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Company Registration No. 01163485 (England and Wales)

MONODRAUGHT LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012

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#### **COMPANY INFORMATION**

S Hagelskjaer **Directors** 

B Ankerfelt N Hopper G Storgaard

Secretary H S Secretarial Limited

Company number 01163485

Halifax House Registered office

Cressex Business Park High Wycombe Buckinghamshire

**HP12 3SE** 

**Auditors** HW

> Sterling House 5 Buckingham Place Bellfield Road West High Wycombe Buckinghamshire

**HP13 5HQ** 

Halifax House **Business address** 

Cressex Business Park

High Wycombe Buckinghamshire **HP12 3SE** 

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#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and financial statements for the year ended 31 December 2012

#### Principal activities and review of the business

The principal activity of the company continued to be construction, sales and installation of chimneys for natural ventilation solutions and Sunpipes for daylight systems in 2012 natural cooling systems using phase change material have been a minor part of the business

Our business has in 2012 been affected with a fall in turnover by the general crisis in Europe and especially by the downturn in the UK. In addition to the economic downturn, there was also continued competition in the sector with aggressive pricing policies for natural ventilation systems during the year. This inevitability impacted on gross margin.

The fall in turnover has made it necessary to restructure and cut back costs in general which has had a negative impact on the results in 2012 which ended with a small loss

Based on the actions already taken, the directors are convinced that 2013 will lead to a return to profit in line with the budget

#### Results and dividends

The results for the year are set out on page 5

A final ordinary dividend of £1,206,000 was paid in the year in respect of the year ended 31 December 2011

#### **Future developments**

The export business is expected to show a higher percentage growth compared to the domestic market for the coming year as the directors are expecting to further develop this area of the business in 2013

#### Directors

The following directors have held office since 1 January 2012

S Hagelskjaer

**B** Ankerfelt

A F Cull

(Resigned 17 February 2012)

N Hopper

G Storgaard

(Appointed 17 February 2012)

#### **DIRECTORS' REPORT (CONTINUED)**

#### FOR THE YEAR ENDED 31 DECEMBER 2012

### 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Statement of disclosure to auditors

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

On behalf of the board

S Hagelşkjaer

Director .

Date 28.02.2019

#### **INDEPENDENT AUDITORS' REPORT**

#### TO THE MEMBERS OF MONODRAUGHT LIMITED

We have audited the financial statements of Monodraught Limited for the year ended 31 December 2012 set out on pages 5 to 20. 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 1 - 2, 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 infromation 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 company's affairs as at 31 December 2012 and of its loss 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

### **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

#### TO THE MEMBERS OF MONODRAUGHT LIMITED

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

Gary Heywood (Senior Statutory Auditor) for and on behalf of HW

Chartered Accountants Statutory Auditor 2/3/13

Sterling House 5 Buckingham Place Bellfield Road West High Wycombe Buckinghamshire HP13 5HQ

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	2012 £	2011 £
Turnover	2	8,644,211	12,488,289
Cost of sales		(5,136,983)	(6,995,436)
Gross profit		3,507,228	5,492,853
Administrative expenses		(4,339,413)	(4,916,637)
Other operating income		664,380	771,244
Operating (loss)/profit	3	(167,805)	1,347,460
Investment income	4	-	230,012
Other interest receivable and similar			
income	4	3,815	17,848
Amounts written off investments	5	-	(420,438)
Interest payable and similar charges	6	(19,273)	(4,101)
(Loss)/profit on ordinary activities			
before taxation		(183,263)	1,170,781
Tax on (loss)/profit on ordinary activities	7	43,844	(285,403)
(Loss)/profit for the year	18	(139,419)	885,378

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 SHEET**

### AS AT 31 DECEMBER 2012

	20	)12	20	011
Notes	£	£	£	£
9		73,375		26,315
10		371,302		457,737
		444,677		484,052
12	818,698		962,095	
13	2,369,526		2,663,426	
	536		267,351	
	3,188,760		3,892,872	
14	(2,192,644)		(1,624,504)	
		996,116		2,268,368
		1,440,793		2,752,420
15		(183,792)		(150,000)
		1,257,001		2,602,420
17		3,000		3,000
18		1,254,001		2,599,420
19		1,257,001		2,602,420
	9 10 12 13 14	9 10  12 818,698 13 2,369,526 536 3,188,760  14 (2,192,644)  15	9 73,375 371,302 444,677  12 818,698 13 2,369,526 536 3,188,760  14 (2,192,644)  996,116 1,440,793  15 (183,792)  1,257,001  17 3,000  1,254,001	9       73,375         10       371,302         444,677         12       818,698       962,095         13       2,369,526       2,663,426         536       267,351         3,188,760       3,892,872         14       (2,192,644)       (1,624,504)         996,116       1,440,793         15       (183,792)         1,257,001       3,000         18       3,000         1,254,001

