz AG	Switzerland	shares	100%	Sales and distribution

It must be emphasised that in aggregate the value of the investments in Numatic International SAS, Numatic International BV, Numatic International (Proprietary) Ltd and Numatic International Schweiz AG are disproportionate to their current asset value by £6,923,000 It is the company's policy to fully capitalise start up costs, working capital requirements and wherever possible the provision of freehold premises. All subsidiaries are held for the long term and are expected, if they are not already, to provide a meaningful return on the capital employed Furthermore the current asset values of the subsidiary undertakings do not include internally generated goodwill. Accordingly no impairments have been made

All subsidiary undertakings are involved in the sale and distribution of group and associated products

All subsidiary undertakings are included in the consolidated accounts

# 14. STOCKS

	Grou	Group		iny
	2011	2010	2011	2010
	£000	£000	£000	£000
Raw materials	6,605	8,280	6,605	8,280
Work in progress	960	944	959	944
Finished goods	7,130	7,534	1,926	2,471
Small tools	30	30	30	30
	14,725	16,788	9,520	11,725

# NUMATIC INTERNATIONAL LIMITED NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 15. DEBTORS

	Group		Compa	ny
	2011 £000	2010 £000	2011 £000	2010 £000
Trade debtors	16,374	14,224	10,777	9,223
Amounts owed by group undertakings	_	_	8,441	10,924
Other debtors	2,589	3,036	5	4
Deferred taxation (Note 18)	15	22	_	_
Prepayments and accrued income	657	486	410	423
	19,635	17,768	19,633	20,574

# 16. CREDITORS: Amounts falling due within one year

	Group		Company	
	2011	2010	2011	2010
	£000	£000	£000	£000
Overdrafts	2,656	5,200	1,878	4,402
Trade creditors	8,589	8,259	7,907	7,659
Other creditors including taxation				
Corporation tax	686	804	686	791
Other taxation	1,498	827	1,374	674
Other creditors	915	788	_	_
Accruals and deferred income	4,244	4,316	3,681	3,900
	18,588	20,194	15,526	17,426

# 17. CREDITORS: Amounts falling due after more than one year

	Group		Company	
	2011	2010	2011	2010
	£000	£000	£000	£000
Bank loans	5,864	5,972	3,884	4,002

# 18. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was

	Group		Company	
	<b>2011</b> 2010		2011	2010
	£000	£000	£000	£000
Provision brought forward	104	103	126	132
Increase/(Decrease) in provision	44	1	22	(6)
Provision carried forward	148	104	148	126

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 18. DEFERRED TAXATION (continued)

The group's provision for deferred taxation consists of the tax effect of timing differences in respect of

Group	2011		<b>2011</b> 2010		10
•	Provided £000	Unprovided £000	Provided £000	Unprovided £000	
Excess of taxation allowances over depreciation on fixed assets	148	_	126	-	
Other timing differences	-	-	(22)	-	
	1.40		104		
	148		104		

The company's provision for deferred taxation consists of the tax effect of timing differences in respect of

Company	2011		20	10
	Provided £000	Unprovided £000	Provided £000	Unprovided £000
Excess of taxation allowances over				
depreciation on fixed assets	148	_	126	-
				-

# 19. OTHER PROVISIONS

	Group		Company	
	2011	2010	2011	2010
	€000	£000	£000	£000
Other provisions	1,941	2,329	-	-

During 2009 irregular activities by former management were identified in Numatic International SAS, a wholly owned subsidiary incorporated in France, and there are currently legal proceedings in progress alleging the misappropriation of the subsidiary's assets, where the company is the claimant. The value of the assets that the company is trying to recover stands at £2,525,000, for which full provision was made in the financial statements for the year ended 31 December 2008. This figure consists of of several transactions covering the two periods preceding this date. The results included in these financial statements in respect of Numatic International SAS are £175,000 a gain (2010 £106,000 loss) and £1,518,000 net assets (2010 £1,935,000 net liabilities). This is after a £330,000 gain (2010 £106,000 loss) and net liability £1,941,000 (2010 £2,329,000) in respect of the provision.

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

### 20. PENSIONS AND OTHER POST RETIREMENT BENEFITS

The group operates a number of pension schemes for its employees

# Defined benefit pension scheme (company only)

Employees contribute 7% of salary (2010 7%) with the balance of required contributions being met by the company (23 3% of pensionable salaries at the balance sheet date). An actuary reviews the assets and liabilities of the scheme on a triennial basis for funding purposes, the last valuation being as at 1st April 2009. Interim valuations will continue to be performed at the end of each accounting year for the purposes of FRS 17 disclosures.

The actuarial assessment considers the assets and liabilities at the date of calculation and forecasts assets and liabilities in the future according to a set of assumptions, the most important of which are the rate of return on the assets and the rate of increase in remuneration and pensions

At the date of the last full valuation in 2009, the actuarial valuation of the assets was £18,745,000 and of the liabilities £31,354,000, representing a shortfall of £12,609,000 and a funding level of 60%. This underfunding is being reduced by adjusting the employer's contribution to 23 3% of pensionable salaries for the year to 31st December 2009 and thereafter.

The position will be reviewed at the next actuarial valuation, which should have an effective date not more than three years from the date of the latest valuation

The amounts recognised in the profit and loss account are as follows

,	2011 £000	2010 £000
Amounts credited to operating profit Current service cost	(864)	(851)
Total operating credit	(864)	(851)
Amounts included in other finance cost/(income)		
Expected return on scheme assets	2,003	1,848
Interest on scheme habilities	(1,998)	(1,900)
Other finance cost/(income)	5	(52)
Total credit to the profit and loss account	(859)	(903)

The total operating credit is recognised in the following line items in the profit and loss account

	2011	2010
	£000	£000
Cost of sales	(766)	(903)
Total operating credit	(766)	(903)

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 20. PENSIONS AND OTHER POST RETIREMENT BENEFITS (continued)

Other finance cost is included in the profit and loss account within interest payable and similar charges

Actuarial losses of £(2,359) (2010 £1,216) have been recognised in the statement of total recognised gains and losses

The amounts recognised in the balance sheet are as follows

	2011	2010
	2011	2010
	£000	£000
Present value of unfunded obligations	(6,140)	(4,550)
Related deferred tax asset	1,474	1,274
Net pension liability	( <del>4,666</del> )	(3,276)
Changes in the present value of the defined benefit obligation scher	ne are as follows	
	2011	2010
	£000	£000
Opening defined benefit obligation	36,778	33,042
Current service cost	864	851
Interest on scheme liabilities	1,998	1,900
Actuarial loss	1,330	1,266
Contributions by scheme participants	488	509
Benefits paid	(914)	(790)
Closing defined benefit obligation	40,544	36,778

The defined benefit obligation may be analysed between wholly unfunded and wholly or partly funded schemes as follows

	2011 £000	2010 £000
Funded	34,404	32,228
Unfunded	,	4,550
Offigialed	6,140	4,330
	40,544	36,778
	<del></del>	
Changes in the fair value of scheme assets are as follows		
	2011	2010
	£000	£000
Opening fair value of scheme assets	32,228	26,467
Expected return on scheme assets	2,003	1,848
Contributions by scheme participants	488	509
Actuarial (loss)/gain	(1,029)	2,482
Benefits paid	(914)	(790)
Other	1,628	1,712
Closing fair value of scheme assets	34,404	32,228

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 20. PENSIONS AND OTHER POST RETIREMENT BENEFITS (continued)

The fair value of the major categories of scheme assets as a percentage of total scheme assets are as follows

			201	1	2010
				%	%
European equities			5	73.00	78 00
European bonds			2	21.00	15 00
Property				_	7 00
Cash				6.00	_
The principal actuarial assumptions as at the	balance she	eet date we	ere		
			201	.1	2010
•				%	%
Discount rate				4.70	5 40
Expected return on scheme assets				5.50	6 10
Rate of increase in salaries				3.80	4 40
Rate of increase in pensions in payment				2.80	3 30
Inflation				2.80	3 40
Amounts for the current and previous four p	eriods are a	s follows			
•	2011	2010	2009	2008	2007
	£000	£000	£000	£000	£000
Defined benefit obligation	(40,544)	(36,778)	(33,042)	(27,129)	(29,500)
Fair value of scheme assets	34,404	32,228	26,467	20,505	24,691
Deficit in the scheme	(6,140)	(4,550)	(6,575)	(6,624)	(4,809)

# Other pension schemes

The overseas subsidiary undertakings make contributions into employees' personal pension schemes

# Total pension costs

The pension cost charge represents contributions payable by the group to the funds and amounted to £1,777,000 (2009 £1,903,000), including contributions payable by overseas subsidiary undertakings

All contributions deducted from employees and payable by the employer have been paid to the UK schemes.