Approved by the Board and authorised for issue on 28/2/13

S Hagelskjaer

Director

Company Registration No. 01163485

### **CASH FLOW STATEMENT**

### FOR THE YEAR ENDED 31 DECEMBER 2012

£	£	£	£
	50,339		3,906,176
3,815		17,848	
(19,273)		(4,101)	
		230,012	
	(15 450)		243,759
	(15,456)		243,709
	(132,735)		(1,223,155)
(6,327)		(8,530)	
(154,079)		(220,925)	
9,683		40,025	
	(150,723)		(189,430)
		(203,348)	
			(222 2 42)
	-		(203,348)
	(1,206,000)		(4,000,000)
	(1,454,577)		(1,465,998)
	(1 454 577)		(1,465,998)
	(19,273) - - (6,327) (154,079)	3,815 (19,273) (15,458) (132,735) (6,327) (154,079) 9,683 (150,723)	3,815 (19,273) (4,101) 230,012  (15,458) (132,735)  (6,327) (154,079) (154,079) (150,723)  (150,723)  (1,206,000) (1,454,577) (1,454,577)

# NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

1	Reconciliation of operating (loss)/profit operating activities	to net cash inflow	from	2012	2011
	-			£	£
	Operating (loss)/profit			(167,805)	1,347,460
	Depreciation of tangible assets			169,591	188,673
	Amortisation of intangible assets			15,916	6,646
	Loss on disposal of tangible assets			4,591	11,642
	Decrease/(increase) in stocks			143,397	(378,965)
	Decrease in debtors			375,867	2,940,173
	Decrease in creditors within one year			(525,010)	(189,453)
	Other reserve movement			33,792	(20,000)
	Net cash inflow from operating activities	s		50,339	3,906,176
2	Analysis of net (debt)/funds	1 January 2012	Cash flow	Other non- cash changes	31 December 2012
		£	£	£	£
	Net cash				
	Cash at bank and in hand	267,351	(266,815)	-	536
	Bank overdrafts	-	(1,187,762)	-	(1,187,762)
		267,351	(1,454,577)		(1,187,226)
	Pank dangata				<u> </u>
	Bank deposits  Net funds/(debt)	267.254	(4 AEA E77)	-	- (4.407.006)
	Net funds/(debt)	267,351 =======	(1,454,577) ======		(1,187,226) ======
3	Reconciliation of net cash flow to move	ment in net (debt)	/funds	2012	2011
_		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	£	£
	Decrease in cash in the year			(1,454,577)	(1,465,998)
	Movement in net (debt)/funds in the yea	ır		(1,454,577)	(1,465,998)
	Opening net funds			267,351	1,733,349
	Closing net (debt)/funds			(1,187,226)	267,351

#### **NOTES TO THE FINANCIAL STATEMENTS**

#### FOR THE YEAR ENDED 31 DECEMBER 2012

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated) The accounting policies have remained unchanged from the previous year

#### 1.3 Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

#### 1 4 Product certifications

Product certifications are written off over their expected useful economic life

#### 1.5 Research and development

Research and development 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

#### 1.6 Tangible fixed assets and depreciation

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life, as follows

Plant and machinery

20% per annum on a straight line basis

Fixtures, fittings & equipment

15% - 33% per annum on a straight line basis

Motor vehicles

25% per annum on a straight line basis

#### 17 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

#### 1.8 Stock

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

#### 19 Pensions

The company operates a defined contribution scheme for the benefit of its employees and its directors. The assets of the scheme are held seperately from those of the company. The pension costs charged in the financial statements represents the amounts payable by the company to the fund in respect of the year.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

#### 1 Accounting policies

(continued)

#### 1 10 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 except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