# 21. SECURITY

Bank borrowings covering the bank treasury loan and the overdraft facility are secured by specific legal charges over freehold land and property

Until 5 July 2012 there was a letter of comfort in place from the parent undertaking, in respect of any bank borrowings of Chalon UK Limited, a company previously owned and controlled by Mr C R Duncan, the sole director

There is also security given by the parent undertaking in respect of the bank borrowings of Numatic International SAS



# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 22. COMMITMENTS UNDER OPERATING LEASES

At 2011 the group had annual commitments under non-cancellable operating leases as set out below

Group	2011		2010	
	Land and buildings £000	Other items £000	Land and buildings £000	Other items £000
Operating leases which expire				
Within 1 year	241	277	267	180
Within 2 to 5 years	1,424	362	1,238	643
After more than 5 years	20	-	829	-
	1,685	639	2,334	823

# 23. RELATED PARTY TRANSACTIONS

The company was under the control of Mr C R Duncan throughout the current and previous year Mr C R Duncan is the director and sole shareholder

During the year the company was invoiced by Chalon UK Limited, a company previously owned and controlled by Mr C R Duncan, nil (2010 £250,000) regarding marketing and consultancy Also during the year the company lent to, and wrote off, £600,000 to Chalon UK Limited Since the year end a further £1,850,000 has been transferred to Chalon UK Limited and will be written off in the year ended 31 December 2012

# 24. SHARE CAPITAL

# Authorised share capital:

			£000	£000
5,000,000 Ordinary shares of £1 each			5,000	5,000
Allotted, called up and fully paid:				
	2011		2010	
	No	£000	No	£000
5,000,000 Ordinary shares of £1 each	5,000,000	5,000	5,000,000	5,000

2010

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 25. RESERVES

Group	Profit and loss
	account £000
Balance brought forward	35,996
Profit for the year	3,535
Exchange differences on retranslation of net assets of subsidiary undertakings	(372)
Defined benefit pension scheme	(1,975)
Balance carried forward	<u>37,184</u>
Company	Profit and loss account

	account £000
Balance brought forward	42,028
Profit for the year	2,280
Defined benefit pension scheme	(1,975)
Balance carried forward	42,333

# 26. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2011 £000	2010 £000
Profit for the financial year	3,535	3,462
Defined benefit pension scheme	(1,975)	876
Exchange differences on retranslation of net assets of subsidiary undertakings	(372)	226
Net addition to shareholder's funds Opening shareholder's funds	1,188 40,996	4,564 36,432
Closing shareholder's funds	42,184	40,996

# **NOTES TO THE FINANCIAL STATEMENTS**

# YEAR ENDED 31 DECEMBER 2011

# 27. NOTES TO THE CASH FLOW STATEMENT

# RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

Operating profit Amortisation Depreciation Loss/(Profit) on disposal of fixed assets Decrease/(increase) in stocks (Increase)/decrease in debtors Increase/(decrease) in creditors (Decrease)/increase in provisions Exchange differences arising on consolidation Exchange rate adjustments on fixed assets FRS17 adjustment reversal Net cash inflow from operating activities	2011 £000 5,697 86 2,173 1 2,063 (1,874) 1,056 (388) (373) 175 (774) 7,842	2010 £000 5,360 60 2,258 (25) (2,121) 1,337 (823) 121 226 126 (757) 5,762
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received Interest paid Net cash outflow from returns on investments and servicing of finance	2011 £000	2010 £000 19 (417) (398)
TAXATION		
Taxation  CAPITAL EXPENDITURE	2011 £000 (1,539)	2010 £000 (1,203)
	2011	2010
Payments to acquire intangible fixed assets Payments to acquire tangible fixed assets Receipts from sale of fixed assets	£000 (104) (2,709) 342	£000 (178) (2,725) 130
Net cash outflow from capital expenditure	(2,471)	(2,773)

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2011

# 27. NOTES TO THE CASH FLOW STATEMENT (continued)

# **FINANCING**

	2011	2010
	£000	£000
(Repayment of)/increase in bank loans	(108)	340
Net cash (outflow)/inflow from financing	(108)	340
	=	<del></del>

# RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2011		2010
	£000£	£000	£000
Increase in cash in the period	3,217		1,728
Net cash outflow from/(inflow) from bank loans	108		(340)
	<del>_</del>	3,325	1,388
Change in net funds		3,325	1,388
Net debt at 1 January 2011		(2,876)	(4,264)
Net funds at 31 December 2011		449	(2,876)

# ANALYSIS OF CHANGES IN NET FUNDS

	At		At
	1 Jan 2011	Cash flows	31 Dec 2011
	£000	£000	£000
Net cash			
Cash in hand and at bank	8,296	673	8,969
Overdrafts	(5,200)	2,544	(2,656)
	3,096	3,217	6,313
Debt	<del></del>		<del></del>
Debt due after 1 year	(5,972)	108	(5,864)
	<u>=</u>		
Net funds	(2,876)	3,325	449
	<del></del>		