The deferred tax balance is not discounted

#### 1 11 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.

#### 2 Turnover

Geograpi	nıçal	market
----------	-------	--------

		Turnover	
		2012	2011
		£	£
	UK	8,041,248	11,290,003
	Europe	404,520	419,125
	Rest of the World	198,443	779,161
		8,644,211	12,488,289
		<del></del>	
3	All turnover originates from operations in the United Kingdom  Operating (loss)/profit	2012	2011
•		£	£
	Operating (loss)/profit is stated after charging	_	_
	Amortisation of intangible assets	15,916	6,646
	Depreciation of tangible assets	169,591	188,673
	Loss on disposal of tangible assets	4,591	11,642
	Research and development	346,647	404,401
	Operating lease rentals	180,640	188,762
	Auditors' remuneration (including expenses and benefits in kind)	17,250	17,250

4	Investment income and other income receivable	2012 £	2011 £
	Income from shares in group undertakings	-	230,012
	Bank interest	3,815	16,516
	Other interest	<u>-</u>	1,332
		3,815	247,860
5	Amounts written off investments	2012 £	2011 £
	Amounts written off fixed asset investments		
	- permanent diminution in value	-	420,438
	·		
6	Interest payable	2012	2011
		£	£
	On amounts payable to group companies	319	3,890
	On bank loans and overdrafts	18,954	-
	On overdue tax	-	211
		19,273	4,101

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

7	Taxation	2012 £	2011 £
	Domestic current year tax	-	_
	U K corporation tax	(44,898)	360,720
	Adjustment for prior years	1,054	(75,317)
	Total current tax	(43,844)	285,403
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(183,263)	1,170,781
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24 00% (2011 - 26 00%)	(43,983)	304,403
	Effects of		
	Non deductible items	923	49,511
	Depreciation add back	41,890	50,783
	Capital allowances	(34,018)	(52,908)
	Loss / (Profit) on disposals	1,102	3,027
	Effect of change in tax rate	(915)	50
	Prior year tax adjustment	1,054	(75,317)
	Other tax adjustments	(9,897)	5,854
		139	(19,000)
	Current tax charge for the year	(43,844)	285,403
8	Dividends	2012 £	2011 £
	Ordinary final paid	1,206,000	4,000,000

A final dividend was paid during the year amounting to £1,206,000 relating to the year ended 31 December 2011 (2001 £4,000,000 for the year ended 2010)

9	Intangible fixed assets	
		Product certifications and software development £
	Cost	_
	At 1 January 2012	37,847
	Additions	62,976
	At 31 December 2012	100,823
	Amortisation	
	At 1 January 2012	11,532
	Charge for the year	15,916
	At 31 December 2012	27,448
	Net book value	-
	At 31 December 2012	73,375
	At 31 December 2011	26,315

10	Tangible fixed assets				
	-	Plant and	Fixtures,	Motor	Total
		machinery	fittings &	vehicles	
			equipment	_	_
		£	£	£	£
	Cost				
	At 1 January 2012	236,802	733,775	364,664	1,335,241
	Additions	72,899	24,531	-	97,430
	Disposals	-	(14,300)	(93,589)	(107,889)
	At 31 December 2012	309,701	744,006	271,075	1,324,782
	Depreciation				
	At 1 January 2012	115,804	543,887	217,813	877,504
	On disposals	-	(6,358)	(87,257)	(93,615)
	Charge for the year	33,149	84,828	51,614	169,591
	At 31 December 2012	148,953	622,357	182,170	953,480
	Net book value				
	At 31 December 2012	160,748	121,649	88,905	371,302
	At 31 December 2011	120,998	189,888	146,851	457,737

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

#### 11 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	-
At 1 January 2012	420,438
Disposals	(420,438)
At 31 December 2012	-
Provisions for diminution in value	<del></del>
At 1 January 2012	420,438
On disposals	(420,438)
At 31 December 2012	-
Net book value	
At 31 December 2012	-
	<del></del>
At 31 December 2011	-
	<del></del>

Following Artica Technologies Limited full write down in value and application to Companies House to be struck off during year ended 2011, it was successfully dissolved on 3 April 2012

12	Stocks	2012 £	2011 £
	Finished goods and goods for resale	818,698	962,095

13	Debtors	2012 £	2011 £
	Trade debtors	1,512,139	1,985,993
	Amounts owed by parent and fellow subsidiary undertakings	147,700	43,515
	Corporation tax	81,967	-
	Other debtors	490,891	449,387
	Prepayments and accrued income	129,153	176,855
	Deferred tax asset (see note 15)	7,676	7,676
		2,369,526	2,663,426
14	Creditors amounts falling due within one year	2012 £	2011 £
	Bank loans and overdrafts	1,187,762	_
	Trade creditors	635,293	1,035,632
	Amounts owed to fellow subsidiary undertakings	23,059	7,747
	Corporation tax	-	94,612
	Other taxes and social security costs	255,722	310,383
	Other creditors	-	16,000
	Accruals and deferred income	90,808	160,130
		2,192,644	1,624,504

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

15	Provisions for liabilities	
		Other
		£
	Balance at 1 January 2012	150,000
	Profit and loss account	33,792
	Balance at 31 December 2012	183,792

Other provisions are represented by a warranty provision of £133,792 (2011 £100,000) and a dilapidation provision of £50,000 (2011 £50,000) The closing warranty provision of £133,792 is after a provision utilisation in the year of £27,607 and increase of £61,399 (2011 £17,200 and further reduction of £2,800), is expected to be utilised within five years. The dilapidation provision is expected to be utilised within eight years.

## The deferred tax asset (included in debtors, note 13) is made up as follows:

follows:	2012 £	
Balance at 1 January 2012 & at 31 December 2012	(7,676)	
	2012 £	2011 £
Decelerated capital allowances	(7,676) ————	(7,676)

## 16 Pension and other post-retirement benefit commitments Defined contribution

The company operates a defined contribution pension scheme for its staff and directors. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £143,857 (2011 £163,861). No contributions were payable to the fund at the period end (2011 £nil)

	2012 £	2011 £
Contributions payable by the company for the year	143,857	163,861

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

17	Share capital	2012 £	2011 £
	Allotted, called up and fully paid	~	-
	3,000 Ordinary shares of £1 each	3,000	3,000
18	Statement of movements on profit and loss account		
			Profit and loss account £
	Balance at 1 January 2012 Loss for the year Dividends paid		2,599,420 (139,419) (1,206,000)
	Balance at 31 December 2012		1,254,001
19	Reconciliation of movements in shareholders' funds	2012 £	2011 £
	(Loss)/Profit for the financial year Dividends	(139,419) (1,206,000)	885,378 (4,000,000)
	Net depletion in shareholders' funds	(1,345,419)	(3,114,622)
	Opening shareholders' funds	2,602,420	5,717,042
	Closing shareholders' funds	1,257,001	2,602,420

#### 20 Financial commitments

At 31 December 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

	Land and bu	ildings	Othe	r
	2012	2011	2012	2011
	£	£	£	£
Operating leases which expire				
Within one year	•	-	8,160	-
Between two and five years	•	-	31,045	40,853
In over five years	154,715	154,715	•	-
	154,715	154,715	39,205	40,853

21	Capital commitments	2012 £	2011 £
	At 31 December 2012 the company had capital commitments as follows		
	Contracted for but not provided in the financial statements	46,000	
22	Directors' remuneration	2012 £	2011 £
	Remuneration for qualifying services Company pension contributions to defined contribution schemes Compensation for loss of office	253,777 14,058 30,000 297,835	263,424 18,452 - 281,876
	The number of directors for whom retirement benefits are accruing under de amounted to 2 (2011 - 2)	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	109,423 9,423	120,239 13,817

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

#### 23 Employees

#### **Number of employees**

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

•	2012	2011
	Number	Number
Installation and production	24	27
Administration and sales	52	61
Directors (including non-executives)	6	6
Research and development	7	9
	89	103
Employment costs	2012	2011
• •	£	£
Wages and salaries	2,718,947	2,788,872
Social security costs	278,286	347,863
Other pension costs	143,857	163,861
	3,141,090	3,300,596
	<del></del>	

#### 24 Control

The immediate parent undertaking of Monodraught Limited is V&I Cap A/S, a company incorporated in Denmark

The ultimate parent undertaking is VKR Holding A/S, a company also incorporated in Denmark

VKR Holding A/S is owned by the Kann Rasmussen family and the foundation Villum Fonden, which is the main shareholder

Consolidated accounts are produced by VKR Holding A/S and copies are available to the public from the company's registered office at Breeltevej 18, DK-2970 Hoersholm, Denmark or their website address, www.vkr-holding.com

#### 25 Related party relationships and transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company